

**USA Federation for Sport Cheering
Board of Directors Meeting
March 10, 2021**

Meeting was called to order at 1:00 p.m. CDT by Lauri Harris via ZOOM video/teleconference.

The following members of the Board of Directors participated in the meeting:

- Melanie Berry
- Mike Burgess (non-voting)
- Jim Chadwick
- Buffy Duhon
- Rhonda Blanford-Green
- Jesa Herman
- Jim Lord (non-voting)
- Ryan O'Connor
- Bill Seely
- Christa Sanford
- Carolyn Shoemaker (partial)
- Lee Trudell

Absent from the meeting:

- Ben Schreiber
- John Stuart
- Kim Kaye
- Justin Carrier

Attending the meeting were the following:

- Lauri "Looie" Harris, Executive Director
- Landon Craft, Assistant Treasurer
- Jessica Chatto, Assistant Secretary
- Danika H. Mendrygal, Attorney, Mendrygal Law PLLC
- Lynne Howard, Paralegal, Mendrygal Law PLLC

Approval of December 2020 Minutes – Lauri Harris

- Lauri referenced the draft minutes of the December 9, 2020 meeting of the Board of Directors previously circulated, and opened a discussion for any comments or revisions.
- With no comments or revisions raised, upon motion by Rhonda Blanford-Green to approve the minutes as circulated, seconded by Melanie Berry, and carried without dissent, the December 2020 minutes were unanimously approved.

Conflict of Interest Policy and Director Email Authorization – Lauri Harris

- Lauri informed that the Statement Regarding Conflict-of-Interest Policy required to be completed annually, along with a form of Director Email Authorization, will be circulated to the directors for completion after the meeting.
- At Lauri's request, Danika briefly commented on the purpose of the Director Email Authorization.

Engagement of Altruic Advisors – Lauri Harris

- Lauri presented by remote technology the proposed resolutions for ratification of the contract USA Cheer entered into with Altruic Advisors for the provision of back-office support services.
- Lauri called for a motion for the Board to approve the proposed resolutions as presented. Upon motion by Lee Trudell, seconded by Bill Seely, and carried without dissent, the following resolutions were unanimously approved:

RATIFICATION OF ENGAGEMENT OF ACCOUNTING FIRM

WHEREAS, USA Cheer entered into an agreement with Altruic Advisors (the “**Accounting Services Agreement**”) for the provision of back-office support services, and information pertaining thereto has been presented to and reviewed by the Board of Directors; now, therefore be it

RESOLVED, that, the Accounting Services Agreement, and the execution and delivery thereof, is hereby ratified, confirmed, and approved in all respects; and

FURTHER RESOLVED, that, USA Cheer be, and hereby is, authorized and empowered to perform all of its obligations under the Accounting Services Agreement, and any and all actions taken by the appropriate authorized persons of USA Cheer prior to the date hereof that are within the authority conferred thereby, be, and they hereby are, ratified, confirmed, and approved.

Amendment to Second Amended and Restated Certificate of Formation – Lauri Harris

- Lauri presented by remote technology the proposed resolution for amending USA Cheer’s Second Amended and Restated Certificate of Formation, along with the proposed Certificate of Amendment, explaining the purpose of the amendment is solely to update for USA Cheer’s change of principal business address. Lauri provided the Board an opportunity to review the information presented and asked for any questions.
- With no comments or questions raised, Lauri called for a motion for the Board to approve the proposed resolutions as presented. Upon motion by Jim Chadwick, seconded by Jesa Herman, and carried without dissent, the following resolution was unanimously approved:

AMENDMENT TO CERTIFICATE OF FORMATION

WHEREAS, USA Cheer changed its business address, and the Board of Directors deems it necessary and appropriate to amend Article I of the Second Amended and Restated Certificate of Formation of USA Cheer with respect to the same; now, therefore, be it

RESOLVED, that, the President of the Corporation be, and hereby is, authorized and directed to execute and file a Certificate of Amendment with the Secretary of State of the State of Texas to amend Article I of the Second Amended and Restated Certificate of Formation of USA Cheer to reflect the change of business address; and that the Secretary of the Corporation be, and the same hereby is, instructed to place such Certificate of Amendment in the corporate record book.

STUNT Update – Lauri Harris

- Lauri provided an update on STUNT with the following key highlights:

- College STUNT Championship events (three separate events) will move forward on a scaled down basis and will follow COVID safety guidelines.
- With the 2021 events being scaled down, and USA Cheer no longer subsidizing the STUNT teams' travel and other expenses, the projected loss for the 2021 events is estimated at \$15,000 - \$20,000.
- NCAA voting by Division I, II, and III councils on emerging sport status is resuming in March and April 2021. USA Cheer is aggressively networking with contacts on the various Division levels to advocate for STUNT securing emerging sport status and has received positive indicators of support.
- In connection with the NCAA emerging sport status review process, the Committee on Women's Athletics (CWA) is interested in evaluating the impact of the pandemic. USA Cheer added nine programs to STUNT during the pandemic, with additional proposals to college Athletic Directors pending. This is a strong indicator of continued growth of the STUNT, that the CWA should view favorably.

National Cheerleading Safety Month / Player's Health – Lauri Harris

- Lauri provided an overview on USA Cheer's social media campaign to promote National Cheerleading Safety Month. For the four-week period, a new topic will be promoted each week focusing on (1) Athlete Protection, (2) Skill Safety & Minimizing Risk, (3) Bullying and Hazing, and (4) Overall Program Check.

At approximately 1:18 p.m., Carolyn Shoemaker joined the meeting.

- Lauri shared that USA Cheer is entering into a new partnership with Player's Health, a risk management firm specializing in youth sports organizations, which has significant experience with other sports' national governing bodies. Lauri provided an overview on benefits of the partnership, concentrating on deepening USA Cheer's efforts for safeguarding athletes.
- Player's Health has also taken initial steps for evaluating USA Cheer's insurance coverages and noted some areas of deficiency. The insurance review is ongoing and will take into consideration USA Cheer's targeted growth in memberships to ensure USA Cheer is properly mitigating risks as the organization continues to develop its membership program.
- Lauri opened for questions and comments, and Jim Chadwick and Jim Lord provided feedback in support of the partnership, emphasizing that the approach of leveraging outside expertise is in the best interest of USA Cheer and the athletes it serves.

TrueSport Partnership – Lauri Harris

- Lauri also shared information on USA Cheer's new partnership with TrueSport—an organization that works widely with other sports' national governing bodies and is focused on providing educational tools to equip young athletes with the resources to build life skills and core values for success on and off the field.
- Lauri noted that the resources offered through the TrueSport partnership will strengthen USA Cheer as an organization and provide added value to USA Cheer's membership offerings.

Update on Legal Matters– Lauri Harris

Standards and Membership Requirements Update – Lauri Harris

- Lauri briefly commented that USA Cheer has been evaluating membership, which includes developing standards and membership requirements. A key purpose for the establishing membership requirements is to ensure that the member organizations are meeting at least the same standards of care and practices that USA Cheer holds itself to as an organization, particularly with respect to safeguarding athletes.

Financials and 2021 Budget – Lauri Harris

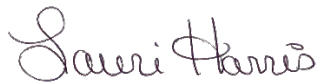
- Lauri presented by remote technology the 2021 detailed budget, which included a detailed line-item of expenses. At Lauri's request, Danika explained that the purpose of presenting the detailed expenses to the Board is to ensure clarity around expenses presumed under the approved budget, which is tied to the expenditure authority previously delegated by the Board to Lauri and the officers of USA Cheer.
- With no comments or questions, Lauri called for a motion for the Board to approve the 2021 detailed budget as presented. Upon motion by Bill Seely, seconded by Buffy Duhon, and carried without dissent, the 2021 detailed budget was approved.

Next Board Meeting – Lauri Harris

- The next Board meeting is scheduled for June 2, 2021.

With no other questions, the meeting was adjourned.

Respectfully submitted,



Lauri Harris, Executive Director

EXHIBIT A

Varsity Revolving Line of Credit Note - Accumulations and Running Balance - During the
Period of October 2020 through January 2021

	Payroll	AP Bills	Net of Advances / (Payments)	Other	Monthly Accumulation	Running Balance
						4,641,620.06
October 2020	\$ 25,929.11	\$ 917.64	\$ -	\$ -	\$ 26,846.75	\$ 4,668,466.81
November 2020	\$ 25,929.10	\$ 419.69	\$ -	\$ -	\$ 26,348.79	\$ 4,694,815.60
December 2020*	\$ 25,929.11	\$ 645.67	\$ -	\$ 52,759.68	\$ 79,334.46	\$ 4,774,150.06
January 2021	\$ 26,113.48	\$ -	\$ -	\$ (9,852.99)	\$ 16,260.49	\$ 4,790,410.55
* December 2020 "Other" are charges related to uniform expenses.						