



## USA Judo Board of Directors Meeting Minutes August 23, 2024, via Teleconference

### Attendees:

Joe Ragan, Chair  
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

- I. At 2:18 p.m. MDT, a quorum was established and Board Chair Mr. Ragan outlined the items on the agenda for the meeting: nominating & governance committee, ethics committee review, conflict review, board counsel request and Keith Bryant's contract.
- II. Mr. Ragan confirmed Mr. Kellick as board secretary. No opposition.
- III. Mr. Ragan made a motion to accept recommendation by Nominating & Governance Committee Chair Richie Endow that Mr. Endow approves two new members for the vacant seats. Discussion was held on how to fill the independent position. Mr. Bryant mentioned that the USOPC has supplied the name of a candidate, attorney Tom Regan from Boston. Mr. Ragan suggested informing Mr. Endow to select the constituent non-independent and independent positions.
- IV. The next agenda item was regarding the independence of the Ethics & Grievance Committee members as required by the bylaws. Ms. Stout made a motion to disband and reconstitute the Ethics Committee with only individuals who meet the definition of independence outlined in the bylaws, seconded by Mr. Navarro. Discussion was held on enforcing the definition for both

committee and board members. Mr. Johnson pointed out that the Board has already recognized the current Ethics Committee and the current co-chairs as recently as the May 24 Board meeting in Ontario, Calif. Discussion ensued regarding legal representation for the Board to assist with this predicament. It was noted by several board members that the Independence of the Ethics Committee members is being reviewed by the Nominating and Governance Committee. They preferred to hear from the Nominating Governance Committee on their determination. Mr. Miller, Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Ragan voted in the affirmative. Mr. LeForce, Ms. Malloy, Mr. Johnson, Mr. Goodrich, Mr. Hondl and Mr. Brown voted in the negative. Mr. Johnson and Mr. Ragan both noted a potential conflict. Motion did not carry.

- V. Mr. LeForce made a motion to engage Steve Smith (recommended by USOPC) as counsel for to advise USA Judo, the Board and Committees (as necessary) on a number of issues, including but not limited to the independence/election issues, USOPC letter of concern and any other connected topics that may exist or arise. Seconded by Dave Johnson. Discussion was held. Mr. LeForce, Ms. Malloy, Mr. Johnson, Mr. Goodrich, Mr. Hondl and Mr. Brown voted in the affirmative. Mr. Miller, Ms. Stout, Mr. Navarro, and Mr. Chi voted in the negative. Mr. Ragan did not cast a vote. Motion carried.
- VI. Mr. Miller Ari made a motion to hire two attorneys for the Board, seconded by Ms. Stout. Discussion was held. Mr. Miller, Ms. Stout, Mr. Navarro, Mr. Chi and Mr. Ragan voted in the affirmative. Mr. LeForce, Ms. Malloy, Mr. Johnson, Mr. Goodrich, Mr. Hondl and Mr. Brown voted in the negative. Motion did not carry.

Meeting adjourned at 3:33 pm MT.