**Board of Directors Meeting Minutes**

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| **Location** | **Date** | **Time** | **Format** |
| Zoom | January 22, 2025 | 3:00 p.m. CT | Virtual |

**In Attendance**

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| **Board Members**  |
| Dave Devine | President | Present |
| Dan Pfeffer | President-Elect | Present |
| Joe Patterson | Immediate Past President | Present |
| Tony Gowell | 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 | Absent |
| Rodney Cobb | Southwest Regional Vice-President | Present |
| Darrin Duistermars | Midwest Regional Vice-President | Present, left at 3:48 p.m. |
| Mary Mahoney | Mid-America Regional Vice-President | Present |
| Dick Gulmon | Northern Regional Vice-President | Present |
| Rick Hansen  | Northwest Mountain Regional Vice-President | Present |
| Chris Drumm | Pacific Coast Regional Vice-President | Present, joined at 3:09 p.m. |
|  | Elected At-Large Representative | VACANT |
| Sandy Searcy | Allied / Affiliated Members | Present, left at 4:30 p.m. |
|  | Independent Director | VACANT |
| Valerie Arioto | Elite Athlete Representative  | Absent |
| Ally Carda | Elite Athlete Representative  | Present, left at 4:57 p.m. |
| Aubrey Leach | Elite Athlete Representative | Present |
| Mike Lewis  | Elite Athlete Representative | Present |
| Blaine Milheim | Elite Athlete Representative | Present |
| Nick Mullins | Elite Athlete Representative | Present |
| Codi Pannebaker | Elite Athlete Representative | Absent |
| Zac Shaw | Elite Athlete Representative | Present |
| **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 | Outside General Counsel | Present, joined at 4:30 p.m. left at 5:11 p.m. |
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**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 | 25-01 | 01 |
| To approve the agenda for the meeting with an addition by Director McPhail related to software integration for New Business. |
| Moved | Sandy Searcy | Seconded | Rick Hansen |
| CARRIED  |

1. **Management Reports**

CEO Cress presented the December 2024 Production Reports noting adults and umpires are influx due to late registrations while JO is final due to season conversion on September 1.

1. **New Business**

CEO Cress and COO Flaig presented a Board Member Onboarding packet that meets the criteria for compliance with USOPC standards. The presentation covered the roles and responsibilities of board governance. CEO Cress also provided an update on the process of filling the At-Large and Independent positions.

CEO Cress presented an item requested by the insurance carrier related to a couple of claims requesting copies of waivers and rosters. This item is covered in the Procedural Code. CEO Cress presented a policy related to insurance waivers for Board approval.

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| **MOTION** | BD | 25-01 | 03 |
| To approve the Insurance Waiver Policy as presented. |
| Moved | Rodney Cobb | Seconded | Sandy Searcy |
| Motion was withdrawn by Director Cobb in favor of tabling the issue pending more research. |

Director McPhail requested the National Office to determine the viability of a local association or associations to pilot integrating the following with Register Play: Background checks, SafeSport, ACE, Concussion, Team Insurance, Individual Registration, Umpire Registrations. Directors Cobb, Patterson and Pfeffer contributed to the discussion. Staff will review information to be provided by Director McPhail and develop a plan of action.

1. **Next Board Meeting**

President Devine presented schedule of meetings for 2025 noting no meetings are planned for March, May and July. The next meeting is February 26, 2025, via Zoom at 3:00 p.m. CT.

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| **MOTION** | BD | 25-01 | 04 |
| To approve the 2025 Board Meeting schedule as presented. |
| Moved | John McPhail | Seconded | Joe Patterson |
| CARRIED  |

1. **Executive Session**

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| **MOTION** | BD | 25-01 | 05 |
| To enter Executive Session at 3:57 p.m. |
| Moved | Sandy Searcy | Seconded | Rick Hansen |
| CARRIED |

CEO Cress presented the report on Tennessee from the Association Review Panel noting the current association is not considered viable and proposing to divide Tennessee into 3 separate associations based on geographic designations for east, central and west.

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| **MOTION** | BD | 25-01 | 06 |
| To approve the Association Review Panel’s recommendation for Tennessee. |
| Moved | Sandy Searcy | Seconded | Chris Drumm |
| CARRIED |

CEO Cress presented the report on Florida from the Association Review Panel noting the current association is not considered viable and changes are necessary. The panel recommends creating a new non-profit entity and identifying new directors to oversee the state.

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| **MOTION** | BD | 25-01 | 07 |
| To approve the Association Review Panel’s recommendation for Florida. |
| Moved | Joe Patterson | Seconded | Tim Doby |
| CARRIED |

President Devine updated the Board on concerns from the association and regional staffs related to the ability of the Commissioner for USA Softball of Louisiana to lead the association. Directors Cobb, Mahoney, Pfeffer, and Patterson contributed to the discussion.

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| **MOTION** | BD | 25-01 | 08 |
| To authorize CEO Cress and President Devine to discuss retirement or a section 6.2 hearing before the Board. |
| Moved | Rodney Cobb | Seconded | Sandy Searcy |
| CARRIED |

President Devine and Director McPhail updated the Board on discussions related to softball participation in the Maryland-DE-DC area. COO Flaig and Directors Doby, Gowell, Mahoney, Drumm, Cobb, and Patterson contributed to the discussion.

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| **MOTION** | BD | 25-01 | 09 |
| To redistrict Delaware as a separate association and solicit applications for a Commissioner. |
| Moved | John McPhail | Seconded | Tim Doby |
| CARRIED |

CEO Cress presented the recommendation of the Jr. Women’s Selection Committee and the Selection Review Panel of the coaching staff for the U15 event in March 2025. CSDPO Sebren and Directors Mullins, Cobb and Drumm contributed to the discussion.

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| **MOTION** | BD | 25-01 | 10 |
| To approve the recommendation of the Jr Women’s Selection Committee for the U15 event in March 2025 as presented. |
| Moved | Rodney Cobb | Seconded | Sandy Searcy |
| CARRIED – Director Carda abstained due to a conflict of interest. |

CEO Cress presented proposed rosters for various U15 and U18 events from the JWNT Selection Committee.

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| **MOTION** | BD | 25-01 | 11 |
| To approve the rosters presented by the selection panel for the U15 and U18 JWNT. |
| Moved | Rick Hansen | Seconded | Nick Mullins |
| CARRIED  |

CEO Cress presented the recommendations of the Men’s Selection Review Panel for the 2025 Men’s National Team coaching staff.

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| **MOTION** | BD | 25-01 | 12 |
| To approve the recommendation of the Men’s Selection Panel for the Men’s 2025 coaching staff. |
| Moved | Rodney Cobb | Seconded | Joe Patterson |
| CARRIED – Directors Mullins, Lewis, Shaw and Milheim abstained due to a conflict of interest as a current players in the program or a relative thereof. |

CEO Cress updated the Board on the selection process for the WNT Head Coach for the 2025-2028 quad. There were 5 coaches who were interviewed for the position based on recommendations presented by the AAC and the Panel. The AAC has reviewed and supports the recommendation. Directors Mullins and Carda contributed to the discussion.

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| **MOTION** | BD | 25-01 | 13 |
| To authorize CEO Cress to negotiate an agreement with the preferred candidate to serve as the head coach for the 2025-2028 quad. |
| Moved | Mary Mahoney | Seconded | Dan Pfeffer |
| CARRIED – Directors Leach and Carda abstained as active members in the player pool. |

John Falcone, outside general counsel, updated the Board on gender identity issues arising from recent rulings in multiple states. Mr. Falcone presented a proposed formal written policy related to championship play for gender identification. Directors Patterson, Drumm and Mahoney contributed to the discussion.

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| **MOTION** | BD | 25-01 | 14 |
| To approve the Neutral Gender Policy as presented for Championship Play. |
| Moved | Dick Gulmon | Seconded | Tony Gowell |
| CARRIED |

Director Gulmon presented the 2025 Final Budget, the U18 World Cup budget, the DuraEdge sponsorship, the Capital Distributing sponsorship and the Cash Reserve Policy Amendment. CFO Bond and Directors Hansen, Patterson, Cobb and Drumm contributed to the discussion.

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| **MOTION** | BD | 25-01 | 15 |
| To approve the 2025 Budget as presented. |
| Moved | Dick Gulmon | Seconded | Rodney Cobb |
| CARRIED  |

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| **MOTION** | BD | 25-01 | 16 |
| To approve hosting the U18 World Cup at Devon Park in 2025 and the related preliminary budget. |
| Moved | Tim Doby | Seconded | Chris Drumm |
| CARRIED |

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| **MOTION** | BD | 25-01 | 17 |
| To approve the Amended Cash Reserve Policy as presented. |
| Moved | Rick Hansen | Seconded | Tim Doby |
| CARRIED |

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| **MOTION** | BD | 25-01 | 18 |
| To approve the 2025-2026 Big 12 agreement excluding the right of refusal clause presented. |
| Moved | Joe Patterson | Seconded | Mary Mahoney |
| CARRIED |

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| **MOTION** | BD | 25-01 | 19 |
| To approve the sponsorship agreement with DuraEdge for 2025-2027. |
| Moved | Tim Doby | Seconded | Rick Hansen |
| CARRIED |

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| **MOTION** | BD | 25-01 | 20 |
| To approve the sponsorship agreement with Capital Distributing for 2025-2026. |
| Moved | Chris Drumm | Seconded | Tony Gowell |
| CARRIED |

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| **MOTION** | BD | 25-01 | 21 |
| To return to open session at 5:32 p.m. |
| Moved | Mary Mahoney | Seconded | Joe Patterson |
| CARRIED  |

1. **Adjournment**

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| **MOTION** | BD | 25-01 | 22 |
| To adjourn the January 22, 2025, meeting at 5:40 p.m. |
| Moved | Mary Mahoney | Seconded | Chris Drumm |
| CARRIED |