

MINUTES OF THE NOVEMBER 17, 2021
MEETING OF THE USA GYMNASTICS BOARD OF DIRECTORS

USA Gymnastics Headquarters
1099 North Meridian Street
Indianapolis, IN 46204
November 17, 2021

Present:

Ms. Kathryn Carson – Board Chair
Mr. Justin Toman – Vice Chair/Secretary of the Board
Mr. Brent Lang – Treasurer of the Board – Zoom

Athlete Directors

Mr. Logan Dooley – Zoom
Ms. Serena Lu – Zoom
Ms. Rebecca Sereda – Zoom
Mr. Brandon Wynn

Independent Directors

Ms. Lois Elizabeth Bingham
Dr. Dylan Carney
Ms. Staci Slaughter – Zoom
Ms. Julie Springwater – Zoom
Ms. Kimberly Till

National Membership Director

Ms. Kittia Carpenter

Absent

Ms. Sarah Finnegan, Athlete Director

Also Present:

Ms. Li Li Leung, USA Gymnastics President and Chief Executive Officer
Ms. Lauryn Turner, USA Gymnastics Chief of Staff
Ms. Jill Geer, USA Gymnastics Chief Marketing Officer
Ms. Kimberly Kranz, USA Gymnastics Chief of Athlete Wellness
Ms. Stefanie Korepin, USA Gymnastics Chief Program Officer
Ms. Erica Koven, USA Gymnastics Chief Membership Officer
Mr. CJ Schneider, USA Gymnastics Outside Chief Legal Officer
Ms. Debbie Shon, USA Gymnastics Chief Strategy Officer
Ms. Jamie Leap, USA Gymnastics Executive Assistant

Ms. Cindy Bickman, Community Attendee – Zoom

1. Call to Order and Acknowledgements

At 9:09 a.m. Eastern time, the Board Chair Kathryn Carson called the meeting to order and conveyed her appreciation to the Board Members for attending.

A quorum of directors being present, the meeting proceeded with housekeeping and business.

The Board Chair congratulated President & Chief Executive Officer Li Li Leung on the successful election to the Executive Committee of the Fédération Internationale de Gymnastique (FIG). The Board Chair noted the importance of the role and achievement for gymnastics in the United States.

Ms. Leung provided a short summary of the FIG election process and the successful slate of PAGU candidates. Ms. Leung also played a short video prepared for the FIG election campaign.

Ms. Leung also introduced the new USA Gymnastics Chief Communications and Marketing Officer, Jill Geer.

2. President and CEO Updates

The Aspen Institute. Ms. Leung provided a summary of the USA Gymnastics work with the respected Washington, D. C. think tank, the Aspen Institute, and its Project Play Summit. The Aspen Institute solicited Ms. Leung's participation in Project Play and has recognized USA Gymnastics' work on the first Athletes Bill of Rights. Ms. Leung was interviewed for the Project Play Summit, which was broadcasted on October 20, 2021.

FIG Election. Ms. Leung provided more insights regarding the FIG Elections, noting the support of the USOPC for the USA slate of candidates, and its partner, PAGU. Of special note, Mr. Butch Zurich was elected to the FIG Men's Technical Committee.

National Governing Body Council. Ms. Leung summarized the ongoing deliberations with the USOPC and within the NGB Council regarding the future of and the major challenges facing NGBs.

3. Safe Sport Update

The Board Chair recognized Chief of Athlete Wellness, Kimberly Kranz, who reviewed the October Safe Sport Data Report, noted USA Gymnastics completed its transition to the iSight platform, and reviewed specific comparative statistical data.

Following a question posed regarding Tier 1 reports, there was a discussion regarding examples of reports that do not fall within the Center for SafeSport jurisdiction, the increase or decrease rate of cases by tier, and the progress being made in bringing athletes, parents, and coaches together to formulate goals.

4. Partnerships Update

The Board Chair recognized the Chief of Staff and Interim Head of Partnerships, Lauryn Turner, who provided an update on the commercial/vendor contracts set for renewal in 2022. In response to a question regarding the input from athletes, Ms. Turner confirmed that USA Gymnastics has sought and continues to solicit the recommendations and opinions of athletes regarding equipment vendors, among others. She further stated that Requests for Proposals will be issued in early 2022.

5. Programs Update

The Board Chair recognized the Chief of Programs Officer, Stefanie Korepin, who updated the Board on the status of “The Main Event” hosted by Auburn University. Ms. Korepin also provided commentary of the results by discipline of the Tokyo Olympic Games and the World Championships. She also previewed the remaining competitions set later this year and summarized the strategic planning for High Performance through 2024. There was a discussion with the Board regarding the new athlete funding model.

Ms. Korepin and Ms. Turner also discussed with and received recommendations from the Board regarding third party contract negotiations.

6. Membership Update

The Board Chair recognized Chief Membership Officer, Erica Koven, who presented an update on membership data and club services. Ms. Koven also discussed the Club Working Group, which is being established to develop uniform standards, and the new insurance options for members. Ms. Koven also provided an update on initiatives including the joint project with the Safe Sport Department, the HR tool kit, efforts to expand professional development, communications, and DEI.

7. Board Minutes

The Board Chair presented for consideration and approval the Board Minutes dated June 3, 2021, and August 18, 2021.

A motion to approve the Board minutes of the June 3, 2021, and August 18, 2021, meetings as presented was made by Ms. Till and seconded by Dr. Carney.

At 10:52 a.m., the motion was approved unanimously.

8. USA Gymnastics Rhythmic Selection Committee Charter

The Board Chair presented for consideration and approval the revised Charter of the USA Gymnastics Rhythmic Selection Committee.

A motion to approve the revised Charter of the USA Gymnastic Rhythmic Selection Committee was made by Mr. Wynn and seconded by Mr. Toman.

At 10:55 a.m., the motion was approved unanimously.

9. Independent Observer Slate for 2022-2024

The Board Chair presented for consideration and approval the slate of Independent Observer nominations.

A motion to approve the 2022-2024 slate of Independent Observers was made by Ms. Till and seconded by Mr. Wynn.

At 10:59 a.m., the motion was approved unanimously.

At 11:00 a.m., the Board Chair announced a short recess.

At 11:11 a.m., the Board Chair reconvened the Board Meeting and recognized Ms. Leung.

10. Review of the 2021 Strategic Plan

Ms. Leung reviewed the 2021 Strategic Plan and the work performed to meet the stated objectives. The USA Gymnastics teams endeavored to respect and remain focused on the four strategic pillars, operating under the unprecedented challenges of COVID mandates while producing competitive events. Ms. Leung recognized the outstanding work of Ms. Kranz and the Safe Sport Department in keeping the athletes, staff, and spectators safe and without medical incident throughout 2021. In addition, USA Gymnastics hosted and produced multiple large scale events, led by new staff member, Mr. Scott Cole, in one venue simultaneously, and designed by USA Gymnastics staff who reimagined and redesigned the floor layouts, lighting, scoring, supporting technologies, and overall feel of the competitions. The response was overwhelmingly positive. Ms. Leung also shared that USA Gymnastics was the first NGB to implement RealResponse, an online platform to report anonymously any athlete concerns, which has now been embraced across amateur and professional sports. The Board also recognized the 2021 efforts to create a comprehensive legal structure for grievances and opportunity to participate challenges, aligned with the new Bylaws and consistent with the USOPC requirements.

11. Presentation and Discussion of the 2022 Strategic Plan

Ms. Leung presented the USA Gymnastics 2022 Strategic Plan, which continue to be based on the foundation of Athlete Centricity that guides and informs the entire USA Gymnastics ecosystem within the four strategic pillars: Drive Athlete Wellness & Excellence; Transform Culture; Serve the Community & Build Trust; and Enhance Efficiency & Governance. She also noted the ongoing challenges including COVID-19; timing and resolution of legal matters; and increased scrutiny from regulatory and legislative bodies.

Ms. Leung emphasized that USA Gymnastics was the first NGB to have mental health providers as a standing member of the National Team medical team. Additionally, we are the first to develop a mental health EAP for our sport, initiatives that pre-dated the Tokyo Olympic Games. Ms. Leung reaffirmed the commitment of USA Gymnastics to maintain its focus on mental health for athletes.

USA Gymnastics is also advancing its work to transform the culture and expand training and development for staff. Ms. Leung shared that USA Gymnastics' dedication to the core commitment to rebuild the trust of its community is ongoing and progressing and will launch

community outreach and dialogues in key locales. Ms. Leung and the Board Chair both encouraged the Board to join the community conversations. USA Gymnastics will continue its efforts to restructure the volunteer governance system to enhance efficiencies, compliance, alignment, intellectual property usage, and mitigation of risks.

The Board noted that as USA Gymnastics moves forward and out of bankruptcy, the long-term financial stability and viability should also inform the strategic plans.

The Board Chair and other Board members proposed streamlining key 2022 strategic initiatives that will move the organization forward upon emerging from bankruptcy including, but not limited to, the relaunch of the brand, advancing growth initiatives, and establishing partnerships.

12. Athlete Wellness and Safe Sport 2022 Strategic Plans

The Board Chair recognized Chief of Athlete Wellness, Kimberly Kranz, who presented the 2022 proposed Strategic Plan for USA Gymnastics Athlete Wellness and Safe Sport. Ms. Kranz reiterated USA Gymnastics' continued focus on mental health through education, training, and deployment of medical and mental health personnel in addition to action plans that integrate these tools into camps, events, and training facilities throughout our communities.

Ms. Kranz further discussed the ongoing work on improving efficiencies around Safe Sport case closures and expanding the reach of education about the Safe Sport coverage and process. Ms. Kranz recognized the collective work and dedication of the USA Gymnastics Safe Sport Department. The Board noted the impressive progress in case management and resolution. They also commended USA Gymnastics Safe Sport on the focus on education and retraining, which has resulted in the evolving and improving perception of Safe Sport in the community.

13. Programs 2022 Strategic Plan

The Board Chair recognized Chief Programs Officer, Stefanie Korepin, who presented the proposed 2022 Strategic Plan for USA Gymnastics' Programs. Ms. Korepin discussed new training modules for all National and Camp staff, activating the Athletes Council as advisors in decision-making, creating a formal structure for alumni engagement, and meeting the 33% athlete representation on all committees by Q2 2022.

Ms. Korepin led discussions on the approach and impact of the new athlete funding model and responded to questions related to the determination of funding levels and the implications of the terminology utilized. She further discussed the plans for grassroots growth; Parkour selection; the elevation and exposure of Gymnastics for All; establishing an Emerging Disciplines Program; and the recruitment of new staff for grassroots development, and the expansion of the sport internationally.

14. Membership 2022 Strategic Plan

The Board Chair recognized the Chief Membership Officer Erica Koven, who presented the 2022 Strategic Plan for Membership Services. Ms. Koven discussed the assessment of conducting meetings and training sessions virtually as opposed to in person, live conferences. She also

presented initiatives to enhance efficiencies, grow resources and tools for USA Gymnastics member clubs, and expand and extend communications to the community.

15. Communications 2022 Strategic Plan

The Board Chair recognized Chief Communications and Marketing Officer, Jill Geer, who presented the 2022 Strategic Plan for Communications and Marketing. Ms. Geer provided an overview of the communications and marketing plans to transition USA Gymnastics from the current bankruptcy and litigation stance to one that informs constituents of the ongoing initiatives to build and maintain a safe environment for all athletes. She announced the launch of the USA Gymnastics Tik Tok channel, relaunch of Snapchat tied to the rebranding effort, and new processes to promote events including the “Road Show” concept to engage communities.

The Board Chair asked for a brief recess during which members of the USA Gymnastics Staff were invited to attend a working lunch.

The Board Chair reconvened the meeting at 1:32 p.m. and recognized Ms. Geer to continue with her presentation.

Ms. Geer presented for review and comment two logo options for consideration.

16. Operations 2022 Strategic Plan

The Board Chair recognized Chief of Staff, Lauryn Turner, who presented the USA Gymnastics proposed strategic operations plan for 2022. Ms. Turner led a discussion with the Board on the forecasts, projections, and the changing dynamics in the marketplace. Ms. Turner articulated how the budget reinforces the focus and commitment of USA Gymnastics to athlete centricity and the four pillars.

17. Legal and Compliance 2022 Strategic Plan

The Board Chair recognized Chief Strategy Officer, Debbie Shon, who presented the proposed Legal and Compliance Strategy Plan for 2022. Ms. Shon also provided a summary of and responded to questions regarding the process and results of the USOPC Audit and US Center for SafeSport Event Audit.

18. General Discussion re 2022 Strategic Plans

The Board Chair led a discussion regarding the strategic plans and the tactical initiatives contained in the presentations. Streamlined strategic plans will be circulated to the Board for consideration before the December 15, 2021, Board meeting, at which time the Board will consider the Plans for approval.

The Board Chair announced a short recess.

At 3:00 p.m., the Board Chair reconvened the Board Meeting on the 8th Floor Conference Room and recognized Ms. Leung.

19. Racial Disparity Analyses

Ms. Leung introduced professors from University of Michigan and MIT, with whom USA Gymnastics has partnered to research representation, performance, advancement, and opportunities within the sport.

At 3:52 p.m., the Board Chair announced a brief recess until 4:00 p.m.

At 4:00 p.m., the Board Chair reconvened the Board Meeting and recognized Ms. Leung.

20. Revised USA Gymnastics Bylaws

Ms. Leung presented the proposed revised USA Gymnastics Bylaws, to align with certain USOPC Audit and Center for SafeSport Audit requirements.

A motion to approve the revised USA Gymnastics Bylaws was made by Ms. Bingham and seconded by Ms. Carpenter.

The motion was approved unanimously.

Executive Session

A motion to enter Executive Session was made by the Board Chair and seconded by Dr. Carney. The motion was approved unanimously. The purpose of the Executive Session was to discuss grievance, legal, and financial matters. The Board convened in Executive Session and returned to continue business on the record.

21. Reappointment to the Board

The Board Chair noted that terms of Board Members, Staci Slaughter and Lois Bingham, conclude at the end of 2021.

A motion to reappoint Ms. Lois Elisabeth Bingham and Ms. Staci Slaughter to the USA Gymnastics Board of Directors was made by Ms. Carpenter and seconded by Dr. Carney.

The motion was approved unanimously.

22. 2022 Board Meeting Dates and Training Schedule

The Board Chair recognized Ms. Leung who provided the dates for the 2022 Board Meetings, a copy of which will be sent to the Board separately.

The Board agreed to move the next meeting to **December 15, 2021, at 1:00 p.m. Eastern, Virtual call.**

Ms. Leung advised the Board that there will be a DEI Training opportunity in the near future and will announce the date when it is confirmed, and OnBoard training at the first meeting of 2022.

EXECUTIVE CLOSED SESSION. The Board Chair asked to convene an Executive Closed Session, whereupon Mses. Leung, Turner, Leap and Shon and Mr. Schneider exited the room. With only

Board Members present, the Board Chair then convened an Executive Closed Session of the Board.

Adjournment

Business was concluded, the Board Chair moved to adjourn the meeting, seconded by Ms. Bingham.

Board Minutes have been approved by circulating via electronic mail vote on January 3, 2022.