

# Board of Directors Meeting Minutes

Location	Date	Time	Format
Oklahoma City, OK	October 30, 2024	8:00 a.m. CT	In Person

## In Attendance

Board Members		
Dave Devine	President	Present
Dan Pfeffer	President-Elect	Present
Joe Patterson	Immediate Past President	Present
Tony Gowell, Proxy	Northeast Regional Vice-President	Present
Joe DeFranco, Proxy	Central Atlantic Regional Vice-President	Present
Tim Doby	Southeast Regional Vice-President	Present
Walker Clark	South Regional Vice-President	Present via zoom
Rodney Cobb	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
Chris Drumm	Pacific Coast Regional Vice-President	Present
Donn Addante	Elected At-Large Representative	Present
Sandy Searcy	Allied / Affiliated Members	Present
David James	Independent Director	Present
Valerie Arioto	Elite Athlete Representative	Absent
Ally Carda	Elite Athlete Representative	Present via zoom, joined at 9:02 a.m.
Joshua Johnson	Elite Athlete Representative	Absent
Lovieanne Jung	Elite Athlete Representative	Present
Michelle Moultrie	Elite Athlete Representative	Present
Nick Mullins	Elite Athlete Representative	Present
Codi Pannebaker	Elite Athlete Representative	Present
Cam Schiller	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 Operating Officer	Present
Jay Hedrick	Director of Network Systems	Present
Devin Loehrs	Chief Information Officer	Present
Todd Blyleven	Chief Marketing Officer	Present
Rick Hansen	Region 9 VP – Elect	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.

**2. Roll Call**

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

<b>MOTION</b>	BD	24-10	10
To approve Tony Gowell as a proxy for Bev Wiley.			
Moved	Rodney Cobb	Seconded	Sandy Searcy
CARRIED			

**3. Approve the Agenda**

<b>MOTION</b>	BD	24-10	11
To approve the agenda for the meeting as presented.			
Moved	Joe Patterson	Seconded	Tim Doby
CARRIED			

<b>MOTION</b>	BD	24-10	12
To approve October 9, 2024, and October 26, 2024, minutes as presented.			
Moved	Joe Patterson	Seconded	Sandy Searcy
CARRIED			

**4. Bylaw Amendment**

Director Addante presented a proposed amendment to section 5.4 related to Membership Requirements and Dues related to associations without permanent commissioners.

<b>MOTION</b>	BD	24-10	13
To approve the amendment to Bylaw 5.4 as presented.			
Moved	Darrin Duistermars	Seconded	Roger Garcia
CARRIED			

**5. Next Board Meeting**

No November meeting is planned. The next meeting is December 18, 2024, via Zoom at 3:00 p.m. CT.

**6. Executive Session**

<b>MOTION</b>	BD	24-10	14
To enter Executive Session at 8:15 a.m.			
Moved	Roger Garcia	Seconded	Chris Drumm
CARRIED			

Margaret Schubkegel and Ken Jaegge from RPS Bollinger and Jayson DeMarco from Players Health presented an update on our insurance program as well as proposed rates for 2025 and 2026 (JO only) rates. Directors Garcia, Gulmon, Drumm, Cobb, and Mahoney and VP Elect Hansen contributed to the discussion.

<b>MOTION</b>	BD	24-10	15
To approve the insurance rates for 2025 adult and umpire and 2026 JO as presented.			
Moved	Rodney Cobb	Seconded	Mary Mahoney
CARRIED			

Director Gulmon presented the 2023 tax returns. CFO Bond contributed to the discussion.

<b>MOTION</b>	BD	24-10	16
To approve the 2023 Form 990 and Form 990-T tax returns as presented.			
Moved	Roger Garcia	Seconded	Tim Doby
CARRIED			

CEO Cress presented proposed renewal agreement with Rawlings Sporting Goods for 2025-2028 along with 2 minor additions from legal.

<b>MOTION</b>	BD	24-10	17
To approve the agreement with Rawlings Sporting Goods as presented.			
Moved	Roger Garcia	Seconded	Dick Gulmon
CARRIED			

CEO Cress presented an update for the Men's Stage Event Budget. Director Moultrie contributed to the discussion regarding the future of national team funding. CEO Cress, Directors Mullins, Drumm, and President Devine also contributed to the discussion.

Director Cobb presented the results of the Commissioner Appointment Panel with the following recommendations to the Board. Directors Cobb, Drumm, Patterson, Garcia, Devine, Mahoney, Addante, Pfeffer, and Searcy contributed to the discussion. Director Doby recused himself from the meeting in relation to his position with USA Softball of the Carolinas.

<b>MOTION</b>	BD	24-10	18
To accept, in compliance with the Procedural Code, all recommendations of the Commissioner Appointment Panel with the recommendations being communicated to each Commissioner via email letter.			
Moved	Rodney Cobb	Seconded	Chris Drumm
CARRIED			

Director Searcy presented a report from the Allied and Affiliate Panel regarding annual dues rates. The panel requests a reduction from \$500/year to \$350/year in hopes that the reduction will encourage former and new members to join if cost had previously been a barrier to their organization. CEO Cress and Directors Addante, Mahoney and Pfeffer contributed to the discussion.

<b>MOTION</b>	BD	24-10	19
To set the Allied and Affiliate Membership fee at \$350 per year effective January 1, 2025.			
Moved	Mary Mahoney	Seconded	Tim Doby
CARRIED – Directors Devine and Garcia opposed the motion			

CEO Cress discussed a potential business opportunity that was presented to USA Softball recently. Directors Devine, Pfeffer and Garcia contributed to the discussion and the consensus of the Board was for staff to continue due diligence regarding this opportunity.

All staff members were dismissed from the meeting as the Board discussed the contract renewal for CEO Cress for 2025-2028.

<b>MOTION</b>	BD	24-10	20
To approve the contract for CEO Cress as presented.			
Moved	Rodney Cobb	Seconded	Dave Devine
CARRIED			

<b>MOTION</b>	BD	24-10	21
To return to open session at 11:24 a.m.			
Moved	Mary Mahoney	Seconded	Nick Mullins
CARRIED			

**7. Adjournment**

<b>MOTION</b>	BD	24-10	22
To adjourn the October 30, 2024, meeting at 11:25 a.m.			
Moved	Roger Garcia	Seconded	Chris Drumm
CARRIED			