

USA Badminton
Board of Directors Meeting
Conference Call
04.27.2019 at 7PM PT

Board members present: Ben Lee (Chair), Amy Burnett, Kyle Emerick, Dan Mehr, Ray Ng, Nibu Paul (joined at 7:13 PM), Patty Pflaging, Yucca Rieschel, David Simon, Rena Wang

Absent: Jon Schmieder

Non-board members present: Jeff Dyrek (USAB CEO), Denise Parker (VP of USOC NGB Services)

Agenda:

- 1) Welcome new board member, Amy Burnett, as an athlete director
- 2) Discuss and vote on bylaw amendments regarding the International Federation Delegate (IFD)

7:05 PM PST

Introductions: Denise Parker and Amy Burnett

Amy Burnett is the first para-athlete director on USAB Board of Directors.

7:15 PM PST

Ben states the “International Federation Delegate” (IFD) bylaws as the main priority for the call, as the bylaw amendments regarding the IFD have been an outstanding item from the October 2018 and February 2019 USOC audits, and have been mentioned in the USOC reform demand letter. Patty had circulated a “V3” proposal for bylaw changes prior to the March 2, 2019 in-person board meeting, which was not implemented due to a tie vote on March 2. The proposal was emailed to the board again in April for review and comment. The V3 proposal was a revision of the “V1” proposal that was drafted by David Simon, which included a Section 7.6(g) amendment to the bylaws that was never voted on. V3 includes a Section 7.25 amendment instead of the Section 7.6(g) amendment that was proposed in V1.

Ray requests to discuss USOC meeting updates. Patty suggests covering the other meeting updates after the IFD bylaw revisions have been voted on, if time permits.

7:20 PM PST

Patty presents IFD bylaws as proposed in Feb 2019 and presented at the March 2, 2019 in-person board meeting. The changes are to implement the USOC recommendation from the October 2018 audit to “update its Bylaws to explain the Board International Federation Delegate position, including but not limited to election/selection, removal, roles and responsibilities.”

7:40 PM PST

Patty motions to adopt the V3 bylaw revisions, including changes to Section 14.3 and the addition of Section 7.25 and its respective sub sections (7.25.1-7.25.7) regarding the IFD. Kyle seconds.

Discussion

- No board members expressed strong opinions about past or current board membership as an IFD requirement, but Dan, David and Rena suggested removing board membership as IFD requirement.
- The new IFD bylaws do not guarantee the position to the board chair. In addition, the IFD will not be changed or affected by any anticipated change in board chair.
- In addition to ensuring the vote is representative of the Board, the Board may need to clarify the voting process and roles for the IFD and CEO moving forward.
- Under the current bylaw change, Jeff will be attending the meeting as pursuant of USAB Bylaws 14.3. He is generally covered by the BWF stipend and the IFD is covered by the USOC IR grant (not limited to use by David Simon per discussion with Dragomir).
- David Simon proposes the Board consider interim procedures prior to new Chair and allow the new Chair to determine the IFD.

8:00 PM PST

Motion to approve V3 bylaw revisions passes with a vote of 7 in favor, 3 against, 1 abstain.

Approved bylaw amendments:

- Added Section 7.25 and its subsections
- Revised Section 14.3

Section 7.25. Board International Federation Delegate.

7.25.1. Role and Responsibilities.

The International Federation Delegate of the Board ("IFD"), **along with the Chief Executive Officer, pursuant to Section 14.3**, is responsible for representing the Board of USAB at ~~annual~~ meetings of the Badminton World Federation (BWF) and Pan American Badminton Confederation (PABC). The IFD will submit a written report of activity from international meetings and any follow-on meetings or communications to the Chair, no later than 30 days after any event or activity.

7.25.2. Election/Selection.

The IFD will be selected by the Board with a majority vote at the beginning of each odd-numbered year, after the Chair election has been completed, ideally at the first board of directors meeting but no later than March 31, and at least 30 days prior to an annual meeting by the BWF or PABC. Should the election **involve more than two candidates** ~~be a tie situation, or no IFD candidate has the majority vote~~ **and** result in such a way that no IFD candidate has the majority vote, **then the candidate with the least number of votes shall be eliminated and the election will be re-run. If there are only two candidates and a tie remains**, then the Chair shall appoint the IFD from the final two IFD candidates.

7.25.3. Tenure.

The term of the IFD will be two (2) years, starting January 1 or the date of election in the odd-numbered year, to December 31 of the following even-numbered year. See Section 7.25.5 for term limits.

7.25.4. Qualifications.

- a. The IFD must be a ~~current or former board~~ USAB member in good standing, **above the age of 18**, with a current United States passport and no international travel restrictions.
- b. Candidates must be nominated by a sitting member of the board.
- c. In order to be nominated, a candidate must be a USAB member in good standing, with a current background check on file and a current Safe Sport certification of completion on file with the USAB office.

7.25.5. Term Limits.

IFD representatives are term limited to a total of five (5) terms.

7.25.6. IFD Removal, Resignations, Vacancies and Temporary Absences.

- a. Should the IFD position be vacant or held by an individual whose term has expired, the Chair of the Board shall serve as the IFD on an interim basis until the next meeting of the Board, where the board will elect another IFD candidate to complete the remainder of the IFD term.

b. If the Chair is unable or unwilling to fulfill the duties of the IFD, the Chair will designate a willing and able current or former Board member to serve in the IFD role on an interim basis until the next meeting of the Board, where the Board shall elect an IFD candidate to complete the remainder of the IFD term.

c. Should the IFD not be able to attend an international meeting (temporary absence), they shall inform the Chair. The Chair shall appoint an individual to represent the IFD for the specified international event. This individual shall have full IFD privileges for the duration of that international meeting and must comply with all IFD requirements for that international meeting.

d. The IFD may be removed by the Board if they are **1) unable to attend the annual general meeting (AGM) of the BWF and the AGM of the PABC, or 2) fail to attend/participate in at least one-half (1/2) of the regular international meetings (including online meetings and teleconferences) during any twelve (12) month period, by an affirmative vote of a majority of the voting power of the Board. The IFD may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board. The IFD may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board.**

7.25.7. Compensation

The IFD shall not receive compensation for his/her services and travel expenses, although reasonable expenses may be paid or reimbursed in accordance with USAB's policies. The IFD shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAB in any other capacity, provided that the rendering of such services and such compensation are approved in advance, in writing, by the Ethics/Judicial Committee.

Section 14.3. Secretary General.

Changed from:

The Chief Executive Officer, or his/her designee, shall serve as Secretary General of USAB and in that capacity shall represent USAB in relations with the international sports federation for the sport of Badminton recognized by the International Olympic Committee (currently the World Badminton Federation) and at international Badminton functions and events.

Changed to:

The Chief Executive Officer shall serve as Secretary General of USAB, and in that capacity, along with the Board International Federation Delegate (IFD) pursuant to Section 7.25, shall represent USAB in relations with the international sports federation for the sport of Badminton recognized by the International Olympic Committee (currently the Badminton World Federation (BWF)), the Pan American Badminton Confederation (PABC) and at international badminton functions and events. The Chair of the Board shall be USAB's alternate Secretary General and representative in relations with the BWF and PABC, and at international badminton functions and events.

8:05 PM PST

Discussion of USOC meeting updates.

Denise explains that an independent recruiting firm, Boardspan, will be responsible for independent director recruitment. The candidates will be vetted through USAB's Nominating and Governance Committee, using the nominating and appointment process that is currently in place per the USAB bylaws. Jeff and Ben (may possibly include the whole board) will have the chance to meet independent director candidates prior to vetting process.

8:20 PM PST

Ben moves to adjourn the meeting. David seconds. Unanimous approval. Meeting adjourned.