



**USA Gymnastics Interim Board of Directors meeting  
March 28, 2018  
Indianapolis, IN**

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*Interim Board Members*

Cindy Bickman (Advisory Council Director)  
Lois Bingham (Independent Director)  
Kittia Carpenter (National Membership Director, Women's Artistic Gymnastics)  
Bobbie Cesarek (Advisory Council Director)  
Evelyn Chandler (Advisory Council Director)  
Jim Crawford-Jakubiak (Independent Director), present by phone  
Ava Gehringer, (Athlete Director, Rhythmic Gymnastics), not present  
Karen Golz (Independent Director), Chair  
Ivana Hong (Athlete Director, Women's Artistic Gymnastics)  
Randy Jepson (National Membership Director, Men's Artistic Gymnastics)  
Stefanie Korepin (National Membership Director, Rhythmic Gymnastics)  
Claudia Kretschmer (National Membership Director, Women's Artistic Gymnastics)  
Steve Legendre (Athlete Director, Men's Artistic Gymnastics)  
Scott Lineberry (National Membership Director, Trampoline and Tumbling)  
Dylan Maurer (Athlete Director, Acrobatic Gymnastics)  
Bob Meier (National Membership Director, Acrobatic Gymnastics)  
David Rudd (Independent Director)  
Justin Spring (National Membership Director, Men's Artistic Gymnastics)  
Julie Springwater (Independent Director), present by phone

*Officers and others (Non-Interim Board members) present*

Kerry Perry, USAG President  
Tom James, Legal Counsel  
Rick Adams, U.S. Olympic Committee  
Robbie Bach, U.S. Olympic Committee Board of Directors and USOC-designated liaison, present by phone  
Abby Alderman, Kaitlin Quistgaard, and Jennifer VanderWeele from Boardspan (agenda item # 2 only, present by phone)  
USA Gymnastics senior staff and program directors attended designated portions of the meeting

9:00 am – Robbie Bach and Jim Crawford-Jakubiak were on the call as the meeting commenced.

### 1. Welcome/Introductions and Discussion of the agenda

The chair called the meeting to order at 9:00 am. The Chair noted that there was a quorum present to conduct the business of the meeting.

Karen Golz thanked the Interim Board members for being present and for their willingness to serve. Among her opening remarks, she emphasized that everyone's views and input are important. The Chair noted that bios of board members were available in pre-meeting materials and asked each Board member to briefly introduced themselves.

The Chair reviewed of the agenda and expected timings for the meeting's business.

### 2. Presentation on a Board's duties, roles and responsibilities

As part of the onboarding process for the Interim Board, Boardspan, a governance and Board services firm, delivered a presentation of a Board's fundamental duties, roles and responsibilities in three primary areas.

- Role of a Board, presented by Kaitlin Quistgaard
- Guidelines and Expectations, presented by Jennifer VanderWeele
- USA Gymnastics Board and Committees, presented by Abby Alderman

9:30 am – Jim Crawford-Jakubiak left the call

### 3. USA Gymnastics onboarding presentation

USA Gymnastics staff members led the second half of the Interim Board's orientation session and provided information about the organization, including:

- USA Gymnastics' role within the Olympic movement
- The governance of USA Gymnastics
- USA Gymnastics core responsibilities
- Safe sport
- Finances and organizational structure

### 4. Break

### 5. Interim Board matter including discussion and approval of revised February 2018 Board Minutes (Executive Session)

**A MOTION was made, seconded and approved for the interim Board to go into executive session.** Robbie Bach, Rick Adams and Tom James were invited to join the executive session, with Robbie Bach and Rick Adams participating in a portion of the executive session.

**At the conclusion of the executive session, a *MOTION* was made, seconded and approved to amend the minutes of the regular session of the February 26, 2018 interim Board and to approve those minutes, as amended.**

Following the conclusion of the executive session, the interim Board continued the meeting in regular session.

## **6. USAG President/CEO update on USAG business**

Kerry Perry provided an update to the Board in four key areas.

Vision/Mission and Core Values

### **USA Gymnastics believes in:**

- *Empowering our community to put athlete safety first with compassion, transparency and accountability*
- *Providing a positive environment with a passion and commitment for excellence in all aspects of our organization*
- *Operating with integrity and honesty to all of our internal and external stakeholders*
- *Creating and maintaining a service-oriented organization, that provides education, support and guidance to all of our communities and constituents*
- *Review of the priority in the first 90 days*

Key Areas of Focus in the first 90 days

1. Highly Empowered Culture – focus on athlete safety
2. Organizational alignment with culture and goals
3. Safe Sport Program
4. Financial
5. Legal

First 90 Days – Report

- **Athlete Assistance Fund**, created through the National Gymnastics Foundation to provide survivors financial resources for counseling. USAG is grateful to USOC for its matching financial support to the Athlete Assistance Fund
- Formed an **Athlete Task Force** to help make strategic decisions in shaping future of USA Gymnastics
- Engaged in **Athlete Outreach and Support** (survivors and all athletes)
- **Listening Forums** established to listen and receive valuable feedback from members and constituents within the gymnastics community
- **Reporting** of abuse/suspected abuse made easier with both a dedicated toll-free number and email
- In process of putting approximately **80% of the Deborah Daniels recommendations** into effect. The remaining recommendations are under development.
- Continuously strengthening and strongly enforcing the **USA Gymnastics Safe Sport Policy**

- A significant **update to the bylaws** in December, 2017 to strengthen safe sport provisions
- Fully **supporting** both the USOC's independent investigation and Congressional inquiries
- Closed the National Team Training Center and terminated the lease at the Karolyi Ranch

Focus areas for the remainder of 2018 toward continuous betterment of USAG

- Continued focus on culture of empowerment and athlete safety
- USA Gymnastics Safe Sport
- Financial
- Addressing legal matters
- Organizational structure and staffing
- Communication plans and approaches
- Working with the Interim Board and securing a new Permanent Board consistent with the USOC letter of January 25, 2018
- Disciplines/program priorities
- Capital projects-training center and other

## 7. Break

## 8. Senior Staff updates including Safe Sport discussion/update and Daniels report update

- Finance
  - John Hewett provided a financial overview including an update on the 2018 budget and core areas of expenses.
  - Financial information regarding the National Gymnastics Foundation and the State and Regional holding accounts was also discussed.
- Member Services
  - Cheryl Jarret reviewed some of the basic aspects of USA Gymnastics membership programs, including the duration of the membership season, requirements and benefits for various member types, event sanctioning and insurance.
  - Educational services – USA Gymnastics is the educational platform for its membership, which encompasses national and regional congresses, as well as more than 30 online courses.
  - The Club Services division oversees USA Gymnastics' Member Club program. Year-to-date, USA Gymnastics has seen a 2.7% increase in Member Clubs.
- Communications
 

Leslie King updated the Board on recent initiatives in the communications department, including response to current media requests; proactive, positive communications outreach; and the recent introduction of a Safe sport twitter account.
- Events, Olympic and International Relations
  - Ron Galimore provided an update on the Request For Information process for the National Team Training Center, as well as interim training solutions.
  - Galimore reviewed his duties as a member of the FIG Executive Committee and as President of the FIG Competition Commission, which is responsible for the

- international competition schedule, and development of the World Championships and Olympic qualification process.
- 2020 events: USA Gymnastics will host the 2020 Continental Championships (Pan American Championships) and will soon begin the bid process for the 2020 Olympic Trials.
  - Women's Program
    - Rhonda Faehn updated the Interim Board on leadership and staffing changes and discussed interim and long-term solutions for each, as well as a reorganization of high performance staff for the future.
    - Chaperones have been accompanying athletes while traveling internationally, and a chaperone policy is presently being developed.
    - Athletes have performed very well in recent international competitions despite the disruption in the regular training plan.
  - Men's Program
    - Dennis McIntyre provided an update on the leadership changes within the men's program, including Brett McClure as the new High Performance Director based in Colorado Springs, as well as the changes to the OTC coaching staff. The leadership is committed to an athlete-centric focus.
    - Success in competition in 2018, the senior men have had a 94% "hit" rate on routines performed in international competition.
  - Rhythmic Gymnastics
 

Caroline Hunt explained the rhythmic program's core initiatives over the last 10 years; a targeted focus on coaches' education, which has resulted in improved technical performances and podium placements in recent years.
  - Trampoline and Tumbling
 

Jacqui Godfrey overviewed the T&T discipline with an explanation of the three events within the sport. She updated the Interim Board on the national team activities including training camps and international competitions.
  - Acrobatic Gymnastics
 

Ryan Ward gave a brief description of the disciplines within Acrobatic gymnastics. Next week, Acro is headed to the World Age Group Games, followed by the World Championships, in Belgium.

*2:30 pm – Julie Springwater joined the call.*

- Safe Sport
  - Toby Stark briefed the Board on updates that are expected to the Safe Sport Policy for the 2018-19 season including minimizing opportunity for misconduct through best practices; simplifying language; editing unclear and ambiguous language; and changes to travel, photography and chaperone policies.
  - Prevention and Education curriculum for the 2018-19 season – requirements for membership and continuing education, including a mandatory webinar on the Safe Sport Policy.

2:45 Jim Crawford-Jakubiak rejoined the call

- Update on the status of implementation of the recommendations contained in Deborah Daniels report. Approximately 80% of the recommendations have been implemented or have been put into effect.
- Safe sport case management
  - Mark Busby informed the Interim Board about the new software, Maxient, that was recently introduced for online reporting of misconduct cases. The software will allow USA Gymnastics to track timing from intake to resolution, and trends. It will also serve as a master database for easier filing and cross referencing of matters.
  - The Interim Board asked Mr. Busby a number of questions, such as year-to-date reports the organization has received, the number that are referred to the law enforcement and/or the U.S. Center for SafeSport, the most common types of reports that are received (emotional misconduct; anonymous reports). Mr. Busby elaborated on intake, reporting, initial responses, interim measures, and adjudication to include the process for hearing panels.

#### 9. Approval of 2018 World Championships selection procedures

The interim Board was presented with the 2018 World Championships selection procedures for athletes and coaches for Women's Artistic, Men's Artistic, Rhythmic and Trampoline & Tumbling for approval by the Board in accordance with Article 8 of the Bylaws.

Renee Jamison provided an overview on the process undertaken to develop selection procedures, including committee involvement and the internal review process, and referred to the procedures that were provided in the pre-meeting materials. Following discussion and questions by the interim Board:

***The Motion to accept the 2018 World Championships selection procedures for athletes and coaches for Women's Artistic, Men's Artistic, Rhythmic and Trampoline & Tumbling was made by Randy Jepson and seconded by Scott Lineberry.*** The motion was unanimously approved.

#### 10. Interim Board Priority Tasks and timeframe

The Interim Board has the following primary tasks, for targeted completion by May 23, 2018:

- Amend USA Gymnastics' Bylaws to reduce the size of the Board from 21 to 15 and revise the composition to include no less than eight independent directors on the Board, one of which will be the Chair
- Seat a Permanent Board
  - Identify, evaluate and recommend no less than eight independent directors to be placed on the Permanent Board, one of which will be the Chair. Selections must be consistent with the USOC letter of January 25, 2018 to USA Gymnastics.

- Identify, evaluate and secure the remaining seven Directors for the Permanent Board from among the Athlete, Advisory Council and Membership groups following the revised bylaws and applicable policies and processes. Selections must be consistent with the USOC January 25, 2018 letter to USA Gymnastics.

A targeted Bylaws revision will be completed by the Interim Board, working with the Nominating and Governance Committee. Targeted Bylaws revisions are expected to include:

- Reduce size of USA Gymnastics Board from 21 to 15 individuals
- Modify composition of USA Gymnastics' Board such that the majority of Board members are independent (8 of 15)
- Change the notice period for bylaw changes from 30 days to 21 or 14 days
- Include staggering of permanent Board member terms so that all Board members do not complete their service at the same time
- Incorporate implementing provisions for the Bylaw changes to confirm that the interim Board member completion of service at the time of the seating of the permanent Board members and assign initial terms of service for members of the permanent Board to accomplish the staggering of terms.
- Revise other bylaws or policies/operating procedures as necessary, to conform to the revised USA Gymnastics bylaws including those of the Athletes' Council, the Advisory Council and the Membership groups.

#### Seating a permanent Board

- USA Gymnastics has retained Boardspan to assist in the identification and vetting of candidates for independent director positions on the Permanent Board. This is the same group who recently assisted the Nominating and Governance Committee in identifying the independent directors for the interim Board.
- Discussion of skill sets that are desirable for the permanent Board members.
- Individuals who are serving on the interim Board are eligible to be considered for the permanent Board

Questions were raised concerning the size of the board being limited to 15 members, why this size was selected and whether the Permanent Board could be larger. The USOC representatives present indicated that they based the request in the January 2018 letter and subsequent communications on what they consider to be leading practices and that smaller boards are generally better. The USOC representatives indicated the January letter and subsequent communications should be taken as presented and that the board size is firm in the USOC's mind. The Chair stated she considers the USOC letter and subsequent communications fixed and the Interim Board, working together, must do everything in its power to achieve the board composition in the best interests of USAG.

#### Composition of 15-member Board

- Number of Board seats: 15 (reduced from 21)

- Independent Directors: 8 (must be a majority of the total 15); one of which must be the Chair
- Athlete Directors: 3 (must be no less than 20% of total (15) based on the Ted Stevens Act)
- All other Directors: 4

The interim Board discussed a number of concepts that might be appropriate for consideration in connection with the restructuring, including:

- Consideration of Gymnastics for All (GfA) representative on the Board or within the governance structure
- Extent to which discipline specific knowledge is necessary at the Board level
- Possible auditing rights
- Standing report requirement instead of direct representation by constituency groups.
- Formulation of a Program Membership Council akin to Advisory Council to allow for input and voice
- Job descriptions to be created for athlete directors and national membership directors; especially if they are representing multi-disciplines.
- Alternate avenues of input to the Board, in lieu of having a seat at the Board.

The Interim Board reviewed a number of straw cases which had been prepared with varying potential compositions of the Board. The Interim Board took a non-binding but indicative vote on one case that seemed to have the greatest amount of support, to see if this potential model could be moved forward. The non-binding, indicative vote resulted in the majority of the Interim Board in favor of the following scenario and one vote against.

Independent Directors – 8

Athlete Directors – 3

National Membership Directors – 3

Advisory Council Directors – 1

Total - 15

The Interim Board also gained consensus around the formation of a “Program Council”, with representation from all of USA Gymnastics’ disciplines. A small working group was formed, consisting of Lois Bingham, Claudia Kretschmer and Cindy Bickman to work on a proposal for composition and framework for the concept of a Program Council.

The Chair noted that due to a vacancy on the Nominating and Governance Committee, David Holcomb has been leading the committee as an interim chair, and the Interim Board Chair recommend that Mr. Holcomb be named Chair of the committee.

***A Motion was made for David Holcomb to serve Chair of Nominating and Governance Committee by Evelyn Chandler and was seconded by Bobbie Cesarek.*** The motion passed unanimously.

## 11. Closing



***A Motion was made to forego an additional Executive Session was made by Claudia Kretschmer and seconded by Cindy Bickman. The Motion passed unanimously. A Motion to adjourn was made at 4:58 pm and was seconded and approved.***

Respectfully Submitted,



Renee Jamison, Staff Liaison  
USA Gymnastics Interim Board of Directors