

USA Badminton (USAB)
Board of Directors In-person Meeting
Dec 2nd and 3rd, 2023. Dallas, TX
BOARD MEETING MINUTES

Meeting called to order on Dec 2nd, 2023 at 2:11 PM

Board members present: Fred Teng (Chair), Pavan Vedere (Secretary), Nibu Paul (2:27 PM), Patty Pflaging, Philip Varghese, Ken Wong

Absent: Richard Alcaez

Excused: None

Non-board-members present: Linda French (USAB CEO), Trenton Szeto (USAB staff member)

On Zoom: Iris Wang, Amy Burnett, COO Jim Estes and guest Kyle Emerick

TOPICS

Conflict of Interest and Antitrust Avoidance Affirmation

Fred called for conflict-of-interest review
Conflict Review – No conflicts noted.

Approval of Minutes from July 29th, 2023 USAB Board Meeting

A motion had been made and seconded via email on November 2, 2023 to approve the July 29 minutes via email vote (without a board meeting). As of November 21, the voting status was: 8 - Approved, 1 - No Response. Thereby, the email vote was incomplete, and approval of the minutes would have to be done by vote at a board meeting.

Motion made, seconded, and passed to approve the July 29 minutes.
Approve/Oppose/Abstain: 5/0/0

Ethics Committee Chair – John Ruger on-boarded on August 22, 2023.

2023 Events Recaps provided by Linda French
Junior Nationals

US Open
World Junior Championships
International Competitions

2023 Audit Committee report

Ken provided an update stating the audit committee has passed 2022 financials and have been sent to the board.

Ranking system update provided by Linda and Pavan

The junior ranking system is undergoing a transition to a new system. Following comprehensive testing, as of December 1st, 2023, the draft rankings are ready for release to the members. Barring the emergence of any critical issues reported by our stakeholders, these rankings are slated for utilization in the South Frisco ORC scheduled for January 2024.

Possibility of using the new ranking system for adult ranking will be looked at by staff.

Athlete Accomplished by Able-bodied and Paralympic provided by Linda

International Representation tournaments

- Pan Am Individual Championships (April - Kingston, Jamaica)
 - 4 singles, 2 doubles, 4 mixed
 - Total of 22 players played
- BWF World Championships (August - Copenhagen, Denmark)
 - MS, WS, MD, WD, XD
 - Total of 11 players played
- Pan Am Games (October - Santiago, Chile)
 - MS, WS, MD, WD, XD
 - Total of 8 players played
- Team Events (* means the tournament also has a Individual Event part)
 - Pan American Cup (February - Guadalajara, Mexico - 10 players)
 - *Pan Am Junior Championships U19 Team Event (July - Lima, Peru)
 - *World University Games (July - Chengdu, China - 12 players)
 - *World Junior Championships U19 Team Event (September - Spokane, WA, USA)

International Representation Result Highlights

- Pan American Cup 2023 (Team Event) - Silver
- Pan Am Junior Championships
 - Team Event - Gold
 - Individual Event - 16 golds, 16 silvers, 21 bronzes
- Pan Am Individual Championships
 - 2 silvers (WS - Beiwen Zhang, WD - Allison Lee & Francesca Corbett)
 - 5 bronzes (WS - Iris Wang, Lauren Lam; MD - Chen Zhi Yi & Presley Smith, Vinson Chiu & Joshua Yuan; WD - Annie Xu & Kerry Xu)
- World Junior Championships 2023 Individual Event WD Runner-Up - Allison Lee & Francesca Corbett
first USA World Juniors medal
 - Team Event - USA finished at 10th place, beat Denmark and Hong Kong China
- Pan Am Games
 - WS Winner - Beiwen Zhang
 - WD Runner-Up - Annie Xu & Kerry Xu
 - XD Runner-Up - Jennie Gai & Vinson Chiu

International Participation Result Highlights

- Australian Open 2023 WS Winner - Beiwen Zhang (Super 500)
 - Hylo Open 2023 WS Winner - Beiwen Zhang (Super 300)
- Beiwen Zhang has qualified for the World Tour Finals
- Estonian International 2023 WD Winners - Lauren Lam & Paula Lynn Cao Hok
 - Saipan International 2023 XD Winners - Allison Lee & Presley Smith
 - Trinidad & Tobago International Series 2023 MS Winner - Mark Alcalá
 - Trinidad & Tobago International Series 2023 MD Winner - Ryan Ma & Canadian partner
 - All England Junior Badminton Championships 2023 (U19) XD Winners - Garret Tan & Ella Lin
 - All England Junior Badminton Championships 2023 (U19) MD Winners - Jeffrey Chang & Kai Chong
 - All England Junior Badminton Championships 2023 (U19) WD Winner - Ella Lin & Canadian Partner
 - Bulgarian Junior Open Championship 2023 (U19) MD Winners - Jeffrey Chang & Kai Chong
 - Bulgarian Junior Open Championship 2023 (U19) WD Winners - Mia Hundley & Stella Pan
 - Peru Challenge 2023 WD Winners - Annie Xu & Kerry Xu
 - Czech Open 2023 MD Winners - Chen Zhi Yi & Presley Smith
 - Guatemala International Series WS Winner - Ishika Jaiswal

Adult tournaments update provided by Linda

Prize money: Equal Pay for both genders vs based on draw size

While no formal motion was set forth, the discourse concluded with a consensus favoring an approach in which prize money aligns proportionally with the draw size. It was proposed that a rule be implemented to articulate the maximum permissible disparity in prize money between genders.

How do we select the team for university games?

While no formal motion was initiated, the board concluded the discussion by recommending the implementation of an individual selection event.

Bylaw changes:

1. Background context for this change: Update Sections 7.17 and 7.18 of the USAB bylaws to align with the USOPC bylaws (Sections 3.12 and 3.17) regarding “Action Without a Meeting” and “Transacting Business by Mail, Electronic Mail, Telephone, or Facsimile”.

Section 7.17. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by directors or committee members (as applicable) representing at least two-thirds of the voting power of the directors or committee members then in office and entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) will have the same force and effect as a vote of the directors or committee members. In the event of a conflict between this Section and Section 7.18 of these Bylaws, the provisions of Section 7.18 will control.

Section 7.18. Transacting Business by Mail, Electronic Mail, Telephone, or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic mail, telephone, or facsimile if, in the judgment of the Chair of the Board, the urgency of the case requires such action. To establish a quorum in such instances, ‘presence of a majority’ as required under Section 7.15 above shall mean the receipt by a majority of the mail, electronic mail, telephone, or facsimile of the business at hand. However, if directors holding at least one-third of the voting power of the directors then in office indicate their unwillingness to decide such a matter in such a manner, the Chair must call a meeting of the corporation Board to determine the question at issue. Minutes of corporation Board meetings may in all instances be voted upon for approval via email, but if directors holding at least one-third of the voting power of the directors then in office express concerns about the minutes, the vote will be delayed until the matter can be discussed at the next meeting of the corporation Board.

Motion made, seconded, and passed to approve by-law changes.

Approve/Oppose/Abstain: 6/0/0

2. Background context for this change: Update Section 8.2 of the USAB bylaws to align with the USOPC bylaws (Section 3.9.2) regarding Election, Term and Term Limits of the Chair.

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the directors of the Board, by majority vote, a Chair. The election shall be held at the Board's first meeting of each quadrennium, which means the four-year period that begins on the first day of January after the summer

Olympic Games and extends until the last day of December following the next summer Olympic Games. The newly elected Chair shall take office immediately.

The Chair shall nominate a Secretary, and an Assistant Secretary if needed. The Board shall approve any Secretary or Assistant Secretary.

Section 8.3. Term and Term Limits.

The Chair shall be elected for a four-year term as Chair.

The Chair may serve up to two consecutive four-year terms. The Chair shall hold office until the Chair's successor has been duly elected and has been qualified, or until the Chair's earlier death, resignation, disability, disqualification, incapacity or removal.

If a board director serves for longer than eight total years on the Board by virtue of being the Chair, and is subsequently removed from the Chair position, such director shall, unless the corporation Board determines otherwise, complete their then current four-year term as a director.

Motion made, seconded, and passed to approve the by-law changes to be effective from Jan 1, 2025.

Approve/Oppose/Abstain: 6/0/0

Meeting adjourned at 6:00 PM Central

Meeting called to order on Dec 3rd, 2023 at 8:49 AM

Board members present: Fred Teng (Chair), Pavan Vedere (Secretary), Nibu Paul, Patty Pflaging, Philip Varghese, Ken Wong

Absent: Richard Alcares

Excused: None

Non-board-members present: Linda French (USAB CEO), Trenton Szeto (USAB staff member)

On Zoom: Amy Burnett, COO Jim Estes and Guest Kyle Emerick

TOPICS

Bylaw changes:

3. Background context for this change: Update Sections 9.4, 9.5, 9.6, 9.7, 9.9 and 9.13 of the USAB bylaws to align with the USOPC bylaws (Section 5.9) regarding the Audit Committee.

Section 9.4 Selection.

Procedures for filling a committee vacancy (other than the Audit Committee, which is specified in Section 9.13) are as follows:

- i. USAB shall announce the vacancy to eligible constituents, including relevant information (i.e., committee responsibilities, eligibility requirements, deadline, identification of individuals serving on the Nominating and Governance Committee, Conflict of Interest Policy) in the vacancy announcement;
- ii. The Nominating and Governance Committee shall review committee nominations and, if appropriate, interview candidates. Members of the Nominating and Governance Committee shall comply with the Conflict of Interest Policy and identify any potential conflict with the candidate list prior to participating in the review process;
- iii. The Nominating and Governance Committee recommends committee candidates to the Board of Directors. The Nominating and Governance Committee's recommendations shall include a brief written description that sets forth the opinions of the Nominating and Governance Committee regarding each candidate's qualifications, skills, and/or experiences;
- iv. The Board of Directors reviews recommendations and approves committee selections and/or requests additional exploration for committee representation.

Section 9.5. Athlete Representation.

In accordance with the Ted Stevens Act, all committees and task forces shall have at least thirty-three and three-tenths percent (33.3%) elite athlete representation and twenty percent (20%) must be 10 year athletes.

Section 9.6. Term.

For all standing and other committees, a USAB Board member may serve until their term as a director expires. All other (non-USAB Board) members may serve an initial term of four years and will be eligible for a second four-year term; such members will not be eligible to serve for more than two consecutive terms. A committee member shall remain on the committee until the committee member's successor is appointed or until the committee member's earlier resignation, removal, incapacity, disability, or death.

The term for all task force members shall be until their assignment is concluded, but in any event, shall not exceed a period of four (4) years.

Section 9.7. Term Limits.

No committee member shall serve more than two (2) consecutive terms.

Section 9.9. Resignation, Removal, and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability, or death. A committee member may resign at any time by giving written notice to the committee chair, who will then notify the Board Chair in writing. A committee chair may resign at any time by giving written notice to the Board Chair. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

[...] at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer if appointed by the Chief Executive Officer.

Any vacancy in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.13. Audit Committee.

The Audit Committee will be comprised in accordance with, governed pursuant to and perform those duties as contained in those sections set forth below.

Section 9.13.1 Appointment and Composition.

The USAB Board will nominate the members of the Audit Committee and its chair, and the Board will vote to approve each nomination. The committee will consist of at least three and not more than six members, all of whom will be members of the Board.

In accordance with the Ted Stevens Act, at least 33.3% of the voting power of the committee will be Athlete representatives; and at least 20% of the committee members will be USOPC 10 Year Athletes.

All members of the committee must be financially literate, and at least one member must have accounting or financial management expertise. (In order to maintain compliance with the Ted Stevens Act, the board may vote to waive the financial literacy requirement for athlete directors.)

Section 9.13.2 Term.

Each Audit Committee member may serve until their term as a director expires.

Section 9.13.3 Responsibilities

The responsibilities of the Audit Committee will include the following:

- a) to discuss with management the annual audited financial statements and quarterly financial statements including matters required to be reviewed under applicable legal, regulatory or other requirements;
- b) to approve the corporation's financial statements prior to presentation to the Board for approval;
- c) to select the independent auditor to examine USAB's accounts, controls and financial statements (the committee will have the sole authority to approve all audit engagement fees and terms and the committee must pre-approve any additional service provided to USAB by the independent auditor);
- d) to review USAB's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the corporation's financial statements, including alternatives to, and the rationale for, the decisions made;
- e) to review, with the CEO, USAB's internal system of audit and financial controls and the results of internal and independent audits;
- f) to conduct such other activities as may be requested or assigned by the Board or as set forth in these Bylaws.

Motion made, seconded, and passed to approve the by-law changes.
Approve/Oppose/Abstain: 5/0/1 (Philip)

ARC Bylaws:

Linda requested ARC Bylaws from the ARC representatives on the USAB board.
Amy said they are in a google drive and haven't been turned over by Rena.

Region Revision:

Topic of creating a new Region 7 was discussed. Objective was to reduce the travel distances for juniors in the fast growing Region 3 (South). "Create a new Region 7 which comprises the states of TN, NC, SC, GA, FL, AL, MS. The current Region 3 will have states TX, OK, AR, LA."

Motion made, seconded, and passed to create new Region 7.
Approve/Oppose/Abstain: 6/0/0

Discussion on Committees:

It was discussed that all the committees and their member names should be posted on the USAB website. It was suggested that personal emails of the members shouldn't be posted on the website, but a group email should.

Composition of NGC committee was discussed. Amy suggested that Iris Wang had resigned from NGC in one of the ARC meetings and that Amy was appointed by ARC to NGC. Board chair Fred indicated that since committees report to the board, members should send their resignation to either the committee chair and/or to the Board chair. Since Iris nor the NGC chair Jenny Chan haven't sent any communication about anyone resigning from NGC, Fred will get in touch with Jenny Chan about it. As it stands the Board recognized Jenny Chan (chair), Iris Wang, Yvonne Chern and Liz Aronsohn as the NGC members.

Regular board meeting adjourned at 10:40 AM to enter into the Executive session.

Regular board meeting called to order at 12:08 PM

2024 Budget

Motion made, seconded, and passed to approve 2024 Budget
Approve/Oppose/Abstain: 6/0/0

Regular board meeting adjourned at 12:15 to enter into the Executive session.

Regular board meeting called to order at 1:02 PM

2022 Financials:

Motion made, seconded, and passed to approve 2022 financials and 990 as approved by the audit committee.
Approve/Oppose/Abstain: 5/0/0

April 7th, 2022 Board Meeting Minutes:

It was discussed that mins for this meeting are missing. Board members present at the current meeting recalled that as soon as the regular board meeting started, the board went into an executive session from which they came out and adjourned the regular board meeting. The meeting was on a phone call. They also recalled that board members Ken, Fred, Patty, Philip, Tatia, Amy, and Dean attended that meeting.

Transparency in Meeting Minutes:

Philip requested that the board meeting minutes should indicate the voting counts for each proposal even if the names of the votes aren't mentioned.

Appointing Dave Shaw to the Nominating and Governance Committee (NGC):

Dave Shaw applied for the posting for NGC. ARC has approved him to be on NGC.
Motion made, seconded, and passed to approve Dave Shaw for the NGC..
Approve/Oppose/Abstain: 5/0/0

Composition of NGC is Jenny Chan (chair), Iris Wang, Yvonne Chern, Liz Aronsohn and Dave Shaw.

Update to Grievance Procedure:

Section 4.b) i) of the Grievance Procedure currently states “Ethics/Judicial Committee members, with exception of the Chair, may be appointed to the Hearing Panel.”

This will be changed to “Ethics/Judicial Committee members, ~~with exception of the Chair~~, may be appointed to the Hearing Panel.”

Motion made, seconded, and passed.

Approve/Oppose/Abstain: 5/0/0

Adjournment

Motion made, seconded and passed to adjourn the meeting at 1:35 PM.

Approve/Oppose/Abstain/Excused: 5/0/0/1(Patty)