



**USA Gymnastics Board of Directors Meeting
January 10, 2019
Conference Call**

Board of Directors

Kathryn Carson (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)
Ivana Hong (Athlete Director – Women) - Absent
Brent Lang (Independent Director) - Absent
Dylan Maurer (Athlete Director – Combined) - Absent
Staci Slaughter (Independent Director) - Absent
Justin Spring (National Membership Director – Men)
Julie Springwater (Independent Director)
Kimberly Till (Independent Director)
Kevin White (Advisory Counsel Director)

Others Present

C.J. Schneider, USA Gymnastics Outside Counsel and Acting Chief Legal Officer
Michael Penny, USA Gymnastics Outside Counsel

I. Welcome

The Chair called the meeting to order at 3:03 p.m. ET.

The Chair thanked everyone on the call for joining and conducted a roll call.

Lois Bingham joined the call at 3:04 p.m. ET. The Chair declared a quorum existed.

II. CEO Search Update

The Chair updated the Board concerning two candidates for the USA Gymnastics CEO position. The Chair described each candidate's background, including their professional and athletic achievements.

Kittia Carpenter joined the call at 3:09 p.m. ET.

III. Independent Director Search Update

Kimberly Till updated the Board regarding the search for a new independent director to replace Ms. Karen Golz. Ms. Till recommended Justin Toman for election to the Board as an independent director. Mr. Toman was a gymnast at the collegiate level and is currently working at Pepsi Co. in the sports marketing department. The Board noted that Mr. Toman's marketing experience working for a Fortune 500 company will be an asset to USA Gymnastics and the Board.

A motion to elect Justin Toman as an independent Board member subject to the results of his background checks was made by Kevin White and seconded by Kimberly Till. The motion was approved unanimously.

The Chair noted that the Board is still searching to fill the men's program athlete representative director position. Kevin White, Ivan Hong and Justin Spring are currently working on identifying potential candidates for the position and hope to put forward a potential candidate next month.

IV. Operations Update

The Chair updated the Board concerning USA Gymnastics' operations. The Board discussed the organizations personnel needs.

C.J. Schneider, acting Chief Legal Officer of USA Gymnastics, updated the Board regarding the status of year-end bonuses for USA Gymnastics' employees. USA Gymnastics filed a motion with the bankruptcy court, asking the court to approve USA Gymnastics' traditional year-end bonuses to its employees. The Additional Tort Claimants Committee of Sexual Abuse Survivors filed an objection to the motion.

V. Executive Session

A motion to enter executive session was made and seconded. The motion was approved unanimously.

The Board entered executive session at 3:30 p.m. ET. C.J. Schneider and Michael Penny remained on the call.

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

Justin Spring joined the call at 3:37 p.m. ET.

Justin Spring and Stefanie Korepin left the call at 4:07 p.m. ET.

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

The Board exited executive session at 4:19 p.m. ET.

VI. Adjournment

A motion to adjourn the meeting was made and seconded. The motion was approved unanimously.

The meeting was adjourned at 4:20 p.m. ET.

Respectfully submitted,

David Rudd
Secretary
USA Gymnastics Board of Directors