**Board of Directors Meeting Minutes**

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| **Location** | **Date** | **Time** | **Format** |
| Virtual | July31, 2024 | 3:00 p.m. CT | Zoom |

**In Attendance**

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| **Board Members** | | |
| Dave Devine | President | Present |
| Dan Pfeffer | President-Elect | Present, joined at 3:05p.m., left 3:45p.m. and rejoined at 4:04p.m. |
| Joe Patterson | Immediate Past President | Present |
| Beverly Wiley | Northeast Regional Vice-President | Present |
| John McPhail | Central Atlantic Regional Vice-President | Present |
| Tim Doby | Southeast Regional Vice-President | Present |
| Walker Clark | South Regional Vice-President | Present |
| Rodney Cobb | Southwest Regional Vice-President | Present |
| Darrin Duistermars | Midwest Regional Vice-President | Present |
| Mary Mahoney | Mid-America Regional Vice-President | Present |
| Dick Gulmon | Northern Regional Vice-President | Absent |
| Roger Garcia | Northwest Mountain Regional Vice-President | Present |
| Chris Drumm | Pacific Coast Regional Vice-President | Present |
| Donn Addante | Elected At-Large Representative | Present |
| Sandy Searcy | Allied / Affiliated Members | Present |
| David James | Independent Director | Present |
| Valerie Arioto | Elite Athlete Representative | Present |
| Ally Carda | Elite Athlete Representative | Present |
| Joshua Johnson | Elite Athlete Representative | Absent |
| Lovieanne Jung | Elite Athlete Representative | Absent |
| Michelle Moultrie | Elite Athlete Representative | Present |
| Nick Mullins | Elite Athlete Representative | Present |
| Codi Pannebaker | Elite Athlete Representative | Present, left at 4:15 p.m. |
| Cam Schiller | Elite Athlete Representative | Absent |
| **Others Present** | | |
| Craig Cress | CEO | Present |
| Cheryl Bond | CFO, Minute Taker | Present |
| Chris Sebren | Chief Sport Development/Performance Officer | Present |
| Allison Flaig | Chief Operating Officer | Present |
| Jay Hedrick | Director of Network Systems | Present |
| Devin Loehrs | Chief Information Officer | Present |
| Todd Blyleven | Chief Marketing Officer | Present |
| John Falcone | Legal Counsel | Present, joined at 3:45p.m. and left at 4:03p.m. |
| Michael Warner | Chairman, Membership Improvement Panel | Present, joined at 4:04p.m. and left at 4:11p.m. |



**Minutes**

1. **Call to Order**

President Devine called the meeting to order at 3:00 p.m. CT.

**Conflicts of Interest**

“Is any member aware of any conflict of interest (that is, of a personal interest or direct or indirect pecuniary interest) in any matter being considered by this meeting, which should now be reported or disclosed or addressed under the USA Softball Conflict of Interest Policy?”

“If a Board member determines there to be a conflict of interest at any point during the course of the meeting when a specific subject is being discussed and / or action is being taken, a declaration of a conflict of interest should be made at this time.”

“This is also a reminder that no confidential information disclosed during this meeting, or while doing any of the business of USA Softball can be used for the benefit of any other entity. “

It was noted that all Commissioners on the Board have an inherent conflict of interest when discussing and voting on the proposed bylaw amendment related to board composition.

1. **Roll Call**

A quorum was determined as noted in the “In Attendance” grid.

1. **Approve the Agenda**

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| **MOTION** | BD | 24-07 | 01 |
| To approve the agenda for the meeting as presented. | | | |
| Moved | David James | Seconded | Bev Wiley |
| CARRIED | | | |

1. **Management Report**

CEO Cress presented the June 2024 production report showing we are behind, but close to 2023 registrations at the same point last year for JO individuals and umpires but behind on team registrations. Adult registrations are the most behind. The JO Season ends at the end of the month, while adults have more time to make up the difference. Directors Drumm, Cobb, and Garcia contributed to the discussion.

CEO Cress noted that due to the timing and nature of events in June, there is no report this month. We will report on the WCWS and July events in August.

1. **New Business**

Director Cobb presented a proposal from the Finance Committee to move away from PayPal to Stripe for online payment processing. This would allow more opportunity for payment methods like e-checks and the ability to split payments at the point of transaction. Directors Mahoney, Drumm, McPhail, Cobb, Clark, and Garcia, and CIO Loehrs contributed to the discussion.

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| **MOTION** | BD | 24-07 | 02 |
| To approve Stripe as the online payment processor for registrations as recommended by the Finance Committee. | | | |
| Moved | Donn Addante | Seconded | Walker Clark |
| CARRIED | | | |

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| **MOTION** | BD | 24-07 | 03 |
| To require split payments between the National Office and local associations for transactions through RegisterUSA. | | | |
| Moved | John McPhail | Seconded | Walker Clark |
| CARRIED | | | |

1. **Next Board Meeting**

TUESDAY August 27, 2024, at 3:00 p.m.

1. **Executive Session**

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| **MOTION** | BD | 24-07 | 04 |
| To enter Executive Session at 3:34 p.m. | | | |
| Moved | Joe Patterson | Seconded | Rodney Cobb |
| CARRIED | | | |

CEO Cress presented the recommendation of the Men’s National Team Selection Committee for the coaching staff at the 2024 WBSC Men’s World Cup Stage event in September to include Ron Hackett, Head Coach, and Greg Hicks, Gerald Muizelaar and Roman Foore as assistant coaches.

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| **MOTION** | BD | 24-07 | 05 |
| To approve the Men’s National Team coaching staff as presented by the MNT Selection Committee. | | | |
| Moved | Ally Carda | Seconded | Sandy Searcy |
| CARRIED - Directors Mullins, Schiller and Pannebaker abstained due to a Conflict of Interest as a current players. | | | |

CEO Cress presented the application for Tom Rausch as Commissioner Emeritus, noting he does meet the requirements.

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| **MOTION** | BD | 24-07 | 06 |
| To approve Tom Rausch as Commissioner Emeritus. | | | |
| Moved | Tim Doby | Seconded | Bev Wiley |
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CEO Cress and Director Pfeffer presented the report of the Audit Committee for the recently completed 2023 audit performed by Grant Thornton. The audit went well and resulted in a clean opinion.

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| **MOTION** | BD | 24-07 | 07 |
| To accept the 2023 Financial Statement Audit prepared by Grant Thornton as recommended by the Finance Committee. | | | |
| Moved | Rodney Cobb | Seconded | Donn Addante |
| CARRIED | | | |

CEO Cress presented an agreement for Airespring to become the primary ISP provider for USA Softball at the national office. This replaces the AT&T agreement that has expired and will result in cost savings.

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| **MOTION** | BD | 24-07 | 08 |
| To approve the agreement with Airespring. | | | |
| Moved | Roger Garcia | Seconded | Sandy Searcy |
| CARRIED | | | |

CEO Cress presented agreements between TeamIP for the 2025-2026 Gold National Championships and the 2024-2026 HPP National Selection Event to be the onsite merchandiser for USA Softball apparel.

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| **MOTION** | BD | 24-07 | 09 |
| To approve the agreement for the 2025-2026 Gold National Championships. | | | |
| Moved | Donn Addante | Seconded | Tim Doby |
| CARRIED | | | |

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| **MOTION** | BD | 24-07 | 10 |
| To approve the agreement for the 2024-2026 HPP National Selection Event. | | | |
| Moved | David James | Seconded | Donn Addante |
| CARRIED | | | |

Prior to this agenda item, Dan Pfeffer left the meeting due to a conflict of interest, see attendance grid for details.

CEO Cress and Director Cobb presented an agreement with NCSI to become the background check provider for USA Softball. Legal Counsel John Falcone also commented on the terms of the agreement. This brings us into compliance with the USOPC, as our current provider is not approved. Director McPhail contributed to the discussion by requesting an API that integrates with additional systems.

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| **MOTION** | BD | 24-07 | 11 |
| To approve NCSI as the provider of background checks for USA Softball as of September 1, 2024, as recommended by the Finance Committee. | | | |
| Moved | Walker Cobb | Seconded | Rodney Cobb |
| CARRIED – Director McPhail opposed the motion | | | |

CEO Cress and legal counsel, John Falcone, presented a new Master Services Agreement between USA Softball and SportsEngine that includes a mutual release of claims. Directors McPhail and Cobb contributed to the discussion.

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| **MOTION** | BD | 24-07 | 12 |
| To approve the Master Service Agreement with SportsEngine. | | | |
| Moved | John McPhail | Seconded | Tim Doby |
| CARRIED | | | |

Membership Improvement Panel Chair Michael Warner noted his panel has reviewed the following associations in the last 40 days: Kansas, Kansas City, North Dakota, South Dakota, Hawaii, Nevada, Minneapolis, Ohio, Massachusetts, New Hampshire, Texas and Houston. The panel recommends these associations remain “as-is” and no improvement plans are warranted currently. Director Patterson asked for a update on Houston and Chairman Warner noted the staff is working well together since the passing of Commissioner Burke and are navigating the required transitions well.

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| **MOTION** | BD | 24-07 | 13 |
| To accept the Membership Improvement Panels recommendations for the 12 associations reviewed. | | | |
| Moved | Roger Garcia | Seconded | Joe Patterson |
| CARRIED – Directors Cobb and Mahoney abstained due to a Conflict of Interest since their associations were reviewed. | | | |

Director Cobb reported that the Commissioner Appointment Panel attempted to meet with the new Commissioner and staff in Tennessee. The current commissioner, Dan Adkins, ignored all attempts to meet, and the panel recommends removal with the association to proceed to the Local Association Review Committee for viability and to appoint Deena Poole as acting commissioner.

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| **MOTION** | BD | 24-07 | 14 |
| To approve the removal of Dan Adkins as the Commissioner of Tennessee and appoint Deena Poole as the acting Commissioner until the association is reviewed for viability and, if appropriate, a new commissioner is appointed. | | | |
| Moved | Tim Doby | Seconded | John McPhail |
| CARRIED | | | |

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| **MOTION** | BD | 24-07 | 15 |
| To appoint Mike Byerley as the acting commissioner for USA Softball of Houston until the association is reviewed for viability and, if appropriate, a new commissioner is appointed. | | | |
| Moved | Roger Garcia | Seconded | Rodney Cobb |
| CARRIED | | | |

CEO Cress updated the Board on the transition in West Virginia from former Commissioner Stoddard to Josh Warner, who agreed to work to keep the association going while going through the viability process.

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| **MOTION** | BD | 24-07 | 16 |
| To appoint Josh Warner as the acting commissioner for USA Softball of West Virginia until the association is reviewed for viability and, if appropriate, a new commissioner is appointed. | | | |
| Moved | Donn Addante | Seconded | Bev Wiley |
| CARRIED | | | |

President Devine presented a proposal to separate Delaware from Maryland and establish a new association. Directors McPhail, Drumm, Searcy, Patterson, Doby, and Addante contributed to the discussion.

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| **MOTION** | BD | 24-07 | 17 |
| To separate Delaware from Maryland and to establish Delaware as a new association. | | | |
| Moved | Dave Devine | Seconded | Bev Wiley |
| FAILED | | | |

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| **MOTION** | BD | 24-07 | 18 |
| To return to open session at 4:45 p.m. | | | |
| Moved | Bev Wiley | Seconded | Sandy Searcy |
| CARRIED | | | |

1. **Adjournment**

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| **MOTION** | BD | 24-07 | 19 |
| To adjourn the July 31, 2024, meeting at 4:49 p.m. | | | |
| Moved | Joe Patterson | Seconded | Dan Pfeffer |
| CARRIED | | | |