



**USA Gymnastics Board of Directors Meeting  
December 17, 2020  
Zoom Conference Call. 2:30 p.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) – *Absent*  
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  
Kimberly Kranz, USA Gymnastics Chief of Athlete Wellness  
Lauryn Turner, USA Gymnastics Chief of Staff  
Michael Penny, USA Gymnastics Outside Counsel

## **I. Welcome**

The Chair called the meeting to order at 2:34 p.m. ET.

The Chair thanked everyone for joining the meeting.

The Chair declared a quorum at 2:34 p.m. ET.

The Chair reviewed the agenda with the Board. The Chair and Board thanked the following Directors for their service to the organization, as either their terms are expiring or their positions are changing at the end of the year due to the new bylaws: Kevin White, Justin Spring, Kittia Carpenter, Scott Lineberry, David Rudd, and Ivana Hong. Li Li Leung, USA Gymnastics' President and Chief Executive Officer, thanked those same Directors, on behalf of the employees of USA Gymnastics.

## **II. Business Update**

Ms. Leung provided the Board with a business update. John Valencia provided two webinars for club owners regarding legislative resources. The Positive Coaching Alliance training sessions for coaching staff and independent contractors received positive feedback. All employees and contractors of the organization will receive similar training sessions beginning January 2021.

Ms. Leung discussed partnership and sponsorship relationships and opportunities with the Board.

Staci Slaughter joined the meeting at 2:49 p.m. ET.

Ms. Leung provided the Board with the university researchers' initial findings in the implicit bias analysis. The Board discussed these initial findings.

Ms. Leung announced the organization has reached an agreement on terms with the SpringHill Company for a six episode docuseries to follow several athletes and their journey to the 2021 Tokyo Olympic Games. SpringHill and the athletes chose to work together; USA Gymnastics did not require any athlete to be part of this docuseries.

Ms. Leung informed the Board that Deborah Daniels's audit of the organization's implementation of her recommendations should be complete by the end of February 2021. Additionally, Ms. Leung, the Chair, and C.J. Schneider, USA Gymnastics' Chief Legal Officer, had productive discussions with USOPC representatives regarding the organization's progress and overall operations.

## **III. Executive Session**

**A motion to enter Executive Session was made by Scott Lineberry and seconded by Kimberly Till (time 3:04 p.m. ET).** The motion was approved unanimously.

The Board entered the Executive Session at 3:04 p.m. ET. Li Li Leung, C.J. Schneider, Lauryn Turner and Michael Penny remained on the call.

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

**A motion to exit Executive Session was made by Kimberly Till and seconded by Justin Toman (time 3:23 p.m. ET).** The motion was unanimously approved.

The Board exited Executive Session at 3:23 p.m. ET.

#### **IV. Safe Sport Update**

Shelba Waldron, USA Gymnastics' Director of Safe Sport Policy and Education, presented to the Board regarding youth development training, which included, among other things, the elements of youth development and coaching relationships.

Kimberly Kranz, USA Gymnastics' Chief of Athlete Wellness, provided the Board with an update concerning Safe Sport data, including the department's case load and rate of closing cases. The Board recognized the tremendous job the Athlete Wellness Department has done tracking and closing Safe Sport cases.

#### **V. Unaffiliated Director Search Update**

Kimberly Till informed the Board that the Nominating and Governance Committee has interviewed candidates for the Unaffiliated Director position that will become vacant when David Rudd's term ends at the end of the year. The Committee expects to make a recommendation to the Board soon.

#### **VI. Financial Update**

Lauryn Turner, USA Gymnastics' Chief of Staff provided the Board an update regarding the financial status of the organization. While membership revenue has increased, no other material changes have occurred since the last Board meeting.

#### **VII. Bylaws**

Mr. Schneider provided an update regarding the Amended and Restated Bylaws. After the Board passed the Amended & Restated Bylaws in November, there was additional discussion with stakeholders and the Nominating & Governance Committee ("NGC") regarding election of the National Membership Director and regarding the structure of Programs Council.

Mr. Schneider presented to the Board two potential bylaw revisions on these topics. Both revisions were recommended by the NGC, which collected feedback from stakeholders and deliberated on the proposed revisions before recommending them to the Board.

The first proposed revision is to remove from the Bylaws the language stating the composition of Programs Council. Instead, the composition of Programs Council would be stated in the Council's charter. The NGC recommended the following composition for the Council: The Council will have a total of 15 members. The 4 programs with the greatest number of members as of July 31 of the year of election will have two representatives on the Council. The remaining programs will have 1

combined representative on the Council. The Council will also include 1 unaffiliated director and 5 athlete representatives.

The second proposed revision is to amend the Bylaws to state that the National Membership Director is elected by members from among two representatives nominated by Programs Council. Under this proposal, two members of the Council would stand for election as National Membership Director. The Council would select one of the two representatives on the Council for the program with the greatest number of members. The Council would also select one representative on the Council for the other disciplines. Individual members, other than athletes, will elect the National Membership Director from among these two candidates.

The Board discussed both proposals in detail. In particular, the Board discussed several ideas for the process to elect the National Membership Director. The Board wanted to ensure that this director would provide a strong and representative voice on the Board for the organization's members. After much deliberation, the Board chose to move forward with both of the NGC's recommendations.

**A motion to approve the proposed amendments to the Amended and Restated Bylaws was made by Kimberly Till and seconded by Justin Toman at 3:53 p.m. ET.** The motion was approved unanimously.

The Chair informed the Board that David Rudd will be stepping down from the Board when his term ends on December 31, 2020. Justin Toman was nominated to replace David Rudd as the Vice Chair / Secretary.

**A motion to elect Justin Toman as the Vice Chair / Secretary of the organization was made by David Rudd and seconded by Lois Bingham at 3:59 p.m. ET.** The motion was approved unanimously.

## **VIII. Adjournment**

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

The meeting was adjourned at 4:01 p.m. ET.

Respectfully submitted,

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