



USA Judo Board of Directors Meeting Minutes September 20, 2024, via Teleconference

Attendees:

Colton Brown
Joon Chi
Ben Goodrich
Shannon Hondl
David Johnson
Jeff LeForce
Marti Malloy
Ari Miller
Gerry Navarro
Nicole Stout

Absent:

James Webb

USA Judo Staff:

Keith Bryant, Executive Director/CEO
Bill Kellick, Communications & Marketing Manager/Board Secretary

Attorney:

Steve Smith, USA Judo Counsel

Discussion was held regarding Joe Ragan's status on the board. Mr. Smith said Mr. Ragan doesn't qualify per ruling of USOPC of which USA Judo is a member. Ms. Stout asked for an official letter from the USOPC stating that Mr. Ragan has been removed from the board. Mr. Smith cited that an email is official documentation. Mr. Smith advised the board that they would be in violation of fiduciary duties, bylaws, and USOPC guidelines and regulations if they continue to allow Mr. Ragan to serve on the board. Objections were made by Mr. Navarro and Mr. Miller. The Nominating and Governance Committee determined that Mr. Ragan was not independent.

Ms. Stout wanted it noted that the meeting has not been called to order, no conflict of interest was discussed, and even though our bylaws require meetings to be open, a number of directors are requesting it be conducted entirely in executive session.

Mr. Miller objected to Mr. Smith's assessment.

Mr. Goodrich made a motion to create a temporary chair and nominated Mr. Hondl. Mr. LeForce moved to nominate Mr. Johnson. Ms. Stout raised a point of order for selecting a new chair given

that the board had not properly removed a board member who also served as the chair. Point of order seconded by Mr. Chi and agreed to by Mr. Miller and Mr. Navarro.

Mr. Goodrich removed his motion for Mr. Hondl. Mr. LeForce moves to accept Mr. Johnson as chair for this meeting, seconded by Mr. Hondl. Objections were made by Ms. Stout and Mr. Navarro.

Mr. Smith called for the vote to approve Mr. Johnson as temporary chair.

Mr. Johnson, Ms. Malloy, Mr. Brown, Mr. LeForce, Mr. Hondl and Mr. Goodrich voted in the affirmative. Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Miller voted in the negative. Motion carried 6 to 4.

Dave Johnson was elected as temporary chair and called the meeting to order at 3:00pm MDT

A quorum was established.

The general session began and USA Judo members were allowed to join the call.

Mr. Johnson called for any conflicts of interest. No conflicts were expressed.

First item on agenda was recognizing the ruling of Nominating and Governance Committee of Sept. 5 on matter of Mr. Ragan's independence. In discussion with USA Judo attorney and USOPC, for Mr. Ragan to continue on board would place USA Judo in violation of bylaws as Mr. Ragan's action of achieving coach certification and participating in competitions self-disqualified Mr. Ragan from his independent position on the board by definition of sections 6.6 and 6.7 of USA Judo bylaws.

Discussion was held on voting for chair vacancy and options for filling the chair. Mr. LeForce moved to nominate Mr. Johnson to complete term through Dec. 31, 2024. Ms. Stout raised a point of order for selecting a new chair given that we have not properly removed a board member who also served as the chair. Mr. LeForce's motion seconded by Mr. Hondl. Objections were raised by Mr. Navarro, Ms. Stout and Mr. Miller. Discussion was held. Vote was called.

Mr. Johnson, Ms. Malloy, Mr. Brown, Mr. LeForce, Mr. Hondl and Mr. Goodrich voted in the affirmative. Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Miller voted in the negative. Motion carried 6 to 4.

The next agenda item addressed the vacancy on the Audit Committee. Mr. Hondl is the only board member who is qualified as an independent. Discussion was held and Nicole raised a point of order that conflict of interest was not correctly stated. That four boards members have not indicated they are receiving funds from USA Judo. Mr. LeForce moved to nominate Mr. Hondl for Audit Committee, second by Ms. Malloy. Ms. Stout objected due to committee member improperly removed, objection second by Mr. Navarro.

Vote was held. Mr. Johnson, Ms. Malloy, Mr. Brown, Mr. LeForce, Mr. Hondl and Mr. Goodrich voted in the affirmative. Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Miller voted in the negative. Motion carried 6 to 4.

Section 8.13 of bylaws was cited which addresses Board appointing members of Audit Committee and its Chair.

Discussion was held on appointing Audit Committee chair. Mr. Miller made a motion to appoint Ms. Stout as chair, seconded by Mr. Navarro. Discussion was held.

Vote was called. Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Miller voted in the affirmative. Mr. Johnson, Ms. Malloy, Mr. Brown, Mr. LeForce, Mr. Hondl and Mr. Goodrich voted in the negative. Motion does not carry 6-4.

Ms. Stout made a motion to elect Mr. Webb to serve as chair of Audit Committee, subject to Mr. Webb conditionally accepting the nomination, with a two-day electronic notice for a meeting should Mr. Webb decline the nomination, seconded by Mr. Hondl. Motion passed unanimously.

The Board entered into executive session at 3:43 MDT.

Meeting reconvened and a quorum was established at 4:31 pm MDT.

Ms. Malloy made a motion to extend Mr. Bryant's contract for 6 months through Q1 of 2025 (end of March), seconded by Mr. Goodrich. Discussion was held. Mr. Miller noted the other compromise date was extension through Dec. 31, 2024. Mr. Johnson asked for unanimous consent. Ms. Stout objected. Mr. Johnson called for the vote.

Mr. Johnson, Ms. Malloy, Mr. Brown, Mr. LeForce, Mr. Hondl and Mr. Goodrich voted in the affirmative. Ms. Stout, Mr. Navarro, and Mr. Miller voted in the negative. Motion carried 6 to 3.

Meeting adjourned at 4:34 pm MDT.