

Board of Directors Meeting Minutes

Location	Date	Time	Format
Shreveport, LA	November 16, 2022	8:00 a.m. CT	In-Person

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	Present
James Ellis	Southeast Regional Vice-President	Present - zoom
Walker Clark	South Regional Vice-President	Present
Richard Merritt	Southwest Regional Vice-President	Absent
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
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	Present - zoom
Ally Carda	Elite Athlete Representative	Present
Nick Mullins	Elite Athlete Representative	Absent
Michelle Moultrie	Elite Athlete Representative	Absent
Cam Schiller	Elite Athlete Representative	Absent
Janie Reed	Elite Athlete Representative	Present
Aubree Munro	Elite Athlete Representative	Present
Natasha Watley	Elite Athlete Representative	Absent
Lovieanne Jung	Elite Athlete Representative	Present
Others Present		
Craig Cress	CEO	Present
Cheryl Bond	CFO, Minute Taker	Present
Chris Sebren	Chief Sport Development/Performance Officer	Present - zoom
Allison Flaig	Chief of Staff	Present
Andrea McKee	Director of Marketing & Communications	Present
Jay Hedrick	Managing Director of Network Systems	Present
Devin Loehrs	Director of IT	Present

Minutes

1. Call to Order

President Patterson called the meeting to order at 8:00 a.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 and Minutes

MOTION	BD	22-11	13
To approve the agenda for the meeting as presented.			
Moved	Anna Louie	Seconded	Mary Mahoney
CARRIED			

MOTION	BD	22-11	14
To approve the November 12, 2022, minutes as presented.			
Moved	Rodney Cobb	Seconded	Sandy Searcy
CARRIED			

4. Management Report

None

5. Old Business

Director Addante presented the proposed amendments to Bylaw 7.9 and 7.10 related to Director Attendance and Resignation, Removal and Vacancies.

MOTION	BD	22-11	15
To approve the amendments to Bylaw 7.9 and 7.10 related to Director Attendance and Resignation, Removal and Vacancies			
Moved	Dick Gulmon	Seconded	Sandy Searcy
CARRIED			

6. New Business

Discussion occurred regarding the time of the Board meetings and while all times seem to have some conflict, for now, 2:00 p.m. CT is the best option. This will be revisited in the future to make sure members are served best.

7. Executive Session

MOTION	BD	22-11	16
To enter Executive Session at 8:30 a.m.			
Moved	Anna Louie	Seconded	Walker Clark
CARRIED			

CEO Cress updated the Board on the status of the insurance renewal program following the departure of AJ Morgan from RPS Bollinger. Dave Dupuy with RPS Bollinger and Jayson DeMarco from Players Health presented an update on the current market status, the renewal process and the proposal and coverage options available through Players Health. Our current carrier, Markel, has stated they will not be renewing our program beyond the 2023 season necessitating a deeper look at options available to USA Softball.

MOTION	BD	22-11	17
To move staff to secure insurance coverages from Players Health for the year 2023, provided that an adult individual component can be included.			
Moved	Roger Garcia	Seconded	Rodney Cobb
CARRIED			

Director Gulmon presented the preliminary budget. Discussion ensued with Directors Wiley, Louie, McPhail, Mahoney, Cobb, and Garcia contributing.

MOTION	BD	22-11	18
To approve the 2023 preliminary budget			
Moved	Dick Gulmon	Seconded	Roger Garcia
CARRIED			

CEO Cress presented the information related to the national championship site selections. Directors Addante, Mahoney, and Garcia contributed to the discussion.

CEO Cress presented a potential settlement offer from Softball Factory as amended by our legal counsel.

MOTION	BD	22-11	19
To allow staff to negotiate a settlement on the contract.			
Moved	Donn Addante	Seconded	Dick Gulmon
CARRIED			

Director Cobb presented the recommendations of the Commissioner Appointment Committee noting that:

Review of Florida, Nevada, North Carolina, and Northern California

The committee reviewed the information presented and interviewed the Commissioners Sealy, Williams, Doby and DeFriesse. No action is necessary as all are in the Temporary status and ineligible for status change.

The following are the results of the committee’s recommendations.

MOTION	BD	22-11	20
To approve interim status for Commissioner Taylor.			
Moved	Roger Garcia	Seconded	Anna Louie
CARRIED			

MOTION	BD	22-11	21
To approve interim status for Commissioner Rodrigues.			
Moved	Sandy Searcy	Seconded	Mary Mahoney
CARRIED			

MOTION	BD	22-11	22
To approve interim status for Commissioner Morrow.			
Moved	Anna Louie	Seconded	Sandy Searcy
CARRIED			

MOTION	BD	22-11	23
To approve interim status for Commissioner Adelhart.			
Moved	Roger Garcia	Seconded	Dave Devine
CARRIED			

MOTION	BD	22-11	24
To approve permanent status for Commissioner Adams.			
Moved	Dave Devine	Seconded	Donn Addante
CARRIED			

MOTION	BD	22-11	25
To approve interim status for Commissioner Cole.			
Moved	Anna Louie	Seconded	Mary Mahoney
CARRIED			

MOTION	BD	22-11	26
To approve interim status for Commissioner Bennett.			
Moved	Roger Garcia	Seconded	Sandy Searcy
CARRIED			

MOTION	BD	22-11	27
To approve permanent status for Commissioner McPhail.			
Moved	Roger Garcia	Seconded	Beverly Wiley
CARRIED – Director McPhail abstained do to a conflict of interest			

MOTION	BD	22-11	28
To approve permanent status for Commissioner Morgan.			
Moved	Mary Mahoney	Seconded	Sandy Searcy
CARRIED			

MOTION	BD	22-11	29
To approve permanent status for Commissioner Drumm.			
Moved	Anna Louie	Seconded	Donn Addante
CARRIED			

MOTION	BD	22-11	30
To approve permanent status for Commissioner Rich.			
Moved	Roger Garcia	Seconded	Dave Devine
CARRIED			

Director Searcy presented the report of the Membership Improvement Committee noting 4 associations were referred to the Board for potential action.

President Patterson re-introduced the Commissioner Emeritus application of Mel Pinkley.

MOTION	BD	22-11	31
To deny the request for Commissioner Emeritus status. The application will be revisited when and if all administrative and legal matters are satisfactorily resolved.			
Moved	Donn Addante	Seconded	Roger Garcia
CARRIED			

MOTION	BD	22-11	32
To return to Open Session at 11:10 a.m.			
Moved	Mary Mahoney	Seconded	Anna Louie
CARRIED			

8. New Business – continued

Director Addante presented items from the Governance Review Committee

MOTION	BD	22-11	33
To develop and implement an on-board training session for new Board Members to be conducted annually as needed.			
Moved	Sandy Searcy	Seconded	Roger Garcia
CARRIED			

The committee acknowledged members were appreciative of the effort to increase content in open session of Board Meetings.

The committee proposed a new council classification titled “Athlete Representatives” to enhance opportunities for our active athletes at various levels to engage at the local and national levels. These athletes would come from a local association who would also bear their cost of attendance at the annual Council Meeting. The eligibility of the athletes for this position would meet all guidelines as prescribed by appropriate officials. Directors Munro, Gulmon, Garcia, Carda, Mahoney, Searcy, Cobb, and CEO Cress all contributed to the discussion. It is anticipated that implementation of this category addition will take until 2024 to complete with some participation in 2023.

MOTION	BD	22-11	34
To approve a new council member category of "Athlete Representative" to increase athlete participation allowing each local association include an athlete in their delegation provided they meet appropriate representation requirements.			
Moved	Dick Gulmon	Seconded	Mary Mahoney
CARRIED			

The committee recommends that all Committee Chairs be appointed at least 2-3 months before the council meeting. There would then be a mandatory zoom training session as to what the expectations/requirements are of the committees and the chair will be at Council.

MOTION	BD	22-11	35
To approve a timeline for committee chair appointments and development of a mandatory zoom training program prior to the annual council meeting.			
Moved	Bev Wiley	Seconded	Sandy Searcy
CARRIED			

Director Cobb presented a summary of discussions with Director James regarding possible assistance from Major League Baseball's marketing division at future meetings. The committee recommends separating marketing and communications into their own individual forums at future meetings to utilize consultants specific to each area.

MOTION	BD	22-11	36
To separate marketing and communication forums at the Council Meeting and to utilize resources that may be available through Major League Baseball's marketing division.			
Moved	Darrin Duistermars	Seconded	Roger Garcia
CARRIED			

9. Adjournment

MOTION	BD	22-11	37
To adjourn November 16, 2022, meeting.			
Moved	Anna Louie	Seconded	Beverly Wiley
CARRIED			

The meeting was adjourned at 12:10 p.m.