



**Board of Directors | Regular Meeting | April 20, 2024  
Meeting Minutes**

**Location: U.S Olympic & Paralympic Training Center, Colorado Springs, CO**

**Present:** Jenny Schumacher (Chair), Shameeka Quallo (Vice Chair), Erin Andica, Jordan Cantrell (remote 10:30am), Mike Choi (remote 10:37am), Andy Coggins, Mario Dispenza (remote), Tayler Harris, John McGovern, Sara Soto, Sally Van de Water.

**Staff Present:** Matt Sicchio (CEO), Andrea Andrews, Will Edmonds, Lorene Halford, Michael Gattone, Pedro Meloni, JP Nicoletta.

**Guests Present:** Ursula Papandrea (USAW General Secretary), Suzanne Crespo (Bryan Cave), David Patterson (USOPC).

1. **Call to Order.** JS called the meeting to order at 8:31am MT and determined that a quorum exists. JS announced that Nick Maietta resigned from the USAW BOD effective April 19, 2024 citing personal obligations. The resignation was accepted and Nick's important contributions were shared and noted.
2. **Declarations of Conflicts of Interest.**
  - a. TH: married to a contractor for USAW's high performance team
  - b. SS: category 1 international technical official
  - c. SV: category 1 international technical official, gym owner, married to WSO President, international speaker
  - d. JM: none
  - e. SQ: none
  - f. EA: masters level athlete
  - g. MD: coach education instructor
  - h. JS: category 1 international technical official
  - i. AC: none
  - j. JS asked if any Directors needed to recuse themselves from any element(s) of the agenda. No Directors indicated a recusal.
3. **Approval of meeting minutes and actions taken without a meeting**
  - a. EA noted some technical corrections to minutes from 2/20/24 (notes mistakenly carried over from prior meeting minutes regarding EA's arrival time and MD's departure time).
  - b. JS motion to approve minutes for 12/18/23 as proposed, 1/8/24 as proposed, 2/20/24 as corrected. Seconded by SS.
  - c. Motion carried.
4. **Chair Report.** JS called for a reflection on progress/strides that have been made by the Board emphasizing several members will be terming out in 8 months. JS asked members of the Board to

reflect on their tenures to consider legacy and impact during this term. Closed with a note of gratitude to the other members of the BOD for their support and efforts.

5. **AAC Report.** EA provided an overview of AAC activities noting her position as Athlete Rep to USOPC AAC and USAW ACC are terming out in 2024. In addition, the USAW AAC will see high turnover with only 2 of the current 12 having terms though 2026. Recommended offset/staggered elections in the next cycle for continuity. EA noted a full onboarding packet is in development to assist leadership transition. Also noted improvements to intake form and process are in development, and a shared email address will be deployed to help with visibility, workload sharing, and continuity with future AAC leaders. Updated on government commission report sharing a recommendation making the Team USA AAC independent from the USOPC for effective athlete representation. This finding is under deliberation among Team USA AAC members. Communications plan for election preparation is in the works in anticipation of fall elections.
6. **USAW Foundation Report.** TH (as the USAW Board rep serving on the Foundation Board) summarized upcoming fundraising initiatives planned by the Foundation noting a fundraising goal of 120K leading into the Olympics. Reported on Foundation budget for 2024. Social media campaign recently launched.
7. **CEO Report.** MS opened by thanking all participants from the prior two days of strategic meetings. Next steps on strategic plan development is to complete a draft for BOD review. MS then reviewed Q1 operational headlines:
  - a. Highlighted NBC Sports story suggesting our Paris team could be the best USAW team in 64 years.
  - b. Noted that we can say the same (best in 64 years) about our HQ team.
  - c. Thank you to HQ team and BOD for their contributions to where we are now.
  - d. In Q1, we delivered on what we promised to the masters community (Triple Crown, Masters Nationals, New Committee seated, Social Media push).
  - e. Membership is stable, coach education is lagging. More to come from JN in his presentation.
  - f. Olympic qualification period now concluded, noting exceptionally hard work of all athletes and support team. More to come from MG in his presentation.
  - g. Communications and storytelling is on the rise. More to come from WE in his presentation.
8. **Operations Report: Finance.** AA led a presentation to review USAW's 2023 financial outcomes against revised budget noting the year ended with a small surplus subject to some adjustment upon audit review. This included a review of financial results across all departments. Also presented Q1 budget versus actual performance. A brief forecast into Q2 and Q3 was outlined noting large expenditures leading into National's week and the Olympics along with other international competitions are forthcoming. In accordance with USAW's Endowment and Investment Spending Policy, and as reported in a memo included in the pre-meeting materials, a withdrawal of \$94,723 was made from the USAW endowment in Q1.
9. **Review of Agenda Items for Executive Session.** While still in general session, JS provided a list of items intended to be covered during executive session including grievance procedures, a member reaching out to the Board regarding their grievance case, and masters. JS asked Directors to disclose any

conflicts related to these agenda items. No Directors disclosed a conflict. SS raised a point of order suggesting that MD may have a conflict of interest regarding the masters agenda item.

**10. Executive Session.**

- a. JS motion to enter executive session. Seconded by AC. Motion carried.
- b. Executive session entered at 10:40am MT.
- c. MS and Suzanne Crespo (USAW outside counsel) present.
- d. Topics covered: masters and MD's potential conflict
- e. SV motion to exit executive session. Seconded by TH. Motion carried.
- f. Executive session exited at 11:25am

**11. Governance and Conflict of Interest Discussion.**

- a. David Patterson (Senior Governance Advisor, USOPC) was present and shared his perspective as follows:
  - i. Every NGB manages conflicts.
  - ii. When in doubt, Directors should over-recuse. DP has never seen an NGB get into trouble for recusing too much, and has never seen a Director regret recusing.
  - iii. Directors don't get to decide what hat they are wearing, the other person they are engaging with does. So err on the side of caution in how you present yourself (e.g., Board Member v. coach, club owner, etc.).
  - iv. It is beneficial for our community to see us clearly in our meeting minutes being cautious and thoughtful around conflicts.
- b. Motion by SQ, "Because we have received a credible allegation that Mario Dispenza has communicated with a complainant in an active grievance filed against USAW, the Board, and the CEO and Mario's confirmation that he has had a conversation with such complainant about the grievance filed against USAW, the Board and the CEO and given the sensitive nature of those grievances and the appearance of a conflict of interest, on the advice of counsel I move to bar Mario Dispenza from any discussions and votes of the Board involving those grievances or the Board's, CEO's or the corporation's response, process or strategy related to such grievances." Motion seconded by AC. The motion carried.
- c. SQ presented a second motion as follows, "I further move to bar Mario Dispenza from any Board discussion and votes of the Board regarding USAW's Masters strategy or discussions of the Board regarding any third-party masters weightlifting organization." Motion seconded by TH. The motion carried.

**12. Executive Session.**

- a. JS motion to enter executive session. AC seconded. Motion carried.
- b. Executive session entered at 11:55am.
- c. Topics covered: grievance procedures, a member reaching out to the Board regarding their grievance case, and masters.
- d. JS motion to exit executive session. Seconded by SV. Motion carried.
- e. Executive session exited at 12:30pm.

**13. Lunch break from 12:30pm to 1:15pm.** General session resumed at 1:15pm.

14. **Governance and Conflict of Interest Discussion (continued).**
  - a. JS discussed the need for litigation hold notices regarding masters.
  - b. SQ provided brief general education on why and how litigation hold notices work.
  - c. JS made a motion as follows, "I move that a litigation hold be sent to all members of the former Masters Council, Sheryl Cohen, and Juli U'ilani Peterson, individual USAW staff, and Board members relating to the three filed grievances as well as the grievance filed against Mario Dispenza." Motion seconded by SQ. Motion carried.
  
15. **Operations Report: High Performance.** MG led a presentation to update on recent international performances, the close of Olympic qualification process and important date milestones heading up to the Paris games. Initial outline of the 2025 High Performance Plan, due in late June to the USOPC, was presented.
  
16. **Executive Session.**
  - a. SV motion to enter executive session. JM seconded. Motion carried.
  - b. Executive session entered at 2:15pm.
  - c. Ursula Papandrea (USAW General Secretary) present as a guest.
  - d. Topic covered: international relations.
  - e. SV motion to exit executive session. AC seconded. Motion carried.
  - f. Executive session exited at 2:47pm.
  
17. **Operations Report: Communications.** WE led a presentation to update on USAW communications direction with respect to purpose and focus of all public facing content items. Highlighted activities including coverage of recent IWF, National events, and the USOPC Olympic media summit held in early April 2024. Outlined social media activity along with traditional media coverage for the BOD.
  
18. **Operations Report: Events.** PM led a presentation to update on National events activity, survey results from NAOS1/National Universities and Masters National Championships. Noted 2024 ITO rankings are up to date.
  
19. **Operations Report: Coach Development & Membership.** JN led a presentation to summarize the state of membership and coach education program activity. Outlined statistical results and plans for the balance of 2024.
  
20. **Gender Inclusion Policy:** JN led a discussion of USAW inclusion policy recommendations, recent activity following Masters Nationals Championships, state of inclusion across international federations, other domestic governing bodies, and discussion of IWF policy. Staff to follow up with considerations for review to continue discussion on this topic.
  
21. **Miscellaneous.** JS discussed follow up information and scheduling a next meeting for Thursday 4/25/19 and updated plans for future meetings during the 2024 calendar year. JS thanked the USAW HQ team for their presentations and Directors for their time, attention, and important contributions.
  
22. **Adjournment.**
  - a. TH motion to adjourn. SS seconded.
  - b. Meeting adjourned at 5:31pm MT.