



**Board of Directors | Special Meeting | January 8, 2024
Meeting Minutes**

Location: Meeting conducted fully remotely via Zoom

Present: Jenny Schumacher (Chair), Shameeka Quallo (Vice Chair), Erin Andica (joined at 7:25pm MT), Jordan Cantrell, Mike Choi, Andy Coggins, Mario Dispenza (exited at 7:50pm MT), Tayler Harris, John McGovern, Nick Maietta, Sara Soto, Sally Van de Water

Staff Present: Matt Sicchio (CEO)

1. **Call to Order.** JS called the meeting to order at 6:03pm MT and determined that a quorum exists.

2. Declarations of Conflicts of Interest.

- a. Andy Coggins: none
- b. Nick Maietta: none
- c. Sara Soto: none
- d. Jordan Cantrell: none
- e. Mike Choi: none
- f. John McGovern: none
- g. Mario Dispenza: none
- h. Jenny Schumacher: none
- i. Shameeka Quallo: none
- j. Sally Van de Water: none
- k. Tayler Harris: married to a coach for Team USA
- l. Erin Andica: none

3. **Bylaws Revision Project Update.** MS provided an update that we are continuing to work with our outside counsel to finalize proposed bylaws changes for Board approval. The Board has had multiple rounds of feedback on proposed changes, which feedback is being incorporated into the final version. Reminder that there is a 20-day notice period to the Board between being presented the proposed amendments and the Board voting on those proposed amendments. We expect to distribute the proposed amendments – and start the 20-day clock – in the next few weeks.

4. **Strategic Planning.** MS provided an update that we have engaged a third-party professional facilitator (Kelly Stone) to help us lead a strategic planning process. The end work product will be a new four-year strategic plan covering 2025-2028 and taking us through the LA2028 Olympic Games. We will be surveying our membership to gather their input, and then convening a smaller working group made up of the headquarters team, the Board, and members of the USAW Foundation Board to do the heavy lifting. That working group will participate in a virtual workshop in Feb/Mar and then an in-person workshop in April. The end goal is to present a new proposed plan for Board approval in June. JS will circulate to the Board a copy of the current plan.

5. **Chair Report.** JS thanked the Board for their work on the Board self-evaluation process in Dec/Jan. She shared feedback from the Board with MS on the value of the staff contributions to the Board packs that are sent out in advance of meetings and the benefit of the CEO updates provided to the Board in between Board meetings. She emphasized important Board work to be done in 2024 including succession planning in advance of Board elections later this year, improved onboarding processes to set-up new Board members for success, and collaborative work with Erin Andica to ensure proper processes and support are in place to empower the AAC and athlete representatives on the Board to succeed.
6. **Executive Session.** MS left the call at 6:57pm MT. JS made a motion to enter executive session, which was seconded by SV. The Board entered executive session at 7:04pm MT. This session included review and evaluation of the CEO's performance, and a vote regarding the CEO's bonus compensation. JS made a motion to exit executive session, which was seconded by AC. Executive session was exited at 8:29pm MT.
7. **Adjournment.** JS made a motion to adjourn, which was seconded by SV. The meeting was adjourned at 8:32pm MT.