



USA Softball Board of Directors
Nugget Casino Hotel Resort – Southern Pacific
Sparks, Nevada
November 14-15, 2019

MINUTES

1. CALL TO ORDER

President Cobb called the meeting to order at 4:59 p.m. PT.

2. INVOCATION AND PLEDGE OF ALLEGIANCE

Michelle Moultrie, Elite Athlete Representative, delivered the invocation and John Gouveia, Immediate Past President, led the Pledge of Allegiance.

3. CONFIDENTIALITY AGREEMENT/CODE OF CONDUCT/CONFLICT OF INTEREST POLICIES

Each Board member present for the Board of Directors (BOD) meeting signed a Confidentiality Agreement, Code of Conduct and Conflict of Interest Policies.

4. ROLL CALL

Board of Directors (BOD) members present on Thursday and Friday were Rodney Cobb; John Gouveia; Joe Patterson; Beverly Wiley; John McPhail; Carlton Benton; ET Colvin; Drew Wells; Dick Gulmon; Roger Garcia; Sam Ducato; Donn Addante; Nick Mullins; Valerie Arioto; Michelle Moultrie and Janie Reed. BOD members present on Thursday only were Darrin Duistermars and Mary Mahoney.

The CEO declared that a quorum had been established.

Guests present:

Thursday – AJ Morgan with RPS Bollinger Insurance, Walker Clark, USA Softball of Arkansas Commissioner, Anna Louie, USA Softball of San Francisco Commissioner.

Friday – Anna Louie, USA Softball of San Francisco Commissioner, and Ray Gutierrez, USA Softball of Oklahoma.

Staff – Craig Cress, Mark Loehrs, Chris Sebren, John Miller, Shirley Adkins, Rich Cress, Savannah Edwards, Jay Hedrick, Devin Loehrs, Dre McKee, and Codi Warren.

Staff Members present on Thursday only – Destinee Martinez and Julie Whiteaker.

5. AMENDMENTS TO THE AGENDA

John McPhail – Use of the USA Softball logo by associations – Old Business

Craig Cress – Bylaws Adoptions – New Business

Craig Cress – Executive Session – Two Items

Craig Cress – Slow Pitch National Championship Finals Assessment Fees – New Business

6. REMARKS

A. President remarks

B. Immediate Past President remarks

C. President-Elect remarks

D. CEO remarks

7. **APPROVAL OF NOVEMBER 10, 2019 BOD MINUTES**

M/S/C – Motion to approve the November 10, 2019 minutes.

8. **COMMITTEE REPORTS**

A. Long Range Planning Committee

Members of the BOD received the minutes from the Long Range Planning Committee meeting, which was held on Tuesday, November 12, 2019. This was an informative report, which required no action by the BOD.

B. Membership Committee

Members of the BOD received the minutes from the Membership Committee meeting, which was held on Tuesday, November 12, 2019. This was an informative report, which required no action by the BOD.

C. ASA Properties

Mark Loehrs provided the BOD with a report from the ASA Properties meeting, which was held on Sunday, November 10, 2019, which included an updated budget for ASA Properties. Mr. Loehrs informed the BOD on two new items that will now be sold in the Official Gear lineup and that the Official Gear Catalog will no longer be printed starting with the 2020 season. Instead, a one-page handout, which is included in the Umpire Exam, will be printed which lists the most popular items sold and will save around \$40,000.00 in printing and mailing. The ASA Properties BOD also passed a motion to provide a \$250,000.00 dividend to the USA Softball budget and recommended to reappoint Henry Pollard to the ASA Properties Board.

M/S/C – Motion to approve Henry Pollard to the ASA Properties Board.

9. **DEPARTMENT DIRECTOR'S REPORTS**

A. Membership/Championships/USA Softball Hall of Fame Complex
2020 and 2021 National Championships – Rich Cress, Managing Director

Rich Cress provided a report to the BOD on the awarded 2020 and 2021 National Championship bids by the Chief Executive Officer (CEO)

2020 Girls' Slow Pitch – Watertown, S.D.

2021 Coed Class C, D and E/Rec. and Open Slow Pitch – Sherwood, Ark.

2021 Boys' 10U-18U, 19U and 21-Over Slow Pitch – South Bend, Ind.

2021 Girls' 10U-18U Slow Pitch – Watertown, S.D.

This was an informative report, which required no action by the BOD.

B. Production Report – Savannah Edwards, Managing Director

Savannah Edwards provided the BOD with the latest Production Report. This was an informative report, which required no action from the BOD.

10. **EXECUTIVE SESSION**

M/S/C – Motion to enter into Executive Session to discuss Executive Session Agenda items.

M/S/C – Motion to exit out of Executive Session with the following motions made:

A. National Office Staff will negotiate a contract with the All American Games (AAG) Committee for the 2020 USA Softball All American Games that includes the following three non-negotiable items:

i. The Tournament Director shall be from the National Office staff.

ii. All monies will go through the USA Softball National Office via a protected account.

iii. All expense vouchers will be handled according to USA Softball's National Office Reimbursement policy.

B. Accept the recommendations of the Commissioner Appointment Committee.

- C. **Approve adjustments to the 2020 USA Softball Budget per the recommendations of the USA Softball Finance Committee.**
- D. **Eliminate the Council Member Life Insurance Policy and half of non-Commissioner Council Member travel reimbursement for the Annual Meeting beginning in 2020.**
- E. **Increase ACE levels 2, 3 and 4 to \$25.00 beginning in 2021.**
- F. **Eliminate the second half of non-Commissioner Council Member travel reimbursement for the Annual Meeting beginning in 2021.**
- G. **Make the Official Rules of Softball a digital publication beginning in 2021.**

11. OLD BUSINESS

Use of USA Softball logo by Local Associations

John McPhail addressed previous concerns and questions raised regarding the use of the USA Softball National logo by Local Associations. Mr. McPhail had reached out to National Office Staff members for further clarification on the criteria used to evaluate requests by Local Associations to use the National Logo. National Office staff answered questions by the BOD and informed the BOD on USA Softball's trademark and legal obligations to ensure the USA Softball brand is protected. This required no further action.

12. 2020 USA SOFTBALL BUDGET

M/S/C – Motion to approve the 2020 USA Softball budget as amended by the approval of the Finance Committee Report.

13. NEW BUSINESS

A. Affiliated Members BOD Addition

The BOD was informed of the addition of Sandy Searcy, an affiliated member from the National Federation of State High School Associations', to the USA Softball BOD following the Allied/Affiliated Committee meeting on November 10, 2019. National Office staff answered questions by the BOD on when Ms. Searcy's appointment would begin and the term length for the Affiliated Member position on the BOD. Ms. Searcy's two-year term will begin at the conclusion of the 2019 USA Softball Annual Council Meeting, which was November 15, 2019.

B. Council Member Proxy Travel

Mr. Miller spoke on the need to have a policy in place for Council Meeting reimbursements for Proxies who do not meet the requirements to be a proxy. National Office staff answered questions by the BOD on the number of proxies who attended the 2019 USA Softball Annual Meeting and what differentiated voting and non-voting proxies in the Procedural Manual. The new policy would not permit proxies to book travel and hotel rooms unless they have meet both Background Check and SafeSport requirements.

M/S/C – Motion to approve the Council Member Proxy Travel policy.

C. Special Programs Policy and Expense Reimbursement

Mr. Loehrs provided the BOD with a list of expenditures for the Special Programs Committee and a recommended policy for reimbursement.

M/S/C – Motion to approve the Special Programs Reimbursement policy.

M/S/C – Motion to approve the 2019 expense reimbursement for Special Programs.

D. 2019 General Council Housing Reimbursement

A concern was raised to the BOD regarding Council Members who booked their accommodations outside of USA Softball's room block and how it could affect contracted room nights going forward. National Office staff and BOD members addressed questions on the number of reservations that were made outside of

USA Softball's room block and if those individuals should receive the full \$100.00/night reimbursement or what their actual rate was.

M/S/C – Motion that future Annual Council Meeting Council Member reimbursement for rooms must be under USA Softball's room block.

M/S/C – Motion to approve the General Council housing reimbursement of up to \$100.00, or the actual cost of a room night if less than \$100.00, for up to six nights for all eligible Council Members who meet the requirements for reimbursement and up to eight nights for BOD Members and on a case-by-case basis for additional Committee Members.

E. Bylaws Adoptions

The BOD reviewed the following six Bylaws proposals submitted by Council Members for adoption.

- i. Item #1 – Questions were asked and answered about the process for amending the Bylaws and Procedural Code and which one would take precedence over the other.

M/S/C – Motion to approve Item #1 of the proposed Bylaws changes.

- ii. Item #2 – The BOD discussed how this would give direction on a timeline for the BOD for voting on proposed Bylaws changes, which would be at the next BOD meeting after the proposal has been submitted. Questions were asked on if this item would conflict with Section 23 of the Bylaws and if the BOD could choose to review and vote on the proposal until a later BOD meeting. This piece of legislation would require that a proposal be reviewed at the next available BOD meeting, with the idea being that it lessened the amount to review at the Annual Meeting BOD meetings.

M/S/C – Motion to approve Item #2 of the proposed Bylaws changes.

- iii. Item #3 – The BOD discussed how this proposal allows the BOD to be responsible for interpreting Section 14 of the Bylaws versus the CEO. Section 14 pertains to CEO duties and responsibilities, and as the CEO is tasked with interpreting the Bylaws, it would be a conflict of interest.

M/S/C – Motion to approve Item #3 of the proposed Bylaws changes.

- iv. Item #4 – The BOD discussed the proposal, which eliminates the requirement of the Communication/Marketing Committee to have a member of the Long Range Planning Committee.

M/S/C – Motion to approve Item #4 of the proposed Bylaws changes.

- v. Item #5 – The BOD discussed how this proposal would move the Umpires Committee to a Membership Assembly Group. Questions were asked on if any other Committee needed to be evaluated and moved to a Membership Assembly Group. The National Office will review existing Committee's to evaluate which ones should be moved to a Membership Assembly Group and will report back to the BOD at the April, 2020 BOD Meeting.

M/S/C – Motion to approve Item #5 of the proposed Bylaws changes.

- vi. Item #6 – This Bylaws proposal adds the CEO as the interpreter of the Bylaws with the exception of Section 14.

M/S/C – Motion to approve Item #6 of the proposed Bylaws changes.

F. Slow Pitch National Championship Assessment Fees

The National Office received a request from Michael Warner, Commissioner in New Jersey, requesting an adjustment to Assessment Fees due for Slow Pitch National Championship Finals with eight teams or less. Mr. Warner is recommending this to encourage cities to bid on Slow Pitch National Championship Finals which historically go unbid due to financial costs. The BOD discussed what Assessment Fees are currently required, how this would affect the USA Softball budget and if Slow Pitch National Championship Finals with more than eight teams would be required to pay the original Assessment Fee. The BOD and National Office will look into creating a focus group to evaluate this request.

G. 2020 BOD Meeting Schedule

- i. 2020 Spring Board Meeting: April 17-18, 2020 in Oklahoma City, Okla.
- ii. 2020 Fall Board Meeting: September 18-19, 2020 in Oklahoma City, Okla.

H. 2020 USA Softball Annual Council Meeting

2020 Council Meeting Hotel: Hilton Shreveport Downtown, November 7-13, 2020, Shreveport, La.

I. Outgoing Remarks

Rodney Cobb presented John Gouveia with a commemorative gavel for his tenure as President of USA Softball. The BOD and CEO thanked Mr. Gouveia for his dedication and time as President. ET Colvin and Sam Ducato both gave departing remarks.

14. **EXECUTIVE SESSION**

M/S/C – Motion to enter into Executive Session to discuss Executive Session Agenda items.

M/S/C – Motion to exit out of Executive Session with the following motions made:

- A. Approve a new registration system with figures provided by the IT Department.***
- B. Approve individual registration as a component for when the new registration system comes online.***
- C. Approve the recommendations of the Equipment Testing & Certification Committee.***
- D. Increase Women’s National Team athlete payouts for tour stop-related camps and clinics from \$50.00 to \$75.00 with a maximum registration cost of \$150.00.***

15. **ADJOURN**

The meeting was adjourned at 1:30 p.m. PT on Friday, November 15, 2019.