



**USA Gymnastics Board of Directors Meeting  
November 11, 2020  
Zoom Conference Call. 10 a.m. ET**

**Board of Directors**

Kathryn Carson (Independent Director), Chair  
David C. Rudd (Independent Director), Vice Chair / Secretary  
Brent Lang (Independent Director), Treasurer

Lois Bingham (Independent Director)  
Kittia Carpenter (National Membership Director – Women)  
Ivana Hong (Athlete Director – Women)  
Scott Lineberry (National Membership Director – Combined)  
Brandon Wynn (Athlete Director)  
Rebecca Sereda (Athlete Director)  
Staci Slaughter (Independent Director)  
Justin Spring (National Membership Director – Men)  
Julie Springwater (Independent Director)  
Kimberly Till (Independent Director)  
Justin Toman (Independent Director)  
Kevin White (Advisory Council Director)

**Others Present**

Li Li Leung, USA Gymnastics President and Chief Executive Officer  
C.J. Schneider, USA Gymnastics Outside Counsel and Chief Legal Officer  
Bernadette Barron, USA Gymnastics Chief Financial Officer  
Stefanie Korepin, USA Gymnastics Chief Programs Officer  
Lauryn Turner, USA Gymnastics Chief of Staff  
Carol Fabrizio, USA Gymnastics Chief Communications and Marketing Officer  
Kim Kranz, USA Gymnastics Chief of Athlete Wellness  
Erica Koven, USA Gymnastics Chief of Member Services  
Michael Penny, USA Gymnastics Outside Counsel  
Dr. C. Keith Harrison, Professor at University of Central Florida  
Dr. Jeff O'Brien, Vice President at Institute for Sport and Social Justice

## **I. Welcome**

The Chair called the meeting to order at 10:03 a.m. ET.

The Chair thanked everyone for joining the meeting.

Quorum declared at 10:04 a.m. ET.

The Chair reviewed the agenda with the Board. In honor of Veteran's Day, the Chair gave thanks to all veterans who have served.

## **II. Business Update**

Li Li Leung, USA Gymnastics' President and Chief Executive Officer, provided the Board a business update. The organization hired Scott Cole as the Director of Event Operations. Mr. Cole's start date is November 16, 2020.

The organization engaged Deborah Daniels to audit the organization's progress toward implementing the recommendations in her 2017 report. The Bankruptcy Court must approve the engagement, but no issues are expected.

Ms. Leung announced that the organization is launching a Transgender Policy early next week. This policy will align with USA Gymnastics' core value of inclusion. The organization is one of the first NGBs with this policy.

Ms. Leung informed the Board that the organization has had conversations with the USA Gymnastics Women's Technical Committee regarding allowing gymnasts to wear shorts, instead of leotards or unitards, during competition. FIG is looking into the same rule change, and judges have provided feedback regarding the aesthetics and effectiveness of judging athletes in shorts. The Board discussed the matter, noting that the gymnastics community has shown interest in wearing shorts instead of unitards or leotards.

Ms. Leung informed the Board that the organization met with the NGF board regarding a grant to hire a consultant to promote men's programs for colleges and universities. The NGF approved the grant, so the organization is looking to engage a consultant for 1 year. The NGF also approved a second grant to create a long-term strategic plan for men's gymnastics.

Ms. Leung noted that the Diversity Equity & Inclusion ("DE&I") panel held its second meeting yesterday, which was hosted by Dr. C. Keith Harrison. Another panel will be held next month, then likely every 3 to 4 months moving forward. The Board discussed participation in the DE&I panels. Ms. Leung noted the feedback has been overwhelmingly positive.

Ms. Leung informed the Board that the implicit bias study is in process. She is meeting with the researching professors soon, and she will update the Board regarding any initial findings.

Ms. Leung announced that virtual sanctions launched recently, allowing the organization to provide a competitive atmosphere even though people cannot gather for events. Ms. Leung noted that the organization is leading NGBs in this area. The Board discussed how the virtual sanctions will provide athletes more options to compete and gain experience.

Staci Slaughter joined the meeting at 10:30 a.m. ET.

### **III. Safe Sport Update**

Kimberly Kranz, USA Gymnastics' Chief of Athlete Wellness, provided the Board with a Safe Sport update. Since August 2020, new incident reports and new cases continue to decline. Current active cases are also decreasing. The Chair commented on the amazing progress the Athlete Wellness department has made in this area.

David Rudd left the meeting at 10:33 a.m. ET.

Ms. Kranz presented a year-to-date Safe Sport report by case tier, which included the average number of days to case closure in each tier. The Board asked if the data could be sorted by discipline. Ms. Kranz indicated that the new platform, iSight, will be able to sort the data in that manner next year. The Board discussed the webinar on the difference between tough coaching and abusive coaching, as well as education for parents.

Lois Bingham left the meeting at 10:40 a.m. ET.

Ms. Kranz presented the medical safety and COVID-19 procedures for the November 8, 2020 Tokyo Friendship and Solidarity Competition. Ms. Leung noted that these procedures are helpful indicators of what to expect during the Olympics, although some of these measures will not scale to the Olympics. The USOPC supported the organization's participation in this competition, the purpose of which was to show that the Olympics could be held next summer, if proper protocols are in place. Ms. Leung described the competition as an all-around success.

### **IV. 2020 Review; 2021 Strategic Plan**

Ms. Leung reviewed the organization's 2020 strategic pillars (athlete centricity, financial growth, cultural change, enhance governance, resolve legal matters, build trust and foster relations), key objectives (safety and wellness, athlete voice, facilities, Tokyo 2020, commercial proactivity, membership restructure and value proposition, rebrand, operational efficiencies, development and fundraising, programming growth, internal and external cultural change, bylaws, mediation and bankruptcy, accessibility and credibility) and the results/status for each objective.

Ms. Leung presented the organization's new mission statement and reiterated the organization's core values. Ms. Leung also presented the organization's 2021 strategic pillars, which include athlete centricity, transform culture, serve community and build trust, and enhance efficiency and

governance, and the key objectives for each pillar. Ms. Leung presented the implementation timeline and an overview of strategic alignment.

The Board discussed with Ms. Leung the organization's challenges and risks going into 2021, including COVID-19, litigation, mediation / bankruptcy, new staff members in pivotal positions, reduced staff, reduced resources, and the short time until the 2021 USOPC audit.

Ms. Leung emphasized that athlete centricity is USA Gymnastics' primary focus. Each objective and strategic pillar rolls up to that objective and to growth of the sport of gymnastics.

## **V. Department Review and Update**

### **A. Athlete Wellness**

Ms. Kranz provided the Board with an overview of the Athlete Wellness department. The department was formed in 2020, and Safe Sport was brought under its umbrella. Initially, there was a backlog of Safe Sport cases. After putting a new structure and process in place, the Athlete Wellness department has increased its efficiency in reviewing Safe Sport cases, significantly decreasing the backlog.

For 2021, the Athlete Wellness department is looking to bring on additional resources, including medical and wellness resources for athletes in all disciplines, resources for athlete retirement, and educational resources for coaches and parents. The department will assist athletes in areas such as nutrition, sleep, and exercise data. It will also work with the Men's program to incorporate bi-annual rest periods of two weeks for the Men's Junior National Team.

Ms. Kranz explained that the organization intends to rebrand its Safe Sport department, because the name is so similar to the U.S. Center for SafeSport, which is confusing to the gymnastics community.

Ms. Kranz noted that, in 2021, the department will change case management software for Safe Sport cases, from Maxient to iSight. The new software will provide more options to track and sort data.

Rebecca Sereda left the meeting at 11:28 a.m. ET.

David Rudd and Lois Bingham joined the meeting at 11:29 a.m. ET.

### **B. Programs**

Stefanie Korepin, USA Gymnastics' Chief Programs Officer, updated the Board regarding the organization's programs. In 2021, the organization will work to create parity between genders and across all disciplines. Ms. Korepin noted that this parity initiative

originally included funding, but the new funding model will be pushed to 2022. The Board discussed the potential new funding model's mechanics and purpose.

Ms. Korepin explained that the programs will continue to change the "win at all costs" culture and promote athlete safety.

Ms. Korepin addressed the need to update operating codes and program committee structures to align with the organization's amended and restated Bylaws. The organization currently has over 170 committees, which will need to change. The Board discussed the purpose and structure of the committees.

C. Marketing/Communications

Carol Fabrizio, USA Gymnastics' Chief Communications and Marketing Officer, provided an update regarding the marketing and communications department. The organization launched an internal community communications campaign and DE&I initiative, including a DE&I panel that occurs about once a month. The organization is preparing to launch a rebrand once it is out of bankruptcy. The Board discussed the timing of the rebrand and bankruptcy exit.

Ms. Fabrizio discussed the ability to attract new partnerships once the organization has exited bankruptcy. Each partnership agreement will include a commitment to athlete wellness.

D. Membership

Erica Koven, USA Gymnastics' Chief of Member Services, provided a membership update to the Board. The Membership department intends to make the roles and responsibilities of the state and regional committees consistent across all disciplines. Ms. Koven discussed restructuring the membership and education system in 2021 to increase the organization's value to its members.

Ms. Koven stressed that the organization wants to strengthen the membership's voice moving forward. The Board discussed the state and regional committees, including their structure and various risks.

E. Operations

Lauryn Turner, USA Gymnastics' Chief of Staff, updated the Board regarding the organization's operations. Given the 2020 pandemic and the ongoing bankruptcy, the organization's operations have fared well in 2020.

In 2021, the organization will have the ability to run automated financial reporting, which will help monitor the organization's cash flow. Ms. Turner announced that the organization intends to update human resources policies, compensation, and benefits by the

first quarter of 2021. Ms. Turner discussed the development and implementation of tools to track strategic plan initiatives.

The organization has secured new office space, which will save the organization a significant amount of money annually. The organization intends to move into the new office on January 4, 2021.

Ms. Turner addressed the organization's goal to build a centralized wellness and training center. The Board discussed this project and potential funding mechanisms.

Ivana Hong left the meeting at 12:55 p.m. ET.

The Board expressed its thanks to Ms. Leung and team for the progress made throughout the year and its excitement for next steps. Ms. Leung thanked the Board and said this could not have been done without the team. The goal is to serve athletes and members effectively.

Staci Slaughter left the meeting at 1:02 p.m. ET.

The Board took a break from 1:02 p.m. ET. to 1:20 p.m. ET.

## **VI. Diversity, Equity and Inclusion**

Dr. C. Keith Harrison and Dr. Jeff O'Brien joined the meeting at 1:20 p.m. ET.

Ms. Leung provided background regarding the Board's DE&I discussion. The organization has provided training for all staff members and leaders, hosted book club discussions, and mandated a diverse pool of candidates when hiring employees and contractors. Additionally, the organization has organized panels and coordinated with researchers on implicit bias in gymnastics.

Kevin White left the meeting at 1:30 p.m. ET.

Ms. Leung introduced Dr. Harrison and Dr. O'Brien to the Board. Dr. Harrison and Dr. O'Brien each introduced themselves and provided background on their upbringing and education. Drs. Harrison and O'Brien lead the Board through a robust DE&I discussion.

David Rudd left the meeting at 1:59 p.m. ET. Brandon Wynn left the meeting at 2:29 p.m. ET. Kevin White joined the meeting at 2:30 p.m. ET.

Ms. Leung thanked Dr. Harrison and Dr. O'Brien for their presentation.

The Board took a break from 3:05 p.m. ET to 3:15 p.m. ET.

Lois Bingham joined the meeting at 3:14 p.m. ET.

## VII. Bylaws Update

The Chair provided background information regarding the proposed amended and restated Bylaws.

C.J. Schneider, USA Gymnastics' Chief Legal Officer, discussed with the Board a proposed written resolution to confirm and continue the Advisory Council, which offers input to the Board on a wide variety of topics important to the gymnastics community. The Board discussed the resolution. It recognized the value of the Advisory Council and committed to meaningful, routine engagement with the Council.

**A motion to approve the resolution circulated by Mr. Schneider on November 11, 2020 and attached to these meeting minutes as Exhibit A was made by Kimberly Till and seconded by Justin Toman at 3:59 p.m. ET.** The motion was approved unanimously.

Mr. Schneider presented to the Board the organization's proposed Amended and Restated Bylaws. The purpose of these new Bylaws is to streamline the organization's governance structure and to comply with the USOPC's new Certification Standards for NGBs. The Amended and Restated Bylaws are the result of a robust process, involving feedback from staff, stakeholders, and the Nominating and Governance Committee ("NGC"). The draft of the Amended and Restated Bylaws presented to the Board is recommended by the NGC.

Mr. Schneider summarized several significant changes in the Bylaws. First, athlete representatives must make up one-third of the Board and each committee. The definition of an athlete representative has been changed to reflect the changes in the USOPC's bylaws. Second, the structure of the Board will change. The Board will remain at 15 directors, but will be comprised of 8 unaffiliated directors, 5 athletes, 1 affiliated organizations director, and 1 national membership director. Third, the standing committees have been changed. Some committees have been removed and others have been added. Fourth, the process for complaints will be removed from the Bylaws and instead will be contained in the Safe Sport policy and procedures. The Bylaws will continue to require the notice and opportunity for a hearing required by the Ted Stevens Act.

The Board discussed the Amended and Restated Bylaws in detail. In particular, the Board discussed various options for selecting the National Membership Director. The Board decided to have the National Membership Director be directly elected by members. The Board also discussed other potential modifications to the Amended and Restated Bylaws, but it decided to consider those after the NGC had a chance to review them and make recommendations.

Brandon Wynn joined the meeting at 4:05 p.m. ET.

**A motion to approve the proposed draft of the amended and restated Bylaws was made by Brent Lang and seconded by Kimberly Till at 4:14 p.m. ET.** The motion was approved unanimously.

Bernadette Barron joined the meeting at 4:15 p.m. ET.

## VIII. Executive Session

A **motion** to enter Executive Session was made by Julie Springwater and seconded by Staci Slaughter (time 4:15 p.m. ET). The motion was approved unanimously.

The Board entered the Executive Session at 4:15 p.m. ET. Li Li Leung, C.J. Schneider, Lauryn Turner, Bernadette Barron and Michael Penny remained on the call.

The purpose of the Executive Session was to discuss financial and legal matters.

A **motion** to approve a former director's request for reimbursement of legal fees incurred during discovery in connection with the insurance coverage litigation as allowed by the indemnification provisions of the bylaws was made by Kimberly Till and second by Julie Springwater at 4:46 p.m. ET. The motion unanimously approved.

The Board took a break from 4:47 p.m. ET to 5:00 p.m. ET.

A **motion** to approve 2021 budget as presented was made by David C. Rudd and seconded by the Chair at 5:42 p.m. ET. The motion was approved unanimously.

A **motion** to approve the 2019 Form 990 as presented was made by Kimberly Till and seconded by Julie Springwater at 5:53 p.m. ET. The motion was approved unanimously.

Bernadette Barron left the meeting at 5:53 p.m. ET.

A **motion** to exit Executive Session was made and seconded. The motion was unanimously approved.

## IX. Other Matters

The Chair informed the Board that the NGF amended its bylaws. The Chair summarized the amendments, which included a name change for the Men's fund and improved efficiencies in governance. The organization is required to approve amendments to the NGF's bylaws. The Chair and Ms. Leung stated that they are both comfortable with these changes to the NGF bylaws.

A **motion** to approve the NGF's changes to its bylaws was made by Justin Toman and seconded by Kimberly Till at 5:55 p.m. ET. The motion was unanimously approved.

Ms. Leung presented the T&T Selection procedures for World Championships. She noted that they have not changed substantially from last year. The main change is related to scoring. Scott Lineberry added that the scoring change includes a lower score due to COVID-19 for athletes who did not train enough for higher score.

The Board discussed athlete feedback on selection changes. Ivana Hong said athletes are aligned with the changes in the selection procedures.



**A motion to approve the revised T&T selection procedures as presented was made by Kimberly Till and seconded by Julie Springwater at 6:00 p.m. ET.** The motion was unanimously approved.

The Chair reminded the Board to participate in Boardspan's assessment process. The Chair noted that Board members will participate individually.

The Chair informed the Board that the next meeting is a call on December 17, 2020 from 3 p.m. ET to 4 p.m. ET. The Chair mentioned the possibility for optional in-person meetings next year, depending on the status of the pandemic.

The Chair informed the Board that, beginning next year, meetings will be one-hour every two months. A tentative schedule for 2021 is forthcoming. The Board briefly discussed the timing of meetings.

## **X. Adjournment**

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

The meeting was adjourned at 6:08 p.m. ET.

Respectfully submitted,

Justin Toman  
Secretary (Effective January 1, 2021)  
USA Gymnastics Board of Directors

**EXHIBIT A**

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## USA GYMNASTICS

### ACTION BY AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS

By affirmative vote of a majority of the Directors present at the November 11, 2020 meeting, the Board of Directors of USA GYMNASTICS, a Texas nonprofit corporation (“USAG” or the “Corporation”) adopts the following:

WHEREAS, the Board is dedicated to promoting the sport of gymnastics through meaningful and productive engagement with its committees.

WHEREAS, the Board recognizes the valuable input and perspective it receives from committees regarding matters of significance to the gymnastics community.

WHEREAS, the Board may create such committees as it deems necessary and appropriate.

THEREFORE, IT IS RESOLVED, that there shall be an Advisory Council comprised of a representative of each of USAG’s organizational members.

FURTHER RESOLVED, that the Advisory Council shall provide a forum for the organizational members to consider and offer perspectives on matters related to the gymnastics community in the United States.

FURTHER RESOLVED, that the Advisory Council shall communicate with and advise the Board on matters directly related to its area of responsibility, as set forth in this written resolution.

FURTHER RESOLVED, that the Advisory Council shall perform such other duties as may be assigned to it from time to time by the Board.

FURTHER RESOLVED, that the Advisory Council shall operate in accordance with a committee charter adopted by the Advisory Council and approved by the Board.