



USA Badminton Board of Directors Meeting

Noon-6pm EST December 5, 2020

Zoom Meeting

Participants:

Directors: Kyle Emerick, Rena Wang, Ben Lee, Ken Wong, Fred Teng, Nibu Paul, Amy Burnett, Patty Pflaging, Dan Mehr, Beth Sopka, Nancy Hogshead-Makar.

Staff: Linda French (Interim CEO), Alistair Casey (Chief of Staff), Jamie Subandhi (Special Projects Manager), Steve Kearney (Director Para Badminton), Emine Yucel (Communications Specialist), Trenton Szeto (Intern).

12:00-12:05	Roll Call & Introduction. 1. Prior BOD meeting minutes have been approved offline and have been posted.
12:05-12:10	No Conflicts of Interest Identified.

Bylaw revisions.

12:10-12:40

Bylaw 11.1 Discuss AAC request to change the name to Athlete Representative Council (pre-reading in board packet) vote.

1. Kyle motions to approve bylaw changes with Patty's addition of ARC in the text. All instances of USAB AAC will be replaced with ARC.
2. Patty seconds.
3. Unanimous approval.

Existing bylaw:

USAB shall have an Athletes' Advisory Council (USAB AAC) consisting of seven (7) individuals, pursuant to Section 11.3. If no para-badminton athlete is willing and eligible to serve, then the para badminton athlete seat shall remain vacant, and there shall be six (6) individuals serving on the USAB Athletes' Advisory Council.

Revised bylaw:

USAB shall have an NGB Athletes' Advisory Council (USAB AAC) consisting of seven (7) individuals pursuant to Section 11.3 which shall be referred to internally as the Athlete's Representative Council (ARC). This change is to eliminate confusion between the USOPC AAC and the internal USAB athlete representative body. If no para badminton athlete is willing and eligible to serve, then the para badminton athlete seat shall remain vacant, and there shall be six (6) individuals serving on the USAB Athletes' Representative Council.

Bylaw 7.12 In-person meeting requirement revised.

- Dan motions to approve the motion with the word "scheduled" stricken. Patty suggests we replace both "telephonic" instances with "remote" .
- Beth seconds.
- Unanimous approval.

Existing bylaw:

The Board of Directors shall meet at regularly scheduled meetings at least two (2) times per year, one of which may be held teleconference.

The Board shall hold at least one (1) meeting semiannually. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. The Chair shall set the time and place of any special meeting. If the Chair has not set the time and place of a legally called special meeting within 30 days of receipt of the request, the person calling for the meeting shall do so.

Revised bylaw:

The Board of Directors shall meet at regularly scheduled meetings at least two (2) times per year, one of which may be held remotely. The required in-person meeting may also be held remotely if the following occurs to interrupt the meeting, including but not limited to acts of God, compliance with any order or request of any governmental authority, fires, floods, explosions, accidents, riots, strikes or other concerted acts of works, whether direct or indirect or any other causes, whether or not of the same class or kind as those specifically named above, which are not within the reasonable control of USAB.

The Board shall hold at least one (1) meeting semiannually. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. The Chair shall set the time and place of any special meeting. If the Chair has not set the time and place of a legally called special meeting within 30 days of receipt of the request, the person calling for the meeting shall do so.

Bylaw 7.9 No director of the Board shall serve more than two (2) consecutive terms, filling out terms – At Large Director term.

1. Kyle begins the topic by explaining the internal ARC issue with the current Board seat he currently holds. One of the athlete Board of directors seats is not in line with the current bylaws; it somehow got staggered. It is believed to be the result of an athlete resigning early from the Board and the successor getting a full four-year term, rather than completing the remainder. It is unclear through previous board minutes when this occurred.
2. Kyle then explains that in order to allow the elected ARC to choose their candidate for the board, and align the board seat with the current bylaws, the ARC voted in 2017 to have the next director serve a shortened term through 2020. This is the board seat Kyle currently holds. Kyle is in his final term on the ARC and is termed out on that council at the end of 2020.
3. Kyle states that he would have enjoyed a full term, but ultimately, it is in the best interest of the organization and especially for his athlete constituents who he represents to have the right to have their voices through a candidate of their choosing starting in 2021.
4. Kyle refers the entire board to an email correspondence he had with Beth Sopka titled “Dan Inquiry”, dated back to May 13, 2019. The email thread was forwarded to the Board the night prior to the meeting.
5. Dan offers to leave the zoom for discussion due to a conflict of interest. Linda confirms this is not needed.
6. Dan abstains from voting on this topic due to conflict of interest.
7. Dan summarizes history as he understands it:
 - a. USAB created the IRC selection of an at large seat in 2015.
 - b. IRC had elections in 2015 and 2019 for the seat.
 - c. Dan states he would offer his resignation to the board if this topic becomes too contested or controversial.
8. Beth notes that her understanding is that one of the at large seats was changed to be an At Large Seat selected by the IRC and was filled for the vacancy of Cynthia Kelly in 2015.

9. Linda then proceeds to read several previous board minutes from 2015 and 2016 verbatim. Linda notes that there are no records of a vote to revise the bylaws for the IRC selection of an at large seat in any BOD meeting minutes.
10. Ken and the board will refer the matter to the ethics committee to determine if Dan should remain on the board and if so, when his term should expire.
 - a. Patty suggests that we need direction on whether partial terms will count towards the two-term limit
 - b. Patty suggests that we need to document term limits better (what the term was vs. what was served).

Bylaw 7.6 e. "The second At-Large Director shall be chosen by the Inter Region Council. The Inter Region Council representatives are chosen by each of the USAB Regions" Proposal At Large Position is removed from IRC and is voted on by full general membership, vote --

1. Patty motions to approve.
2. Kyle seconds.
3. Beth explains that she believes the IRC seat was created to try and ensure some regional representation.
4. Dan abstains from voting due to conflict of interest.
5. Motion passes 8-1.
6. Kyle motions to approve changes to section 6 as sent out, replace "to" to "and" (such that it reads "and the board") in the third line from the bottom.
7. Patty seconds.
8. Unanimous approval.
9. Dan notes he failed to send bylaw changes from the last meeting for the audit committee change. They will be included in the next round of bylaw changes for posting.

Existing bylaw:

The Nominating and Governance Committee shall solicit nominations of individuals from USAB's regions. The nominees will be considered by the Nominating and Governance Committee. From those nominated, the Nominating and Governance Committee shall select one (1) individual from each region who shall then stand for election. All current USAB members shall then vote for one director. Each USAB member club shall have one (1) vote. The individual with the highest vote total is elected. The second At-Large Director shall be chosen by the Inter Region Council. The Inter Region Council representatives are chosen by each of the USAB Regions.

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is elected. If the election is held for both At-Large seats simultaneously, the individual with the second-highest vote total is also elected.

Section 6

1. Beth motions to approve wording changes in section 6 to align with the current selection of BOD members.
2. Dan seconds.
3. Unanimous approval.

Existing bylaw:

The Board of Directors shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Badminton. The Board may only change the geographic region division once every four (4) years after the initial division. The regions shall be an extension of USAB and not separate entities. The purpose of the regions shall be to facilitate the election of the grass roots/regional directors to the Board. Each region shall form a board of directors and appoint a chair. Additionally, USAB may hold regional competitions or conduct such other regional activities that promote the mission of USAB as the Board and the Chief Executive Officer determine in their sole discretion.

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12:40-12:50

Conflict of Interest Revision.

1. Rena's typo find will be made in section 4.
2. Dan's concern on "transaction" has been addressed based on Chris Hale's interpretation as documented in the tracking file.
3. Rena's "Affiliated persons" concern about athletes, students, and coaches will be reviewed by Linda and attorneys to confirm if changes are needed

12:50-1:00

USOPC Settlement Update.

1. Linda confirms USAB is meeting good faith requirements.
2. Additional grant was given to USAB by USOPC for search firm to hire Bridge Partners to fill additional seats.

	<ol style="list-style-type: none"> 3. Grant for USAB staff and training was approved to be used for forensic audit payments given that only virtual training has been possible. 4. USOPC forensic audit grant has been fully received, and audit results have been sent back <ol style="list-style-type: none"> a. No further action with the USOPC on the forensic audit is needed.
<p>1:00-2:15</p>	<p>Elections Update.</p> <p>Coach Director Election.</p> <ol style="list-style-type: none"> 1. Nibu Paul was the sole qualified candidate to come through, he has been elected to a second term. His first term was not a full term. 2. Ken thanks Nibu for his service. <p>At- Large Director Election.</p> <ol style="list-style-type: none"> 1. Only one candidate cleared the Nominating committee as being qualified and is now with the ethics committee for review. <p>USOPC AAC Election.</p> <ol style="list-style-type: none"> 1. Rena Wang reelected as AAC Representative; Richard Alcaraz elected as Alternate Representative to four-year terms. 2. USAB thanks Howard Shu for his service as Alternate Representative for the prior quad. <p>USAB AAC Election (ARC), four new members to start four-year term on January 1, 2021.</p> <ol style="list-style-type: none"> 1. James Young, Dung Truong, Benny Luo, Chinue De la Merced all applied and will fill the 2021-2024 term. 2. James Young introduces himself to the Board. <p>Formalizing advisory groups (JAG /TOAG/CAG/TAG/HPAG).</p> <ol style="list-style-type: none"> 1. The election for AGs will be occurring shortly. JAG has started elections. 2. Plan to continue to have an athlete and a BOD member as non-formal members. 3. Dan notes IRC feedback that elections do not seem to provide the knowledge necessary for an advisory group to advise. <ol style="list-style-type: none"> a. Ken confirms this input will be taken into account. b. If not enough nominations are had, the CEO appoints members.
<p>2:15-2:25</p>	<p>Domestic Events.</p> <ol style="list-style-type: none"> 1. Trying to have Adult Nationals in the latter half of the 2021 year. 2. Had communication to membership today saying that March 1, 2021, would be the earliest possible date to restart the formal Junior ranking competition.

	<ol style="list-style-type: none"> 3. USAB office will be developing a return to play guideline for venues in order to properly respond to Covid-19.
<p>2:25-2:40</p>	<p>Other Events.</p> <ol style="list-style-type: none"> 1. Jr. PanAMs still scheduled for July, may be delayed/canceled. <ol style="list-style-type: none"> a. Working with JAG on the selection process. 2. World University Games discussed in Executive session.
<p>2:40-2:50</p>	<p>Membership Update.</p> <ol style="list-style-type: none"> 1. Down ~60% year over year. 2. Memberships can be done at any time. New membership is \$75; renewal is \$40. <p>Life Members.</p> <ol style="list-style-type: none"> 1. Will offer life memberships at \$1200 and cap it at 50. 2. Will hope to have all Board members as life members. <p>One-time event memberships.</p> <ol style="list-style-type: none"> 1. Working on a \$10 one-time event. <ol style="list-style-type: none"> a. Will confirm that the membership covers enough time for a given tournament/event b. Dan will send Linda event data from the MidWest Experiment.
<p>2:50-3:00</p>	<p>Operations Update.</p> <ol style="list-style-type: none"> 1. Ken welcomes all the new members of the staff and requests the Board and all volunteers continue to respect the need to have the office execute USAB actions. 2. Linda has cut her salary 20% and other staff have reduced hours. <p>Operations Manager / Compliance Officer status.</p> <ol style="list-style-type: none"> 1. Katherine Tor has resigned but is staying on as a volunteer. 2. Alistair is serving as the SafeSport compliance officer. 3. Alistair and Jamie have been working on Visa paperwork. <ol style="list-style-type: none"> a. Office charges paperwork fees based on visa type owing to the significant work required to process these. b. Board asks that we make sure the fees are commensurate with the work required by the office and to be transparent with changes if any.

	<p>New Communications Specialist.</p> <ol style="list-style-type: none"> 1. Emine Yucel is the new communication specialist. <ol style="list-style-type: none"> a. Emine has a Northwestern Journalism Masters degree and is a former NCAA Fencer, and was a member of the Turkish national fencing team. 2. \$1000 USOPC communication travel grant has been approved by USOPC to use for general communications. <p>New Intern.</p> <ol style="list-style-type: none"> 1. Trenton Szeto has been selected and will start on 12/7. <ol style="list-style-type: none"> a. Trenton is a Chicago based badminton player and coach.
3:10-3:15	<p>Para Badminton Update.</p> <ol style="list-style-type: none"> 1. Miles Krajewski received a grant from USOPC. 2. Spain will be the last qualifying event for Tokyo 2020.
3:15-3:25	<p>Fundraising.</p> <ol style="list-style-type: none"> 1. Fred and Ken have been talking about fundraising and have met with Linda and Alistair. <ol style="list-style-type: none"> a. Have a BWF style sponsorship package to work from. b. Talking to a number of companies, including equipment and car companies. c. Looking for cash contributions in addition to tradition in-kind sponsorship. d. Fred and Ken meeting next week to review. 2. Hard to execute fundraising events this year due to COVID.
3:25- 3:30	<p>CEO Search.</p> <ol style="list-style-type: none"> 1. Started with 15 applicants. 2. Had two rounds of interviews. 3. Will review the contract terms to generate an offer if approved in Executive session.
3:30 -3:40	<p>International Federation Delegate Report.</p> <p>Badminton Pan Am AGM.</p> <ol style="list-style-type: none"> 1. Steve, Linda, and Rena joined a virtual PanAM AGM. <ol style="list-style-type: none"> a. Financials and strategic plan was reviewed. b. Rena abstained from votes on old business topics as Rena was not present for that discussion.

	<ul style="list-style-type: none"> c. Events manager and development staff members have been hired. Total of 9 staff now on PanAM. d. Championships postponed for a year. e. Pan Am Cup and Canadian International have been canceled. <p>AAC Update.</p> <ul style="list-style-type: none"> 1. No updates (election results listed above). 2. Nancy looking for updates on the 2020 Empowering Athletes Act, if changes have been communicated. <ul style="list-style-type: none"> a. One pager should be coming soon to the ARC.
<p>3:40-4:10</p>	<p>Financial Review / Finance & Audit Committee Update.</p> <ul style="list-style-type: none"> 1. \$10k from 'Visit Anaheim' will not come. 2. Texas 2019 Jr. Nationals state reimbursement has not arrived. Hope to have it by the end of the calendar year. 3. PPP Loan is on the 2020 budget, have begun process to request forgiveness. 4. New storage in Colorado will be without cost. Need to move into it by Feb. 5. USAB received a new \$40k COVID grant from USOPC that is new to the CY20 budget the office sent to the Board. Linda confirming if it may be used in CY20 or must be in CY21. 6. CY21 Budget will be strongly contingent on restarting events. <p>Grant Proposals, BWF Coaching Certification.</p> <ul style="list-style-type: none"> 1. USAB applied for a BWF grant to cover the formalization of BWF coach certification. 2. Additional grants being applied for to cover TO clinics, Collegiate badminton, and communication. <p>USOPC Grants, Admin, Communications.</p> <ul style="list-style-type: none"> 1. Para grants may come in if they can be found. 2. \$50k admin grant from USOPC has been increased to \$65k in CY21 for administration support and compliance staff.
<p>4:10-4:15</p>	<p>Parking Lot Topics / Next Steps / Wrap Up Open Session.</p> <ul style="list-style-type: none"> 1. US Performance Center (Private Entity) <ul style="list-style-type: none"> a. US Performance Center has designated a new performance/training center located in Kannapolis, NC (between Charlotte and Raleigh) b. Lots of associated nutrition and science research programs. c. Linda and Jamie working with USPC to determine badminton facility potential and what USAB costs would be. <ul style="list-style-type: none"> i. Ben volunteers to help with facility input. ii. Facility offers affiliation with University of NC system.

	<ul style="list-style-type: none"> d. Coaching program needs to be fleshed out. e. Linda thinks some NGBs will use it as a permanent training base. Some may use it for periodic training camps. <ul style="list-style-type: none"> 2. Ken is looking at 3/6 or 3/13 for the next meeting. Will target March 13th. 3. Ken thanks Ben and Kyle for their service on the Board. <ul style="list-style-type: none"> a. Ben is happy with the makeup and situation of the Board as it is today, both internally and with the USOPC. b. Kyle appreciates the honor of serving and is proud of the increased athlete representation and voice on the Board. 4. Beth motions to move to executive session. <ul style="list-style-type: none"> a. Dan seconds. b. Unanimous approval.
4:15-4:55	Executive Session.
4:55-5:00	<p>New topics.</p> <ul style="list-style-type: none"> 1. Annual assembly will be on 12/13, and Ken will attend to represent the Board. 2. Dan motions to approve the CY20 budget as sent by the office prior to the board meeting. <ul style="list-style-type: none"> a. Beth seconds. b. Unanimous approval. 3. Linda confirms JRP implementation will be when JR tournaments resume, 12/5 statement on the USAB website confirms as much. <p>Adjourn.</p>