

Approved



USA Shooting Board of Directors Meeting Minutes

November 1, 2020

BlueJeans Video Conference Meeting

Board members present: Chad Whittenburg, Rick Marsh, Rick Hawkins, Jim Henderson, Ana English, Susan Abbott, Jim Mitchell, David Meltzer, Keith Sanderson

Board members absent: none

USA Shooting staff present: Matt Suggs, Alex Szablewski, Breanne Orey, Brent McPherson, Jason Turner, Sharee Waldron, Kate Gest, Reya Kempley (Secretary)

USA Shooting staff absent: Dan Durben, Jay Waldron

A. Meeting called to order at 10:03 AM MST: Chad Whittenburg

1. Chad thanked Matt Suggs for taking the CEO job, saying we feel better about our direction.

B. Chad made a motion to approve the 6/24 and 8/3 minutes. Keith Sanderson requested a delay for review. Chad agreed.

C. Bylaws edits and amendments: Matt Suggs

1. Overview of areas that needed improvement: formatting, grammar, obsolescence, broken references, missing items required by USOPC per AOA 2021 Audit Standard, omission of "Paralympic," and athlete board representation.
2. Matt described the changes in athlete representation eligibility for board composition, AAC, and committees. The change to a 10+ Year list brings in some interesting candidates with impressive resumes.
3. Rick H asked when we will make the changes. Matt said the board sets the composition, but he recommended three methods to increase athlete representation to 33% minimum.
4. Ana asked for clarification on how 10+ athletes are elected. A discussion followed on the process, which highlighted a need for clarification. She asked if we needed to establish a group to include the pool of eligible people. Discussion ensued on eligibility and making sure we have enough athletes to fill the positions.
5. Susan asked if the ISSF position was the senior representative to ISSF, meaning it would be Wanda Jewell, who is also a 10+ year athlete. Susan mentioned she will retire in 2022 and we have no new people put forth to represent ISSF. Discussion followed on who can be the ISSF reps and how to manage this with the new changes in board composition requirements.

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- a. Keith pointed out that the ISSF representative is not necessarily an athlete, so we don't count it toward the athlete representation. He proposed a board of 11 with four athletes or nine with three athletes, which would remove one seat.
 - b. Rick M reported that the Nominating/Governance Committee unanimously agreed we should not replace existing board seats, especially independent positions, which have business experience. They recommend a 12-person board, which keeps the existing board composition plus two athletes. Jim M proposed another meeting to discuss this important issue. Chad agreed, promising three new fleshed out ideas from the Nominating/Governance Committee with Matt and himself.
6. Matt brought up the other pressing issue as the definition of the Quadrennial (quad): it needs updating to align with USOPC's new standards and seating a new AAC rep, to state that the quad ends in the year the Olympics were originally scheduled.
- a. A long discussion followed about the pros and cons of ending the AAC term this year, with Keith (current AAC rep) arguing against. Keith said only half the NGBs are making this change. He claimed Matt's proposal discourages current Olympians from running, because they don't want to be distracted with AAC duties as they train for the delayed Olympics. He argued for having an active athlete who is familiar with the current rules and able to travel and talk with other athletes. Ana asked if we should ask for athlete input in this decision, but Keith answered that the board didn't get athlete input for other decisions. Chad reported that the three current candidates are either not current Olympians or agree it would not be a distraction. Rick M confirmed that it was the board's decision and that the Nominating/Governance Committee recommended to keep the election with the originally scheduled quad. Keith said that holding the election now is effectively excluding current Olympians because he has advised them it's too much of a distraction, but Chad said that a current Olympian wants the role. Keith said he wants to see the next AAC as one of our current Olympians who may retire from competing after 2021. Chad said we can alleviate Keith's distraction as one of the world's top pistol athletes and get either a new AAC elected who says it won't be a distraction, or a non-current Olympian.
 - b. Matt said the key is that the staff needs direction today since they are conducting the election. Chad will send out an email call to vote on this since Ana had to depart the meeting at 11:00 am MST.
7. Chad made a motion to approve the edited bylaws as presented, except for the change to the AAC rep term (pending email vote) and board composition (pending separate meeting). Keith seconded.
- a. Susan asked what the consequences are if our bylaws aren't compliant with the audit standards. Matt answered that it is part of the recertification process with USOPC. The audit is scheduled for February 2022, with a pre-audit October 2021. If we aren't compliant, the new law says they can dissolve an NGB.

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- b. Jim M reminded everyone there is a motion on the table that needs voting. Motion passed 8-0 (Ana absent).
- D. Proposed amendment from Nominating/Governance committee: Rick Marsh
1. Rick M explained that currently, someone on the Nominating/Governance committee is ineligible for a board position one year after committee service ends, as the committee influences who is on the board. But since athlete reps are not chosen by the board, this rule can exclude good candidates. The proposed exemption would be: anyone elected by athletes to AAC is exempt from the one year rule. Chad thought this was a clerical misstep, as the intent was not to prevent athletes from being on the board, but to prevent the Nominating/Governance committee from electing themselves.
 2. Rick M made a motion to add this exemption. Keith seconded. Vote passed 8-0 (Ana absent).
- E. Overview of budget process: Matt
1. We will use 2018-2019 audited financials plus the 2020 actuals and forecasted numbers because 2020 is an unusual budget year. Matt hopes to get a draft budget to the Finance Committee November 13 which they approve by December 2, then send to the board for approval before the end of the year at their December 4 meeting.
 2. Budget hinges on the new ISSF points system and the quota system. Much remains unknown for creating a budget.
- F. Matt mentioned the Winter Air Gun Championships were sold out in a week. We will make more money running it at the CMP ranges than at the OTC. He stated plans to hold events such as Shotgun Junior Olympics at Hillsdale College.
- G. Foundation update: Chad
1. Most members of the Foundation board are campaigning for Trump and busy. The first Foundation meeting will be in early December, following the USAS board meeting.
 2. Jim M emphasized to Matt how important it is to have a target for fundraising. He reported enthusiasm among people on the Foundation board. They have suggested others who would be interested (such as the CEO of the Caesar's Palace empire).
- H. Chad said we need to start tackling board elections and getting nominations. He asked Rick H and David to let Reya know if they want to run again. Keith said the board composition would affect this and it should be discussed first.
- I. Chad made a motion to approve the two previous meetings' minutes. Susan seconded. Passed 8-0.
- J. Jim M and Rick H had to depart the meeting, so Chad made a motion to adjourn, to discuss the board composition later, and follow this meeting with an Executive session. Susan seconded. Passed 8-0 at 11:24 PM MST.