

# USAT Board Meeting Minutes

Location	Date	Time	Format
Remote	January 7, 2023	9:00 AM MST	VIA Zoom

## In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Chuck Graziano	Secretary	Present
Gabriela Gallegos	Director	Present
William Huffman	Director	Present
Erin Storie	Director	Present
Keri Serota	Director	Present
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present
Scott Sternberg	Director	Present
Katie Zaferes	Director	Present
Alyssa Seely	Ex-Officio	Present
Others Present		
Victoria Brumfield	CEO	Present
Sandra Cook	Governance and HR Manager	Present
Aubrey Brick	Risk Compliance Sr. Manager	Present
Steve Sutherland	AGC Committee Chair	Dialed in for the HOF conversation

### 1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 11:05 AM MST on January 7, 2023.
- At that time, a quorum was confirmed.

### 2. President's Opening Remarks

- Joel Rosinbum welcomed everyone to the meeting and also welcomed Katie Zaferes as the new athlete board member.

### 3. Approval of Minutes

<b>MOTION</b>	Chuck Graziano	Henry Brandon	
To approve the minutes of the 12/3- 12/4 Board meeting as presented.			

Motion carried
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#### 4. Agenda Conflict of Interest Disclosures

Joel Rosinbum asked members and observers if anyone had a conflict to declare or had a conflict related concern in relation to any of the items of the agenda. None were noted.

#### 5. Confirm 2023 Board Meeting Schedule

Board meeting dates for 2023 are planned for:

- March 10-12: Sarasota- Specific time for the board meeting will be set at a later date once the schedule of events for the weekend are known.
- July 14-16: Long Beach- Board meeting will be Saturday afternoon and Sunday morning. A potential change will be made subject to developments for the race in Hamburg.
- December 8-9: Colorado Springs- Meeting on Saturday and Sunday.

#### 6. CEO Report- Victoria Brumfield

Victoria Brumfield provided the CEO update which included:

- USOPC Audit: Some minor recommendations for bylaw changes have been made and are preliminary. The audit will be discussed further at the board meeting in Sarasota.
- Hiring Update: An Interim COO (Sherri Traver) has been retained. Will work on a part time basis for now, until other roles are filled. The initial commitment is for a minimum of 2 months.
- Jim Morrow is leaving the USAT finance department for a position with USOPC.
- Ashley Page is leaving USAT and will be replaced by Elizabeth Mayer, who will coordinate board functions including travel, expense reports, etc.

#### 7. Committee Reports and Assignment of Board Liaisons

Written reports have been received from all committees. Board liaisons for each committee gave a brief synopsis of the reports that have been submitted.

Steve Sutherland joined the meeting at 10:09 AM MST.

#### Hall of Fame Inductee Review

<b>MOTION</b>	Gabriela Gallegos	Keri Serota	
To go into executive session			
MOTION CARRIED			

<b>MOTION</b>	Katie Zaferes	Chuck Graziano	
To come out of executive session			
MOTION CARRIED			

The board discussed the induction of current employees into the HOF and came to a consensus that due to the potential conflict of interest that could be created and other problems that doing so could result,

that no current employees should be inducted. The HOF Committee will submit to the board their recommendation for a policy to be included as part of the criteria for nomination as well as any other recommendation to resolve the current issue. The following action was taken:

<b>MOTION</b>	Chuck Graziano	Keri Serota	
That the Hall of Fame (HOF) Committee develop and submit to the board for approval a formal policy which directs that the HOF Nominating Committee not nominate current employees to the HOF and that no current employees shall be inducted into the HOF while employed by USAT			
MOTION CARRIED			

## 8. Assign Board Liaisons

The following board member committee liaisons were assigned:

<b>AAC</b>	William Huffman	<b>USAT Foundation</b>	Felix Stellmaszek
<b>Ethics</b>	Chuck Graziano	<b>International Relations</b>	Joel Rosinbum
<b>Finance and Audit</b>	William Huffman	<b>Marketing</b>	Scott Sternberg
<b>Nom and Governance</b>	Yvonne Spencer	<b>Multisport Comm</b>	Chuck Graziano
<b>Judicial</b>	Gabriela Gallegos	<b>Coaching Comm</b>	Keri Serota
<b>AGC</b>	Chuck Graziano	<b>Para Tri</b>	Keri Serota
<b>Collegiate</b>	Erin Storie	<b>Race Directors</b>	Gabriela Gallegos
<b>Compensation</b>	Henry Brandon	<b>Women's Comm</b>	Katie Zaferes

## 9. Elections/Appointments – Joel Rosinbum

- **Treasurer** – The board will confer with the NGC and conduct this election via Slack Channel.
- **Independent Director** – Scott Sternberg

<b>MOTION</b>	Joel Rosinbum	Chuck Graziano	
To elect Scott Sternberg to an additional term as an Independent Director			
CARRIED			

## 10. Miscellaneous/Wrap Up

None

## 11. Adjournment

<b>MOTION</b>	Chuck Graziano	Gabriela Gallegos	
To adjourn the meeting			
CARRIED			

The meeting adjourned at 1:38 PM MST.