



MINUTES

USATT Board of Directors Teleconference Meeting

November 18, 2019

Dial-In Number: 888-289-4573 - Participant Code: 1572487

ROLL CALL:

Board Chair Anne Cribbs calls the meeting to order and takes roll at 5:02 pm US Mountain Time

Present at Initial Roll Call:

Anne Cribbs (AC) – Board Chair Present

Bruce Liu (BL) – Present

Tara Profitt (TP) – Present

Erica Wu (EW) – Not Present at Roll Call – but joins conference later

Ed Hogshead – Not Present for Initial Roll Call – but Joins

Gary Schlager (GS) – Present

Carolyn Savini (CS) – Present

Rajul Sheth (RS) – Present

Deepak Somarapu (DS) – Not Present

(AC Reports that she was informed by DS that he would not be able to attend the meeting).

Dennis Taylor (DT) – General Counsel

Carl Danner (CD) – Foundation Representative

Virginia Sung (VS) – CEO

Mark Thompson (MT) – COO – Secretary

CALL FOR MINUTES TO BE COMPLETED

- AC calls for August, September, October Minutes to be Completed, Approved and Posted

CONFLICTS OF INTEREST

- AC calls for Conflicts of Interest: None Reported
- CS states that she has a matter pending before the EGC, and if the Board is expected to vote on members being appointed to the EGC, CS may have to recuse herself from that vote.
- AC states that this probably will not be an issue.
- AC reminds Board Members that there is a mandatory Conflicts of Interest Training Session for Board Members and Committee Members, which will be conducted by Melanie Herman (by Webinar) at the In-Person Board Meeting in Fort Worth, Texas, on Sunday, December 15, 2019. This meeting was rescheduled from the previously



- scheduled end of October webinar due to a number of Board members being unable to attend.
- Board Member Erica Wu joins the Teleconference at this time – she declares that she has no conflicts of interest to report.
- AC: apologizes for the Board Book, which came out in three separate parts – it should have been assembled and distributed by headquarters but no one at headquarters put it together in time – so certain documents came by separate email, including the High Performance and Para High Performance Reports; and DT sent out a third email that relates to approval of pending minutes, as well as applications for committees that USATT is trying to fill.
- AC states that she must leave the Board Meeting at 9 pm Eastern Time and requests a hard stop at that time.

FINANCIAL MATTERS

- AC states that VS has reported that Altruic (Financial Advisors) will not produce financial reports until a final Audit number and agreement for 2018 is approved, which the Board is expected to vote on at this meeting. AC states that there will not be a vote tonight on the financial documents including the Open Budget
- AC poses a question to VS: what is the “status of the 990”?
- VS states that there is a meeting scheduled with Lane McMillen (Accountant) tomorrow to go over several items that are currently missing from the 990. VS notes that there is nothing in these items in the QuickBooks Reports for USATT.
- AC asks VS what are the missing items?
- VS states that USATT is missing information on the (i) Foreign Program Activity in 2018 (Refers to Camps or ITTF events) – over 20 events took place, and it is extremely confused on who got what; and (ii) Grants given to Individuals in 2018 (USATT was not able to determine in the QuickBooks on what grants went to what person); and
- AC states that she will be on the call with Lane McMillen tomorrow.
- AC asks about numbers sent by Virginia
- AC states: but “we got about \$121,000 in aged accounts(?) – we have receivables of about \$41,000 and you’re expecting \$193,000 to come in by December?;
- AC states: how are you feeling about where we are financially and are we able to pay the bills?
- VC states that everything is on track and she does not see any big problems particularly with the entry fees incoming from the US Open.
- AC reports that VS has created a 2020 budget and GS has put together a really good budget and this will be discussed at a scheduled Audit Committee this coming Thursday.
- GS corrects AC stating that he only put together a schedule, not a budget.
- AC states that VS has told her that the budget will be in line with the implementation plan for the Strategic Priorities that that the USATT staff worked on with the USOPC.



APPROVAL OF THE AUDIT

- AC says that the approval of the audit is late – and it is important to get this done because Altruic will not produce any reports until the Audit is approved.
- AC states that the Audit Committee (AC, GS, EW and RS) has recommended approval of the Audit.
- AC offers the members of the Audit Committee an opportunity to comment on the Audit Report:
- GS states that he has nothing to add (there have been 8 weeks of comments and questions) – we are all pretty satisfied – there are a number of footnotes – it’s pretty clear.
- AC states that there are some recommendations in there as well. AC asks whether everyone on the Board has had a chance to read the Audit and the letters that Virginia was required to sign?. AC assumes that silence means “yes”.
- AC states that there are some comments in the Audit that are important like the proposal to combine the USATT Foundation financials with the organization; the difficulties created when there is a lack of written agreements; and the need to improve internal controls – AC states that VS recognizes these improvements need to be implemented – and we should not have the issues that we experienced this year in next year’s Audit.
- RS has no comment on the Audit. He’s fine with it.
- EW: has no comment on the Audit, either.

Audit committee recommends motion to approve the Audit –

MOTION 1. MOVED to approve the United States Table Tennis Association, Inc. Audited Financial Statements for the Year Ended December 31, 2018, as prepared and submitted by McMillen & Company, PLLC.

EH moves to approve the Audit

GS seconds

Eight ayes

No Opposed

No abstentions

Audit approved

- AC states that the Audit needs to be posted on the USATT website, which is confirmed by DT.
- AC states that VS can now submit the Audit to Altruic, who should in turn be able to create financial reports “very quickly” according to AC.

CEO REPORT – UPDATE ON THE US OPEN

- VS reports that the entry for the Open exceeded what she expected as USATT received some 742 entries for the event generating over \$180,000 in revenue for entry fees. VS states that USATT is also seeking a \$60,000 grant from the State of Texas which is



based on daily attendance of at least 1380 persons every day at the event.

- VS is seeking to generate a profit of at least \$50,000 for the US Open.
- VS states that Fort Worth Sports has been very helpful.
- VS states that she is confident that we will attain the attendance numbers at the event.
- CS asks how we will track attendance at the event to get the Texas State Grant? VS notes that every person attending the event (including participants, etc...) count towards the attendance.
- CS asks what happens if we don't reach the attendance requirements? VS states that we will not receive the grant; so we have to get it.

NGB BEST PRACTICES – TEAMS SEMINAR

- MT reports on the USOPC Best Practices Seminar in Anaheim, California, that was attended by MT and VS.
- The USOPC portion of the seminar was presented by a number of experts on a wide variety of issues including the use and application of analytics in sports; the inclusion and expansion of youth participation in sport; immigration issues associated with hosting international competitions in the US; the process of maximizing revenues in events; SafeSport concerns (including how are the NGBs going to pay for SafeSport), as well as the latest developments in athlete protection mandates.
- The second half of the conference (the TEAMS element of the conference) is dedicated to identifying cities that might be interested in working with the NGBs to host future events.

ADDITIONAL ISSUES FOR US OPEN

- BL poses a question on the US Open: how will we deal with the issue of having so many players on such a fewer number of tables?
- VS says that USATT is working with the competition manager, Craig Krum, to ensure that the tournament runs smoothly.

CHAIR ANNOUNCEMENTS

- AC reminds all Board Members of the upcoming In-Person Board Meeting in Fort Worth, Texas on Saturday, December 14, and Sunday, December 15.
- AC calls for "Agenda Items" for the In-Person Board Meeting in Fort Worth.
- AC requests that the Committee Reports are submitted for the In-Person Board Meeting.
- AC presents an update on matters related to the USOPC –
- AC notes changes in the USOPC bylaws to response to Commission reports, which should increase athlete representation to 31 – 32% and this presents a great opportunity for USATT to widen the definition of athletes and increase the athlete pool for participation in committees.
- AC notes that there are two town halls planned, including one by Rebecca Ingraham for SafeSport issues such as the need for increased funding and new regulations.
- AC reports on the US Olympians Alumni Association and that organization's efforts to reach out, identify and involve Olympians and Paralympians in NGB activities.



- AC senses a new spirit in the leadership of the USOPC who is showing a great interest in supporting the athlete lifecycle.

OLD BUSINESS

- AC notes that she is pleased with volunteers for Ethics and Grievance Committee and Nominating and Governance Committees.
- AC expressed special thanks to DT for sending out the documents and Conflicts of Interests forms to the persons who are interest in participating in these committees.
- AC stated that these committees are very important for the future of table tennis.
- AC asks whether there is any money in the budget to host some of these candidates in Fort Worth during the US Open for interviews.
- AC believes that we really don't know the candidates for the EGC and NGC – and that the Board needs to meet these candidates.
- AC asks DT for a legal opinion regarding the process of populating these committees.
- DT noted that there are three candidates for the EGC and that the committee will be filled if those candidates are approved.
- With respect to the NGC, DT stated that USATT is looking for one candidate out of three that have applied.
- DT believes that it would be helpful to discuss a chair for that committee because a committee is reluctant to act if there is not a strong chairperson leading them.
- AC noted that she has asked Han Xiao to chair NGC and he essentially agreed; but he has been indisposed of late due to illness so AC has not been able to confirm.

NOTE: CARL DANNER LEAVES TELECONFERENCE

- AC poses the question of whether populating these committees should be pushed off until December.
- DT notes that he has been told there are grievances waiting to be filed according to Dan Reynolds.
- AC notes that DR is no longer involved with the EGC; and DT stated that DR has told him after he left the EGC that there are grievances to be filed.
- AC says that she wants to meet the candidates for these committees before voting on them. AC asks other Board Members what they think about this.
- EW says that she isn't sure that the interview process would be all that helpful in vetting the candidates.

NOTE: CARL DANNER REJOINS THE TELECONFERENCE

- TP states that she believes that it's okay to vote on the applicants for these committees without an interview process, noting that USATT doesn't do this for any other committees;
- EH states that we should have a "group" or "ad hoc" committee to interview these candidates.
- CS agrees with EH that we should have a small group to interview the candidates to get a feel for their interests and motivation and the types of tasks they have in front of them.
- AC notes that she thinks since we already had a situation where an entire committee resigned, we need to be pretty careful about this.



- RS stated that he believes that everything will be fine. And he asks DT how many members on NGC?
- DT answers that there are four members on the NGC.
- RS states that the USATT website only says three names; but DT states that there are actually there are four listed on website.
- BL states that he believes that an interview would be helpful, but a phone interview would probably be good enough.
- DT asks whether USATT should we fly them out for the Board Meeting?
- AC states that no, she was hopeful that some of these people were going to be at the meeting and perhaps we could have ad hoc phone meetings. AC notes that she doesn't know if we have budget and that she was not in favor of spending money to fly someone out to the open. AC was just hopeful that some of these candidates were going to be at the Open already.
- DT states that one candidate for EGC will be competing at the Open.
- AC asks VS/MT to look at the registration lists for the Open to see whether any of these candidates are going to be at the Open.
- GS discussed the recent history of the process of populating USATT committees and the extensive effort that went into to identify and vet the members of "lesser" committees. GS made a lot of calls and he felt that the organization was fortunate that Larry Hodges, Ed Hogshead, and Erica Wu knew a lot of the candidates for those committees; but GS is concerned about the critical nature of the two committees that we are currently seeking to populate. GS believes that it is important to get to know who is on those committees and to really take our time with this. He said if you want to go quickly, go alone – if you want to go far, go together. He suggests that we set up a task group to vet these candidates.
- GS asks whether all of the candidates for these positions are USATT members.
- DT notes that two of the candidates for EGC joined within the last thirty days;
- DT further notes that the candidate for the NGC must be a member to fill that spot, although it is not a requirement for most committees that the candidates be members of the organization.
- GS stated that he wants to avoid problems with EGC, and he believes that it is important to vet candidates and that this needs to be thought through a bit more.
- AC stated that headquarters can tell us who is going to be at the Open because the Board wants to know more about these candidates.
- But VS notes that most persons participating in the Open are not going to be in Fort Worth while the Board is there the weekend before the event; and VS is against flying anyone to the Open early because of the costs associated with this.
- TP raises the issue that the EGC is a stand alone committee and wonders how involved should the Board be in vetting these candidates.
- DT states that this is not an issue; board appoints members using their standards. DT noted that two members of the EGC must be Independent members and that no member of the board may be a member of the EGC. The Bylaws do state that the Board shall appoint all of the members of this committee and designate a chair.
- DT further stated that with respect to the NGC, two individuals need to be independent,



but they are not selected the Board. Those two persons are selected by previous NGC – only real restriction for the position that the Board will be selecting is that it must be a USATT member in good standing. As an example, Michael Hyatt would not be eligible for NGC.

- AC noted that she believes that the Board needs to take more time with this rather than approving any of these people tonight.
- GS notes that another thing the Committee on Committees did last spring was seek to recruit the best available candidates for these committees.
- GS questioned whether Linda Leaf would consider coming back onto the EGC; but AC noted that she spoke to LL about this. LL noted that she might come back, but she needed time to think about it and have a break from these responsibilities.
- AC wonders whether any of the Board Members would want to recruit and/or vet committee members.
- CS states that she will be glad to vet potential committee members.
- AC notes that she does not believe that the Board will be able to confirm the candidates for the EGC and NGC.
- AC wonders whether EH has any ideas about recruiting candidates for these committees; EH states that he believes that there are people out there like Del Sweeris who would be a good candidate for these positions.
- GS notes that some people need to get a phone call to be asked to participate in this committees – and you have to dig for the best nuggets.
- AC suggests that all Board Members read the documents and Board Members should make their thoughts known.

ACTION 1. Board Chair Anne Warner Cribbs will undertake to compile a USATT Board Task Force assigned to recruit and vet candidates for membership on the Ethics & Grievance and Nominating & Governance Committees.

Approved without objection.

COMPENSATION COMMITTEE

- AC asks CS to report on the Compensation Committee.
- CS stated that she sent a memo to AC in October. It is regarding the collective summary of the Board Member’s designated Strategic Priorities to prioritize for the Strategic Plan. The intent is for it to direct headquarters on what the Board would like to see accomplished and tackled from 2020 to 2022 and will ultimately be used to evaluate the performance of the CEO of USATT.
- CS states that she believes it’s important to measure VS in relation to plan. We did not have any evaluation or performance metric for our previous CEO. She wants a to do a 360 Review of VS before year-end for a 2019 review. She states that this is fairly common.
- VS notes that priorities identified in the memo are different than the implementation of the Strategic Plan that VS and headquarters identified with the USOPC, which was only for 2020. VS is concerned about how do we reconcile these two, particularly since the Board’s plan was received after Strategic Planning meeting with the USOPC.



- AC stated that she expects to spend a good amount of time in Ft. Worth to discuss the Strategic Plan and that the 360 Evaluation is something different.
- VS notes that USOPC discussed 360 evaluations and is familiar with it. It is something the USOPC is encouraging all NGBs to do.

MOTION TO SUPPORT PERFORMANCE OF HIGH PERFORMANCE DEPARTMENT – Able Body and Para

MOTION 2. MOVED to congratulate both the able-bodied and para athletes for their recent successes in international competitions. USA Women’s and Men’s Teams finished in the top eight at the 2019 World Cup and three USA para-athletes are ranked in the top ten in the world. These remarkable achievements attest to the success of the High-Performance Program and those that have worked hard to create it, support it, and fund it. Thank you to the athletes and their supportive families, to the table tennis clubs and coaches, to the two High-Performance Committees and their chairs, to the High-Performance Directors – past and present, and to the USATT CEOs – past and present.

- EH Makes a motion – Para players who are in top ten (3 in top ten) two young players are in the top ten in the world.
- AC – seconds motion
- TP notes that Jensen Van Emburgh is 9th in the World and Tahl Liebovitz is 10, and Ian Seidenfeld 14
- AC asks whether the Motion should also recognize the Para High Committee, specifically.
- BL asks the question of why do we need this Motion? He also questions the need for the terms “past and present” when talking about the High Performance Department and the Para High Performance Department.
- EH stated that he believes specificity is important when giving an award and that this is important for members and sponsors to know about these successes, and he stated that he would feel good if he was a player on these teams and was recognized by the Board of Directors.
- DT raised a “Point of Order” before the VOTE on the Motion –
- DT edits the motion to include the phrase: “two high performance committees and their chairs”

VOTE:

- TP stated that she would feel more comfortable if the Motion was ended after the term “High Performance Directors” because she does not know what “past and present” means so she abstained from the vote.



EW: yes

EH: yes

GS: yes

CS: yes

RS: states that he is looking at the Motion.

BL: abstained for the same reason as Tara.

- AC states that there are 2 abstentions – 6 yes – and one Board Member was not present.

The motion passes.

- AC expressed her thanks to EH.

BYLAWS

- AC notes that she has gone out of order on the Agenda; but she says that she would now like to handle the bylaw amendments proposed for Number 3 and Number 4.
- AC states that she has an update with respect to Bylaw Number 4, noting that DS has called her and stated that he was not available for the Board Call – and he was chairing the committee to put the audit and the finance committee together and he wanted to rework some of the language to put in less specificity with respect to what the finance committee would be doing. But he was not able to poll his committee members and he does not have a suggested Bylaw, but he promised to get that done by the In-Person Board Meeting in December so we can vote on that Bylaw.
- AC stated that she is concerned about this because the Finance Committee is meeting on a regular basis – and Erica Wu has joined the committee as the Athlete Representative – but AC believes that there must be a Bylaw amendment.
- DT paraphrased AC statement to say that there will be no amendment to 9.12 tonight – however, there still is a proposal to amend 7.24 tonight.

AMENDMENT TO BYLAW 7.24

- BL headed up the Task Force (of five people: BL, DT, GS, TP, and DS) to amend Bylaw 7.24. Bruce stated that he is not too comfortable with this amendment – but he noted that it is up to the Board to decide whether this amendment should be approved. AC asks whether there is a Motion to approve the amendment to Bylaw 7.24 EW asks whether AC sent it to everyone?
- GS asks BL who was on the Task Force – and BL says the five names – and GS states that four of five people supported the new language for the Bylaw; BL says that three of the five accepted DT's language – and that one person voted not to change the language.
- [DT notes that AC's emails are not arriving to USATT.org email addresses – no one is sure what the problem is with this.]
- BL and DT engaged in a discussion to make sure that the proposed Bylaw amendment



being considered was the final version agreed upon by the Task Force.

MOTION TO APPROVE THE AMENDMENT TO BYLAW 7.24

MOTION 3. MOVED to designate the current Bylaw section 7.24 as Bylaw subsection 7.24(a), and to add four more subsections:

Section 7.24. Open and Executive Meeting Sessions.

- 1. Ordinarily, all meetings of the Board of Directors shall be open to members of USATT, and where appropriate, non-members. However, in the event the Chair of the Board deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budgets, contracts, salaries, litigation or other sensitive matters, then the Chair may specifically designate and call an executive session (the “Executive Session”). When in Executive Session, the Board may request the attendance of specific individuals who are not Board members (the “Special Participants”), that could provide facts or expertise to assist the Board in its consideration of the subject matter.**
- 2. Minutes of Executive Sessions are not kept, and no recordings of any kind are allowed.**
- 3. All topics, subjects, and materials discussed in Executive Session or communication following-up on an Executive Session, including documents, emails, notes, verbal communications, written communications, electronic communications, or other communication methods and materials (collectively the “Confidential Material”) are personal and confidential among Board members and Special Participants only. Except as provided in Section 7.24(d), Board members and Special Participants shall not discuss, forward, send or otherwise communicate such Confidential Material with any person, organization, company, agency, governing body, or entity other than USATT Board members and Special Participants.**
 - d. Members of the Board of Directors and Special Participants have an absolute right to file formal complaints with the USATT Ethics and Grievance Committee in regard to the content of an Executive Session. Following final adjudication of this remedy, Board members and Special Participants have an absolute right to file formal complaints in appropriate adjudicative bodies, and conduct whistleblower activities in appropriate legal or other forums. No Board member or Special Participant shall face any retaliation or other disciplinary action for exercising a right under this subsection.**
- 5. Except as provided in Section 7.24(d), any breach or violation of the above**



subsection shall be considered as “cause” in any resultant action taken pursuant to these Bylaws.

CS makes motion to approve the Bylaw Amendment.

GS seconds the Motion.

Discussion is offered but none is had.

VOTE:

TP – yes

BL – abstain

EW – yes

EH – yes

GS – yes

CS – yes

DS – Not Present

AC – yes

RS – no

6 yes – 1 no - 1 abstention

Amendment to Bylaw 7.24 is Approved.

- Because of time constraints, AC rearranges the Agenda.
- She wants to approve the minutes from prior meetings; and she states that they will not have time to go through the High Performance Report, but she thanks Sean O’Neill for his report.
- DT notes that he has two items but that they really don’t have to go into Executive Session to handle those issues.

Motion to Approve the Minutes of May 16, 2019:

MOTION 4. MOVED to approve Minutes from USATT Board Meeting on May 6, 2019, as submitted.

MOTION: CS

SECOND: GS

Aye Vote – all present Board members

No: none

AC - We can post minutes on a unanimous vote for approval



Motion to Approve the Minutes of July 16, 2019:

MOTION 5. MOVED to approve Minutes from USATT Board Meeting on July 15, 2019, as amended.

MOTION: GS

SECOND: EH

DISCUSSION

- CS notes that on Page 13 of the minutes there is a confusing phrase regarding a Motion made on alleged false claim of USATT employment. DT notes that this relates to an alleged claim of employment with USATT by an individual – but the Motion was not well-phrased because USATT did not want to use this person’s name. The language of the Motion was edited by DT with the approval of BL who made the original Motion.
- BL agreed with the edit; and RS, who seconded the Motion, agreed with the edited language. That Motion was denied 7 – 2.

Voice vote on approval of the Minutes of July 16, 2019.

Ayes: all present Board members

No abstention

No Nos

The Minutes will be posted.

EXECUTIVE SESSION PROPOSED – BUT DT STATED THAT EXECUTIVE SESSION WAS NOT NEEDED

- DT reports on two critical issues:
 1. DT stated that USATT received Good news this afternoon from the Colorado Dept. of Civil Rights in the matter of Teresa Benavides, which was filed approximately 1 year ago and USATT was exonerated on every count.
Ms. Benavides has about 7 days to file an appeal – if she so chooses; 90 days to file an action in the CO courts if she so chooses; However, the Ruling denies every one of her claims
 2. DT sent an email last Friday regarding the two parts of the Ruling on the Alnashi case at the Kansas City Spring Open – regarding the failure to pay prize money and the voicing of ethnic slurs.

NOTE ERICA WU LEAVES THE CONFERENCE

- A timely appeal has been filed; DT notes that the Board has to decide whether the entire Board wants to deal with the appeal or to appoint a three-member panel to review the decision in this case.

NOTE ERIC WU REJOINS THE CONFERENCE

ANNE CRIBBS SIGNS OFF

CARL DANNER LEFT CONFERENCE

- Appeal looks more detailed than the original response – DT not sure
- EH - Whole board should not get involved – everyone wants a panel
- There was a considerable discussion on the possible procedural elements in this matter.
- Who will serve on the panel?



- TP will serve as the athlete representative unless another medical emergency comes up, RS and BL

MOTION 6. MOVED to appoint a Panel consisting of Rajul Sheth, Bruce Liu, and Tara Profitt to consider the appeal filed in regard to the Hearing Panel’s decision resolving the Complaint of Mr. Abdullah Alnashi and to make recommendations to the Board.

EH Moves
CS Seconds
Unanimous Voice Vote “Aye”
Motion Approved –

Respectfully submitted,

Mark Thompson
USATT Secretary