

Board of Directors Meeting Minutes

| Location | Date | Time | Format |
|----------|-----------------|--------------|---------|
| Zoom | August 24, 2022 | 1:00 p.m. CT | Virtual |

In Attendance

| Board Members | | |
|--------------------|---|---|
| Joe Patterson | President | Present |
| Dave Devine | President-Elect | Present |
| Rodney Cobb | Immediate Past President | Present |
| Beverly Wiley | Northeast Regional Vice-President | Present |
| John McPhail | Central Atlantic Regional Vice-President | Absent |
| James Ellis | Southeast Regional Vice-President | Absent |
| Walker Clark | South Regional Vice-President | Present joined at 1:10 p.m. |
| Drew Wells | Southwest Regional Vice-President | Present |
| Darrin Duistermars | Midwest Regional Vice-President | Present |
| Mary Mahoney | Mid-America Regional Vice-President | Present |
| Dick Gulmon | Northern Regional Vice-President | Present |
| Roger Garcia | Northwest Mountain Regional Vice-President | Present left at 3:06 p.m. |
| Anna Louie | Pacific Coast Regional Vice-President | Present |
| Donn Addante | Elected At-Large Representative | Present |
| Sandy Searcy | Allied / Affiliated Members | Present |
| David James | Independent Director | Absent |
| Ally Carda | Elite Athlete Representative | Absent |
| Nick Mullins | Elite Athlete Representative | Absent |
| Michelle Moultrie | Elite Athlete Representative | Present |
| Cam Schiller | Elite Athlete Representative | Present joined at 1:23 p.m. and left at 1:50 p.m. |
| Janie Reed | Elite Athlete Representative | Present |
| Aubree Munro | Elite Athlete Representative | Present joined at 1:05 p.m. |
| Natasha Watley | Elite Athlete Representative | Present |
| Lovieanne Jung | Elite Athlete Representative | Absent |
| Others Present | | |
| Craig Cress | CEO | Present |
| Cheryl Bond | CFO, Minute Taker | Present |
| Chris Sebren | Chief Sport Development/Performance Officer | Present |
| Allison Flaig | Chief of Staff | Present |
| Rich Cress | Director of Membership Services | Present |
| Andrea McKee | Director of Marketing & Communications | Present |
| Jay Hedrick | Managing Director of Network Systems | Present |
| Devin Loehrs | Director of IT | Present |
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Minutes

1. Call to Order

President Patterson called the meeting to order at 1:00 p.m. CT.

Conflicts of Interest

“Is any member aware of any conflict of interest (that is, of a personal interest or direct or indirect pecuniary interest) in any matter being considered by this meeting, which should now be reported or disclosed or addressed under the USA Softball Conflict of Interest Policy?”

“If a Board member determines there to be a conflict of interest at any point during the course of the meeting when a specific subject is being discussed and / or action is being taken, a declaration of a conflict of interest should be made at this time.”

“This is also a reminder that no confidential information disclosed during this meeting, or while doing any of the business of USA Softball can be used for the benefit of any other entity.”

It was noted that all Commissioners on the Board have an inherent conflict of interest when discussing and voting for a registration and tournament system.

2. Roll Call

A quorum was determined as noted in the “In Attendance” grid.

3. Approve the Agenda

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| MOTION | BD | 22-08 | 01 |
| To approve the agenda for the meeting as presented. | | | |
| Moved | Darrin Duistermars | Seconded | Anna Louie |
| CARRIED | | | |

4. Management Report

CEO Cress presented the production reports through July 2022. CEO Cress also update the Board on the successful reopening of the system for the 2023 season for JO as of yesterday.

CEO Cress presented the July events report noting that numerous invoices are still outstanding. All the events were considered successful, but the facility was stressed with so much use in such a short time.

5. Old Business

Devin Loehrs, Director of IT, updated the Board on the use of Tourney Machine and highlighted the site that USA Softball of Texas is utilizing.

CEO Cress updated work on the strategic plan noting that the process is proceeding, and work is continuing for a final plan to be shared by the Council Meeting.

6. New Business

Finance Committee Chairman Gulmon presented the results of the 2021 audit performed by Grant Thornton, noting a clean report was issued. The audit will be posted on the website for public viewing. Mr. Gulmon commended staff on the excellent report. Those sentiments were echoed by CEO Cress noting the staff did a commendable job implementing and following new procedures and controls instituted in 2021.

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| MOTION | BD | 22-08 | 02 |
| To approve the 2021 audit as prepared by Grant Thornton. | | | |
| Moved | Dick Gulmon | Seconded | Rodney Cobb |
| CARRIED | | | |

CEO Cress updated the Board on the relationship with The Alliance, noting that Alliance members will not be registering with us through The Alliance, but their members will be encouraged to register individually through their Local Association to enjoy the insurance and other benefits available through USA Softball.

7. Next Meeting Date

September 28, 2022, at 1:00 p.m. CT.

8. Executive Session

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| MOTION | BD | 22-08 | 03 |
| To enter Executive Session at 1:23 p.m. | | | |
| Moved | Anna Louie | Seconded | Mary Mahoney |
| CARRIED | | | |

CEO Cress presented a copy of the proposed contract with Capital Distributing who is our provider for alcoholic beverages at the stadium. The proposed agreement is for 2 years.

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| MOTION | BD | 22-08 | 04 |
| To approve the partnership with Capital Distributing. | | | |
| Moved | Darrin Duistermars | Seconded | Sandy Searcy |
| CARRIED | | | |

Regional Vice President Louie presented the Commissioner Emeritus application for Jeff Dubchansky, USA Softball of Sacramento, noting that he ran a very successful program and continues to work behind the scenes with the new Commissioner and the local association.

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| MOTION | BD | 22-08 | 05 |
| To approve the application Jeff Dubchansky as Commissioner Emeritus. | | | |
| Moved | Anna Louie | Seconded | Darrin Duistermars |
| CARRIED | | | |

Regional Vice President Mahoney presented a proposal developed by several Commissioners proposing a separation of National Teams from the Local Associations to potentially remove some administrative constraints required of USOPC national governing bodies.

CEO Cress presented an analysis from legal counsel regarding the proposal and the legal stumbling blocks that make the proposal very difficult to implement as presented.

Further discussion ensued including comments from Directors Mahoney, Duistermars, Munro, Clark, Wells, Addante, Searcy, Past President Cobb and President Patterson regarding the issues resulting in such a proposal and the value and necessity for a safety program such as SafeSport.

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| MOTION | BD | 22-08 | 06 |
| To continue with the current structure of USA Softball while exploring future growth strategies. | | | |
| Moved | Dick Gulmon | Seconded | Drew Wells |
| CARRIED | | | |

CEO Cress updated the Board on Commissioner searches in NorCal and Florida that are now in the interview process. Announcements are anticipated in the next couple of weeks.

President Patterson addressed an issue with Executive Session discussions becoming public knowledge. The efforts of the Board are thus being undermined by certain individuals specifically related to recruitment of local associations to utilize an unapproved tournament software. Discussion ensued with numerous Directors contributing. No action was taken at this meeting.

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| MOTION | BD | 22-08 | 07 |
| To return to Open Session at 3:07 p.m. | | | |
| Moved | Darrin Duistermars | Seconded | Sandy Searcy |
| CARRIED | | | |

9. Adjournment

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| MOTION | BD | 22-08 | 08 |
| To adjourn August 24, 2022, meeting. | | | |
| Moved | Bev Wiley | Seconded | Anna Louie |
| CARRIED | | | |

The meeting was adjourned at 3:10 p.m.