

USA Badminton
Board of Directors Meeting
Conference Call
04.16.2019 at 9PM PST

Board members present: Ben Lee (Chair), Kyle Emerick, Dan Mehr, Ray Ng, Paul Nibu, Patty Pflaging, Yucca Rieschel, Jon Schmieder, David Simon, Rena Wang

Absent: None

Non-board members present: Jeff Dyrek (USAB CEO)

9:05 PM PST

Ben confirms that all board members have received his email with the USOC letter re: Summary of USOC's Relevant Findings and Demand for Immediate Reform

9:15 PM PST

Jeff presents on Reform #1 (Athlete Safety):

In talks with Simply Complete to be Safe Sport compliant since current manual processing of Safe Sport and background check database does not offer real time snapshot of certified membership. In addition, the office is in the process of obtaining API from the US Center for Safe Sport (USCSS).

9:25 PM PST

Patty presents Reform #2 (Bylaw Revisions):

Reform #2 requests USAB to promptly revise the USA Badminton Bylaws to: (1) add two independent director seats and one additional athlete seat to the USA Badminton Board of Directors and (2) require that its Board Chair come from among the new independent directors with immediate effect.

A proposed bylaw revision for an additional athlete seat had already been under review by the Board (prior to the 04.15.2019 USOC letter) in order make Sections 7.5 and 7.6 of the bylaws consistent with a change to Section 11.7 of the bylaws that was passed in December 2017, whereby a para-badminton athlete director seat was added to the Board.

To address Part I of Reform #2, Patty motions to make the following amendments to Sections 7.5, 7.6 and 7.11:

USAB BYLAW SECTION 7.5

The Board of Directors shall consist of ~~eleven (11)~~ ~~twelve (12)~~ **fourteen (14)** total directors, ~~four (4)~~ **six (6)** of whom shall be independent directors, ~~two (2)~~ **three (3)** of whom shall be athlete directors, one (1) of whom shall be a coach director, one (1) of whom shall be a technical official director, two (2) of whom shall be at-large directors, and one (1) of whom shall be an national organization director. If there is no national organization member, then the affiliated organization director seat shall remain vacant and there shall only be ~~ten (10)~~ **thirteen (13)** total directors. Athlete directors shall at all times comprise at least twenty (20) percent of the membership and voting power of the Board.

USAB BYLAW SECTION 7.6

The Board of Directors shall be elected/selected as follows:

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, ~~four (4)~~ **six (6)** Board directors from among individuals considered to be independent, as that term is defined in Section 7.7.
- b. Athlete Directors. The ~~two (2)~~ **three (3)** athlete Board directors shall be elected by athletes as follows: 1). The USAB Athletes' Advisory Council shall elect from among its members, by majority vote, pursuant to Section 11.7 of these Bylaws, an individual who shall be an athlete director. **2).** The ~~other~~ **second** athlete director shall be USAB's representative to the USOC Athletes' Advisory Council, elected pursuant to Section 12.3 of these Bylaws. 3). **The third athlete director shall be a para-badminton athlete director, elected pursuant to Section 11.7 of these Bylaws. If no para-badminton athlete is willing and eligible to serve, this seat shall be filled with an abled-bodied athlete remain vacant.**

USAB BYLAW SECTION 11.7

One Two (2) members of the USAB Athletes' Advisory Council shall serve as athlete directors on the USAB Board. The Athletes' Advisory Council shall elect from among its members, by majority vote, an individual who shall serve as **the** abled-bodied athlete director and an individual who shall serve as **the** para-badminton athlete director on the Board of Directors of USAB. The abled-bodied athlete director can fulfill any criteria listed in **Section 11.2**.

Kyle seconds.

Discussion: In the absence of para-athlete representation, Board members agreed that the third Athlete Director position must be filled by abled-bodied athlete in order to uphold Ted Stevens Act requiring 20% athlete representation on NGB boards.

Amy Burnett is the only para-athlete qualified to serve in the board of director role based on age and participation in the World Championships. AAC will convene vote to approve Amy Burnett as the third athlete director.

Motion passes with voting results: 6 For : 3 Against : 1 Abstain.

No action taken on Part II of Reform #2, but tabled for follow up with USOC. Need clarification on Board Chair election process from new independent director pool as a one-time or ongoing requirement.

9:40 PM PST

Patty presents Reform #3 (Appointment of additional board members):

Reform #3 mandates that USAB promptly appoint individuals to the two new independent director seats who possess the independence and other necessary characteristics as determined by USA Badminton and the USOC- to enhance USA Badminton's ongoing governance capabilities and significantly advance its reform efforts.

Discussion: Ben and Jeff to follow up with USOC to clarify independent director election process in regards to the role of USAB Nominating and Governance Committee as well as USOC level of involvement with recruitment, vetting and appointment.

9:50 PM PST

Nominating and Governance Committee

Email vote is in progress to confirm Liz Aronsohn to the Nominating and Governance Committee. Jenny Chan (Chair of the Nominating and Governance Committee) has not received 100% response rate from the Board. Since all Board members are present, it is more efficient to conduct a board meeting vote at this time.

Patty motions: Approve Liz Aronsohn as the Independent Nominating and Governance Committee.

Kyle seconds.

Discussion:

Liz Aronsohn will serve as Nominating and Governance Committee member, as described by USAB Bylaw 9.14, "is independent as that term is defined in these Bylaws and who is elected by the Board of Directors"

For two other seats on the Nominating and Governance Committee, additional action required from previous Nominating and Governance Committee. The previous Nominating and Governance Chair (Andy Knox) has stated that he did not have plans to appoint members outside of Howard Shu. However, per USAB Bylaw 9.14, "Two individuals elected by the previous Nominating and Governance Committee", requiring a majority vote for confirmed appointment of new members. Ben to follow up with Jenny Chan.

Motion to approve Liz Aronsohn passes with voting results: 7 For : 0 Against : 3 Abstain.

10:00 PM PST

Board discusses need to follow up with USOC for further clarification on details and expectations to properly implement reform items. Jeff and Ben will arrange a meeting with Onye Ikwuakor later this week. In particular, (1) determining the role of the Nominating and Governance Committee and USOC's role in independent director elections and (2) Board chair selection from new independent directors as a one-time or ongoing requirement and (3) whether or not the three new directors are all to be added at the same time vs. whether they can be added at different times. For item (3), Board discussed that the bylaws had already been changed in November 2017 (see December 2017 version of the USAB Bylaws) to add a third athlete director (a para athlete director) to the Board.

Other action items include:

- AAC convening a vote for Amy Burnett's athlete director position
- Votes from previous Nominating and Governance Committee to confirm two members of current Nominating and Governance Committee

10:10 PM PST

- Discussion about next board meeting (phone call) to take place on Saturday, April 27th at 7pm.

10:20 PM PST

Ben motions to adjourn the meeting. Dan seconds. Unanimous approval. Meeting adjourned.