

Board of Directors Meeting Minutes

| Location | Date | Time | Format |
|----------|-----------------|--------------|---------|
| Zoom | August 23, 2023 | 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 |
| Al Dattolo | Southeast Regional Vice-President | Present |
| Walker Clark | South Regional Vice-President | Present, left at 4:05 p.m. |
| Richard Merritt | 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, joined at 2:03 p.m. |
| Anna Louie | Pacific Coast Regional Vice-President | Present |
| Donn Addante | Elected At-Large Representative | Present |
| Sandy Searcy | Allied / Affiliated Members | Present, left at 4:05 p.m. |
| David James | Independent Director | Present, left at 3:15 p.m. |
| Ally Carda | Elite Athlete Representative | Absent |
| Nick Mullins | Elite Athlete Representative | Absent |
| Michelle Moultrie | Elite Athlete Representative | Present |
| Cam Schiller | Elite Athlete Representative | Absent |
| Joshua Johnson | Elite Athlete Representative | Present |
| Aubree Munro | Elite Athlete Representative | Present, joined at 3:06 p.m. |
| Kelsey Stewart | Elite Athlete Representative | Absent |
| 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 |
| Jay Hedrick | Managing Director of Network Systems | Present |
| Devin Loehrs | Director of IT | Present |
| Morgan Palmer | Director of Communications | Present |
| Kevin Ryan | Independent Contractor/Director of Umpires | Present, joined at 3:20 p.m. and left at 3:50 p.m. |

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 on the proposed bylaw amendment related to board composition.

2. Roll Call

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

3. Approve the Agenda and Minutes

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| MOTION | BD | 23-08 | 01 |
| To approve the agenda for the meeting as presented with additions in Executive Session. | | | |
| Moved | Darrin Duistermars | Seconded | Anna Louie |
| CARRIED | | | |

4. Management Report

CEO Cress presented the updated production reports through July 2023. Reports are positive for JO individual registrations, but team registrations for JO and Adult are more comparable to 2022. These will be the final reports for the JO season which ends on August 31, 2023.

CEO Cress presented the monthly stadium report for July. The Gold Championships and the OKC Spark both were hosted at the complex in July with over 3,700 and 12,200 fans in attendance respectively.

CEO Cress discussed the possibility of merging the JO Workshop and potentially the UIC Clinics with the Annual Council Meeting beginning with the JO Workshop in 2024. Directors Louie and Mahoney contributed to the discussion.

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| MOTION | BD | 23-08 | 02 |
| To approve including the JO Workshop (even years) and UIC Clinic (odd years) with the Annual Council Meeting. | | | |
| Moved | Donn Addante | Seconded | Sandy Searcy |
| CARRIED | | | |

5. New Business

Director Cobb noted a potential conflict with a Bylaw amendment as he would be the first individual affected by its passing.

Director Addante presented amendments to sections 7.10 and 8.4 related to Resignation, Removal and Vacancies and Term Limits. Directors Mahoney, McPhail, Duistermars, Gulmon, Clark and President Patterson contributed to the discussion.

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| MOTION | BD | 23-08 | 03 |
| To approve the amendment to Bylaw 7-10 Resignation, Removal and Vacancies as presented. | | | |
| Moved | Donn Addante | Seconded | Sandy Searcy |
| CARRIED | | | |

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| MOTION | BD | 23-08 | 04 |
| To approve the amendment to Bylaw 8.4 Term Limits as presented. | | | |
| Moved | Donn Addante | Seconded | Richard Merritt |
| CARRIED - Directors Mahoney and Johnson opposed and Director Cobb abstained due to a conflict of interest. | | | |

CEO Cress updated the Board on further discussions regarding SafeSport and Congressman Griffith from Virginia. There have been several follow-up calls and data requests from his aides in advance of the September Congressional hearings regarding NGBs. President Patterson contributed to the discussion.

CEO Cress commended Devin Loehrs and Jay Hedrick for their efforts for the season conversion and the new servers that are required for implementation.

Director Addante commended staff and volunteers including Allison Flaig, Emily Moore, Warren Jones, Rodney Cobb, and Richard Merritt for the successful Border Battle held in Cleveland a few weeks ago.

6. Executive Session

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| MOTION | BD | 23-08 | 05 |
| To enter Executive Session at 2:36 p.m. | | | |
| Moved | Al Dattolo | Seconded | Sandy Searcy |
| CARRIED | | | |

CEO Cress updated the Board on the search for new commissioners in Arizona, Central California, Tennessee and new vacancies in South Carolina and Idaho. Director Louie updated the Board that there had been a change in the candidate recommended by the Central California Board of Directors.

CEO Cress updated the Board on the litigation in Colorado. Our settlement offer was rejected, and we are proceeding with litigation.

President Patterson updated the Board on the resignation of Chad Greene in South Carolina. Director McPhail noted he has spoken with Tim Doby in North Carolina and is willing to serve as a temporary Commissioner in South Carolina. Director Dattolo expressed his support for Mr. Doby to assume leadership of South Carolina. Director Mahoney contributed to the discussion.

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| MOTION | BD | 23-08 | 06 |
| To approve Tim Doby as interim commissioner for South Carolina. | | | |
| Moved | Donn Addante | Seconded | Walker Clark |
| CARRIED | | | |

CEO Cress informed the Board that notice was received on Monday stating that USA Softball of Idaho was changing their name to Softball of Idaho and will no longer affiliate with USA Softball. We are contacting players, teams and umpires and informing them that we will be working with them for 2024 season registrations. Directors Mahoney, Addante, Cobb, Devine, and President Patterson contributed to the discussion.

CEO Cress provided the Board with legal counsel's response to a letter of inquiry from a commissioner regarding the Commissioner Agreement and the Local Association Agreements. Directors Addante, Devine, and McPhail contributed to the discussion.

President Patterson updated the Board on Commissioners who have signed the Commissioner Agreement and Local Association Agreements after the actions taken at the June meeting. Currently only Montana, Oregon and Portland have not submitted signed agreements. Directors Addante, Gulmon, Cobb and President Patterson contributed to the discussion.

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| MOTION | BD | 23-08 | 07 |
| To reinstate all privileges to Commissioners who have signed the agreements since July 7, 2023, and to any Commissioner who signs their agreements before September 1, 2023. | | | |
| Moved | Donn Addante | Seconded | Dick Gulmon |
| CARRIED | | | |

Director Gulmon and Kevin Ryan, Independent Contractor/Director of Umpires, presented updated bat testing protocols and agreements related to compliance testing and the affidavit process for bat approval as approved by

the USA Softball Equipment Testing and Certification Committee. CEO Cress and Directors Cobb and Clark contributed to the discussion.

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| MOTION | BD | 23-08 | 08 |
| To approve the recommendations of the USA Softball Equipment Testing and Certification Committee as presented. | | | |
| Moved | Dick Gulmon | Seconded | Walker Clark |
| CARRIED. | | | |

CEO Cress informed the Board that the WNT Selection Team will be announcing the 2023 Pan Am roster for this fall next week and the Board will get the roster at the same time the athletes are notified.

CEO Cress presented a proposal by the Men's Program Leadership group for hosting a Men's WBSC World Cup Stage Event in Oklahoma City in 2024.

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| MOTION | BD | 23-08 | 09 |
| To approve hosting a 2024 Men's WBSC World Cup Stage Event in Oklahoma City. | | | |
| Moved | Rodney Cobb | Seconded | Anna Louie |
| CARRIED | | | |

CEO Cress informed the Board that the WBSC has added Co-Ed Slow Pitch to its World Cup family of events. At the current time, we do not plan on sending a team. No budget exists for funding as this category was non-existent at the time of the 2023 budget process. We hope to participate in future Slow Pitch events. Director Cobb inquired if the entry deadline had passed and if not, was private fundraising an option. CEO Cress said the opportunity still exists to enter a team if the budgetary issues can be resolved. Director Cobb expressed interest in organizing private funding for the team.

Director Gulmon presented the report of the Audit Committee for the 2022 audit performed by Grant Thornton.

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| MOTION | BD | 23-08 | 10 |
| To approve 2022 audit as presented by the Audit Committee. | | | |
| Moved | Dick Gulmon | Seconded | Darrin Duistermars |
| CARRIED | | | |

CEO Cress presented the July stadium financials for the OKC Spark and the Gold National Championships. Director Moultrie, who played for the OKC Spark, contributed to the discussion. Director Mahoney provided a brief update on the All-American Games which ended in Co-Champions due to weather issue. A full report is expected in September.

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| MOTION | BD | 23-08 | 11 |
| To return to open session at 4:06 p.m. | | | |
| Moved | Al Dattolo | Seconded | Anna Louie |
| CARRIED | | | |

7. Adjournment

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| MOTION | BD | 23-08 | 12 |
| To adjourn the August 23, 2023, meeting at 4:10 p.m. | | | |
| Moved | Anna Louie | Seconded | Al Dattolo |
| CARRIED | | | |