

USA Badminton Board Call 1/18/2019

Present (board members in alphabetical order):

- Kyle Emerick
- Ben Lee
- Dan Mehr
- Ray Ng
- Patty Pflaging
- Jon Schmieder
- Yucca Rieschel
- David Simon (board chair)
- Rena Wang
- Jeff Dyrek (USAB CEO)
- Suzanna Bezyan (USAB staff member)

Absent:

- None

9:00am (Pacific time) - Meeting Start

1. Election of Chair
 - David asks who wants to be a candidate for chair: Ben and David do
 - David decides to address bylaw changes prior to chairman election
2. Review/approval of proposed amendments to the following bylaws:
 - a) Bylaw 4.2--National Governing Body Safe Sport and Anti-Doping Obligations (new title)
 - Jeff sent proposed language to USOC who reviewed it and approved it
 - Board members have no questions on proposed changes
 - Yucca motions to approve, Patty seconds, unanimous approval
 - b) Bylaw 5.4--Termination of Membership
 - Board members have no questions on proposed changes
 - Jon motions to approve, Yucca seconds, unanimous approval
 - c) Bylaw 5.6--Membership Safe Sport and Anti-Doping Obligations (new title)
 - Board members have no questions on proposed changes
 - Rena motions to approve, Ben seconds, unanimous approval
 - d) Proposed Bylaw 7.6 (g)--USAB International Federation Delegate (new section) and related Bylaw 7.9--Term Limits
 - David comments The Bylaw directly affects him.
 - The audit flagged the fact that the "IFD" is mentioned in Bylaw 7.9, but it is not defined anywhere else in the Bylaws. Need to define the role, responsibilities, term, and process for appointment and removal.
 - Jeff confirms USOC has no objections to a board member serving as an international federation delegate.

- Dan moves to discuss 7.9 first. Region 1 and Region 5 want to apply the two consecutive two-term rule firmly to all board members, however need to proactively determine how to have best IFD possible for USAB.
- David confirms he removed himself from the vote when 7.9 was created
- Dan points out BWF Council members have long tenure as IFDs. BWF website lists all Council members. Everyone listed has over four years of tenure as an IFD representing their NGB, many with more than eight years of service.
- David confirms for BWF annual meeting, some countries send one, others send two delegates. Jeff as the CEO leads international relations. David has been attending as the additional member (USAB IFD).
- David said that he would step down as Board IFD when his board term ends at the end of 2020.
- Jeff indicates USAB legal team broke up the entwinement with IFD in their proposed language for the 7.9 revision such that 7.9 is specific to the term. Jeff's take is that the proviso ("except that if the term of the USAB Director also serving as Board International Federation delegate would otherwise expire it shall be extended to expire upon the termination of his term as said Board International delegate.") allows a third board term for IFDs.
- Kyle has own opinions on IFD rep, but wants Bylaws to be clear across the board so it's easier to understand. 7.6 7.9 back and forth doesn't make sense.
- Ben is interested in the IFD position. He disagrees on the timing for replacing IFD.
- Two people can represent USAB, CEO leads international relations per the bylaws, BWF covers cost of one of them, David paid his own way for the first five years, since then USAB has received an annual international relations grant to cover David's travel expenses for the BWF annual meeting.
- Rena motioned to amend 7.9 to remove the proviso "except that if the term of the USAB Director also serving as Board International Federation delegate would otherwise expire it shall be extended to expire upon the termination of his term as said Board International delegate." Kyle seconds.
- Ray is stating let David finishing his board term. Approve legal verbiage. Then we can revise afterwards and say two-consecutive terms. If Jeff can't go to international meetings then we can send someone else.
- Rena repeated motion to amend 7.9, shortening the sentence to simply "No director of the Board shall serve more than two (2) consecutive terms." Kyle and Dan second the motion.
- Discussion
 - David indicates term provision will not take effect until next term of office. Not all board members were in agreement with David.

Some questions on the effect of implementing the change as it relates to David's position on the board.

- Jeff does not know what USOC's position on the proposed changes to 7.9, but Audit issues must be addressed.
- Understanding from Jon is that David will complete his third term. Board agrees it is not making the decision today.
- David suggests amending the motion and Ray suggests checking the motion with USOC first but the motion still requires a vote.
- Vote
 - Amendment passed with 5-3 vote (1 abstain)

e) Proposed Bylaw 7.6(g) -- USAB International Federation Delegate (new section)

- David and Kyle emailed drafts prior to board meeting, but the proposed bylaw 7.6(g) was not discussed, and no vote was taken.
- The bylaws still need an amendment to define the role, responsibilities, term, and process for appointment and removal of the "IFD" (international federation delegate).

6. Adjournment

- David motions to conclude, and elect the chair for 2019 term at an additional telephonic meeting due to time constraints. Dan seconds, unanimous approval.
- Next Board Call to be continued on January 28, 2019 at 9:00pm PST

USA Badminton Board Call 1/28/2019

(Continued from January 18, 2019 call)

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- Kyle Emerick
- Ben Lee
- Dan Mehr
- Ray Ng
- Patty Pflaging
- Jon Schmieder
- Yucca Rieschel
- David Simon (board chair)
- Rena Wang
- Jeff Dyrek (USAB CEO)

Absent:

- None

Start 9:00pm (Pacific time)

Bylaw Revision Discussion Section 18

- Add proposed language: On an annual basis, members of the Board and USAB staff are required to certify their compliance with this conflict of interest policy and disclose any actual or potential conflicts of interest.
- Dan Mehr motions to approve as written, Yucca Rieschel seconds, unanimous approval
- Jeff Dyrek confirms to Patty Pflaging that board members are to complete conflict of interest forms at the first board meeting of each year.

Board of Directors enters in to executive session for discussion of Chair election.

Board of Directors leaves executive session.

Patty motions to vote for Chair, Rena seconds. Roll call vote

- Ben Lee is elected chair with a 5-4 vote.
- Jon Schmieder thanks David Simon for his service. Board will look for a more formal setting for recognition.

Kyle motions to adjourn, Rena seconds. Unanimous approval.

Meeting adjourned at 10:30pm (Pacific time)