

USA Archery
2014 July 1 Board of Directors Conference Call Minutes
July 1, 2014

I. Call to order

Board member Greg Easton called the meeting to order at 3:02 pm. Mr. Easton explained that Chair David Haynes had appointed him to act as Chairman for the conference call.

II. Roll call

The following Board members were present: Cindy Bevilacqua, Greg Easton, Dee Falks, Belinda Foxworth, Tom Green, Erika Jones, Nick Kale, Brian Sheffler and Skip Trafford.

USAA Staff: CEO Denise Parker, Cindy Clark

Guest: Tom James

III. Executive Session

Motion was made to move to Executive Session; motion was seconded and passed with all in favor. Executive session concluded at 3:38 pm.

IV. David Haynes Resignation/Replacement

A letter from David Haynes resigning his position as Board Chair and announcing his subsequent resignation from the Board was provided. Mr. Haynes will continue to serve as Independent Director for a period of time to allow time to find a replacement. There was discussion regarding the importance of the Independent Director's role. Various methods to fill the vacancy of the Board Chair position were discussed; the Board members decided to open the floor to nominations to develop a slate of candidates. The slate of candidates would then be voted on via a confidential online survey. Belinda Foxworth was selected as a result of this process to be confirmed via a confidential survey following the meeting.

V. Nominating and Governance Committee/Bylaws Revisions

A draft of Bylaws revisions was reviewed. One of the proposed changes in the draft was that one of the individual Nominating and Governance committee members would be selected by the Board of Directors. Current Bylaws state that "no individual shall be eligible to be a member of the Nomination and Governance Committee if that individual is a current director." Discussion continued on whether this restriction should be modified in addition to the proposed drafted changes presented. ***Motion was made to allow a current director to fill a committee vacancy on an interim basis until an independent member can be found; motion was seconded. A vote was taken; motion was not carried.***

Motion was made to accept the Bylaws edits as drafted (without modification to the restriction that no individual can serve on the committee if currently serving as a director); motion was seconded and passed with all in favor.

VI. Board of Justice Athlete Position Recommendation

The resume of Sarah Chai, the recommended replacement for member Nick Kale, was presented to the Board of Directors for review. Nick is no longer eligible to serve on the Board of Justice as he is currently serving as Athlete Director on the USA Archery Board of Directors. ***Motion was made to appoint Sarah Chai to the Board of Justice; motion was seconded and passed with all in favor.***

VII. Meeting Minutes

Minutes from the May meeting were reviewed and extensive discussion followed with recommended edits. The Board directed that edits be made and the revised draft be sent to the Board for review and a vote via email.

VIII. Other Business

CEO Parker announced that an offer was accepted to purchase the Tejon Street office building commonly owned with other NGB's.

IX. Adjournment of Conference Call

Meeting Chair Greg Easton adjourned the meeting at 5:24 p.m. MDT.

A link to a confidential survey was sent to the Board members following the close of the meeting. Belinda Foxworth was subsequently confirmed to replace David Haynes as Board Chair.

Minutes approved by the Board of Directors on September 2, 2014