



**USA Gymnastics Interim Board of Directors Meeting
April 6, 2018
Conference call
(2 pm ET to 6 pm ET)**

Interim Board Members Present (unless otherwise noted)

Cindy Bickman (Advisory Council Director)
Lois Bingham (Independent Director)
Kittia Carpenter (National Membership Director, Women's Artistic Gymnastics), not present
Bobbie Cesarek (Advisory Council Director), joined at 2:10 pm
Evelyn Chandler (Advisory Council Director)
Jim Crawford-Jakubiak (Independent Director)
Ava Gehringer, (Athlete Director, Rhythmic Gymnastics)
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)

Others (Non-Interim Board members) present

Robbie Bach, U.S. Olympic Committee Board of Directors and USOC-designated liaison
Tom James, Corporate Legal Counsel
Renee Jamison, USA Gymnastics Director of Administration & Olympic Relations
Kerry Perry, USA Gymnastics President and CEO
Toby Stark, USA Gymnastics Director of Safe Sport
Chris Tebo, USA Gymnastics Chief Legal Officer

1. Welcome/Discussion of the agenda

The chair called the meeting to order at 2:02 pm ET. The Chair welcomed the Interim Board members and confirmed attendance by roll call. A quorum was present (eighteen directors) to conduct the business of the meeting.

The Chair reviewed the agenda for the meeting and urged all present to express their views and raise questions on any matter.

The Chair advised the Interim Board that Lois Bingham was appointed by the Chair to the Nominating and Governance Committee (NGC) to fill a vacancy on the NGC and has been selected to serve as Vice Chair of the NGC by David Holcomb, the Chair of the NGC.

2. Continuation of discussion of tasks of Interim Board and timetable

The Chair asked Lois Bingham to describe the work that has been on-going since the March 28, 2018 Interim Board meeting. Lois provided an overview of a recent meeting of a working group of the Board and referred the Interim Board to the working draft containing proposed Bylaws revisions which was sent to the Interim Board prior to the meeting.

Formation of a Program Council

It is proposed that a Program Council will be formed, comprised of two representatives from every USA Gymnastics discipline, including Gymnastics For All, and an independent Director selected by the Board. The purpose of the Program Council will be different from that of the Board and will include developing and sharing leading practices standardized across disciplines and other program-centric topics that will be valuable to all disciplines and are not, necessarily, Board-level matters. The Program Council will serve to allow all disciplines to have input and a “voice”.

Considerable and detailed discussion took place about the degree and manner in which the Program Council representatives will be elected, and what the Program Council’s role should be in the selection of National Membership Directors on the Board.

- There was consensus that each discipline will have two representatives on the Program Council.
- A variety of views were expressed about how the National Membership Directors should be elected to the Board of Directors. There was no definitive conclusion.
- A priority for the Interim Board is to ensure members feel they have an adequate voice in the election process. Robbie Bach emphasized that a culture of transparency necessitates that governance decisions are not made by a select few.
- How quickly does the process need to be finalized? Could the interim Board write the Program Council election process into implementing provisions and then leave the Program Council’s Bylaws to be developed after its formation?
- There was discussion about how the vetting process of candidates would take place and the role of the Nominating and Governance Committee in the vetting process of candidates for Program Council and National Membership Directors positions.

The working group was asked to take feedback from the meeting, create a flow chart for the National Membership Director nomination/vetting/election process and develop recommendations to present to the Interim Board for consideration at its next meeting. The Interim Board also requested written job descriptions for directors.

Restructuring of the Board

The Interim Board reviewed a straw case draft of proposed Implementing Provisions that were provided prior to the call. The implementing provisions provide for the transition of the current interim Board to the new Board and detail the composition of the new Board, affirm the conclusion of term of service of the Interim Board will be coincident and effective with the seating of the new Board, and propose initial staggering of terms of service for the new Board. The Interim Board considered ways in which the staggering of terms would be assigned to respective Board members, including by random assignment (drawing names out of hat) so as to not introduce any bias

Bylaws changes

The interim Board reviewed a straw case draft of proposed amendments to the Bylaws, which addressed the following areas:

- Composition of the Board; number and selection of directors and term-staggering.
- Addition of two Special Committees, the Program Council and the Gymnastics for All National Program Committee.
- Additional duties for each national program committee regarding seating of members of the Program Council.
- Removal of the “athlete substitute provisions” for the Board seats held by athletes
- Reduction of the notice period required to amend the Bylaws from 30 to 14 days.

A request was made for Interim Board members to further review the marked-up copy of the Bylaws and provide feedback. This is necessary to facilitate the timely revision of the Bylaws and providing to the Interim Board for its vote on the By-laws changes to achieve the deadline and bearing in mind the 30-day notice period.

3. Safe Sport discussion/update, brief Daniels report update

The Board was introduced to USA Gymnastics newly hired Chief Legal Officer, Chris Tebo. The safe sport department will report to the Chief Legal Officer.

Toby Stark provided responses to questions that had been posed by Interim Board prior to the meeting on a variety of safe sport topics.

- Reporting of complaints to law enforcement, the U.S. Center for SafeSport and USA Gymnastics.
- Ways in which complaints can be reported to USA Gymnastics, currently via a dedicated 800 phone number, email, or through a website portal. USA Gymnastics will be introducing new software that will have the ability to directly route sexual misconduct allegations to the Center.
- Process for evaluating claims of non-sexual abuse.
- Process for dealing with false reporting
- Preventing retaliation for reporting.

- Review of the new federal legislation that was passed in February, S. 534, and the requirement for covered individuals to report suspected child abuse within 24 hours. USA Gymnastics Safe Sport Policy defines “Covered Individuals”; the individuals who must abide by the Safe Sport Policy, and who are also afforded its protections.
- Under development – a chaperone policy and consideration of an athlete wellness advocates for athletes who are traveling on behalf of USA Gymnastics.

Additional safe sport updates and discussion items:

- USA Gymnastics has introduced a new safe sport twitter account.
- Staffing will be added for the safe sport department; some may be decentralized and outside of the office.
- Impact of the new federal legislation on criminal background screening, safe sport training and member clubs.
- Update on Deborah Daniels recommendations – Ms. Daniels will attend meetings with USA Gymnastics staff members to speak to the intention of her recommendations and where she sees USA Gymnastics’ progress against her recommendations.
- Who is required to become a member of USA Gymnastics and become subject to safe sport requirements. Ability to require that all employees of a member club be members of USA Gymnastics.
- Update on the independent investigation being conducted by Ropes & Grey. USA Gymnastics has provided Ropes and Grey with the materials that have been provided thus far in response to the congressional inquiries. Rolling production will continue over the next 1-2 months.

Additional questions were submitted by Interim Board members and will be addressed at the next board meeting, if not sooner. Mark Busby will be available at the April 29, 2018 Interim Board meeting for a fuller discussion of the intake process including how this can be better communicated to the membership.

4. Discussion of current legal matters (Executive Session)

*The **Motion** to go into Executive Session was made by Jim Crawford-Jakubiak, seconded by Claudia Kretschmer, and unanimously approved.*

5. Close

*A **Motion** was made, seconded and approved to adjourn the meeting and the meeting was adjourned at 6:07 pm ET.*

Respectfully Submitted,



Renee Jamison, Staff Liaison
USA Gymnastics Interim Board of Directors