

**USA Federation for Sport Cheering  
Board of Directors Meeting  
September 22, 2022**

After a roll call, the meeting was called to order at 1:03 p.m. CDT by Lauri Harris via ZOOM video/teleconference.

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

- Melanie Berry
- Rhonda Blanford-Green
- Mike Burgess (non-voting)
- Jim Chadwick
- Buffy Duhon
- Jesa Herman
- Kim Kaye
- Jim Lord (non-voting)
- Ryan O'Connor
- Christa Sanford (*joined at 1:06 p.m. CDT*)
- Ben Schreiber
- Bill Seely
- Carolyn Shoemaker
- John Stuart
- Lee Trudell
- Justin Carrier

Also attending the meeting were the following:

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

Approval of March 2022 Minutes – Lauri Harris

- Lauri referenced the draft minutes of the March 30, 2022 meeting of the Board of Directors, previously circulated to the Board for review. Lauri opened a discussion for comments or revisions.
- With no comments or revisions raised, upon motion by Ben Schreiber to approve the minutes as circulated, seconded by Ryan O'Connor, and carried without dissent, the March 30, 2022 minutes were unanimously approved.

*Christa Sanford joined the meeting at 1:06 p.m. CDT*

NCAA STUNT Update – Lauri Harris

- Lauri reported that all three of the Division Councils have approved sponsoring legislation to recognize STUNT as an emerging sport. She briefly reviewed the National Collegiate Athletic Association (NCAA) legislative cycle, highlighting that the respective Division Councils will review the legislation in October 2022 and the final legislation will be presented to the NCAA membership

for a vote at the January 2023 NCAA convention. Lauri also provided a brief update on USA Cheer's fall STUNT campaign to continue promoting STUNT to the NCAA membership. Lauri noted that if the legislation is approved by the NCAA membership in January 2023, STUNT will be added to the emerging sport list and the legislation will be effective August 2023. In response to a question from Ben Schreiber, Lauri reviewed the process and requirements around the transition from an NCAA "emerging sport" to "championship sport" status.

#### AOC Update – Lauri Harris

- Lauri reported developments around the United States Olympic & Paralympic Committee's (USOPC) restructure and USA Cheer's continued pursuit of USOPC recognition as a Recognized Sport Organization (RSO).
- Lauri displayed by remote technology a chart describing current RSO criteria, highlighting that USA Cheer meets all of the requirements. Lauri then provided an overview of the key documents required to be submitted to the Affiliate Organizations Council (AOC) in the RSO application process. Lauri reviewed the application timeline, highlighting that the application window opens September 14, 2022 and closes October 12, 2022. She further noted that the AOC's application review process runs through November 2022, with the AOC's recommendations anticipated to be issued to the USOPC between December 2022 and March 2023.
- Lauri reported to the Board that work on USA Cheer's RSO application package is underway and is anticipated to be completed shortly. Lauri opened for questions and there were none.

#### National Team – Lauri Harris

- Lauri reported that the Junior and Premier coed teams will be participating in the Pan American Championships to be held in Santiago, Chile, September 27 – October 1, 2022.
- Lauri shared that the 2023 team selection process for the various national team categories has been finalized and will be published shortly.

#### Financial and Legal Update – Lauri Harris

- Lauri reported that USA Cheer is exploring changing its budget fiscal year from July 1 to June 30 in order to be better aligned with USA Cheer's membership cycle and program operations.
- Lauri provided a legal update.
- Buffy Duhon inquired on USA Cheer's background check process for National Team athletes. Lauri reviewed the membership requirements (inclusive of background checks) and athlete protection education requirements to which the National Team athletes are subject. Lauri also reviewed additional safeguards USA Cheer takes for athlete safety when the teams participate in competitions requiring travel and lodging. Lee Trudell also shared with the Board the membership and background checks requirements for adults participating in the special abilities teams. Lauri concluded the legal update noting that USA Cheer will continue its 360 degree approach to its priority of athlete protection, focusing foremost on prevention.

#### Governance – Lauri Harris

- In continuance of the governance restructure discussion from the March Board meeting, Lauri referenced the proposed resolutions circulated in advance of the meeting for the Board's review. She shared brief comments around the proposed resolutions, emphasizing appreciation for the contributions the Board has made to the organization in furtherance of USA Cheer's mission. Lauri encouraged the directors that will be rolling off of the Board to consider continuing their involvement with USA Cheer through participation in USA Cheer's committees.

- Bill Seely and Rhonda Blanford-Green also expressed their appreciation to the directors rolling off of the Board.
- Lauri displayed each of the proposed resolutions by remote technology and provided explanation on each, as well as providing an opportunity for questions and comments from the Board. To facilitate discussion on the proposed resolution regarding independent directors, the definition of “Independent Directors” as set forth in USA Cheer’s Amended and Restated Bylaws was displayed by remote technology. Ms. Mendrygal noted that this definition is aligned with USOPC guidelines and provided a brief overview of the criteria for determination of director’s independence. Lauri re-shared by remote technology the proposed resolution regarding independent directors, opened for questions, and there were none. Lauri continued her review of the remaining proposed resolutions.
- Ms. Mendrygal made a few clarifying comments regarding the resolutions. Lauri noted that there are a few director positions currently vacant which she anticipates will be filled in the coming months.
- Upon motion by Kim Kaye to approve the resolutions, and seconded by Melanie Berry, the following resolutions were unanimously approved:

#### **NOMINATING AND GOVERNANCE COMMITTEE MEMBERS**

RESOLVED, that, the following persons are ratified as the initial members of the Nominating and Governance Committee, to serve for a two-year term commencing April 1, 2022:

BILL SEELY, Chair  
RHONDA BLANFORD-GREEN  
BEN SCHREIBER

#### **BOARD OF DIRECTORS RESTRUCTURE**

WHEREAS, in connection with the Corporation’s governance restructure, it is necessary and appropriate for the Board of Directors to remove certain directors and to elect and confirm the election of, as the case may be, new directors in order to meet the composition requirements under Section 6.2.2 of the Bylaws, and to further assign and adjust directors’ terms in order to administer the staggered term schedule also required under the Bylaws; now, therefore, be it

RESOLVED, that, the Board acknowledges the service and contributions of the following directors who are removed from the Board effective upon the conclusion of the September 22, 2022 Board meeting:

CAROLYN SHOEMAKER  
BUFFY DUHON  
JESA HERMAN  
KIM KAYE  
JIM CHADWICK  
MELANIE BERRY  
MIKE BURGESS

FURTHER RESOLVED, that, the following individuals be, and the same hereby are, elected or confirmed, as the case may be, as directors of the Corporation, each to hold office for the term set forth below; provided however, that the confirmation of the 10-Year Athletes shall be effective upon their election by the Athletes' Advisory Council:

<u>Name</u>	<u>Board Position</u>	<u>Term End Date</u>
LEE TRUDELL	Adaptive	12/31/24
DR. JEFF DUGAS	At Large	12/31/26
ANDRES CANTERO	At Large	12/31/26
CHRISTA SANFORD	At Large	12/31/26
BOB DUNSEATH	At Large	12/31/24
JOHN STUART	10-Year Athlete	12/31/24
ASIA CHATMAN	10-Year Athlete	12/31/26
BEN SCHREIBER	10-Year Athlete	12/31/24
KAITLYNN VOLMER	10-Year Athlete	12/31/26

#### **DETERMINATION OF INDEPENDENT DIRECTORS**

WHEREAS, upon the recommendation of the Nominating and Governance Committee, the Board of Directors has considered the requirements for a director's independence pursuant to Section 6.5 of the Bylaws; now, therefore, be it

RESOLVED, that, the Board of Directors hereby affirms that the following directors are Independent Directors, as defined in the Bylaws:

LEE TRUDELL  
RHONDA BLANFORD-GREEN  
DR. JEFF DUGAS  
ANDRES CANTERO  
CHRISTA SANFORD  
BOB DUNSEATH  
RYAN O'CONNOR  
JOHN STUART  
BEN SCHREIBER

#### **REMOVAL AND ELECTION OF OFFICERS**

RESOLVED, in connection with the Corporation's governance restructuring, the following individuals are removed as officers of the Corporation effective upon the close of the September 22, 2022 meeting:

<u>Name</u>	<u>Office</u>
KIM KAYE	Vice President
JIM CHADWICK	Vice President
LANDON CRAFT	Treasurer

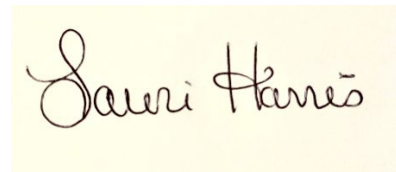
FURTHER RESOLVED, that, in consideration of recommendations presented by the Nominating and Governance Committee, the following individuals are elected as officers of the Corporation, to serve in the office set forth opposite their respective names for the terms set forth below:

<u>Name</u>	<u>Office</u>	<u>Term End Date</u>
BOB DUNSEATH	Treasurer	12/31/24
KAITLYNN VOLMER	Assistant Treasurer	12/31/26
CHRISTA SANFORD	Secretary	12/31/26

Closing of Meeting and Adjournment – Lauri Harris

- Lauri provided closing remarks and again expressed her gratitude to the Board for its service and contributions, and opened for comments. Various Board members provided positive feedback and affirmation on USA Cheer’s governance restructure and acknowledged the good work of USA Cheer’s staff implementing the same. With no further questions or comments, the meeting was adjourned at 1:46 p.m. CDT.

Respectfully submitted,

A handwritten signature in black ink on a light yellow rectangular background. The signature is written in a cursive, flowing style and reads "Lauri Harris".

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Lauri Harris, Executive Director