

USA VOLLEYBALL BOARD OF DIRECTORS

MINUTES OF MEETING

Meeting held electronically **Thursday, January 25, 2024**

I. Call to Order and Welcome

Dave Gentile, Chair

Mr. Gentile called the meeting to order and welcomed the Board.

II. Meeting Guidelines, Introductions

Dave Gentile

There were no meeting guidelines or introductions discussed.

III. Roll Call, Directory Update, Declaration of Quorum

Rachael Stafford

Present: C. Seilkop, D. Gentile, P. Lucas-White, E. King, B. Baker, D. Blanton, C. Lichtman, D. Donaghy, D. Peixoto, D. Eldredge, K. Kezbers, S. Bishop, K. Shoji, T. Karlin, T. Bourne, S. Hughes, N. Nieves, G. Thompson (Treasurer, non-voting)

Absent: J. McGhee

Guests: E. Duda, J. Davis, R. Stafford, A. Reiting, B. MacLean, C. Vadala, K. Gilgenast, M. Goodall, P. Vint, N. Funk, S. Kearns, S. Smith (Recording Secretary).

IV. Conflict of Interest declaration for any board member

Dave Gentile

There were no conflicts of interest declared.

V. Board Administration

Dave Gentile

a. Approval of Agenda

Motion #1 to approve the agenda, made by Peixoto, seconded by Baker, approved unanimously.

b. Board Chair Update (verbal)

Mr. Gentile reported that he has been busy with the performance review process, along with the procurement process. He will be meeting with the Executive Committee in the near future to discuss upcoming topics.

VI. CEO Update (Report found in Teams)

Jamie Davis

Mr. Davis noted that he filed a written report. He highlighted the following items: Overall, USAV is in great position. Both men's and women's indoor have qualified for the Olympics, beach is performing well, including Sarah Hughes and Kelly Cheng winning the world championship. We are pulling for Men's Sitting Team to qualify for Paris.

With respect to membership, it is very strong. In August 2023, membership was up 10% over the prior year. We are now up another 6% in total memberships between September 1, 2023 and January 2024 compared to the same prior period. This number can change due to timing. Over the last three seasons, we are up across the board and especially among junior males and junior females.

Director of Education Services, Dave McCann left, which gave us a chance to evaluate the position. We hired Dr. Jenny Johnson to fill that spot, and Mr. Davis is very excited about the prospect and potential she brings.

Procurement Guidelines - We have been implementing the new Procurement Guidelines process, and he appreciates how quickly the procurement group has been getting back to him when he requests approval. Mr. Davis noted there are a few items that were not intended to be covered (and Mr. Gentile agreed with this), but it is not clear in the document, so there needs to be some adjustment in language. He also noted the process may not work because there are agents in the market seeking sponsorships for USAV and other NGBs who come with an offer or a request for USAV to put together a program, and if we follow the process in the Procurement Guidelines, we could lose a lot of opportunities. Mr. Davis proposed that a smaller group meet to discuss the intent of the Guidelines and make changes needed to reflect what we want to accomplish. Mr. Gentile agreed and said the group would work with Mr. Davis to address these issues.

Professional Leagues – USAV has partnerships in place with all three professional leagues, and USAV is not taking sides with any one League. Mr. Davis congratulated Ms. Lichtman on a third straight successful season for Athletes Unlimited. The Professional Volleyball Federation also broke a record for highest attendance for a professional match last night. LOVE will open in September 2024 with the full season beginning in January 2025. PVF uses a franchise model, while LOVE ownership is centralized with the expectation of moving to a franchise model later. This is all good for the sport of volleyball. He noted the following impacts on USAV: (i) what does this mean for our national team coaching staff and where will they coach, for example at least two coaches will be coaching in a League, and (ii) will athletes leave National Team training program to join one of the Leagues? USAV needs to evaluate what the landscape looks like and how we will deal with this. We are also looking at Europe and how they address this, where coaches coach primarily with their professional club and coach the National Team only during the international season. There will be a strategic planning session on February 4th and 5th, and we have hired a facilitator to help us. Also, Andy Reitingger and Mr. Davis are in the process of setting up meetings with Regional Zones to get their feedback.

Beach Programming – there was a question of whether we could have more than one credential for coaches of beach teams at the Games. The IOC provides a set number of credentials to the USOPC, we put in our request, and then the USOPC allocates those credentials. We never get everything we request, but there is a particular shortage this year. Beach teams are not allowed to coach their teams during the events. We do have one credential for each team, but we cannot get a second per team. Mr. Gentile asked how many beach teams have two coaches, and only Sarah Hughes' team has two. Mr.

Vint explained that we have gained other resources to support the second coach's attendance (*e.g.*, tickets), we just won't be able to get a credential.

Strategic Planning Update – Mr. Davis briefly discussed the 2023 Strategic Operating Plan with five main pillars. Each of the 14 departments created their operating plan for their department. Mr. Davis then discussed the operational goals and in particular those that were not met in 2023. Mr. Davis then turned to 2024. USAV has posted a list of about 45 goals, and Mr. Davis asked for feedback, which the USAV staff will then use to create a matrix to track whether those goals have been met. Ms. King asked if the Cultural Assessment was on the list, and Mr. Davis confirmed that it is in there.

VII. Governance Committee Report

Andy Reiting

Mr. Reiting reported on the Governance Committee. He noted that documents are in the Teams folder. He noted language for the Procurement Policy that needed to be incorporated.

a. USAV – Region Agreement

He updated the Board on the progress of the USAV-Region Agreement, which will next go to the Executive Committee. Mr. Gentile reported that he hopes to discuss this at the May Board meeting.

b. By-Laws Updates

Mr. Reiting then discussed the proposed changes to the Bylaws, a copy of which is attached to these Minutes.

Motion #2 to approve Bylaws amendments, submitted by the Committee, approved unanimously.

He then discussed the Athletes Council manual and the proposed changes to that document, noting that one of the changes addresses the final item from the USOPC audit. Mr. Bishop raised a question about the election process, noting that certain information should be disclosed during the vetting process. Mr. Reiting noted that the USOPC gave USAV specific language to include, and Ms. Stafford explained that the USOPC requires this language, and based on her experience it is important to include the USOPC's specific language. Mr. Bishop noted that there is no language that disqualifies the discloser who discloses negative information. This issue will be sent back to the Governance Committee for review.

Motion #3 to approve the proposed amendments to the Athletes Council Manual, submitted by the Committee, approved unanimously.

Motion #4 to waive 30-day notice for Bylaws, made by Seilkop, seconded by Peixoto, approved unanimously.

Mr. Reitingger then discussed and read the language to be added to the Bylaws to address the Procurement Guidelines.

Motion #5 to approve the Bylaws changes associated with the Procurement Guidelines, submitted by the Committee, approved unanimously.

VIII. Nominating Committee Update

Nancy Funk

Ms. Funk submitted a report which is on the Teams site. She discussed the four Board positions that are coming up for election, who is eligible to serve another term and those positions that will be open due to term limits. She noted that the terms for four of the five Nominating Committee positions are expiring, all of those currently serving are eligible to serve another term.

IX. Personnel Committee Update (In Executive Session)

Elizabeth King

This will be addressed in Executive Session.

X. Athlete Discipline Updates

a. Indoor

Lichtman / Shoji

Ms. Lichtman noted the athletes are overseas right now. Some players are playing in the Professional Leagues. Mr. Gentile asked if the emergence of the US pro leagues puts any of the European Leagues in jeopardy. Ms. Lichtman did not think they were in jeopardy, but losing a lot of American players will create some issues. Mr. Davis commented that the European Leagues are strong, so they are not in jeopardy. There is a concern of European players wanting to play in the U.S.

Mr. Shoji noted that a number of men are also playing overseas.

b. Beach

Hughes / Bourne

Ms. Hughes reported that everyone is preparing to start the season, with the first match to be in Doha, Qatar. She mentioned the importance of the budget to cover travel costs for the athletes. She also mentioned the credentials for the Olympic Games and the lack of a second credential for coaches. Mr. Gentile noted that the budget discussions will be handled in Executive Session.

Mr. Bourne noted that Ms. Hughes covered most of the concerns on the players' side. The men just started training after their Christmas break and are getting ready for the last Olympic qualifying push.

c. Sitting

Nieves / Seilkop

Mr. Seilkop reported that the men's season is busy trying to qualify for Paris. There will be international matches in Dallas and Boston, and he thanked Mr. Reitingner and Mr. Peixoto for their efforts on organizing these. The last chance qualifier will be in China. It will take some U.S. athletes 40 hours to get to this site, and the tournament starts the Wednesday before Easter. US, Ukraine and China are vying for the last spot.

Ms. Nieves reported that the women's team is prepping for the Games and will be in Boston like the men.

XI. RVA Assembly Update **Andy Reitingner**

The RVA has not met yet, so there was no report.

XII. Junior Assembly Update **Kailey Bridges**

The Junior Assembly Report was submitted in writing.

XIII. Officials Assembly Update **Carlos Rodriguez**

There was no Officials Assembly report submitted.

XIV. Old Business **Dave Gentile**

There was no old business.

XV. New Business **Dave Gentile**

There was no new business.

Motion #6 to go into Executive Session, made by Eldridge, seconded by Peixoto, approved unanimously.

Motion #7 to come out of Executive Session, made by Baker, seconded by Peixoto, approved unanimously.

Mr. Gentile reported that the Board discussed the following in Executive Session:

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| 1. | Legal Update | Rachael Stafford |
| 2. | Training Facility Update (Term Sheet Shared) | Jamie Davis |
| 3. | Audit Finance and Budget Committee Report | George Thompson |
| 4. | Discussion of Net Asset Reserve Structure | George Thompson |
| | - Review Potential Budget Exceptions | |
| | - Arbitrator Program Financial Support | |
| | - Try Volleyball for a Day Funding | |
| | - Men's Paralympic Head Coach Full-Time Funding | |
| | - Athlete / Discipline Requirements | |
| | - Beach Events and Travel Funding | |

5. Personnel Committee Update

Elizabeth King

Motion #8 to approve the following resolution: “Be it resolved on this 25th date of January 2024, that the USA Volleyball Board of Directors authorizes either Jamie Davis, President or CEO and/or Stacie Kearns, Chief Financial Officer to execute all loan documents on behalf of the corporation, subject to board confirmation and approval,” submitted by Audit, Finance and Budget Committee, approved unanimously.

XVI. Next Meeting Dates and Locations

Mr. Gentile reported that the upcoming Board meetings will be held on the following dates at the following locations:

Monday, March 4, 2024 – In Person / Board Only - Kansas City, MO

Wednesday, May 22, 2024 – In Person Full Board Annual Meeting / Columbus, OH

Wednesday, September 18, 2024 – Electronic Teleconference

Wednesday, December 4, 2024 – Budget Approval Electronic Teleconference

XV. Adjournment

Dave Gentile

Motion #9 to adjourn, made by Bishop, seconded by Lichtman, approved unanimously.