

USA Badminton
Board of Directors Meeting
Conference Call
05.15.2019 at 7PM PT

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

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

Agenda:

- 1) Welcome new board member, Victor Vannukul, as an independent director
- 2) Approve meeting minutes from the 4/16/2019 board call
- 3) Discuss update on reform items from the USOC demand letter dated 4/15/2019

7:03 PM

Ben welcomes Victor Vannukul to the Board as an independent director. Jenny Chan, chair of the USAB Nominating and Governance Committee, sent out an email to the Board earlier today that Victor Vannukul has been appointed to the USAB Board as an independent director, replacing David Simon who has served on the USAB Board since 2009. However, not all board members agree that David is out of term.

7:05 PM

The minutes of the 4/16/2019 Board call were motioned and seconded for approval by email on 5/6/2019. Although a majority responded (Ben, Amy, Kyle, Dan, Paul, Patty, Rena) and voted to approve the minutes, per the USAB bylaws 100% response is required for an email vote to be valid in lieu of a "live" vote in-person or via conference call. Therefore, Patty motions to approve 4/16/2019 board meeting minutes. Kyle seconds.

Motion to approve 4/16/2019 Board Meeting Minutes passes: 7 Approve, 4 Abstain.

7:10 PM

Jeff presents on Athlete Safety Reform item from the USOC demand letter dated 4/15/2019:

To improve SafeSport and background check compliance, Jeff has been collaborating with Sujay Karve (CEO of Simply Compete) and 77 Media (the online training company behind Safe Sport) to work on the implementation of a SafeSport API since the March board meeting.

Changes to Simply Compete include:

1. Elimination of the self-designation options and manual edits: status/ role in organization and expiration dates will be determined by the USAB Office.
2. Additional roles and credentials to expand beyond athlete and coach identifiers (e.g. club owners, tournament directors, tournament officials).
3. The option to have multi-identifiers to offer individuals with multiple roles/ credentials.
4. Automatic email notifications for SafeSport training and expired background checks
5. Mandating all demographic information as a required fields that need to be completed upon registration
6. Reporting functionality that allows reports to be downloadable and reflect real-time data for SafeSport compliance

7. Monitoring functionality that allows data to be organized and searched for chronologically

USOC is supporting the effort by mediating and supplying a grant to fund the work. SafeSport compliance will only be verifiable through a USOC follow-up audit. Zuleima is currently the main person monitoring the SafeSport/background check database.

Per Denise, a deadline has not been set for functionalities to be completed. New SafeSport policy requirements for adult athletes will go in effect for Pan Am Games under USOC policy, but currently there is no timeline for NGBs.

7:30 PM PDST

To ensure the accuracy of the internal reporting, the USOC demands a real-time active database, which Denise Parker defines as one that can conduct a daily data pull from the SafeSport database. In discussion with Denise and Jeff, it became clear that the current tournament process of the referee clearing tournament officials with the office days before an event is not acceptable, as it does not meet the 24-hour rule. Jeff confirmed that he would reiterate the monitoring requirements to Simply Compete and Sujay to ensure the creation of a portal that would allow near-real time verification of Simply Compete status for referees/tournament directors.

Denise indicated that a public facing page of Simply Compete compliant members was too forward for NGBs to undertake, currently reports are generally confidential and not open to the general public. The only published information would include those that are not eligible or sanctioned by USAB.

At tournaments, background check and SafeSport training completion is enforced more regularly. In Northern California, a technical official missing either of the requirements are unable to be listed as a certified umpire. This has yet to be implemented for coaches.

7:40 PM PDST

Patty sent out a new version of bylaws via email that includes the amendments for the International Federation Delegate that were approved on the 04/27/2019 board call.

Denise asks to confirm Victor Vannukul's position is not one of two new independent director positions. Victor's appointment on the board was to replace David Simon according to Sections 7.8 and 7.9 of the USAB Bylaws, which define the maximum term limit for a board director to be two consecutive four-year terms. The replacement of David is not related to the new independent director positions, but is based on term limits and bylaw compliance.

The selection of independent board directors is done by the Nominating and Governance Committee independently of the Board, per Section 7.6.a of the USAB bylaws. It was discussed at the 3/02/2019 in-person USAB board meeting, that USAB's outside council had determined that David was not in a third term, but rather was in an extension of his second term while he was the IFD. Per Section 7.8, "A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death."

Some board members disagree on the appointment of Victor Vannukul to replace David, not due to any concerns over Victor's qualifications, but rather because they felt David should be able to stay on the board.

8:10 PM PST

Discussion about audits. Denise clarifies that there are two types of audits: the annual financial audit of USAB which is conducted by an independent auditor, and the USOC audits which are performed by the USOC. In the past, the USOC audits were primarily focused on verifying that the NGBs were in compliance with grant requirements. However, starting Fall of 2018, USOC audits were expanded to include compliance checklists for policies and procedures, The USOC demand letter dated 4/15/2019 refers to concerns documented in the USOC Audit Reports dated 10/19/2018 and 2/22/2019 -- not the financial audit conducted by the independent auditor.

Pending action items:

- Email vote (or board call if not all board members vote) to approve meeting minutes from 4/27/19 board call
- Request for second opinion from outside counsel to interpret bylaw changes and their impacts on the board

8:30 PM PST

Patty Pflaging motions to adjourn the meeting. Amy Burnett seconds.

Unanimous approval. Meeting adjourned.