



USA Gymnastics Board of Directors Meeting

December 9, 2017

1. Greeting and Call to Order

The Chair called the meeting to order at 9:05 am (ET) and welcomed everyone to the meeting. He then turned the meeting over to the Secretary to conduct the roll call.

2. Roll Call (note: voting members in **bold**)

Officers

Chair: Paul Parilla

Vice Chair/Secretary: Jay Binder

Treasurer: Bitsy Kelley (telephonic)

National Membership Directors

Tom Koll, Women

Kelli Hill, Women

Yoichi Tomita, Men

Mike Burns, Men

Patti Conner, Trampoline and Tumbling

Carisa Laughon, Acrobatic Gymnastics

Nataliya Kozitskaya, Rhythmic

Advisory Council Directors

Kathy Krebs

Casey Koenig (telephonic)

Rome Milan

Athlete Directors

Austin White, Trampoline and Tumbling

Dylan Maurer, Acrobatic Gymnastics

David Durante, Men Artistic Gymnastics (absent)

Ivana Hong, Women's Gymnastics

Ava Gehringer, Rhythmic Gymnastics (absent)

Public Sector Directors

David Benck (telephonic)

Kevin Martinez

Bitsy Kelley (telephonic)

Cathy Rigby-McCoy

Legal Counsel

Tom James

Jane Dall-Wilson (joined the meeting for executive session)

USA Gymnastics Staff

Kerry Perry

Ron Galimore

Renee Jamison

John Hewitt

Mark McCreary



Toby Stark
Leslie King
Cheryl Jarrett
Luan Peszek
Jackie Godfrey
Ryan Ward
Dennis McIntyre
Caroline Hunt
Annie Heffernon

Based on the roll call there were 18/20 votes present and a quorum did exist.

3. Announcements and Recognition

Recognition

Congratulations to these individuals for the following awards and recognition:

Team USA Best of the Month of October Award-Morgan Hurd

Welcome New Member and Staff

Board- Ivana Hong, Athlete Representative for the Women's program

Staff- Kerry Perry, President and CEO

Jacqui Godfrey- Trampoline and Tumbling Program Director

The Chair thanked the new and existing Board members who spent the previous afternoon attending a comprehensive Board Orientation and education program, using the updated Board Orientation Handbook, and safe sport education and training conducted by Toby Stark, USA Gymnastics Director of Safe Sport, using Darkness to Light's program "Stewards of Children".

4. Approval of the Minutes

The MOTION was made to approve the minutes of the in-person Board Meeting held on June 26, 2017 (Milwaukee) and the Board meetings held by conference call on October 17 and November 6, 2017, and it was approved unanimously (18-Y,0-N,0-A).

5. Nominating and Governance Committee

David Benck, Chair of the Nominating and Governance Committee, presented the following for consideration and action by the Board:

- Standing Committee Candidates – Appointments to standing committees (other than athletes and the Advisory Council Position on the Nominating and Governance Committee) are recommended by the Chair of the Board, vetted by the Nominating and Governance Committee, and subject to approval by the Board. The Committee publicized and solicited candidates for the open positions on standing committees through the USA Gymnastics website. Based on review by the Committee, the Chair made the following recommendations:



- Finance, Compensation and Audit Committee:
 - *Independent or non-Board member- Kevin Martinez (2018-2021)
 - Independent Director, USA Gymnastics Board
 - Vice President of Corporate Outreach, ESPN
 - *At Large- Drew Colleran (2018-2021)
 - Director of Asset Management Board Finance and Business Analysis, Fidelity Investments
 - Former gymnast and boy's coach
 - *At Large- Keith Douglas (2018-2021), 2nd term on FCA Committee
 - World Championships medalist in double-mini trampoline (2005)
 - Previous Board member, National Gymnastics Foundation
- Nominating and Governance Committee:
 - *Independent or non-Board member- David Holcomb (2018-2021)
 - USA Gymnastics Business Leader of the Year (2002 and 2016)
 - Former Chair, USA Gymnastics Business Ambassadors
 - *At-Large- Stacy Martin (2018-2021)
 - Deputy Athletic Director, University of North Texas
 - Competed as a gymnast, earned a BS and MBA at San Jose State U
 - Advisory Council member- Cindy Bickman (2018-2021)
 - Represents Special Olympics on the Advisory Council
 - Conducts annual USA Gymnastics Special Olympics Championships
 - Athlete- Ava Gehringer (2018-2021)
 - Former U.S. National Champion in rhythmic gymnastics
 - Currently enrolled in Chicago-Kent College of Law
- Ethics and Grievance Committee:
 - *Chair- Tasha Schwikert-Warren (2016-2019)
 - Olympic (2000) and World Championships (2003) medalist
 - Two-time U.S. and NCAA All-Around Champion
 - Attorney, Eighth Judicial District Court
 - *Independent or non-Board member- Alexander Birkhold (2018-2021)
 - Attorney; investigates international corruption
 - *Independent or non-Board member- Desiree Moore (2018-2021)
 - Partner, K & L Gates, LLP
 - Former Level 10 gymnast
 - *At Large- Lisa Fennell (2018-2021)
 - Attorney; conducts grievance investigations for NYC Board of Education
 - Former Level 10 gymnast
 - Athlete- TBD by Athletes' Council
- Safe Sport Committee: *(pending Bylaw approval, then designation of Chair)*
 - *Owner/managing director of a Club- Beth Gardner (2018-2021)
 - Owner, Heart of Texas Gymnastics
 - USA Gymnastics Univ National Instructor; author & instructor of courses
 - *Board member- Casey Koenig (2018-2021)



- Advisory Council Director; represents YMCA on Advisory Council
- Co-Chair, USA Gymnastics Policy Review Panel
- Former Chair, Ethics and Grievance Committee
- *Former Athlete- Wendy Bruce Martin (2018-2021)
 - Olympic (1992) medalist
 - Founder, Get Psyched Sports
- *Subject Matter Expert- Tara Harris, MD, MS, FAAP (2018-2021)
 - Asst Professor of Clinical Pediatrics, Indiana U School of Medicine, Department of Pediatrics, Child Protection Programs
 - Clinical Appointments, Riley Hospital for Children
 - Author and educator on child abuse prevention
- Athlete- TBD by Athletes' Council

**requires Board approval for this member or position*

The MOTION was made to accept all of the recommendations for standing committee positions and, after discussion, the group as presented was approved unanimously (18-Y,0-N,0-A).

- Bylaws Amendments – Proposed amendments to the Bylaws, principally to implement recommendations in the Daniels report, were provided to the Board in advance of the meeting in accordance with the 30-day notice provision of Section 16.1 of the Bylaws. David Benck walked the Board through the proposed amendments and discussion. The amendments were presented in two sections: Articles of the Bylaws pertaining to overarching areas of oversight and governance; and Articles 3, 9 and 10 pertaining to Membership, misconduct, and disciplinary proceedings and complaints. The specific areas included under these two sections included:
 - Board Structure and Duties
 - Amend Bylaws to Clarify Priority of Athlete Well-being
 - Ensure that Term Limitations are Consistently Enforced
 - Increase the number of in-person Board meetings
 - Hold an Executive Session at the conclusion of each Board meeting
 - Revise Board Selection Process
 - Provide abuse prevention training for Board of Directors
 - Create, maintain and regularly update Board handbook
 - Ensure that each Board meeting includes a robust discussion of Safe Sport matters
 - Conduct an annual Enterprise Risk Review that routinely includes Safe Sport issues
 - Provide for improved Board oversight of the process (of filing reports of misconduct)
 - Administrative Management
 - Ensure greater accountability of President to the Board
 - Improve accountability for protection of children, driven by the Board
 - Provide improved Board oversight of the process (of filing reports of misconduct)
 - Process for Filing Reports of Misconduct
 - Ensure that members suspended or deemed permanently ineligible are banned from all clubs
 - Remove President from controlling role in determining disposition of allegations
 - Relax some due process requirements in cases of alleged grooming or abuse of a minor



- Clarify in Bylaws the use of the preponderance of the evidence standard
- Remove or extend time bar for allegations relating to abuse and other violations of the code of ethical conduct
- Additional changes to Articles 3, 9 and 10 - some changes are in addition to those in the Daniels report and align with USOC requirements and/or U.S. Center for SafeSport policies and procedures
 - Procedures for interim measures; membership, safe-sport and anti-doping obligations; clarifications of existing sections to strengthen procedures

The MOTION was made to adopt all of the Bylaws amendments proposed by the Nominating and Governance committee, as edited or amended, and the motion was approved unanimously (18-Y,0-N,0-A).

- Independent Board Member
 - The Nominating and Governance Committee presented and recommended David Benck to serve a second term on the USA Gymnastics Board of Directors. Mr. Benck recused himself from this discussion and decision.

The MOTION was made to elect David Benck as an independent member of the Board for a second term and the motion was approved by acclamation (17-Y,0-N,1-A, Abstention- Benck).

- National Gymnastics Foundation
 - The Nominating and Governance Committee presented and recommended Conrad Voorsanger for his 3rd term and Jim Morris (Chair) and Tina Ferriola for their first full term as members of the Board of Directors of the National Gymnastics Foundation.

The MOTION was made to elect Conrad Voorsanger, Jim Morris and Tina Ferriola to the National Gymnastics Foundation Board and the motion was approved unanimously (18-Y,0-N,0-A).

- 2018 Athletes' Council- Elections were held by the athletes and the following is presented for the information of the Board. The Chair and the entire Board extends thanks to all those athletes who are leaving the Athlete's Council and especially David Durante who served with distinction as Chair. The members of the 2018 Athletes' Council are:
 - Terin Humphrey (W), Ivana Hong (W)
 - Steve Legendre (M), Sho Nakamori (M)
 - Ava Gehringer (R), Rebecca Sereda (R)
 - Austin White (TT), TBD (TT)
 - Dylan Maurer (AG), Jessica Renteria (AG)
 - Nastia Liukin (USOC), Sho Nakamori (USOC alternate)



6. Safe Sport Update

Toby Stark, USA Gymnastics Director of Safe Sport presented a safe sport update.

- Safe Sport- Guiding Values
 - Integrity - do the right thing
 - Inclusiveness - all ideas and opinions are important
 - Buy-In - by all members, athletes and stakeholders
 - Empowerment – of all athletes, parents, volunteers, staff, coaches and officials
 - Transparency - all activities are open to see
 - Consistency - all are held to the same standard
- Safe Sport Policy Roll-Out
 - Communication - to all to give clarity and understanding
 - Building Trust - by adhering to the guiding values over time
- Current Initiatives
 - Update the website and training materials to make them accurate and useable
 - Forward movement on Deborah Daniels recommendations and culture change
 - Creating protocols for grievance, hearing panel, red-light
 - Standardize Communications
 - “Safe Sport Qualified” program for gyms and coaches
 - Athlete Education program
 - Sponsorships
- 2018 Objectives
 - Set Safe Sport funding targets
 - Set targets for member club use of prevention educational information and the Safe Sport checklist/toolkit in the next 6 and 12 months
 - Media coverage of the Safe Sport program in early 2018
 - 2017 Case Summary (through 12/4/17) - All allegations of sexual abuse/harassment are immediately reported and transferred to the U.S. Center for SafeSport and law enforcement. All cases of suspected physical abuse are immediately reported to law enforcement. All other cases are processed by the Safe Sport department. A census of cases referred to the U.S. Center for SafeSport, of open cases pending with USA Gymnastics, and cases closed by USA Gymnastics was presented.
- Challenges and Opportunities
 - So much to be done immediately
 - Hard to quantify the work
 - Change is slow and steady work
 - Impact child protection far beyond gymnastics and sports
 - To be a stronger and better organization
 - We will continue the good work through commitment, know-how and determination

In reference to the establishment of the Safe Sport Committee as a standing committee and the appointment by the Board of the members of that Committee, the Chair noted that the Board needs to appoint a Chair of the Safe Sport Committee.



The MOTION was made to designate Casey Koenig as Chair of the USA Gymnastics Safe Sport Committee and the motion was approved unanimously (18-Y,0-N,0-A).

7. Finance Report

A brief report was given to the Board by the President, Kerry Perry, to notify the Board that she is in the process of reviewing and preparing the 2018 budget, and it will be presented to the Board as soon as possible. The Board reviewed the 2017 financial summary, revenue and expense statements, retained earnings data and long-term goals. The later includes cost reductions, improved reporting/compliance/transaction flow and to provide financial training and education. Financial information regarding the National Gymnastics Foundation, the Safe Sport department and the State and Regional holding accounts were also discussed and updated.

8. Old Business

- National Team Training Center
Ron Galimore, Chief Operating Officer, is creating a request for proposal (RFP) by early 2018 to present to several interested parties who wish to submit proposals for the relocation/ building of a new National Team Training Center (NTTC). The goal is to have the facilities accommodate multiple disciplines and be multi-functional.
- Posting of Board Minutes
This topic was initiated by Paul Parilla, Chair, during the last conference call meeting but was tabled until this meeting to work out the logistics and mechanism. The Vice Chair presented an accelerated protocol and proposal for approving and posting Board meeting minutes. Minutes will be approved through the Bylaws provision “action without a meeting” and a timeline was presented. Beginning with the December 2017 meeting of the USA Gymnastics Board of Directors, the minutes of all Board meetings will be posted on the website within one month, for the information and education of our membership.

The MOTION was made that the minutes of meetings of the USA Gymnastics Board of Directors be posted on the website starting with the December 2017 meeting minutes and the motion was approved unanimously (18-Y,0-N,0-A).

9. Approval of 2018 Acrobatic Gymnastics World Championships Selection Procedures

- The Selection Procedures for the 2018 Acrobatic World Championships were reviewed and modified as follows: Under Section 1.D Petition Procedures, add subsection “6. Upon the request of the Selection Committee, any pair/group granted a petition must provide live or live video verification of readiness prior to the World Championships preparation camp.”

The MOTION was made to accept the 2018 Acrobatic Gymnastics World Championships Selection Procedures, as modified, and the motion was approved unanimously (18-Y,0-N,0-A)



The Chair then called for a brief recess at 12:08 pm (ET) and the meeting resumed at 12:24 pm (ET). David Benck and Casey Koenig left the meeting telephonically.

10. Program Reports

- Program Updates from Membership Directors
 - Each of the discipline's membership directors referred to their written report, highlighting key points and providing updates and information regarding future events.
 - Women - recognized Annie Heffernon, Jr., Olympic Program Director, in attendance at this Board meeting on behalf of the Women's program
 - Men - announced Cottbus results including Allan Bauer- 4th on Floor and Marvin Kimble won Silver on high bar
 - Trampoline & Tumbling - highlighted medalists at recent WC and WAG
 - Rhythmic - had a very successful Pan Am Championships and thanked USA Gymnastics for hosting
 - Acrobatic Gymnastics - also very successful Pan Am Championships and thanked USA Gymnastics for hosting, this was only the second Pan Am event for Acrobatic Gymnastics

Bitsy Kelley left the meeting telephonically at 12:37 pm (ET).

11. Staff Reports

- President's Report
 - Priority to establish an athletes' assistance fund to benefit victims of sexual abuse with counselling services
 - Athlete Focus - a primary guiding principle and will include Listening Forums at clubs and athlete outreach
 - Strategic Planning - attended and led the Sr. Staff Retreat on 11/27/17 - discussed SWOT analysis, developed core values and vision statements, pressure testing of procedures
 - First 90-day plan - engage staff, athletes and sponsors at the highest level
- Administration
 - New Staff Members - The office has hired a new President/CEO, Safe Sport Director, Safe Sport Legal Counsel, TT Program Director and Educational Services Coordinator.
 - Departures - There have been departures with a staff accountant - states and regions and the TT Program Coordinator.
- Program Director Reports - highlights below
 - Women - highlighted examples where the Jr. Olympic program is having tangible results
 - Men - have hired a high-performance director and other staff changes
 - Trampoline & Tumbling - highlighted 13 medalists from WAGC, new since last report
 - Rhythmic - expressed gratitude to USA Gymnastics for hosting Pan Am Championships in a very busy year
 - Acrobatic Gymnastics - has a new developmental program, blocks program and new regional camps



- Program Development - Luan Peszek presented an update to the Board on NCAA programs, alumni network and noted that there are 21 schools now offering collegiate acrobatics and tumbling programs.
- FIG/Olympic Relations
 - There was a recent visit by Mori Watanabe, FIG President, to welcome and meet with our new President/CEO, Kerry Perry
 - USOC has begun stratifying NGBs into categories based upon broad based criteria and USA Gymnastics has been designated a Gold-tier NGB
 - Planning has begun for the 2019 Pan Am Games and 2020 Olympic Games
 - The Olympic Qualification is being reviewed
 - Medical coverage for events and the NTCC continues to be reviewed and improved
- Member Services
 - Membership Update
 - We continue to see growth in membership despite declines in other NGBs and are exploring new membership opportunities
 - Continue to work to improve communications and compliance
 - Education update
 - USA Gymnastics University continues to add courses and educational opportunities
- Communications
 - Media and public relations
 - Social media and digital update
 - New Media opportunities
- Events
 - 2018: American Cup, U.S. Classic, USA Gymnastics Championships, U.S. Championships, National Congress and Trade Show.
 - 2019 Events are being placed now.
 - The Bid process is underway for Olympic Trials & the NBC Broadcast schedule for 2018-2020 is being determined.

12. New Business

- Hall of Fame
 - HOF committee chair Tom Koll extended thanks to the exiting Hall of Fame committee members: Karl Heger (TT), Dominique Dawes (W), Ellen Nyemcsik (R).
 - New members have been chosen: Ann Sims (TT) and Amanda Borden (W) and they are asking for nominations for the rhythmic program member.
 - The HOF committee is revising its' process to strengthen and streamline the nomination, acceptance and vetting process. They also requested Board input on how to treat the alternates to WC/Olympics in terms of points toward HOF and also led a good discussion about possible changes to the automatic induction policy.
- Mission Statement
 - Vice Chair Jay Binder presented several previous mission statements attributed to USA Gymnastics, as well as the IOC, ASOIF, USOC, US Center for Safe Sport and other NGBs.
 - The Board discussed several proposals for our new mission statement but ultimately referred this matter to our President/CEO to further develop these proposals to line up with our vision



statement and core values, as well as the recommendations of the Deborah Daniels report. This will be reported back to the Board as soon as is reasonable.

13. Executive Session

Without objection, the Board of Directors, with legal counsel and the President/CEO, went into executive session at 2:50 pm (ET). Other USA Gymnastics staff did not participate in the executive session. The topics of discussion included legal and financial matters.

14. Adjournment

The MOTION to adjourn at 6:18 pm (ET) was made and accepted by acclamation.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "A Jay Binder".

A Jay Binder
Vice Chair/Secretary