



# USAW Board Meeting Minutes

**Date:** November 19, 2025

**Platform:** Zoom

## Participants

- **Present:** Andy Coggins, John McGovern, Mario Dispenza, Elizabeth Grossman, Adam Kleinfeld, Sara Soto, Tayler Harris, Meredith Alwine, Mike Choi
- **Absent:** Morgan McCullough, Joe Triolo, Sean Waxman

## 1. Call to order:

- **Time:** 7:05 PM (ET)
- **Facilitator:** Mike Choi
- **Conflict of Interest Disclosures:**
  - MCP: Instructor (contractor)
  - AC: HP contractor candidate, instructor (contractor)
  - JM: None
  - MD: None, declined to declare instructor
  - EG: None
  - AK: None
  - SS: None
  - TH: Spouse is staff
  - MA: None

## 2. Discussion Topic

### Clarify the language in Bylaws Section 8.9.b

- **Objective:** Advance a solution to clarify the phrase “in any other capacity” in the bylaws. It is currently blocking our ability to staff the NGC.
- **Option 1:** Clarify it in the bylaws directly
  - **Pro:** Baked directly into the bylaws and doesn’t require additional documentation.
  - **Con:** Overly prescriptive and a definition does not consider adding and removing contractor positions as needs arise in the future.
- **Option 2:** Reference a board policy document.
  - **Pro:** Gives flexibility to change as needed to support contractor changes. Does not need to be defined immediately.
  - **Cons:** Requires more upfront work.
- **MC makes the motion:** Based on our discussion, I make a motion to pursue Option 2 to modify the bylaws to reference a board-owned policy document which clarifies and defines “in any other capacity.” Seconded by TH. Motion

carries.

**Next steps:**

- Matt and Mike to draft a motion based on Option 2.

**Adjournment**

- **Time:** 7:28 PM (ET)

**Update**

- Matt to confirm with outside counsel that Option 2 is a legal pathway. Confirmed on 11/24/25.