



BOARD OF DIRECTORS MEETING MEETING MINUTES

March 20, 2017 | Telephone Conference Call – 4:15 pm ET

- 1. Call to Order at 2:16 pm ET - Jeff Price, Chair**
- 2. Roll Call - Kevin Neuendorf, Secretary**
 - Those present include Jeff Price, Barb Bridendolph, Richard Hawkins, Susan Abbott, Lisa Kelley, Kristen Raskopf, Keith Sanderson and Tricia Downing.
 - Absent: Paul Boyer
 - Tom James, USAS Legal Counsel was present on call
 - USAS Staff included Kevin Neuendorf (BOD secretary) & Dave Johnson/Interim CEO
3. Question posed by Jeff Price regarding new BODs need to approve October 2016 meeting minutes from previous BOD.
 - 3.1. New BOD does not need to approve BOD per Tom James. Minutes need to be made public per bylaws. Motion made to post meeting minutes from October 2016 BOD meeting. Motion passes unanimously.
4. Tom James provides key insights/commentary on prior Section 10 complaint including the formation of committees under new Bylaws. Reorganization was a result of a complaint of several individuals which specifically stated USA Shooting bylaws were not representative of proper governing practices. Complaint that bylaws were not in compliance with governance provisions.
 - 4.1. New Bylaws were heavily negotiated by USA Shooting, athletes, reps of U.S. Olympic Committee. Some provisions of the new bylaws were provided by a USOC-provided NGB governance template to which Tom referenced throughout the call. Template was very much considered in drafting of new bylaws, particularly within certain section in dealing with committees, CEO, athlete eligibility.

- 4.2. Bylaws didn't specifically state outright that athletes needed to be represented in both judicial and audit committees. Bylaws not mentioning athletes likely inadvertent. Rule is 20 percent representation on all committees. New BOD agreed with Tom James recommendation to ensure all committees have athlete representation.

5. Committee Formation

5.1. Nominating & Governance

- 5.1.1. Was discussed on call just how language dictating the formation of Nominating & Governance Committee was difficult to understand and not possible as written given the completely new BOD. Tom James recommends not rewriting bylaw and concludes that savings clause language within bylaws rationalizes formation of committee in the future.
- 5.1.2. Motion made for nominating five persons to the committee, including one athlete rep. A current BOD member will be placed on Nominating & Governance Committee, but will be eligible for re-election just this one time. Motion approved by Price, Abbott, Bridendolph, Raskopf, Hawkins, Kelley, Downing. One abstention (Keith Sanderson).
- 5.1.3. Formation of committee is discussed with names brought forth from previous N&G committee including Dwayne Weger, Erin Gestl, Terri DeWitt. Discussion around credentials of each and their proximity to the previous section 10 complaint. Motion put forth by Rick Hawkins for Dwayne Weger to serve on Nominating & Governance Committee. Motion passes unanimously.
- 5.1.4. Kristen Raskopf voices her willingness to sit on committee as BOD rep. Motion put forth by Jeff Price as such. Motion is unanimously approved for Raskopf to serve on committee.
- 5.1.5. Athlete rep discussion ensues with Keith Sanderson bringing forth Matt Emmons as a possible recommendation. Motion is put forth by Keith Sanderson. Motion is unanimously approved for Matt Emmons to serve on N&G Committee.
- 5.1.6. Relative to search for Independent Directors, Jeff Price asks for BOD approval to allow him to reach out to Independent Directors not voted for USAS BOD positions and provide names to BOD for an e-mail vote. Approval granted.

5.2. Finance & Compensation Committee

- 5.2.1. Rick Hawkins is Chair of the Finance & Compensation committee based on his BOD officer role as Treasurer, as elected by BOD during March 11, 2017 meeting. Composition of committee also includes 1 athlete and 1 other member (BOD or non-BOD member). Long discussion relative to what role Paul would best serve the BOD, whether Finance & Compensation or Audit Committee. Name of Athlete committee person will be provided in follow-up e-mail to BOD by USAS AAC rep.

5.3. Audit Committee

- 5.3.1. Barb Bridendolph, Lisa Kelley and Kristen Raskopf all volunteer for roles on Audit committee that needs to include three current BOD members. Given his financial

background, Paul Boyer is recommended by Jeff Price. Price brings forth motion to place Bridendolph, Kelley and Boyer onto Audit committee. Votes in favor of motion includes Abbott, Price, Raskopf, Hawkins, Downing. Abstentions include Bridendolph, Kelley and Sanderson. Motion approved.

5.3.2. Motion made to nominate Kristen Raskopf to Audit committee if Paul Boyer decides to serve on Finance committee instead. Votes in favor of motion include Abbott, Price, Bridendolph, Downing, Kelley, Hawkins. Abstentions include Sanderson and Raskopf. Motion approved.

5.3.3. Motion made that by default of proxy position of USAS AAC rep, Keith Sanderson is athlete representative of Audit Committee. Votes in favor of motion include Abbott, Price, Bridendolph, Raskopf, Downing, Kelley, Hawkins. Abstentions include Sanderson. Motion approved.

5.4. Ethics Committee

5.4.1. Consists of three Independent members. Recommended that USAS staff provide vetted independent names to BOD for consideration to also include one athlete representative.

5.5. Judicial Committee

5.5.1. Consists of five people, with no BOD representation and includes 1 athlete. Tom James lays out scope of Judicial committee which is to oversee entire grievance process of USAS including: right to participate; disciplinary hearings, code of conduct issues, safe sport and any administrative grievances. BOD and USAS staff to help provide possible names worthy of consideration.

6. Meeting adjourned at 6:28 pm ET.

Secretary

Date of Approval