



**USA Gymnastics Interim Board of Directors meeting
June 20, 2018
Conference Call**

Interim Board Members

Cindy Bickman (Advisory Council Director)
Lois Bingham (Independent Director), at 12:07 pm
Kittia Carpenter (National Membership Director, Women's Artistic Gymnastics)
Bobbie Cesarek (Advisory Council Director)
Evelyn Chandler (Advisory Council Director), absent
Jim Crawford-Jakubiak (Independent Director), at 12:30 pm
Ava Gehringer, (Athlete Director, Rhythmic Gymnastics), absent
Karen Golz (Independent Director), Chair
Ivana Hong (Athlete Director, Women's Artistic Gymnastics)
Randy Jepson (National Membership Director, Men's Artistic Gymnastics), absent
Stefanie Korepin (National Membership Director, Rhythmic Gymnastics)
Claudia Kretschmer (National Membership Director, Women's Artistic Gymnastics)
Steve Legendre (Athlete Director, Men's Artistic Gymnastics), at 12:07 pm
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 present

Robbie Bach, U.S. Olympic Committee Board of Directors and USOC-designated liaison
Tom James, USA Gymnastics corporate counsel
Renee Jamison, USA Gymnastics Director of Administration & Olympic Relations
Erica Koven, USA Gymnastics Chief Membership Officer, agenda #3
Mark McCreary, USA Gymnastics Chief Administrative Officer
Kerry Perry, USA Gymnastics President and CEO
Chris Tebo, USA Gymnastics Chief Legal Officer

1. Welcome/Review of the agenda/Approval of minutes.

The chair called the meeting to order at 12:02 p.m. EDT.

The Chair welcomed the interim Board members and conducted a roll call. She declared a quorum existed with 13 voting members present at the outset. Additional board members joined at various periods after the meeting had begun.

The Chair noted that in advance of the meeting PowerPoint slides for Kerry Perry's President's update were distributed to the Interim Board.

The Chair reviewed the agenda for the meeting.

The Chair noted that the minutes of the regular session of the May 30 Interim Board meeting had been approved by the Interim Board's consent to action. However, the minutes of the executive session of the May 30 Interim Board meeting had not been approved and the Chair requested a motion to approve those minutes.

A MOTION was made by Claudia Krestschmer and seconded by Cindy Bickman to approve the executive session minutes of the May 30, 2018 Interim Board meeting . The motion was approved, with all Directors present voting in favor, with the exception of Julie Springwater and Lois Bingham who abstained.

Karen Golz stated she has spoken with all of the new Independent Directors who have been elected to the new Board of Directors, welcoming them to the USA Gymnastics Board of Directors and letting them know of the next steps in convening the new Board of Directors, with the first meeting to be held on July 12 in Indianapolis.

2. Update on nominations, vetting, voting process, and outcome of Athlete, Programs Council and Advisory Council elections.

- a. Steve Legendre reported on behalf of the Athletes' Council, indicating that the nominating and election process went smoothly, with no problems in the voting process. The AAC will be looking at amendments to the AAC Bylaws to incorporate appropriate changes based on the USA Gymnastics Bylaw provisions pertaining to athlete positions on the USA Gymnastics Board of Directors. The AAC will also be discussing how to serve the combined discipline position.

Karen noted that one of the "parking lot" issues (see item 5, below) is for all council bylaws to be reviewed, in addition to creating bylaws for the Programs Council.

Karen reviewed the terms of service for the Athlete Directors, as established by the Governance Implementing Procedures that were adopted by the Interim Board when it approved the USA Gymnastics Bylaw amendments.

- b. Mark McCreary reviewed the process that was followed for election of the Programs Council and the National Membership representatives to the new USA Gymnastics Board of Directors. Karen reviewed the names of the elected National Membership Directors and their terms of service as established by the Governance Implementing Procedures.
- c. Bobbie Cesarek reviewed the process that was followed by the Advisory Council to nominate and elect the Advisory Council representative to the new USA Gymnastics Board of Directors. Kevin White was elected to that position. Bobbie reported that no issues arose in the nomination and election process. Karen noted the term of service for this position, as established by the Governance Implementing Procedures.

Karen reviewed the list of all newly elected Directors to the USA Gymnastics Board of Directors, including the Independent Directors, and their respective terms of service as established by the Governance Implementing Procedures. Based on the nominations processes and the vetting of nominees facilitated by the Nominating and Governance Committee, and the election processes that occurred, it was affirmed that the following are the result of the elections to the new Board of Directors, with terms of service as indicated, and with the new Board members to be seated as of the adjournment of this meeting:

USA Gymnastics Board of Directors, as of June 20, 2018

NOTE: Terms are staggered and indicated for each director.

Athlete directors

Ivana Hong, women's gymnastics, 2018-20

Steven Legendre, men's gymnastics, 2018-19

Dylan Maurer, combined disciplines (rhythmic/acrobatic gymnastics, trampoline and tumbling), 2018-21

National membership directors

Kittia Carpenter, women's gymnastics, 2018

Justin Spring, men's gymnastics, 2018-20

Stefanie Korepin, combined disciplines (rhythmic/acrobatic gymnastics, trampoline and tumbling), 2018-19

Advisory Council director

Kevin White, 2018-21

Independent directors

Lois Bingham, 2018-21

Kathryn Carson, 2018

Karen Golz, 2018

Brent Lang, 2018-20

David Rudd, 2018-20

Staci Slaughter, 2018-21

Julie Springwater, 2018-19

Kimberly Till, 2018-19

Karen and Kerry Perry acknowledged all of the Interim Directors who were going off the Board of Directors and expressed great appreciation to them for their service to gymnastics and USA Gymnastics.

Robbie Bach also expressed thanks to the Interim Board, stating that the Interim Board is to be complimented for all of the excellent work to accomplish reform of USA Gymnastics' governance and reorganization of the Board of Directors. He will be reporting this to the USOC Board of Directors at its meeting this week.

For the information of the Interim Board, Tom James noted the membership of the Programs Council which was formed as a part of the National Programs election process of representatives to the USA Gymnastics Board of Directors. It was noted that Lois Bingham is the Independent Director member of the Programs Council, as appointed by the Chair of the USA Gymnastics Board. The Programs Council consists of the following persons:

Elena Arakelyan, Acro
Bob Meier, Acro
Gene Watson, Men
Justin Spring, Men
Stefanie Korepin, Rhythmic
Anna Loescher, Rhythmic
Scott Lineberry, T&T
Erin Powell, T&T
Kittia Carpenter, Women
Claudia Kretschmer, Women
Lois Bingham, Independent Director

3. President's update

Kerry Perry provided the Interim Board with updates on the following matters, referring to her PowerPoint slides that were distributed to the Interim Board in advance of the meeting.

- **Membership.**

The IT department did a great job with getting the new online membership registration program up and running. Feedback from the membership has been positive.

Athlete membership numbers are up, along with increased revenue. In answer to a question about where the increased numbers have come from, Kerry will get the information to the Board.

Erica Koven, USA Gymnastics' Chief Membership Officer, briefed the Interim Board on the launch of the online membership registration program. In answer to a question, Erica indicated that member inquiries are receiving prompt responses.

Kerry commented that the switch to the online process was a critical piece to the improved ability to communicate with the membership.

- **Marketing/communications.**

Kerry met last week with USA Gymnastics' outside communications firm, Fleishman-Hillard (F-H), to discuss views of the USA Gymnastics communications plan and next steps. F-H will be looking at USA Gymnastics branding matters and developing a strategic communications and marketing plan. A proposed budget has been developed for this work by F-H. Karen asked the Directors to review the information presented by Kerry and to provide feedback to Kerry.

Kerry reported that the Athlete Task Force will be announced next week, at which time the Task Force is scheduled to hold its first meeting.

Robbie Bach commented that the calendar for dealing with branding decisions should take into consideration the timing of the Ropes and Gray report and considerations that may flow from that report. Robbie also observed that it is critical to crisply articulate matters to the appropriate audiences, both internal and external. Kerry concurred.

Interim Board members commented that it is important to keep the F-H work clearly on point with the critical communications issues faced by USA Gymnastics. Kerry expressed her observation that USA Gymnastics' messaging is evolving in a sensitive and sensible manner.

- **Safe Sport.**

Chris Tebo provided the Interim Board with a safe sport update.

The USA Gymnastics Safe Sport Policy has been updated and is tentatively scheduled to be released in the near term. It will dovetail with certain provisions in the updated Code of Ethical Conduct. Further, key revisions pertain to the reporting and adjudication processes.

Chris responded to questions about the involvement of the Safe Sport Committee in the review and update of the Safe Sport Policy. In response to a request that the Board of Directors have the opportunity to review the updated Safe Sport Policy prior to its release, Chris indicated that this would be done, with a goal to have the Policy out by National Congress. The matter of the involvement of the Board of Directors in review and approval of key policies is on the agenda of the "parking lot" matters to be dealt with by the new Board of Directors (see item 5, below).

Chris indicated that there will be a safe sport training and ethics component at the first meeting of the new Board of Directors in July.

Chris spoke about the regional approach that is being adopted to dealing with safe sport matters and that a new Regional Safe Sport Director has been hired.

Chris provided the Interim Board with a summary of safe sport cases processed and closed by USA Gymnastics. Chris responded to questions about what it means to close cases. One of the challenges that continues is the ability to establish, in a timely manner, hearing panels to adjudicate cases.

- **Daniels Report.**

Chris provided the Interim Board with an update on the progress in implementing the recommendations contained in the Deborah Daniels Report.

- **Women's Program.**

Kerry updated the Interim Board on the progress in hiring the new Women's Program Coordinator. Interviews have just been completed. Coaches and athletes were consulted in connection with the interviews. Kerry is confident a person can be chosen and named in the very near future.

4. Break

The scheduled break was not taken.

5. Discussion of key priorities for the new Board of Directors

The Chair referred to the "Parking lot" of items for the new Board that was distributed to the Interim Board in advance of the meeting. These items are organized in the following topics:

- Undertake a more holistic review of the Bylaws and consider listed items for potential change.
- Strategic priorities for USA Gymnastics.
- Other matters suggested for consideration.

The Chair noted that the list is evolving based on feedback she has received from Interim Board members. There was no specific discussion by the Interim Board of the items and the Chair requested that people keep providing ideas and feedback.

6. Executive Session

A MOTION was made to go into Executive Session was made by Cindy Bickman and seconded by Scott Lineberry. The motion was unanimously approved.

Kerry Perry, Chris Tebo, Robbie Bach and Tom James remained on the call. Mark McCreary left the call.

The Board came out of executive session at 2:14 p.m. EDT.

7. Other Business/Future meeting dates

The Chair noted that this is the last meeting of the Interim Board and that the new Board is seated upon the adjournment of this meeting. However, the Chair indicated that the Interim Board will be provided with the minutes of this meeting in order to approve the minutes.

The Chair noted that the new Board will hold its first meeting on July 12, to be an in-person meeting in Indianapolis.

The Chair thanked all members of the Interim Board for their service to USA Gymnastics in undertaking the critical work accomplished by the Interim Board. The Chair expressed that it was an incredible privilege for her to serve with the Interim Board members.

A MOTION to adjourn the meeting was made by David Rudd and seconded by Bobbie Cesarek.
The motion was unanimously approved.

The meeting was adjourned at 2:16 p.m. EDT.

Respectfully Submitted,

David Rudd
Secretary, USA Gymnastics Interim Board of Directors