



MINUTES OF THE DECEMBER 6, 2023  
REGULAR SESSION MEETING OF THE USA GYMNASTICS BOARD OF DIRECTORS

Legacy Hotel at IMG Academy  
Bradenton, Florida

In-Person and Via Zoom Conference Call 9:00 A.M. ET

**Present**

Ms. Kathryn Carson – Board Chair  
Mr. Justin Toman – Board Vice Chair/Secretary  
Mr. Brent Lang – Board Treasurer

**Athlete Directors**

Mr. Logan Dooley  
Ms. Sarah Finnegan  
Ms. Serena Lu  
Ms. Jessica Renteria  
Ms. Rebecca Sereda  
Mr. Brandon Wynn

**Independent Directors**

Ms. Lois Elizabeth Bingham  
Dr. Dylan Carney  
Ms. Staci Slaughter  
Ms. Julie Springwater  
Ms. Kimberly Till

**National Membership Director**

Ms. Kittia Carpenter

**Survivor Representative Director**

Ms. Tasha Schwikert Moser

**Also Present:**

Ms. Li Li Leung, USA Gymnastics President and Chief Executive Officer  
Ms. Jill Geer, Chief Communications & Marketing Officer

Ms. Stefanie Korepin, USA Gymnastics Chief Programs Officer  
Ms. Erica Koven, USA Gymnastics Chief Membership Officer  
Ms. Kim Kranz, USA Gymnastics Chief of Athlete Wellness  
Ms. Jamie Leap, USA Gymnastics Executive Assistant  
Ms. Debbie Shon, USA Gymnastics Chief Legal Officer  
Ms. Jen Tarnowski, USA Gymnastics Director of Legal Operations  
Ms. Lauryn Turner, USA Gymnastics Chief Operating Officer

Special Guest Mr. Alex Birkhold, USA Gymnastics Ethics & Grievance Committee Chair

## **1. Call to Order and Acknowledgments**

The Board Chair, Ms. Kathryn Carson, called the meeting to order at 9:06 A.M. ET, and thanked everyone for joining the meeting.

The Board Chair inquired of Board Members and observers if anyone had a conflict of interest to declare or had a conflict-related concern in relation to any of the items on the Board Agenda. Hearing none, the Board Chair then recognized Ms. Li Li Leung, USA Gymnastics President and Chief Executive Officer, who provided a preview of the meeting agenda.

## **2. Business Updates**

**FIG.** Ms. Leung thanked Ms. Debbie Shon, USA Gymnastics Chief Legal Officer, and Kim Kranz, USA Gymnastics Chief of Athlete Wellness, for their work on the FIG Statutes and Medical Commissions.

Ms. Leung briefed the Board on the status of Russian and Belarusian athlete participation in the Paris 2024 Olympic Games.

**USOPC.** Ms. Leung discussed the National Governing Bodies' letter of concerns to the USOPC addressing concerns related to resource allocations, intellectual property, the U.S. Center for SafeSport, and SafeSport-related legislation.

Ms. Leung acknowledged Ms. Kimberly Till and Ms. Staci Slaughter for their work on the Harvard Business Review project.

**Commercial.** Ms. Leung announced partnerships surpassed 2023 revenue goals and metrics. Ms. Leung presented streaming revenue and noted the top streamed videos of 2023.

**Foundation.** Ms. Leung provided an update on the National Gymnastics Foundation. A consultant was hired to develop a strategic plan by the end of 2023. Next steps include hiring an executive director and formally launching a fundraising campaign.

**Membership.** Ms. Leung referred to presentation materials and provided a USA Gymnastics membership year-on-year comparison.

**Training and Wellness Center.** Ms. Leung provided the Board with an update on the search for the site of the new Training and Wellness Center. Additional cities have expressed interest. Next steps include the selection of and engagement with a consultant.

**Road to Paris.** Ms. Leung presented an overview of recent events and Olympic qualification progress. Women’s Artistic Gymnastics and Men’s Artistic Gymnastics have qualified a full team. Rhythmic Gymnastics has qualified one nominative quota spot and Trampoline has qualified one female quota spot.

Ms. Leung celebrated historic achievements at the 2023 T&T Worlds in Birmingham, England where Jessica Stevens won the first individual trampoline medal for USA since 1974. Nicole Ashinger and Sarah Webster won the first Women’s Syncro medal since 1976. Alaiksei Shostak and Ruben Padilla won the first Men’s Synco medal since 1982 and the Team won the first ever Team AA Gold.

### **3. Executive Session**

**A motion to move to Executive Session was made by Ms. Kimberly Till and seconded by Ms. Lois Bingham at 10:33 A.M. ET.**

**The motion was approved unanimously.**

The Board meeting proceeded in Executive Session and under strict confidential basis.

Ms. Serena Lu joined the meeting.

**A motion to approve the USA Gymnastics 2024 Strategic Plan was made by Ms. Kimberly Till and seconded by Ms. Kittia Carpenter at 11:31 A.M. ET.**

**The motion was approved unanimously.**

**A motion to approve the USA Gymnastics 2024 Budget was made by Ms. Lois Bingham and seconded by Ms. Kimberly Till at 11:52 A.M. ET.**

**A motion to exit Executive Session was made by Mr. Brent Lang and seconded by Ms. Kimberly Till at 11:53 A.M. ET.**

**The motion was approved unanimously.**

### **4. Safety and Response Update**

Ms. Leung referred to presentation materials and provided a Safety and Response update including the 2023 Data Report. Key takeaways include an increase in cases resolved compared to 2022 and significantly shorter average-days-to-case-closure. Ms. Leung highlighted a successful Event Audit by the U.S. Center for SafeSport for which all standards were fully implemented and no necessary corrective actions by USA Gymnastics.

Mr. Alex Birkhold joined the meeting.

### **5. Conflict of Interest Training**

Mr. Alex Birkhold, USA Gymnastics Ethics & Grievance Committee Chair, conducted a managing of conflicts of interest training for the Board. Compliance with the USA Gymnastics Conflict of Interest Policy, commitment to compliance principles, and disclosure of potential conflicts are necessary to proactively address and mitigate negative consequences. Mr. Birkhold reviewed Board responsibilities and ongoing requirements for conflict disclosure.

At 12: 27 P.M. ET, Ms. Leung announced a short recess.

At 1:30 P.M. ET, the Board reconvened.

## **6. Governance**

Ms. Debbie Shon, USA Gymnastics Chief Legal Officer, reviewed the pre-read materials posted regarding Governance documents including the revised terms of the Board, which now honor the intent of the former interim USAG Board to stagger Board terms; and, the changes to the USAG Bylaws including: revisions to the conflict of interest policy, the definitions of 10 year and 10 year+ athletes, the change of “SafeSport” to “Safety & Response” in the former USAG Safe Sport Committee Charter and the Bylaws, the recognition of the USAG President and Chief Executive Office to serve as an ex officio, nonvoting member of the Board, and remove the Board Chair and Vice Chair as officers of the Corporation and adding the CFO and/or Chief Operating Officer and Chief Legal Officer to serve as officers of the Corporation.

Ms. Shon further proposed a revision to the composition of the Board, to reducing the number from 17 to 12, which would include 5 independent directors, 4 athlete representatives, 1 national membership representative, 1 survivor representative, and 1 affiliated organization representative. A discussion ensued amongst the Board members regarding the proposed Board composition. No vote was taken as the Board decided to continue further discussion.

**A motion to approve USAG Officers to include the roles of Chief Financial Officer and/or Chief Operating Officer, and Chief Legal Officer who will serve as Company Secretary was made by the Board Chair and seconded by Mr. Brent Lang at 2:18 P.M. ET.**

**The motion was approved by the majority.**

**A motion to approve the changes in the Conflict of Interest Policy to incorporate the terms “perceived” and “perception” of conflict and the replacement of “Safe Sport” with the phrase “Safety & Response” in the Safe Sport Committee Charter and in the USAG Bylaws was made by Ms. Kimberly Till and seconded by Mr. Brent Lang at 2:38 P.M. ET.**

**The motion was approved unanimously.**

**A motion to approve the revisions to the USAG Bylaws as set forth below was made by Mr. Brent Lang and seconded by Ms. Kimberly Till at 2:52 P.M. ET:**

CURRENT	PROPOSED
§2.5 USAG Safe Sport §6.6 USAG Safe Sport Committee	<b>Name change:</b> USAG Safety & Response throughout Bylaws; <b>ADD</b> USOPC Security & Athlete Safety Policy; USOPC Responsible Sport Organization Background Check Policy
USOPC Athletes' Council §7.2	<b>Name Change</b> to Team USA Athletes' Commission
COI "actual and potential"	<b>ADD</b> "perceived" to "actual and potential" conflict of interests
Definitions 10-Year and 10 Year+	<b>REVISED</b> definition of 10-Year and 10 Year+ athletes who "competed" to "selected"
§4.6 Nom & Gov receives & resolves eligibility of BOD; unaffiliated director	<b>REVISE</b> to "E&G in consultation with Nom & Gov" as more appropriate
§6.10 Program Committees "reasonable term limits"	<b>ADD</b> Gymnastics for All Program Committee; <b>REMOVE</b> "reasonable"; <b>INSERT</b> "no greater than two 4-year terms"
§6.11 Selection Committees "reasonable term limits"	<b>ADD</b> Men's "Senior and Junior" Selection Committees <b>REMOVE</b> "reasonable"; <b>INSERT</b> "no greater than two 4-year terms"
§8.1 Officers of USAG: Chair, Vice Chair/Secretary, President, Treasurer	§8.1 Officers of USAG: President/CEO; COO, Treasurer and CLO (as Corp Secretary). President is an ex officio non-voting member of Board. <b>REMOVE</b> Chair, Vice Chair as Officers of Corporation.
§9.1 Selection Procedures BOD approves along with Athletes Commission and USOPC	USAG shall establish separate judge selection procedures; <b>REMOVE</b> BOD approval except for Olympic Games
§13.5 Whistleblower Policy	<b>ADD</b> anti-retaliation statement
§15.7 Arbitration of OTP and NGB recognition	<b>REMOVE</b> "American Arbitration Association"; <b>REPLACE with</b> the arbitral organization designated by the USOPC Board"
§16.1 Organizational Commitments	<b>ADD</b> statements on Equal Pay for Team USAG, equal opportunity without discrimination in addition to protected classes enumerated in the Act

**The motion was approved unanimously.**

## **7. Second Executive Session**

**A motion to move to Second Executive Session was made at 2:58 P.M. ET.**

**The motion was approved unanimously.**

All USA Gymnastics staff exited the meeting except the USA Gymnastics President and Chief Executive Officer. The Board meeting proceeded in a Second Executive Session and under strict confidential basis.

Ms. Sarah Finnegan joined the meeting.

Ms. Leung exited the meeting at 4:15 P.M. ET.

## **8. Third Executive Session**

**A motion to move to Third Executive Session was made at 4:16 P.M. ET.  
The motion was approved unanimously.**

The Board meeting proceeded in a closed Third Executive Session, without the presence of USA Gymnastics President and Chief Executive Officer and staff, and under strict confidential basis.

## **9. Adjournment**

With business concluded, the Board Chair adjourned the Third Executive Session and the general Board meeting at 4:32 P.M. ET.