**Board of Directors Meeting Minutes**

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| **Location** | **Date** | **Time** | **Format** |
| Oklahoma City, OK  | November 1, 2023 | 8:00 a.m. CT | In Person |

**In Attendance**

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| **Board Members**  |
| Dave Devine | President | Present |
| Dan Pfeffer | President-Elect | Present |
| Joe Patterson | Immediate Past President | Present |
| Beverly Wiley | Northeast Regional Vice-President | Present, left at 10:45 a.m. |
| John McPhail | Central Atlantic Regional Vice-President | Present |
| Dwayne Sealy | Southeast Regional Vice-President | Present |
| Walker Clark | South Regional Vice-President | Present |
| 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 |
| 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 |
| Ally Carda | Elite Athlete Representative  | Absent |
| Codi Pannebecker | Elite Athlete Representative – Proxy for Nick Mullins | Present |
| Michelle Moultrie | Elite Athlete Representative | Present |
| Cam Schiller | Elite Athlete Representative | Absent |
| Joshua Johnson | Elite Athlete Representative | Absent |
| Aubree Munro | Elite Athlete Representative | Present |
| 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 |
| Dave DePuyDavid Patterson | RPS BollingerUSOPC | PresentPresent |
| Kyle Brewer | Network Systems Manager | Present |

**Minutes**

1. **Call to Order**

President Devine 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 on the proposed bylaw amendment related to board composition.

1. **Roll Call**

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

1. **Approve the Agenda and Minutes**

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| **MOTION** | BD | 23-11 | 01 |
| To approve the agenda for the meeting as presented. |
| Moved | Mary Mahoney | Seconded | Sandy Searcy |
| CARRIED  |

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| **MOTION** | BD | 23-11 | 02 |
| To approve the October 28, 2023 minutes as presented. |
| Moved | Walker Clark | Seconded | Bev Wiley |
| CARRIED  |

1. **Management Report**

CEO Cress presented an overview of the proposed streaming options that would potentially include charging for streaming content. Directors Garcia, James, Patterson, and Clark contributed to the discussion.

1. **New Business**

None.

1. **Executive Session**

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| **MOTION** | BD | 23-11 | 03 |
| To enter Executive Session at 8:19 a.m. |
| Moved | Sandy Searcy | Seconded | Walker Clark |
| CARRIED |

CEO Cress discussed the financial elements to streaming contracts and the differences between the platforms. Staff will continue to review the 2 providers previously vetted along with discussions with MLB as to what their streaming partnership capabilities are.

Director Garcia presented the vision of the Membership Improvement Committee as they move forward over the next year to establish baseline criteria for reviewing associations and helping to develop best practices. CEO Cress and Directors Patterson, McPhail, Mahoney, Moultrie, Merritt, Searcy and Addante contributed to the discussion.

CEO Cress reported that the Association Review Committee recommends that Georgia be approved as a viable association.

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| **MOTION** | BD | 23-11 | 04 |
| To approve Georgia as a viable association. |
| Moved | Walker Clark | Seconded | Richard Merritt |
| CARRIED  |

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| **MOTION** | BD | 23-11 | 05 |
| To return to Open Session at 8:47a.m. |
| Moved | Walker Clark | Seconded | Roger Garcia |
| CARRIED  |

President Devine introduced David Patterson, USOPC Governance Advisor, to address the Board. Mr. Patterson outlined a presentation on governance and how to speak with one voice as a board even when there is disagreement or conflict. Directors McPhail, Addante, Moultrie, and CEO Cress contributed to the discussion.

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| **MOTION** | BD | 23-11 | 06 |
| To enter Executive Session at 10:00 a.m. |
| Moved | Sandy Searcy | Seconded | Walker Clark |
| CARRIED |

Dave DePuy with RPS Bollinger presented the 2024 insurance renewal and 2023 claims/premium summary. There are no changes in coverage or rates for 2024 and carriers remain the same.

CEO Cress presented the recommendation of the Junior Women’s National Team Select Committee in selecting Kyla Holas as the head coach in 2024 for the U18 Women’s National Team. Directors Moultrie and Munro spoke highly of her contributions to the WNT leading up to the 2020-21 Olympics and the positive culture she develops.

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| **MOTION** | BD | 23-11 | 07 |
| To approve of the Junior Women’s National Team Select Committee in selecting Kyla Holas as the head coach in 2024 for the U18 Women’s National Team. |
| Moved | Mary Mahoney | Seconded | Aubree Munro |
| CARRIED  |

Director Gulmon presented the Investment Policy recommendation from the Finance Committee for the investment of the funds held in the Cash Reserve Policy which is designed to minimize risk and maximize return.

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| **MOTION** | BD | 23-11 | 08 |
| To approve the Investment Policy as presented by the Finance Committee. |
| Moved | Dick Gulmon | Seconded | Sandy Searcy |
| CARRIED  |

Director Gulmon presented the 2024 preliminary budget as approved by the Finance Committee. Director Moultrie inquired as to potential effect in future years by being on the Olympic program for 2028.

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| **MOTION** | BD | 23-11 | 09 |
| To approve the 2024 preliminary budget as presented by the Finance Committee. |
| Moved | Roger Garcia | Seconded | Anna Louie |
| CARRIED  |

COO Flaig presented the recommendations of the Commissioner Appointment Panel. Director Sealy recused himself from the meeting. All directors contributed to discussions on various recommendations.

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| **MOTION** | BD | 23-11 | 10 |
| To accept all recommendations of the Commissioner Appointment Panel with the recommendations being communicated to each Commissioner via email letter. |
| Moved | Roger Garcia | Seconded | Mary Mahoney |
| CARRIED |

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| **MOTION** | BD | 23-11 | 11 |
| To authorize marketing to adult leagues in Idaho at a fee competitive for acquisition of leagues. |
| Moved | Joe Patterson | Seconded | Darrin Duistermars |
| FAILED |

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| **MOTION** | BD | 23-11 | 12 |
| To return to open session at 11:56 a.m. |
| Moved | Anna Louie | Seconded | Walker Clark |
| CARRIED |

Director Munro encouraged active activation over the next 4 years to capitalize our inclusion in the 2028 Olympic program.

1. **Adjournment**

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| **MOTION** | BD | 23-11 | 13 |
| To adjourn the November 1, 2023, meeting at 12:00 p.m. |
| Moved | Anna Louie | Seconded | Roger Garcia |
| CARRIED |