



**USA Gymnastics Interim Board of Directors Meeting
Conference Call
February 26, 2018**

1. Greeting and Call to Order

In the absence of a Chair and without objection, Tom James called the meeting to order at 12:03 pm EST and welcomed everyone to the conference call. Tom led the call in lieu of a Chair. He requested that Renee Jamison conduct a roll call.

2. Roll Call (note: voting members in bold)

National Membership Directors

Kittia Carpenter, Women's Artistic Gymnastics
Claudia Kretschmer, Women's Artistic Gymnastics
Randy Jepson, Men's Artistic Gymnastics
Justin Spring, Men's Artistic Gymnastics
Scott Lineberry, Trampoline and Tumbling
Bob Meier, Acrobatic Gymnastics
Stefanie Korepin, Rhythmic Gymnastics

Advisory Council Directors

Cindy Bickman
Bobbie Cesarek
Evelyn Chandler

Athlete Directors

Dylan Maurer, Acrobatic Gymnastics (absent)
Steve Legendre, Men's Artistic Gymnastics (joined at 12:30 pm)
Ivana Hong, Women's Artistic Gymnastics
Ava Gehringer, Rhythmic Gymnastics (joined at 12:40 pm)

Officers

Kerry Perry, President

Staff

Renee Jamison

Legal Counsel

Tom James

Invited Guests

David Holcomb, Interim Chair, Nominating and Governance Committee
Abby Adlerman, Boardspan
Robbie Bach, U.S. Olympic Committee Board of Directors and USOC-designated liaison



Roll call determined there were initially 11/14 votes present and a quorum was declared to exist.

This special meeting of the Interim Board was called by Kerry Perry, and notice was given consistent with Section 5.4(b) of the Bylaws. As stated in the notice of the meeting, the purpose of the meeting is for the interim Board to consider and act on the Nominating and Governance Committee's nominations for five Independent Director positions on the interim Board, as well as for the Chair of the interim Board. Per Section 4.2(c) of the Bylaws, Independent Directors, as well as the Chair, are elected by the affirmative vote of a majority of the Directors.

3. Review of U.S. Olympic Committee's January 25, 2018 letter to USA Gymnastics

Kerry Perry reviewed provisions of the USOC letter, which is available on USA Gymnastics' web site. Ms. Perry summarized some of the key points from the letter, including:

- All current members of the USAG board of directors must resign.
- An interim board must be seated, consistent with USAG's current bylaws.
- Within the next 12 months, new board members must be seated to replace interim directors, consistent with USA Gymnastics' current Bylaws and the nominating processes of constituent bodies. A more specific timeline for doing so will be discussed later on the call.
- During at least the next 12 months, a USOC-designated liaison must be invited to attend each USAG board meeting.
- USAG must cooperate with an independent investigation regarding Larry Nassar.

4. Seating of the Interim Board

Tom James reviewed the process by which the constituency representatives on the Interim Board were seated. The athlete, national membership and Advisory Council directors for the interim Board members were appointed by their respective constituent groups pursuant to Article 4.5 of USA Gymnastics Bylaws. The criteria used by the program committees to make their appointments were the same criteria used to nominate director candidates last fall. As of February 13, 2018, the appointments for athlete directors, national membership directors, and Advisory Council directors were completed.

5. Independent Directors

Pursuant to the provisions of Section 6.1(b) of the Bylaws pertaining to the Nominating and Governance Committee (NGC), the NGC is responsible for identifying positions, whether Director, Officer or committee, which have or will have become vacant in any year; invite expressions of interest from individuals desiring to serve in those capacities; and, submit nominations to the Board for positions which must be filled. Consistent with those obligations, the NGC was responsible to solicit, vet, and nominate candidates for the independent positions on the Board.

In consultation with the USOC, it was determined by the NGC that an independent firm with experience in board development would be engaged to support the NGC's effort to identify and recruit independent director candidates to constitute an Interim Board within the February 28 deadline established by the USOC. Three firms were identified and interviewed for this role, and Boardspan, Inc.



was selected as the resource for the NGC. Boardspan specializes in board recruiting, assessment and governance matters on a national level.

David Holcomb and Abby Adlerman provided the Interim Board an update on the process that was used by the NGC, in partnership with Boardspan, to identify and vet candidates for Interim Independent Director positions, which included:

- A public call for expressions of interest for independent directors went out via USA Gymnastics and the USOC. Additional prospective candidates were identified by Boardspan based on the qualities named in a Position Specification that was created by Boardspan with the input of the NGC, USA Gymnastics leadership and legal counsel.
- A total of 144 candidates expressed interest in serving on the Interim Board.
- Every prospective candidate, whether from the call for nominations or from the names put forth by others (including Boardspan), was (a) vetted for independence per the requirement of Article 4.2(c)(ii) of USA Gymnastics Bylaws and (b) assessed on whether they meet the qualifications for service outlined in Article 2.4 of USA Gymnastics Bylaws, including a check against the safe sport database by USA Gymnastics executive staff.
- Boardspan conducted interviews with each candidate, and a minimum of two members of the NGC interviewed each candidate.
- The profiles of 16 prospective candidates were discussed by the NGC and considered in the context of the relative qualifications of each candidate and overall composition of the interim Board.
- Finalists were selected based on a combination of governance experience and expertise in specific areas including child advocacy, finance, organizational management and crisis management.
- Finalists were put through a rigorous background check by an outside firm engaged by Boardspan that specializes in diligence and investigatory work.
- The nominees who are presented on this slate have confirmed their interest and willingness to serve.
- The qualifications and accomplishments of each of the six candidates was reviewed.
- The NGC has a specific recommendation for Karen Golz to serve as Chair of the Interim Board based on deep governance expertise, experience with organizations undergoing dynamic change, expertise with complex regulatory and compliance matters, and the capacity to put additional time and effort into the role.

The MOTION to accept the Nominating and Governance Committee’s slate of nominations for the five Independent Director positions on the Interim Board, as well as for the Chair of the Interim Board, was made by Scott Lineberry and seconded by Evelyn Chandler.

Discussion: Board members asked questions about individual candidates.

The motion was passed unanimously by the Directors present and participating, with 13 for, 0 against and 0 abstentions.

The Independent Directors elected are: Karen Golz, Chair, Lois Bingham, Dr. James Crawford-Jakubiak, Deborah Larkin, David Rudd, and Julie Springwater.



5. Next Steps for the Interim Board

Tom James reviewed next steps for the Interim Board, which include:

- Completion of U.S. Center for SafeSport's online safe sport training, and criminal background screening for those who have not already done so.
- The election of officers for the Interim Board - Vice Chair/Secretary and Treasurer – which will be scheduled to take place at next meeting.
- USA Gymnastics staff will work with the new Interim Board Chair to identify an upcoming meeting schedule.
- An update on implementation of the recommendations contained in the Deborah Daniels report will take place at the first meeting with the full Interim Board.
- Orientation for Interim Board members.

As directed by the USOC, the primary task for Interim Board is to re-evaluate the current structure of the USA Gymnastics Board and, working with the USA Gymnastics Nominating and Governance Committee to restructure the Board, with the following requisites:

- Reduce the board to no more than 15 members.
- A majority of the directors must be independent.
- Athlete directors must make up at least 20% of the board, as required by the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws.
- Members of the Advisory Council will have representation on the Board in a manner consistent with requirements of the Ted Stevens Olympic and Amateur Sports Act.

The timeline for completion of this task is June 1 as directed by the USOC, which is an update from their previously stated timeframe of within 12-months of the USOC letter issued on January 25, 2018.

The Board restructure will require an amendment to USA Gymnastics' Bylaws, which require a 30-day notice. Therefore, Board will need to have structure complete by May 1. Once the restructure is in place, candidates for the permanent Board will be identified and appointments and elections will be conducted in accordance with the amended Bylaws, with participation of the Nominating and Governance Committee.

6. New Business

A question was raised with respect to action pertaining to an appointment to the Interim Board by the Advisory Council. Tom James and Bobbie Cesarek, Chair of the Advisory Council, provided responses to the inquiries as follows:

- When USA Gymnastics learned of Mr. White's appointment to the interim Board, it communicated to Bobbie Cesarek that Mr. White's appointment was viewed as inconsistent with the spirit of the requirements imposed by the USOC and its desire to have a wholly fresh look and perspective represented by the Interim board. Therefore, given Mr. White's recent service as a paid member of USA Gymnastics events staff, USA Gymnastics asked the Advisory Council to reconsider its decision to appoint Mr. White to the Interim Board.
- Bobbie Cesarek, Chair of the Advisory Council, informed the Interim Board that after receiving the communication from USA Gymnastics, she had a phone conversation with Mr. White. She



did not receive a written letter of resignation from Mr. White, rather, he agreed verbally to step aside.

- In response, Bobbie Cesarek, on behalf of the Advisory Council, sent to USA Gymnastics a response the next day, *"In light of this revelation and putting the Advisory Council first, Kevin has graciously stepped aside as one of our Board appointees."*
- At that point, Ms. Cesarek reverted to the original vote and informed the Advisory Council that the interim board seat would go to the next-highest vote-getter, Cindy Bickman.

There was discontent by some Interim Board members regarding the handling of Mr. White's candidacy and further discussion was desired. This was done in executive session.

7. Executive Session

The MOTION to adjourn at 1:15 pm EST was made and seconded. The Motion was not voted on and was replaced with a second motion.

A new **MOTION** was made, seconded and approved to go into executive session. Guests left the call at this time and the Interim Board went in to executive session.

8. Adjournment

The MOTION to adjourn at 2:00 pm EST was made, seconded and approved.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Renee Jamison".

Renee Jamison, Staff Liaison
USA Gymnastics Interim Board of Directors