

# MINUTES OF USA VOLLEYBALL BOARD OF DIRECTORS MEETING

Wednesday, March 12, 2025 - Held by Teleconference via Teams

## **I. CALL TO ORDER & WELCOME**

- **Welcome, Meeting Guidelines, Introductions – Dave Gentile, Chair**

Mr. Gentile welcomed the Board, staff and guests to the Board meeting.

- **Roll Call, Directory Update, Declaration of Quorum – Rachael Stafford**

### **Roll Call**

*Present:* D. Gentile, A. Reiting, D. Eldridge, B. Baker, D. Peixoto, P. Lucas-White, A. Lau, J. McGhee, G. Thompson (Treasurer, non-voting), K. Kezbers, S. Mueth, N. Wilkinson, C. Silkop, D. Donaghy, W. Garard.

*Absent:* S. Hughes, C. Patterson, C. Seilkop, E. King K. Shoji, C. Lichtman, D. Blanton, N. Nieves, T. Karlin, C. Vadala, K. Castillo, M. Partain, N. Funk, N. Nieves, T. Karlin, S. Hughes.

*Guests:* J. Speraw, B. MacLean, R. Stafford, M. Goodall, S. Kearns, J. Weston, P. Vint, S. Bishop, M. Peterson, K. Mooradian.

## **II. BOARD ADMINISTRATION – Dave Gentile**

**Motion #1 to approve the meeting minutes from the January 9, 2025 Board Meeting, made by Dave Gentile, approved unanimously.**

**Motion #2 to approve the agenda as presented for the March 12, 2025 Board Meeting, made by Dave Gentile, approved unanimously.**

## **III. BOARD CHAIR REPORT – Dave Gentile**

Dave Gentile noted that he continues to brief and confer with the Executive Committee. Mr. Gentile also announced that David Eldridge has accepted a position to be on the Board of Directors of USA Handball, and hence will be stepping down from the Board of USA Volleyball, effective as of the date hereof. Mr. Gentile and others thanked Mr. Eldridge for his contributions to USA Volleyball while he has served on the Board.

## **IV. CEO REPORT – John Speraw**

John Speraw provided an update on his transition, as well as an update on significant 2025 objectives and goals achieved. Jaime Weston and Steve Bishop then provided updates on major objectives and timelines.

## **V. BOARD COMMITTEE REPORTS**

With respect to the **Nominating Committee**, Nancy Funk noted the efforts to find a replacement for David Eldridge, given today's announcement of his departure from the Board.

With respect to the **Audit, Finance and Budget Committee**, George Thompson provided a brief update on financial initiatives.

With respect to the **Ethics and Eligibility Committee**, Rachael Stafford provided a brief update on new processes being employed.

With respect to the **Governance Committee**, Travis Karlin noted the approval of the updated RVAA Manual, and also set forth a motion to approve the modification in format of the Ethics and Eligibility Committee.

**Motion #3 to modify the format of the Ethics and Eligibility Committee, made by T. Karlin, approved unanimously.**

## **VI. USAV FOUNDATION REPORT – MARK PETERSON, WADE GARARD**

Mark Peterson led a discussion on the potential business combination between USAVF and First Point Foundation. Mr. Peterson explained the structure of the potential business combination as an asset purchase, whereby USAVF will acquire assets that are beneficial for the Foundation, including First Point intellectual property, donor grants and director transitions, and assume certain liabilities in the form of unfunded grant obligations of approximately \$526,000 through 2025 and 2026. Wade Garard then discussed how the fundraising approach at the Foundation will change as a result of the potential business combination and the benefit of adding many of the First Point directors to the Foundation board, many of whom are previous high capacity donors at First Point with relationships that will be helpful to the Foundation in future fundraising efforts. Mr. Peterson then discussed the proposed go-forward corporate structure, governance and leadership of the Foundation following the potential business combination, including proposed revisions to the Foundation's Bylaws. After discussion and deliberation by the Board, Mr. Peterson and Mr. Garard asked the Board to authorize the Foundation to continue to pursue the potential business combination on the terms and conditions as set forth in the term sheet previously forwarded to the Board in advance of the meeting, to negotiate definitive documentation to consummate the business combination and to amend the Foundation's Bylaws as described in the term sheet and as discussed during the meeting.

**Motion #4 to authorize the Foundation to negotiate definitive documentation for a potential business combination with First Point Foundation based on the terms and conditions set forth in the term sheet presented to the Board, approved unanimously.**

## **VII. EXECUTIVE SESSIONS**

**Motion #5 to go into Executive Session (including staff), made by A. Reitingger, seconded by B. Baker, approved unanimously.**

**Motion #6 to come out of Executive Session (including staff), made by A. Reitingger, seconded by D. Peixoto, approved unanimously.**

**Motion #7 to go into Executive Session (absent CEO and staff), made by A. Reitingger, seconded by B. Baker, approved unanimously.**

**Motion #8 to come out of Executive Session (absent CEO and staff), made by A. Reitingger, seconded by D. Peixoto, approved unanimously.**

**Motion #9 to adjourn the meeting, made by A. Reitingger, seconded by B. Baker, approved unanimously.**

**REMINDER NEXT BOARD SESSIONS**

**TENTATIVE DATES AS FOLLOWS**

**WEDNESDAY May 21, 2025 - ANNUAL MEETING (In-Person / Denver, CO.)**

**FRIDAY July 11, 2025 – OPTIONAL MEETING (In-Person / Chicago, IL.)**

**SEPTEMBER/OCTOBER TBD and DECEMBER TBD at AVCA Convention / NCAA Women's Final Four**