



MINUTES
USA BOXING BOARD OF DIRECTORS
CONFERENCE CALL
June 15, 2010
8:00am MST

I. Roll Call

Board Members Present: John Brown, Charles Butler (non-voting AIBA member), Robert Blaha, Jim Beasley, Kevin Franklin, Tom Virgets

Board Members Absent: Angel Bovee (vote given post-call after review with Virgets)

Staff Present: Mike Martino (Interim ED), Cathy Newell (Executive Assistant)

II. Quorum Established

III. MOTION/SECONDED/CARRIED (FRANKLIN/BLAHA): Adopt the By-Laws with the motions given below. Unanimously passed.

A. Virgets review of summary of changes to be voted upon/approved during meeting:

1. Nominating and Governance Committee becomes the Elections and Credentials Committee:
 - a. Reduced powers. Allowed to recommend persons based upon credentials, however, only eliminates candidates based upon specifically stated objective criteria.
2. LBCs and Athletes vote on positions rather than Nominating and Governance position appointments.
3. Board positions are:
 - a. Chair/President (1 member)
 - b. Grassroots (1 member)
 - c. Coaches (1 member)

- d. Officials (1 member)
- e. Women's affiliate member (1 member)
- f. Athletes (2 members voted in by AAC)
- g. Independents (2 members voted in by NEW BOARD)

(1) Need new language to indicate these positions will be decided upon by the new Board (language provided and voted upon below in E.3).

- h. AIBA Non-Voting (1 member if on AIBA Executive Committee)

4. Powers of the Board of Directors and of the Executive Director remain unchanged.
5. Athlete selections are changed to be in line with and mirror USOC policies and procedures.
6. Grievance procedures are back to previous procedures and answerable to the Board of Directors, vice Executive Director
7. Board of Directors or Executive Director may determine number and need for Task Forces, vice Executive Director.
8. **MOTION/SECONDED/CARRIED (BLAHA/FRANKLIN):** Military and Silver Gloves added to Affiliate Group membership.
 - a. BEASLEY ABSTAINS.
9. Chair's term is 4 years, with vote of confidence in year 2 rather than year 3.
10. The Board shall act by the unanimous written consent of all directors.
 - a. NEW LANGUAGE: MAJORITY CONSENT.
11. The Executive Director shall serve as Secretary General of USA Boxing and in that capacity shall represent USA Boxing in relations with AIBA and at international boxing functions and events.
 - a. Need new language to indicate that the President will serve as the representative at all AIBA international functions and events (language provided and voted upon below in section O.2).

- b. ACTION: Virgets to get letter from AIBA to approve this change.
- 12. All sessions, including executive sessions of the Board of Directors are open to the membership.
 - a. Need new language to indicate that the Chair has the authority to close sessions as seen appropriate and necessary (language provided and voted upon below in section I.2).
- B. **SECTION 6.2 FUNCTION OF THE BOARD**: Redundancies removed.
- C. **SECTION 6.4 QUALIFICATIONS**: “A director shall”.
 - 1. NEW LANGUAGE: “A director should possess”.
- D. **MOTION/SECONDED/CARRIED (BEASLEY/FRANKLIN)**
SECTION 6.5 NUMBER: AIBA Board member without vote.
 - 1. **NO CHANGE**: Accept the language as it stands and can be addressed if urged by AIBA. Unanimously passed.
- E. **SECTION 6.6 ELECTION COMMITTEE**: “and any additional criteria that the Credentials and Election Committee determines is important.”
 - 1. NEW LANGUAGE: Additional criteria can be added by the Credentials and Election Committee subject to Board of Directors approval.
 - 2. **BLAHA REQUEST**: Background checks for Board members be more complete.
 - a. ACTION: Newell to research cost of different levels of background screenings and give numbers to the Board for review to possibly change language.
 - b. ACTION: Martino to check with other NGBs on what they have in place for background screenings on Board members.
 - 3. **MOTION/SECONDED/CARRIED (VIRGETS/BROWN)**: SECTION 6.6.h
 Language change for Independent Directors. Unanimously passed.

- a. OLD LANGUAGE: The Credential / Election Committee shall select, using whatever process the Credentials / Election Committee determines to be appropriate, two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of this document.
 - b. NEW LANGUAGE: Using whatever process the Credentials/Election Committee determines, the Credentials and Elections Committee will screen candidates for the Board Independent Director positions and present to the Board candidates who meet the eligibility requirements and recommendations. The Board of Directors will select two (2) Board directors from among individuals considered to be independent, as that term is defined in Section 6.7 of this document.
- F. **SECTION 6.8 TENURE: Chair term:** “...the Chair must be subject to a vote of confidence by the Voting Delegates at the Annual Meeting in their third year of service.”
- 1. NEW LANGUAGE: “...the Chair must be subject to a vote of confidence by the Voting Delegates at the Annual Meeting in their **SECOND** year of service.”
- G. **SECTION 6.9 STAGGERED BOARD:** Athlete and independent 2 & 4 year positions combined into one bullet-point to avoid confusion (instead of separated out 2 & 4 years).
- H. **SECTION 6.17 CONSENT:** The Board shall act by the unanimous written consent of all directors.
- 1. NEW LANGUAGE: The Board shall act by the majority consent of all directors.

- I. **SECTION 6.25 OPEN & EXECUTIVE MEETINGS:** Closed and open Board session determination.
1. OLD LANGUAGE: All sessions, including executive sessions of the Board of Directors are open to the membership.
 2. NEW LANGUAGE: SECTION 6.25.”(i) to exclude non-Board members at an open meeting for any reason, then the Chair may declare that the meeting is closed,”
- J. **SECTION 8.1 COMMITTEES:** 4 standing committees (not 5 as indicated)
- K. **SECTION 8.2 ASSIGNMENTS:** Executive Director written twice (edit)
- L. **SECTION 8.3 NUMBER:**
1. OLD LANGUAGE: All committees and advisory task forces shall have at least twenty (20) percent athlete representation defined consistently with the USOC’s requirements in this area. Membership on standing committees shall not exceed five (5) individuals. USA Boxing committees shall be of the minimum number and size possible to permit both conduct of the sport and appropriate board governance. Membership on other committees and task forces shall not exceed five (5) individuals.
 2. NEW LANGUAGE: All committees and advisory task forces shall have at least twenty (20) percent athlete representation defined consistently with the USOC’s requirements in this area. Membership on standing committees shall have five (5) individuals.
- M. **SECTION 8.10 OPEN & EXECUTIVE MEETING SESSIONS:** Closed and open Executive session determination.
1. OLD LANGUAGE: “..., deems it appropriate to exclude non-members at a meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) convene an executive session to consider and discuss

matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.”

2. NEW LANGUAGE: “...deems it appropriate to exclude **non-committee and task force members** at a meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter.”

N. SECTION 8.16.d CREDENTIALS & ELECTIONS COMMITTEE:

1. OLD LANGUAGE: In reviewing a candidate’s qualifications for the Board, the Credentials and Elections Committee takes into consideration:
2. NEW LANGUAGE: In reviewing a candidate’s qualifications for the Board, the Credentials and Elections Committee recommendation will take into consideration:

O. SECTION 13.3 SECRETARY GENERAL:

1. OLD LANGUAGE: The Executive Director shall serve as Secretary General of USA Boxing and in that capacity shall represent USA Boxing in relations with AIBA and at international boxing functions and events. Notwithstanding the foregoing, all directors and officers of USA Boxing will be expected to communicate with AIBA as their duties require.
2. NEW LANGUAGE: The Executive Director shall serve as Secretary General of USA Boxing and in that capacity shall represent USA Boxing in operations at international boxing functions and events. The President will represent USA Boxing in relations with AIBA and at international functions and events. Notwithstanding the foregoing, all directors and

officers of USA Boxing will be expected to communicate with AIBA as their duties require.

3. ACTION: Virgets to get letter from AIBA to approve this change.

P. SECTION 17.1 CODE OF ETHICS:

1. OLD LANGUAGE: The Code shall be approved by the USOC.
2. NEW LANGUAGE: The Code shall meet or exceed the USOC Code Standards.

IV. Adjourned 10:09am MST

Respectfully submitted,

Cathy Newell
Executive Assistant