

USA Badminton
Board of Directors Meeting
Conference Call
05.23.2019 at 7:30PM PT

Board members present: Ben Lee (Chair), Amy Burnett, Kyle Emerick (joined 7:43pm), Dan Mehr, Nibu Paul, Patty Pflaging, David Simon, Victor Vannukul, Rena Wang

Absent: Ray Ng, Yucca Rieschel, Jon Schmieder

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

Agenda:

- Vote for Mr. Vannukul to join the Audit Committee

7:33 PM PDST

On 5/21/2019, a motion was made via email by Patty and seconded by Kyle to appoint Victor Vannukul to the USAB audit committee. 7 Board members voted in favor, while 5 did not vote. Although a majority responded (Ben, Amy, Kyle, Paul, Patty, Rena, Victor) and voted to approve, 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.

Ben motions to appoint Victor Vannukul to the USAB audit committee. Rena seconds.

Discussion

Dan voices concern that the outcome of the grievance on David Simon's seat may make USAB noncompliant to the USOC demand letter should the Ethics Committee rule in favor of David Simon, as the Ethics Committee has already noted that there were two open seats regardless of David's seat. He expresses that his vote for Victor to be on the finance committee (which he fully supports based on his skill set) could be interpreted as an act contrary to the demand letter, he could not in good conscience vote for or against Victor without guidance from legal council or Ethics Committee representation.

Ben responds that, per Jenny Chan's email, Victor has been appointed to replace David Simon on the board. No one has been appointed yet to fill the two new independent director seats.

David requested and was granted a temporary injunction by Chris Hales (Chair of the USAB Ethics Committee) to remain on the board, subject to a timeline that Chris emailed to the board. A decision is expected to be reached by 6/10/2019.

Denise explains that from the USOC's viewpoint, there are two different issues:

- 1) Ambiguity around David's position
- 2) Engaging with Boardspan to help fill the independent director positions

Denise states the USOC is willing to fund outside counsel for USAB, and she suggests the board consider having outside counsel participate on board calls as needed. Ben explains that Sidley Austin has been USAB's outside counsel under the prior chair (David Simon), and that new outside counsel is being evaluated.

Vote

The motion to appoint Victor Vannukul to the USAB audit committee passes (7 in favor, 2 abstain).

Discussion

Denise clarifies that for the two new independent director positions, the USOC has retained the services of Boardspan (independent recruiting firm) to assist USAB with identifying candidates for the two new independent director positions. Candidates may be brought forward by anyone (not limited to those sourced by Boardspan), and Boardspan will assist USAB with those candidates. USAB will continue to use its process for appointing independent directors set forth by the USAB Nominating and Governance committee, in accordance with the USAB bylaws.

8:02 PM

Ben motions to adjourn the meeting. Dan seconds.

Unanimous approval. Meeting adjourned.