

USA Badminton Board of Directors Meeting Minutes

Date: 4/6/2025

Time: 8:00 AM PST

Location: Virtual

1. Call to Order

The meeting was called to order at 8:00 AM PST.

Attendees:

Board Members Present: Ken Wong, Pavan Vedere, Ben Apple, Paula Lynn O. Cao Hok, Sudhir Kondisetty, Patty Pflaging, Philip Varghese

Board Members Absent: Nibu Paul

Board members Excused: Eva Lee, Iris Wang

Staff: Interim CEO John Ruger, Esther Lin, Justin Rogers, Steve Kearney

Outside Counsel: Laura Peeters, Leah Bernhard

2. Conflict of Interest

No conflicts of interest were disclosed.

3. Waiver of Notice

The 30-day notice requirement for the meeting was unanimously waived.

4. Approval of Previous Meeting Minutes

The minutes from the March 2nd meeting were previously approved via email and have been posted on the USA Badminton website.

Actions Without a Meeting notices dated March 9, 2025 and March 13, 2025 have been posted on the USA Badminton website, and they are included in the Appendix section after the end of minutes. (There are no minutes for Actions Without a Meeting, which could include actions like the Board voting by email to approve a motion. To enhance recordkeeping and communication, the notes of Actions Without a Meeting have been added to this document)

5. Welcome to New Board Members

Ken Wong welcomed new board members Sudhir Kondisetty and Ben Apple to the Board.

6. Interim CEO Report

John Ruger reported that updated financial policies have been circulated, in accordance with USOPC requirements.

7. Approval of Updated Financial Policies

Motion to approve the updated financial policies was made by Philip Varghese and seconded by Pavan Vedere. The motion passed unanimously.

8. Audit Committee Membership

John raised the question of whether non-board members should be allowed to serve on the Audit Committee. After a brief discussion, the matter was tabled without a vote.

9. Grievance Fees and Bylaws

Discussion on including grievance filing fees in the bylaws.

- The Board suggested that:
 - The bylaws should reference the grievance policy as a separate governing document.
 - The procedures for handling grievances should be detailed in the grievance policy.
 - The bylaws should state that a filing fee is required to submit a grievance.
 - The exact amount of the filing fee should be specified in the grievance policy document.
-

10. Club Membership Fee Discussion

Esther asked if the club membership fees were being raised from the current \$100 when the individual membership were being raised

- General consensus was to maintain the current club membership fee.
 - Ken suggested engaging in direct dialogue with club owners.
 - Pavan proposed holding an open town hall with member club owners.
 - Ken added that Board members should reach out to clubs in their respective regions to gather feedback and understand expectations from USAB.
-

11. International Membership Fees

Increasing international membership fees from \$75 to \$150 due to the level of staff support required was discussed.

- The Board agreed to the increase.
-

12. Reports to the Board

John noted that reports on Finance, Strategic Planning, Events, Teams, and the US Open had been sent to the Board via email in advance of the meeting.

13. Executive Session

A motion to enter Executive Session with staff and counsel was made by Ken and seconded by Patty at 8:29 AM.

A motion to exit Executive Session was made by Patty and seconded by Ken at 8:54 AM.

- During the session, the Board, staff and council discussed progress toward meeting USOPC requirements.
-

14. Audit Committee Appointments

- Patty moved to appoint Sudhir Kondisetty and Ben Apple to the Financial Audit Committee, replacing Nibu and herself. Seconded by Ken. Motion passed unanimously.
 - Patty moved to add Beiwen Zhang (incoming Athlete Board Director) to the Financial Audit Committee. Seconded by Philip. Motion passed unanimously.
-

15. Upcoming Meetings

- Next Board Meeting: Tentatively scheduled for April 27 or 28, following a possible Audit Committee meeting during the week of April 14.
 - In-person Meeting: To be held during the US Open.
 - End-of-Year Meeting: Tentatively scheduled for October.
-

16. Junior Nationals Feedback

Pavan shared junior community concerns regarding venue-related issues at Junior Nationals (JN) 2025, particularly regarding inconvenient and costly parking without in-and-out privileges.

- He noted that similar concerns were raised for the previous year's JN as well.
 - Pavan suggested Board oversight be added to the venue selection process for JN events.
 - Philip supported extending this oversight to US Open venue selections as well.
 - Counsel clarified that venue selection falls under staff (not Board) responsibilities, as it is an operational responsibility.
 - After discussion, the Board agreed that venue selection criteria (which includes parking considerations) for JN should be shared with the community, and recommended that the criteria be posted on the USA Badminton (USAB) website
 - Staff acknowledged the parking issue and are working with the host venue to find a resolution.
-

17. Adjournment

Motion to adjourn was made by Ben and seconded by Sudhir at 9:31 AM PST.
Meeting adjourned.

END OF MINUTES

18. Appendices

Appendix 1 - 3/9/2025 Actions Without a Meeting

The Board approved bylaw amendments and added independent directors Sudhir Kondisetty and Ben Apple to the Board, by email vote in accordance with the USAB Bylaws.

1. Bylaw Amendments - as demanded by the USOPC

- 1a. The Board Chair shall be chosen from one of the independent directors.
- 2a. The Ethics and Grievance Committee shall contain at least one independent member.
- 3a. The Nominating and Governance Committee shall contain at least one independent member.

2. Bylaw Amendments - to Facilitate Filling All Open Positions on the Board and Standing Committees (as demanded by the USOPC)

- 2a. The Chair of the Ethics and Grievance Committee will be a member of the Board. (This is consistent with the USOPC bylaws.)
- 2b. Increase the number of independent directors on the Board from four to five.
- 2c. For the High Performance Committee (HPC), allow the "USAB CEO" member position to be "USAB CEO or designated USAB staff member".
- 2d. For the Para HPC Committee, clarify that 50% of the athlete members on the committee must be Para athletes.

3. Minor Bylaw Clarifications

- 3a. As previously discussed, merge Section 7.8.5 into Section 7.7, and further clarify "Vote of Retention" to specify that the NGC is not required to re-vet independent directors for retention (to serve an additional term).
- 3b. Update the table in Section 7.8.4 (Terms by Director Roles) to include a term for an additional independent director, and update the "Example 4-Year Term" column to reflect current date ranges.

Bylaw edits in blue below indicate verbiage that was copied from the USOPC bylaws.
Bylaw edits are in yellow below are USAB NGB-specific wording.
Text below with no background / no highlighting is from existing Bylaws.

1a. The Board Chair shall be chosen from one of the independent directors.

Section 8.2. Election/Selection.

The Board of Directors shall elect from among the **independent** directors of the Board, by majority vote, a Chair.

1b. The Ethics and Grievance Committee shall contain at least one independent member.

Section 9.14.b.

b. The committee shall consist of up to six (6) members to ensure, at any one time, proper participation in the decision-making process with regard to athletes, disciplines, and independent members of the Committee. **The committee shall contain at least one independent member, in accordance with Section 7.7.**

1c. The Nominating and Governance Committee shall contain at least one independent member.

Section 9.15.a.3

One (1) individual who is independent as defined in ~~these Bylaws~~ **Section 7.7**, who is elected by the Board of Directors.

2a. The Chair of the Ethics and Grievance Committee will be a member of the Board.

Section 9.14.a.

- a. ~~No director of the Board shall be appointed to the Ethics and Grievance Committee.~~ **The chair of the committee will be a member of the Board, appointed by the Board Chair with approval of the Board. No other Board director shall be appointed to the Ethics and Grievance Committee.**

2b. Increase the number of independent directors on the Board from four to five.

Section 7.5. Number.

The Board of Directors shall consist of ~~ten (10)~~ **eleven (11)** total directors, ~~four (4)~~ **five (5)** of whom shall be independent directors, four (4) of whom shall be athlete directors as defined in section 7.6(b) below, one (1) of whom shall be a coach director, and one (1) of whom shall be an at-large director.

2c and 2d. High Performance Committee (HPC) Amendments

Section 9.16.b.

Composition. The HPC members shall consist of:

- a. The USAB board member who is the Coaching Director,
- b. The USAB CEO (~~NGB staff~~) or designated USAB staff member
- c. The USAB Director of Para (NBG staff)
- d. The USAB athlete board member who is USAB's Team USA AC representative
- e. For HPC, the USAB athlete board member who is USAB's Team USA AC alternate representative. For Para HPC, a USAB Para athlete appointed by the USAB ARC.

3a. Section 7.8.5 merged into Section 7.7. In, Section 7.7 "Vote of Retention" further clarified. (This is not a change to a policy/process; it is a clarification of an existing policy/process.)

Section 7.7 Independence. (last paragraph)

If an independent director has less than one year remaining in their term and has not reached their term limit as defined in Section 7.8.1, they may choose to stand for a vote of retention. The Board will vote as to whether an independent director will be ~~se~~-retained to serve another four years of service or whether that director position will be opened to be filled by a new director. The Nominating and Governance Committee is not required to re-vet independent directors for retention.

3b. Update the table in Section 7.8.4 (Terms by Director Roles) to include a term (2025-2029) for an additional independent director, and update the "Example 4-Year Term" column to reflect current date ranges.

See Section 7.8.4 Mapping of Staggered Terms by Director Roles

Example 4-Year Term:

~~January 1, 2021 to December 31, 2024~~

January 1, 2025 to December 31, 2028

Appendix 2 - 3/13/2025 Action Without a Meeting

The Board elected Patty Pflaging to be Chair of the Ethics & Grievance Committee, by email vote in accordance with the USAB Bylaws.

END OF APPENDICES
