



USA Judo Board of Directors Meeting Minutes May 15, 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
James Webb

USA Judo Staff:

Keith Bryant, Executive Director/CEO, left the meeting at 2:10 pm
Melissa Jones, Director of Finance, Compliance & Office Operations

- I. Quorum was established and Board Chair Mr. Ragan outlined the two items on the agenda for the meeting: his continued service to the board as independent director and Mr. Bryant's continued service as the CEO of USA Judo.

Mr. Goodrich would like to add the proposal presented to the board by the national office to the agenda.

- II. Conflict of interest announcement – Mr. Ragan announced his conflict with the topic of his independence. The rest of the board are free from conflict.
- III. Mr. Ragan asked Mr. Bryant to exit the meeting so that the board can discuss board matters which are not operational matters in Executive Session. Mr. Bryant left the meeting.
- IV. The meeting was called to order at 2:10 pm MT.

- V. Motion by Mr. Miller, seconded by Mr. Navarro, that based on conversations had since the March 27th meeting with respect to Mr. Ragan's independence in accordance with the bylaws, to consider removing Mr. Ragan from the board.

Mr. LeForce objected that his point of order that was made at the previous two meetings was tabled until this meeting. Additionally, at the April 14th meeting the board agreed to find independent counsel to represent the board on this matter.

The board debated whether counsel should be appointed to represent the board to review this matter and its implications moving forward. Seven of the board members requested the board engage independent counsel for the board to review the matter. Mr. Ragan as Chair and Mr. Miller as movant declined to allow a motion to employ independent board counsel to advise the board regarding Mr. Ragan's independence and related bylaws.

The motion to remove Mr. Ragan from the board failed with six in favor and five opposed. Mr. LeForce and Mr. Johnson objected the vote was not proper because the point of order was still pending. Mr. Brown, Mr. Goodrich, Mr. Hondl, Mr. Johnson, Mr. LeForce, and Ms. Malloy voted in the affirmative. Mr. Chi, Mr. Miller, Mr. Navarro, Ms. Stout, and Mr. Webb voted in the negative.

- VI. The board would like to add review of the bylaws to the May 24th meeting agenda to clean up any language that is not clear.
- VII. Motion by Mr. Webb, seconded by Mr. Johnson, to adjourn. Meeting adjourned at 2:59 pm MT.