



USATT Board of Directors In-Person Meeting

Sunday, September 10, 2017

WLS Realty

1155 Connecticut Avenue, NW
Suite 700
Washington, DC 20036

1. Call to Order, Roll Call, Quorum Established, Conflict of Interest Statements, Welcome Remarks

The meeting was called to order by Chair Anne Cribbs at 8:26 am, EDT.

The following board members attended:

Anne Cribbs (Chair), Larry Hodges, Ed Hogshead, Carlyne Savini (8:35), Gary Schlager, Rajul Sheth, Deepak Somarapu, Erica Wu (telephone). Tara Profitt (telephone, 10:34)

Also attending:

Gordon Kaye (CEO), Dennis Taylor (General Counsel and Secretary), Carl Danner (USTTA Foundation Representative), Jörg Bitzigeio (High Performance Director), Marc Thompson (COO Candidate), Lee Kondo (telephone).

A quorum was established. No conflicts were reported.

2. Review of June and August, 2017 Minutes

MOTION 1. MOVED to approve the Minutes of the June 12, 2017 Board meeting.

Movant: Larry Hodges

Second: Ed Hogshead

Motion passed unanimously by voice vote 8-0-0



MOTION 2. MOVED to approve the Minutes of the August 14, 2017 Board meeting, as amended.

Movant: Larry Hodges
Second: Ed Hogshead

Motion passed unanimously by voice vote 8-0-0

3. Committee Reports

Anne Cribbs acknowledged receipt of the Clubs, Coaching, High Performance, Juniors, Nominating and Governance, Rules, Tournaments, Ethics and Grievance, and Umpires & Referees Committees' reports.

NOTICE 1. The Chair issued a 30-day Notice that in December, 2017, the Board will consider a Bylaw amendment requiring committee chairs to submit brief reports of committee accomplishments two weeks before each in-person meeting of the Board of Directors.

In upcoming weeks, all committee members will be asked to suggest what tasks their comm will be asked to perform.

Rajul Sheth requested to speak in regard to committee recruitment procedures at the next meeting.

The Board went into Executive Session at 8:47. No Minutes are taken during Executive Session. The Board resumed its General Session at 9:14. Lee Kondo called back in.

4. Report regarding 2016 Audit

The report was presented by Lane McMillan of Waugh and Goodwin, LLP. The auditors returned an "unmodified opinion," otherwise known as a "clean opinion."

NOTICE 2. The Chair issued a 30-day Notice that in December, 2017, the Board will consider a Bylaw amendment to establish a financial policy to be effective if there is short-term challenge in cash flow.



The 2018 World Veterans Championship is now generating revenue. Expenses are being recorded as pre-paid expenses. David Sakai is fronting revenue in the form of a loan of up to \$250,000. Any profits, after repayment of the \$250,000, are to be split 50/50 between Mr. Sakai and USATT. The event is on pace to generate a surplus.

Recommendations regarding stale uncashed checks, removal of fixed assets no longer in service, and deferring membership revenue. Preliminary discussion of moving to a fixed-calendar membership year. More discussion will follow at the December meeting.

Types of risk that the Board should pay attention to. Goals and tactics, no over extension. Rapid management turnover. Redundancy in access to accounting records. Digitation of assoc. records.

MOTION 3. MOVED to accept the report of USATT Auditors, Waugh and Goodwin, LLP.

Movant: Ed Hogshead
Second: Gary Schlager

Motion passed unanimously by voice vote 8-0-0

EH objection to use of Waugh. No independence of taxes, audit, and financial consulting. But, no longer use Waugh for consultations. Future RFP will be shared with Board prior to distribution.

The meeting was recessed from 10:14 to 10:22.

5. Board Training

The Board received a presentation on the duties of non-profit Boards given by Melanie Lockwood Herman, Executive Director of the Nonprofit Risk Management Center. Ms. Herman defined a Board as, “an organized group of people with the authority collectively to control and foster an institution that is usually administered by a qualified executive and staff.”

Following a disruption, Ms. Wu, Ms. Profitt, and Mr. Kondo were disconnected at 11:40. Ms. Wu and Ms. Profitt reconnected at 11:41.



MOTION 4. MOVED to thank the USOC NGB Development Group for arranging for, and funding, the presentation on Board Responsibilities by Melanie Lockwood Herman, Executive Director of the Nonprofit Risk Management Center.

Movant: Ed Hogshead
Second: Deepak Somarapu

Motion passed unanimously by voice vote 9-0-0

The meeting recessed for the distribution of working lunch items at 12:17, pm. (Ms. Profitt and Ms. Wu disconnected.)
The meeting reconvened at 12:37.

MOTION 5. MOVED to accept the reports of the Clubs, Coaching, High Performance, Juniors, Nominating and Governance, Rules, Tournaments, and Umpires & Referees Committees, with thanks to committees and chairs.

Movant: Ed Hogshead
Second: Gary Schlager

Motion passed unanimously by voice vote 7-0-0 (Tara Profitt and Erica Wu were not on the call at this time).

MOTION 6. MOVED to reject the Ethics & Grievance Committee report as overly broad and mostly containing information beyond the scope of the Committee's responsibilities, and to request the EGC to revise its report so that it only reflects activities within the scope of the Committee's responsibilities.

Movant: Ed Hogshead
Second: Deepak Somarapu

Motion passed unanimously by voice vote 7-0-0 (Tara Profitt and Erica Wu were not on the call at this time).



MOTION 7. MOVED to accept the Veterans Committee report in part, excluding the Rules supplement, with thanks to the committee and Chair Azmy Ibrahim.

Movant: Ed Hogshead
Second: Deepak Somarapu

Motion passed unanimously by voice vote 7-0-0 (Tara Profitt and Erica Wu were not on the call at this time).

6. High Performance Update

Jörg Bitzigeio, USATT High Performance Director, updated the Board on High Performance Developments.

Ms. Wu returned to the meeting, telephonically, at 12:44.

Mr. Bitzigeio wants to start the coaching program fresh with his own coaches selections. He stated that the level of personal coaching is one reason USATT athletes are good at a younger level, but not as good at the highest level.

The Board went into Executive Session at 1:16. No Minutes are taken during Executive Session. The Board resumed its General Session at 2:14.

The Board went back into Executive Session at 2:16. No Minutes are taken during Executive Session.

The Board resumed its General Session at 2:39. Mr. Hodges departed the meeting.

7. USATT Events Update

Mr. Kaye discussed the 2018 US National Championships. He would like to run separate Junior Nationals, and Adult Nationals in 2018.

There was also discussion as to whether there is any relation between National Team Trials and the joint training camp with the team from China to be held later in September. Yes, invitations were based solely on the Trials, up to the filling of the athlete quota.



8. SafeSport Update

Mr. Kaye and Mr. Taylor reported on the status of the SafeSport compliance process. At this time, all coaches and officials listed on USATT's website are SafeSport compliant. That is not expected to change. The next challenges are identifying the tournament directors and club leaders that need to become compliant, and inspiring that compliance.

The accounting firm, Baker Tilly Virchow Krause, LLP, just presented its draft audit report of USATT's compliance. There were no surprises. The auditors expect to recommend that USATT amend its Policies and Procedures manual by including a statement that USATT staff members are also covered individuals. USATT staff is already 100% compliant. A scrivener change will not be a problem. Also, the auditors are requesting that its data continue to be cleaned up. As previously reported to the Board, there is a two-pronged approach already in progress. On January 1, 2018, the certifications of non-compliant coaches and officials will be revoked. Also, planning is underway by the Sanctioning Coordinators and the Clubs Committee to better identify tournament directors and club officers who need to be tracked.

There was a question about potential liability, given that full-compliance was not immediate. However, USOC and USATT's liability insurance carrier are fully aware of USATT's current progress and compliance plans. There is universal agreement that USATT is taking reasonable steps toward full-compliance. With USATT taking reasonable steps, and the insurance carrier agreeing with USATT's plans, there is minimal legal exposure.

9. Fundraising Update

Gary Schlager gave a thorough presentation on the fundraising process. He focused on three themes for associational fundraising: Need for Fundraising, Options for Fundraising, and Specific Ways to Fundraise. Specifically:

- Need for Fundraising
 - increased trust that donations will be well used
 - should 2% of budget be considered sufficient?
- Options for Fundraising
 - odd for leader of organization to be chief fundraiser
 - recommend development officer
 - at our level, is this good use of dollars
 - big donors always want to hear from the head person
 - need "causes"



- Specific Ways to Fundraise
 - institutional money
 - friends and family is long-run loser
 - 2800 club commitment?
 - Adults with disposable income
 - Coaches, who would be conducting most content sessions, know what members want

MOTION 8. MOVED to require an option to donate to the USATT National Team Fund on every sanctioned event's entry form from January 1, 2018 forward.

Movant: Gary Schlager
Second: Ed Hogshead

Motion passed unanimously by voice vote 6-0-0

10. Old Business

NOTICE 3. The Board will hold a teleconference, for the limited purpose of receiving the latest financial report, on October 9 at 7:00 p.m. EDT.

Rajul Sheth and Carl Danner left at 4:32.

11. New Business

Mark Thompson was introduced to the Board. He soon will be offered the position of COO.

The meeting adjourned at 4:36 pm.

Respectfully submitted by,

Dennis Taylor
Secretary