



USA Archery Board of Directors Meeting Minutes
October 3, 2022
Zoom Call 6pm MT

- I. Welcome
 - a. Chair Belinda Foxworth called the meeting to order at 6:03pm MST on October 3, 2022.
- II. Roll Call
 - a. The following USA Archery (USAA) Board of Directors (BOD) Members were present: Belinda Foxworth, Paige Pearce, Bruce Cull, Mike Cullumber, John Stover, Lia Coryell, Jeff Porter(joined at 6:26pm), Kris Strebeck, Jennifer Rottenberg, Bobby Sharma, Rob Kaufhold, Brady Ellison, Lexi Keller, Jeff Greer and Eric Bennett
 - b. The following USAA Staff Members were present: Rod Menzer
 - c. USAA Legal Counsel, Tom James was present
 - d. USAA Ethics Committee Chair, Andy Neville was present
- III. Introduction and COI discussion
 - a. Foxworth began with the review of the meeting agenda for potential conflicts of interest. Foxworth reminded the Board members that they must identify any potential conflict of interest during the meeting and recuse themselves from discussion and/or voting, when applicable. She asked Neville if the agenda suggested to him there would be any conflict of interest and Neville replied that he did not see one. Foxworth also encouraged all Board members to be proactive and raise any potential conflicts of interest, even those involving other Board members, so that all potential conflicts can be discussed and dealt with at the Board meeting before discussion or action is taken by the Board on the relevant subject.
- IV. USAA Bylaws Section 19.10
 - a. Foxworth reminded the Board of the importance of the Board's being familiar with and consistently following USAA's Bylaws. She then pointed out and stressed the importance of USAA Bylaws Section 19.1 which states: USAA shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors. There was discussion and confirmation of the need to document any Board action taken outside of a formal Board meeting.
 - b. Approval of August 24th Meeting Minutes

- i. Mike Cullumber motioned to approve the minutes of the August 24th Meeting as written, Bobby Sharma seconded, and motion passed with all in favor. None opposed, Brady Ellison abstained (as he was not present at the August 24th meeting).
 - c. Approval of September 29th Board Financial Training Meeting Minutes
 - i. Rod Kaufhold motioned to approve the September 29th Minutes as written, Kris Strebeck seconded, and motion passed unanimously with Lia Coryell, Brady Ellison, John Stover and Belinda Foxworth abstaining (all of whom were not present at the September 29th meeting).
- V. USAA Bylaws Section 7.10
 - a. Foxworth reminded the Board of Directors that their role as a Board is one of oversight and strategic direction and not the day-to-day running of the USAA organization. She again reminded the Board of the importance of each member being familiar with and complying with the USAA Bylaws, including the ByLaw which requires that they must direct their concerns as Board Members to the CEO, consistent with USAA Bylaws Section 7.10. which states: USAA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource and shall be available to Board directors outside of meetings. All Board director contact with members of USAA's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.
- VI. The Board then went into Executive Session at 6:30 PM MT to discuss the USOPC Letter and DLA Piper Investigation results. Mr Menzer was present for the first 10 minutes of the Executive session and then signed off the zoom meeting. Once his disconnection was confirmed, the session continued with only the Board, USAA legal counsel and USAA's Ethics Committee Chair present. The Executive Session ended at 8:05 PM MT.
- VII. Following the Executive session
 - i. Motion was made by Mike Cullumber to respond to USOPC, agreeing to implement all requirements and recommendations set forth in the USOPC letter. Motion was seconded by Bobby Sharma and passed all in favor.
 - ii. Motion was made by Brady Ellison to work with USOPC to finalize the Community Report and to prepare an accompanying statement to be issued by USAA. Motion was seconded by Jeff Greer, and passed all in favor, with Paige Pearce abstaining.
- VIII. Board Chair asked if there were any other items to discuss and no director had further items. The Board meeting ended at 8:09pm MT.