



**USA Gymnastics Board of Directors Meeting
October 10, 2018
Conference Call**

Board of Directors

Karen Golz (Independent Director), Chair
David C. Rudd (Independent Director), Vice Chair / Secretary
Stefanie Korepin (National Membership Director – Combined), Treasurer

Lois Bingham (Independent Director)
Kittia Carpenter (National Membership Director – Women)
Kathryn Carson (Independent Director)
Ivana Hong (Athlete Director – Women)
Brent Lang (Independent Director)
Steven Legendre (Athlete Director – Men)
Dylan Maurer (Athlete Director – Combined)
Staci Slaughter (Independent Director)
Justin Spring (National Membership Director – Men)
Julie Springwater (Independent Director)
Kimberly Till (Independent Director)
Kevin White (Advisory Counsel Director)

Others Present

C.J. Schneider, Outside Counsel and USA Gymnastics Acting Chief Legal Officer
Robbie Bach, USOC liaison
Pete Ugo, Partner, at Crowe Horwath
Rachel Spurlock, Partner, at Crowe Horwath
Scott Shollenbarger, USA Gymnastics Chief Financial Officer

I. Welcome

The Chair called the meeting to order at 7:02 p.m. ET.

The Chair thanked everyone on the call for joining and conducted a roll call. She declared that a quorum existed.

II. Update from Crowe Horwath

Pete Ugo, Partner at Crowe Horwath, updated the Board on the audited financial statements for 2016 and 2017. Mr. Ugo walked the Board through the audited financial statements. The Board agreed on all of Crowe Horwath's suggestions.

Ivana Hong joined the call at 8:13 p.m. ET.

A motion to accept the 2016-2017 audited financial statement was made by David Rudd and seconded by Brent Lang. The motion was approved unanimously.

Rachel Spurlock, Partner at Crowe Horwath, updated the Board on the Internal Revenue Service Form 990. The Board reviewed the information contained in the Form 990.

A motion to approve Form 990 subject to correcting the statement that Steve Penny was paid a bonus in 2017 (he was not) and to clarifying the compensation review process that occurred in 2017 made by Kevin White and seconded by Kathryn Carson. The motion was approved unanimously.

III. Executive Session

A motion to enter executive session was made by Lois Bingham and seconded by David Rudd. The motion was approved unanimously.

The Board entered executive session at 8:18 p.m. ET. C.J. Schneider, Peter Ugo, and Rachel Spurlock remained on the call. Scott Shollenbarger left the call.

The purpose of the executive session was to discuss legal, financial, and personnel matters.

Robbie Bach rejoined the call at 8:43 p.m. ET.

A motion to exit executive session was made by Julie Springwater and seconded by Kittia Carpenter. The motion was approved unanimously.

The Board exited executive session at 9:03 p.m. ET.

The Board briefly discussed a proposed resolution to delegate certain authority to the Chief Financial Officer, as allowed by the organization's bylaws.

A motion to accept CFO authorization was made by Kevin White and seconded by Brent Lang. The motion was approved unanimously.

The Board discussed general updates regarding the CEO search.

IV. Adjournment

A motion to adjourn the meeting was made by Staci Slaughter and seconded by Kevin White.

The motion was approved unanimously.

The meeting was adjourned at 9:11 p.m. ET.

Respectfully submitted,

David Rudd
Secretary
USA Gymnastics Board of Directors