

Board of Directors Meeting Minutes

Location	Date	Time	Format
Zoom	December 14, 2022	2:00 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	Present
James Ellis	Southeast Regional Vice-President	Present
Walker Clark	South Regional Vice-President	Present, joined at 2:08 p.m.
Richard Merritt	Southwest Regional Vice-President	Present
Darrin Duistermars	Midwest Regional Vice-President	Present, joined at 2:29 p.m.
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, joined at 2:15 p.m.
Ally Carda	Elite Athlete Representative	Present
Nick Mullins	Elite Athlete Representative	Present, joined at 3:25 p.m.
Michelle Moultrie	Elite Athlete Representative	Present, joined at 2:20 p.m.
Cam Schiller	Elite Athlete Representative	Present
Janie Reed	Elite Athlete Representative	Present, joined at 2:22 p.m.
Aubree Munro	Elite Athlete Representative	Present, joined at 2:09 p.m.
Natasha Watley	Elite Athlete Representative	Present, joined at 2:10 p.m.
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
Allison Flaig	Chief of Staff	Present
Andrea McKee	Director of Marketing	Present
Jay Hedrick	Managing Director of Network Systems	Present
Devin Loehrs	Director of IT	Absent
Morgan Palmer	Director of Communications	Present

Minutes

1. Call to Order

President Patterson called the meeting to order at 2:00 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 and Minutes

MOTION	BD	22-12	01
To approve the agenda for the meeting as presented.			
Moved	Anna Louie	Seconded	Rodney Cobb
CARRIED			

MOTION	BD	22-12	02
To approve the November 16, 2022, minutes as presented.			
Moved	Roger Garcia	Seconded	Anna Louie
CARRIED			

4. Management Report

CEO Cress noted several staff additions as well as the split of Marketing and Communications. Morgan Palmer and Emily Moore are returning to the Communications department and Roger McAfee will start on December 19 as Communications Manager. Jessica Howard will be joining as Merchandise Specialist for umpire sales on January 1, 2023.

CEO Cress presented the updated production reports through November 2022, noting there is still concern over the lack of umpire registrations which continues to be a national issue across all sports.

CEO Cress presented the update umpire card noting that the card is not intended to be for identification of membership and has been changed to signify that.

CEO Cress presented revised and updated policies relating to Whistleblowers, Gift Acceptance and Conflicts of Interest.

MOTION	BD	22-12	03
To approve revised and updated Whistleblower Policy, Gift Acceptance Policy and Conflicts of Interest Policy.			
Moved	James Ellis	Seconded	Sandy Searcy
CARRIED			

5. Old Business

NONE.

6. New Business

Director Addante updated the Board that the Governance Committee is progressing with the Board Member training program. They would like to set a date for training. The committee is also progressing on implementing the new athlete council position and will be working with commissioners soon to communicate the intent of this position.

Director Addante presented a proposed amendment to Bylaw 6.2 Commissioner Members. The proposed amendment was read and will be discussed in the Executive Session. Any action will be taken upon the completion of the Executive Session.

MOTION	BD	22-12	04
To table discussion on the bylaw change to Executive Session.			
Moved	Donn Addante	Seconded	Sandy Searcy
CARRIED			

CEO Cress reported the results of the Men’s World Cup in New Zealand where Team USA won the bronze medal. It was the first medal for the men’s team in 22 years. Director Schiller noted his appreciation for the support.

7. Executive Session

MOTION	BD	22-12	05
To enter Executive Session at 2:24 p.m.			
Moved	Anna Louie	Seconded	Mary Mahoney
CARRIED			

CEO Cress updated the Board on the status of the insurance renewal program following the presentation at the Council meeting and on the directive of the Finance Committee. Changes were noted to the individual co-insurance provisions, team rates including adults were adjusted, deductibles are increasing, and co-insurance will stay the same. Adult individual coverage is still being ironed out to mirror JO insurance. Umpire insurance will cover other sports and we are still working to finalize details for the travel component. Directors Ellis, Wiley, McPhail, Cobb, Louie and Devine contributed to the discussion. Director Gulmon thanked CEO Cress for his efforts on this transition.

MOTION	BD	22-12	06
To move approve the insurance program offered by Players Health.			
Moved	Dick Gulmon	Seconded	James Ellis
CARRIED			

CEO Cress presented the Board with the D&O renewal options with Chubb (Bollinger) and CNA (Higginbotham).

MOTION	BD	22-12	07
To approve the D&O and Cyber programs proposed by Higginbotham.			
Moved	Dick Gulmon	Seconded	Roger Garcia
CARRIED			

Director Louie presented a letter from Region 10 related to an association in their region that does not actively engage in Region and National activities. Directors Addante, Louie, McPhail, and Devine contributed to the discussion. Further action will be determined following the association’s Performance Improvement Plan review in January 2023.

Director Addante led discussion related to the Bylaw change proposed for Section 6.2. Directors Addante and Mahoney contributed to the discussion. Action will be taken upon return to Open Session.

CEO Cress updated the Board on pending actions with three local associations and potential exposures to the National Office. The associations are scheduled for review in early 2023.

CEO Cress presented the financial report for the Women’s College World Series for which final settlement transpired last week. In addition, CEO Cress reported the next complex improvement for the stadium field will be a new video scoreboard and ribbon boards which is funded by the City of Oklahoma City and should be in place for the 2023 Women’s College World Series.

CEO Cress presented a report outlining over 1,200 umpire registrations that not completed in 2022 where most were active in umpiring but not compliant with background check and or SafeSport requirements.

MOTION	BD	22-12	08
To return to Open Session at 3:39 p.m.			
Moved	Anna Louie	Seconded	Dave Devine
CARRIED			

8. New Business – continued

Director Addante presented items from the Governance Review Committee

MOTION	BD	22-12	09
To approve changes to Bylaw Section 6.2 as presented.			
Moved	Donn Addante	Seconded	Mary Mahoney
CARRIED			

CEO Cress acknowledged Cam Schiller and Nick Mullins from the Men’s National Team who served as a Co-Captain in New Zealand and the Women’s National Team who won the gold medal in Guatemala at the Pan-American games and qualified for advancement towards the 2023 Women’s World Cup.

9. Adjournment

MOTION	BD	22-12	10
To adjourn December 14, 2022, meeting at 3:47 p.m.			
Moved	Anna Louie	Seconded	Beverly Wiley
CARRIED			

