



Earlier this year, an Interim USA Gymnastics Board of Directors was established with the objective of restructuring the USA Gymnastics Board of Directors for the future. The three principal objectives regarding the structure of a new Board were: reduction in board size; majority of the Board be independent directors; and adherence to athlete representation and organizational membership requirements. On May 22, the Interim Board passed Bylaw amendments that accomplished these objectives and reduced the Board of Directors from 21 members to 15. To meet the membership needs, the Bylaws amendments create the Programs Council to provide all five of the competitive disciplines with a voice and mechanism for input. Below is a brief overview of the new Board structure and the process for selecting the Board of Directors.

## Overview of new USA Gymnastics Board structure, Director elections

### Composition of the Board of Directors.

- Eight independent directors.
- Three athlete directors (one each for the disciplines with the highest and second highest athlete memberships; one representing the remaining disciplines, combined).
- Three national membership directors (one each for the programs with the highest and second highest professional memberships; one representing the remaining programs, combined).
- One Advisory Council director.

### Election process for each category of directors

- **General minimum criteria**
  - Must not have previously served on a USA Gymnastics Board of Directors (however, interim Board members, including athletes who previously served on a USA Gymnastics Board of Directors, are eligible for service on the new Board).
  - Must meet specific criteria for that director type.
  - Must meet qualifications for service outlined in Article 2.4 of USA Gymnastics Bylaws.
  - Must share USA Gymnastics' commitment to athlete safety and well-being.
- **Independent directors**
  - *Nomination.* Open call for nominations concluded April 30.
  - *Standards.* Must meet qualifications specified in Section 4.2.c.i. of USA Gymnastics Bylaws and independence standards outlined in Section 4.2.c.ii of USA Gymnastics Bylaws.
  - *Board specification.* [A board specification was prepared outlining the expectations for this position.](#)
  - *Vetting/interviews.* Vet and interview candidates by Nominating and Governance Committee, May 1-13.
  - *Nominees.* NGC recommends nominees to Interim Board, week of May 15.
  - *Selection.* Elect eight independent directors for new Board, one of whom will serve as chair, at May 22 Interim Board meeting.
  - *Take office.* Directors will begin service after all new Board members are elected, no later than June 30. The seating of all new Board members is to occur at the conclusion of the Interim Board's meeting scheduled to be held on June 20.
- **Athlete directors**
  - *Eligibility.* Current USA Gymnastics Athletes' Council members, representing one of the five competitive disciplines, are eligible for election as an athlete director to the new Board. These individuals must meet the standards specified for an athlete representative to a board of directors as defined in the USOC Bylaws at the time of election to the Interim Board.
  - *Board specification.* [A board specification was prepared outlining the expectations for this position.](#)
  - *Call for expressions of interest.* On May 23, the Athletes' Council will call for expressions of interest from current members of the Athletes' Council and provide notice of a meeting for conducting athlete director elections for the Board.
  - *Vetting.* Vetting of candidates will take place by June 1.

- *Election/meeting.* At a meeting to take place between June 3-9, Athlete directors will be elected by an affirmative vote of the majority of the Athletes' Council members.
- *Representation.*
  - a. The two women's gymnastics representatives on the Athletes' Council are both eligible for the Board as the athlete directors representing the discipline with the highest athlete membership.
  - b. The two men's gymnastics representatives on the Athletes' Council are both eligible for the Board as the athlete directors representing the discipline with the second highest athlete membership.
  - c. The six representatives on the Athletes' Council representing rhythmic and acrobatic gymnastics, and trampoline and tumbling are eligible to be elected as the athlete director representing the combined disciplines.
- *Meeting.* The Athletes' Council will conduct a meeting by June 14 to elect the athlete directors.
- *Take office.* Directors will begin service after all new Board members are elected, no later than June 30. The seating of all new Board members is to occur at the conclusion of the Interim Board meeting scheduled to be held on June 20).
- *Authority.* The Athletes' Council will update its Bylaws as soon as practical to align with the changes to USA Gymnastics Bylaws. The Athletes' Council may go ahead and conduct elections, as its Bylaws provide that, *"Any conflict between these Bylaws and the Bylaws of USA Gymnastics shall be resolved in favor of the Bylaws of USA Gymnastics."*
- **Advisory Council directors**
  - *Eligibility.* Current members of USA Gymnastics Advisory Council are eligible for election as Advisory Council Directors, provided they meet the criteria outlined in Article VIII of the Advisory Council Bylaws.
  - *Board specification.* *A board specification was prepared outlining the expectations for this position.*
  - *Call for nominations.* By June 1, the Advisory Council Chair will conduct a call for nominations and provide notice for a special meeting.
  - *Vetting.* Vetting of candidates will take place June 1-6.
  - *Election/meeting.* The Advisory Council director will be elected by an affirmative vote of the majority of the Advisory Council members. By June 14, the Advisory Council will conduct a special meeting and elect its director for the new Board.
  - *Take office.* The successful candidate will begin service after all new Board members are elected no later than June 30. The seating of all new Board members is to occur at the close of the Interim Board's meeting scheduled to be held on June 20).
  - *Authority.* The Advisory Council will update its Bylaws as soon as practical to align with the changes to USA Gymnastics Bylaws. The Advisory Council may go ahead and conduct elections, as its Bylaws provide that, *"Any conflict between these Bylaws and the Bylaws of USA Gymnastics shall be resolved in favor of the Bylaws of USA Gymnastics."*
- **National membership directors and Programs Council**
  - *Purpose.* A new 11-member Programs Council is being formed, consisting of two representatives from each program, plus an independent director named by the Board Chair. The Programs Council will:
    - a. Provide a forum for the representatives to consider and offer perspectives on matters relating to (i) relevant operations and strategic development of USA Gymnastics, and (ii) the development of best practices and uniform criteria and guidelines for program administration.
    - b. Provide a vehicle to elect national membership directors to the Board.
  - *Election.* Each program will nominate and elect two members to the Programs Council, consistent with the criteria and guidelines established by the respective National Program Committees. The call for nominations is May 23-30, with elections June 8-14.
  - *Board specification.* *A board specification was prepared outlining the expectations for this position.*
  - *Vetting.* Vetting of candidates will take place June 1-6.
  - After the Programs Council elections have concluded.
    - *Two of three directors.* For the programs with the two highest membership counts (currently women and men), the respective National Program Committees will determine which of their two Programs Council representatives will be named as a national membership director on the Board.
    - *Third director.* For the remaining three disciplines (currently rhythmic, trampoline and tumbling, and acrobatic), the respective National Program Committees must nominate one of their two Programs Council representatives to stand for election as the combined national membership director on the

Board. The six members of the Programs Council who represent the three combined disciplines comprise the voting pool that will vote for the combined National Membership Director from among the three nominees.

- National membership directors will be identified by June 18, 2018.
- *Take office.* Director will begin service after all new Board members are elected no later than June 30. The seating of all new Board members is to occur at the conclusion of the Interim Board meeting scheduled to be held on June 20).

### **Seating of the new Board of Directors**

- The Interim Board is scheduled to meet June 20 to affirm, officially constitute, and announce the new 15-member Board of Directors and its Chair. All members of the new Board will take office and be seated at the conclusion of that meeting.
- Coincident with the seating of the new Board, the Interim Board member's terms will conclude.

All Directors will be seated pursuant to implementing procedures which were approved by the Interim Board on May 22, 2018. These procedures provide for staggered board terms for directors in order to allow USA Gymnastics to have orderly board transition into the future. Approximately  $\frac{1}{4}$  of the board will finish its service on each of December 31, 2018; December 31, 2019; December 31, 2020 and December 31, 2021.