

USA Archery
May Board of Directors
Meeting Minutes

Thursday, May 13, 2021
Zoom Call at 3PM MT

I. Welcome

Chair Julio Mazzoli opened the telephonic meeting at 3:04 p.m. M.T. on Thursday, March 13, 2021.

II. Roll Call

The following USA Archery Board members were present: Chair Julio Mazzoli, Bruce Cull, Dee Falks, Rob Kaufhold, E.G. LeBre, Paige Pearce, Jennifer Rottenberg and John Stover.

The following USA Archery Board members were absent: Lia Coryell and Mike Cullumber. Chair Mazzoli noted that both absences were excused.

Guest Present: Andy Neville, USA Archery Ethics Committee Chair

The following USA Archery Staff were present: CEO Rod Menzer, Director of Finance and Operations Cindy Clark and Chief of Sport Performance and Organizational Development Mary Emmons.

III. Review of Agenda for Board Member Potential Conflict of Interest

Chair Mazzoli began the review of the agenda for potential conflict of interest. Mr. Mazzoli performed a roll call with each Board member asking for them to declare if there would be any potential conflict of interest on agenda items. Director Kaufhold reported that as a parent of a minor elite athlete, he would abstain from voting on the Olympic Games Athlete Selection Procedures. Director Falks reported that he would abstain from the vote on the selection of the N&GC Independent Committee Member as he personally nominated the candidate.

IV. Meeting Minutes Approval, March 20, 2021, Conference Call

Board members were provided meeting minutes prior to the meeting for review. Redline edits were also provided by Chair Mazzoli to Board members prior to the meeting. During the review Director John Stover and Ms Emmons identified edits to be made. *Motion was made to approve the March 20, 2021, minutes with one correction and the December 5th meeting minutes with identified changes; Motion was seconded and approved with all in favor.*

V. Financial Update

Audit Committee Chair John Stover reported that the 2020 Audited Financials will need to be revised due the amended U.S. Olympic Endowment Fund statement received post audit fieldwork. Independent auditor Jill Goodwin is working on these changes. Ms. Clark provided Board of Director payments through May 11, 2021, for disclosure purposes, as well as the 1st Qtr. U.S. Olympic Endowment Fund report. Ms. Clark noted that 2021 financials are delayed due to the volume of event staff travel and the Endowment Fund update.

VI. Bylaws' Updates

- a) CEO Menzer reviewed the recommended Bylaws edits to establish staggered terms for added Board positions. The suggestion for a wording change was made.

Motion was made to approve the Bylaws changes to implement staggering of terms for newly added Board positions to include the suggested edit; motion was seconded and passed with all in favor.

- b) Indemnification-Chair Mazzoli reported that a lot of the updated language on indemnification was modeled from the USOPC Bylaws. These changes provide a clear scope of indemnification missing from the current Bylaws. The intent is to cover those individuals acting in an official capacity at the request of USA Archery as well as USA Archery employees.

Motion was made to accept the edits to the Fiduciary Matters section of the Bylaws as presented; motion was seconded and passed with all in favor

- c) Proposed Bylaws edits were reviewed with the Board that provide the right of the chair of the Ethics Committee to attend and participate at all meetings of the Board, except when the Board enters executive session. The Ethics Committee chair would have no voting powers.

Motion was made to accept the edits with the change of wording from participating to act as a discussion resource; motion was seconded and passed with all in favor.

VII. Independent Members for the Board of Directors and the Nominating and Governance Committee (N&GC)

- a) The Board and Committee Summary was provided to Board members for review. Currently the Independent position on the N&GC is vacant. Director Falks identified a potential candidate, Dr. Damon Petty, who is willing to serve. A link to the candidate's website and biography was provided to the Board members prior to the meeting.

Motion was made to accept the nomination of Dr. Petty to serve as the independent member on the N&GC. Motion was seconded and passed. Director Falks abstained.

- b) Board of Directors Independent Recommendations-CEO Menzer has been in touch with David Patterson of the USOPC to obtain a list of USOPC recommended potential independent directors. Mr. Menzer requested a listing of diversity candidates who represent the following priorities: 1) a good understanding of the N&GC world and what we do; 2) non-profit sport knowledge; 3) national level multi-sport organization experience (i.e.: Boys and Girls Club, etc.); 4) law degree; 5) experience in fundraising and/or foundation management/trustee Board member willing to help USAA to move to the next level in this area; and 6) individual with youth non-endemic corporate sponsor relationships. The USOPC has provided a list of seven potential candidates. Discussion was held on the importance of outreach to the communities to obtain a diverse slate of candidates that also meet set priorities. Board members were asked to reach out to those they think would be good candidates to complete nomination materials. The list of seven provided by USOPC will be provided to the N&GC. Chair Mazzoli suggested that those newly elected/selected Board members be invited to the fall meeting as part of the orientation/onboarding process.

VIII. COVID Mitigation Plan Update

Ms. Emmons presented the USA Archery COVID-19 mitigation plans for stages 3 & 4 of the 2020 U.S Olympic Trials and stages 1, 2 and 3 of the 2020 Paralympic Trials. Each of the plans included an Appendix B to framework an event viability and contingency plan. The documents were designed to reflect the guidelines and requirements from the USOPC and were based on the USOPC U.S. Olympic and Paralympic Trials Participant Rules.

Motion was made to approve the 2020 U.S. Olympic Trials Mitigation Plan and Appendix B Event Viability and Contingency Plan; Motion was seconded and approved. Director Kaufhold abstained.

Motion was made to approve the 2020 U. S Paralympic Trial mitigation plan and Appendix B Event Viability and Contingency Plan; Motion was seconded and passed.

IX. Paralympic Trials Athlete Selection Procedures

Ms. Emmons reviewed the amended version of the Athlete Selection Procedures for the Tokyo 2020 Paralympic Games. In addition to various schedule updates a clause was added to specify how a team would be selected if no stages of the Trials could be held.

Motion was made to approve the amended USA Archery Tokyo 2020 Paralympic Games Selection Procedures as provided; Motion was seconded and passed with all in favor.

X. Directors and Officers Fiduciary Liability

Chair Mazzoli reported that historically the USA Archery Directors and Officers insurance has not included fiduciary coverage and recommends that it makes sense to add this coverage. Staff will move forward with adding this coverage.

XI. USOPC Compliance Audit Update

CEO Rod Menzer provided an update on the USOPC Compliance Audit. Staff provided a large number of documents as part of the compliance audit process. Much focus was on potential conflict of interest of the Board. Based on some of the findings there will need to be some edits to the USAA Bylaws. Once the compliance audit draft is received this can be discussed further. During the process it was discovered that some of the audit guidance language is unclear. Mary Emmons is on the committee to review this guidance language.

XII. Other Business

Director Falks reported on the recent Medellin World Ranking Event which provided the opportunity to qualify for slots for the Jr. Pan American Games. Athletes earned the full quota for two recurve men, two recurve women, one compound male and one compound female slots.

XIII. Adjournment of Meeting

Mr. Mazzoli adjourned the meeting at 4:44 p.m. M.T.

Minutes were approved by the Board of Directors on September 23, 2021