



## USATT Board Meeting Minutes March 6, 2025

Board Chair **Richard Char** called the Board Meeting to order at **8:38 am** US Mountain time. An in-person meeting was held at the United States Olympic and Paralympic Committee Sport House Fortius conference room in Colorado Springs, Colorado. The meeting was simultaneously held via teleconference with Board Members who were unable to attend in person.

Board Members in Colorado Springs, CO: **Richard Char, Kelly Watson, Patrick Gildea, Dell Sweeris, Ian Seidenfeld, Dr. Tuan Le, Kagin Lee, Ajay Anand, Will Shortz**

Board Members attending via Teleconference: **Tom Feng, Amy Feng, Tahl Leibovitz**

USATT Staff in Colorado Springs, CO: **Virginia Sung** (CEO), **Mark Thompson** (COO/General Secretary to the Board), **Brian Moran, Esq.** (Chief of Staff), **Vlad Farcas** (Events Coordinator), **Tina Ren** (Membership and Club Service – Tournaments and Ratings), **Josh Dyke** (Marketing Communications Associate)

USATT Volunteer Advisor in Colorado Springs, CO: **Frank Roth, Esq.**

Outside Counsel in Colorado Springs, CO: **Stephen Hess, Esq.**

Other Persons present via teleconference: **Sean O'Neill**

### **Board Chair Call for Conflicts**

Board Chair Char called for actual, anticipated or perceived conflicts. Board Member Kagin Lee stated that he would recuse himself from any discussions and voting related to the Umpires and Referees Committee. Board Member Dell Sweeris stated that he would recuse himself from any discussions and voting related to the USATT Foundation.

### **Approval of Minutes December 17, 2024**

Upon Motion properly presented and seconded, the following Resolution was approved unanimously with incoming Board Members (Patrick Gildea, Dell Sweeris, Ajay Anand, Tom Feng, and Amy Feng) abstaining:

**RESOLVED:** That the Minutes from the Board Meeting held on December 17, 2024, are approved and formally entered into the record.

### **Election of Chair**

The Chair called for nominations for the new Chair of the Board. Kelly Watson was nominated. There were no other nominations. Upon a voice vote, Ms. Watson was unanimously elected to serve as Chair of the Board of USATT until her successor is duly elected and qualified.



### **Report of the Chief Executive Officer**

USATT Chief Executive Officer Virginia Sung provided a report that discussed (i) the current balance sheet; (ii) 2024 Unaudited Financials; (iii) USATT 2025 Budget; (iv) membership growth; (v) clubs and sanctioned tournaments; (vi) the highlights and developments with US National Team and US National Paralympic Team; (vii) social media statistics; and (viii) USATT's Strategic Priorities plan. The Board asked a number of questions following Ms. Sung's report.

### **Athlete Protection Officer Annual Report**

USATT Chief Operating Officer and Athlete Protection Officer Mark Thompson provided the APO's Annual Report that discussed: (i) updates and revisions to the USATT Safe Sport Policy during Calendar Year 2024; (ii) results of audits conducted by the USCSS in late 2023 and through 2024; and (iii) a description of all Safe Sport-related Complaints received or instituted by USATT during 2024, as well as complaints currently pending.

### **Resolutions Related to USATT Policies and Procedures and the USOPC Audit**

Frank Roth, Brian Moran, Virginia Sung and Mark Thompson led a discussion with the Board regarding the USOPC Audit and recommended changes to certain policies and codes of conduct. Upon motions duly made and seconded, the following resolutions were unanimously approved:

**WHEREAS:** The USATT is undergoing an NGB audit by the United States Olympic and Paralympic Committee ["USOPC"];

And,

**WHEREAS:** The USOPC has provided comments on certain policies and codes of conduct of USATT.

**RESOLVED:** That the following items are hereby amended and restated in the forms presented to the Board by the Staff and the Ethics and Judicial Committee (formerly the Ethics and Grievance Committee):

- Whistleblower Policy
- Conflict of Interest Policy
- Gifts and Entertainment Policy
- Complaint Resolution and Discipline Procedure
- Member Code of Conduct
- Board Member Code of Conduct
- National Team Athlete Code of Conduct
- Para National Team Athlete Code of Conduct

**RESOLVED FURTHER:** That the proper officers of USATT are hereby authorized and directed to make such further changes and take such actions as they deem necessary or advisable to give effect to the foregoing resolutions.



### **Appointment of Committee Members**

Virginia Sung and Mark Thompson led a discussion with the Board regarding the nomination of committee members and chairs. Upon motions duly made and seconded, the following resolutions were unanimously approved:

**RESOLVED:** That the following Board members are hereby appointed to serve on the Board Audit Committee and Board Compensation Committee, to serve until their successors are duly appointed and qualified:

#### **Audit Committee**

Patrick Gildea, Recommended Chair  
Dell Sweeris  
Amy Feng – Athlete

#### **Compensation Committee**

Richard Char, Recommended Chair  
Will Shortz  
Tahl Leibovitz -- Athlete

**RESOLVED FURTHER:** That the candidates nominated to serve on the Standing Committees, as set forth on Exhibit A hereto, are hereby appointed to serve until their successors are duly appointed and qualified.

**RESOLVED FURTHER:** That subject to the amendment of the Bylaws as proposed and discussed with the Board and as shall be brought before the Board in early April 2025, the High Performance Committee and Para High Performance Committee [“HPC-PHPC”] shall be combined and an additional para athlete member may be appointed to new HPC-PHPC following the approval of such combination.

**RESOLVED FURTHER:** That certain Advisory Committees shall be consolidated as set forth in Exhibit A hereto.

**RESOLVED FURTHER:** That the candidates nominated to serve on all Advisory Committees other than the Umpire and Referee Committees, as set forth on Exhibit A hereto, are hereby appointed to serve until their successors are duly appointed and qualified.

**RESOLVED FURTHER:** That the candidates nominated to serve on the Umpire and Referee Committees, as set forth on Exhibit A hereto, are hereby appointed to serve until their successors are duly appointed and qualified. (Note: Board member Kagin Lee abstained from voting on this resolution.)



### **Resolutions Relating to the USATT Foundation**

Richard Char and Virginia Sung made a presentation to the Board regarding the USATT Foundation. Following extended discussion, and upon motions duly made and seconded, the following resolutions were unanimously approved (with Board Member Dell Sweeris abstaining from discussions and voting):

**RESOLVED:** That the USATT Foundation be directed to transfer management of Foundation assets to the US Olympic and Paralympic Endowment.

**RESOLVED FURTHER:** That the USATT Foundation be directed to focus its efforts on fundraising; specifically on private philanthropy, corporate philanthropy and estate gifting.

**RESOLVED FURTHER:** That the USATT Foundation be directed to look into the use of a professional consultant to design and implement a program for private philanthropy; and that USATT commit up to \$50,000 in matching funds to pay for such consultant.

**RESOLVED FURTHER:** That the Bylaws of the USATT Foundation be amended to increase the number of Board members by three (3), to be appointed by the Board of USATT, and to include:

1. An attorney with a background in not-for-profit governance and ethics, to provide educated guidance in implementing the changes we are proposing, but without requiring that this individual provide legal services. We would recommend this person serve as the Chair of the Foundation Board in 2025-2026.
2. An attorney ideally with experience in trusts and estates. This person can provide educated guidance in overseeing the design and implementation of the private philanthropy and estate gifting programs but shall not be required to provide legal services.
3. A person with experience in university or nonprofit giving programs. They can also provide leadership in designing and implementing the private philanthropy and estate gifting programs.

**RESOLVED FURTHER:** That USATT hereby nominates Frank Roth to fill the first new director position, to serve until his successor is duly elected and qualified. It is the Board's recommendation that Mr. Roth serve as the Chair of the Foundation Board in 2025-2026.

**RESOLVED FURTHER:** That the proper officers of USATT are hereby authorized and directed to take such actions as they deem necessary or advisable to give effect to the foregoing resolutions.

### **Proposed Bylaw Changes**

Brian Moran, Frank Roth and Stephen Hess discussed the proposed revisions to the USATT Bylaws previously circulated amongst the Board Members. Discussion was conducted on the process to review, discuss and approve the Bylaw Revisions. Board Chair Watson proposed April 7 as the date for approval of the proposed Bylaw Revisions. A summary of the Bylaw changes will be distributed. Board members with questions about the proposed changes were encouraged to contact Messrs. Moran, Roth or Char.

### **Adjournment**

It was properly moved, seconded and approved that the Board return to General Session and adjourn the Board Meeting at 9:44 am US Mountain Time.



Respectfully submitted.

Mark Thompson,  
USATT Chief Operating Officer / General Secretary to the Board

**End. 25 03-27a**



## EXHIBIT A

### Board Committees

#### Audit Committee

Patrick Gildea, Recommended Chair  
Dell Sweeris  
Amy Feng – Athlete

#### Compensation Committee

Richard Char, Recommended Chair  
Will Shortz  
Tahl Leibovitz -- Athlete

### Standing Committees

#### Ethics and Judicial Committee

Frank Roth, Chair  
Ross Brown  
Michael Levin  
James Segrest --Athlete  
Ahad Sarand -- Athlete

#### High Performance & Para High Performance Committee

Khoa Nguyen – Chair  
Pieke Franssen  
Yue Wu - Athlete  
Jack Wang – Athlete  
Randall Medcalf - Athlete

#### Nominating and Governance Committee

Bob Luckinbill, Chair  
Jishan Liang – Athlete  
Marco Makkar – Athlete  
Tara Profitt

### Advisory Committees

#### Umpire and Referee Committee

Deepak Somarapu – Recommended Chair  
Joseph Yick  
Leo Cai  
Linda Leaf  
Judy Hugh -- Athlete  
Jennifer Johnson -- Athlete

#### Club, League & Tournament Committee

\*\*(Combine Club, League with Tournament)  
Priya Chinnasmany  
Alfred Adjei  
Shao Yu  
Tiffany Ke- - Athlete  
Jenson Van Emburgh -- Athlete

#### Technology Committee

Vinod Kambrath – Recommended Chair (former Club Committee Chair)  
Sushant Ubale  
Ning Cheng  
Daryl Sterling Athlete - Athlete  
Randall Medcalf - Athlete

#### Coaching Committee

Tara Profitt – Recommended Chair  
Qiumars Hedayatian  
Jennifer Wu  
Terese Terranova - Athlete  
Juan Liu - Athlete