

## USAT Board Meeting Minutes

Location	Date	Time	Format
Remote	June 7, 2023	6:00 PM MDT	VIA Zoom

### In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Chuck Graziano	Secretary	Present
Gabriela Gallegos	Director	Present
William Huffman	Treasurer	Present
Erin Storie	Director	Present
Keri Serota	Director	Present
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present
Scott Sternberg	Director	Present
Alyssa Seely	Ex-Officio	Not Present
Katie Zaferes	Director	Present
Others Present		
Victoria Brumfield	CEO	Present
Sheri Trahern	Chief Financial Officer	Not Present
Camellia Noriega	Associate General Counsel	Present
Carley St. Lucia	Dir. of Revenue and Growth	Not Present
Paul Minninger	Data and Analysis Manager	Not Present

### 1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 6:05 PM MDT on June 7, 2023.
- At that time, a quorum was confirmed.

### 2. President's Opening Remarks

Joel Rosinbum welcomed everyone to the meeting. He reviewed the requirement to disclose any potential conflict of interest that any board member has with any of the items on the agenda and asked if anyone had anything to disclose. There were no potential conflicts of interest disclosed by any member.

### 3. Executive Session:

The board went into executive session at 6:10 PM.

<b>MOTION</b>	Chuck Graziano	Gabriela Gallegos	
To close executive session and return to open session.			
<b>CARRIED</b>			

Executive session was closed at 6:34 PM

<b>MOTION</b>	Keri Serota	William Huffman	
To approve the recommendation of the Nominating and Governance Committee and appoint Laura Oliphant to the board as an Independent Director for a term ending on 12/31/2024.			
CARRIED			

#### **4. Proposed Bylaw Amendment: Staggered Board of Director Terms**

Victoria Brumfield discussed the need to amend the bylaws to provide for protecting the continuity of staggered board terms when a vacancy on the board occurs due to unanticipated circumstances. Camellia Noriega has explored the issue and described two potential options for elections to fill unexpired terms for board consideration: One where the Nominating and Governance Committee (NGC) provides options for potential candidates to run for partial terms as opposed to full terms, and a second where all candidates run for full terms and the candidate with the least number of votes is elected to the shorter (partial) term. After discussion, Camellia was requested to create language that provides for the NGC to solicit candidates to run specifically for the partial or full term.

#### **5. Adjournment**

<b>MOTION</b>	Chuck Graziano	Scott Sternberg	
To adjourn the meeting			
CARRIED			

The meeting adjourned at 6:55 PM MDT.