



Member, United States
Olympic & Paralympic Committee

USA TEAM HANDBALL BOARD MEETING

Minutes of the July 8, 2020 Board Special Meeting Teleconference

Board Members Present:

Michael Wall -- Chair
David Buckman
Tracy Deforge
Sandra De La Riva Repede
Sarah Gascon
Patrick Jalabert
Dee Miller
Camille Nichols
JD Orr
David Thompson

USATH Staff Present:

None.

Meeting was called to order at 4:00 p.m. MT by Chair, Michael Wall. Mr. Wall noted that the purpose of the meeting was to discuss the circumstances around the decision of Barry Siff to resign as Chief Executive Officer, effective July 18, 2020; (ii) to determine the composition of the Nominating & Governance Committee; (iii) to devise a strategy towards appointing Mr. Siff's successor; and (iv) to determine the supervision of staff in the interim period before a new CEO is appointed.

CEO's Resignation. Mr. Wall discussed with the Board the reasons provided by Mr. Siff for his resignation and a discussion of these reasons ensued. Mr. Wall described the conversations he had with the USOPC and the IHF as to (i) Mr. Siff's resignation and their concerns about the reasons provided by Mr. Siff and (ii) the background and attributes that the IHF expected of a successor CEO as a condition for its continued funding of USATH. Ms. Miller assured the Board that she would provide her full support to the successor CEO.

Composition of Nominating & Governance Committee. Mr. Wall stated that the IHF was aware of the three vacancies on the Nominating and Governance Committee resulting from the expiration of the terms of Tom Fitzgerald and Cindy Springer and from Mr. van Houten's resignation and expressed their desire that the individuals who would comprise a majority of this committee would be completely independent of handball, so as to mitigate the likelihood that the Committee would in the future consider only candidates for Board membership who have a connection with organized handball. The Board discussed the composition of the Nominating & Governance Committee and the desire to have more membership that represents an independent perspective.

Motion: Motion presented by Mr. Thompson (and it was seconded by Ms. Nichols) that the three open positions on the Nominating & Governance Committee will be assumed by qualified individuals who are independent and who have no organized handball history and that these independent members will represent a majority of this committee, it being understood, however, that such an independence requirement would apply only to these three individuals and not necessarily to their successors. Approved by voice vote, with Ms. Miller and Ms. Gascon voting against the motion.

Appointment of CEO Search Committee

Mr. Wall suggested that a search committee be appointed to recruit for a new CEO and that such committee consist of one athlete director, one independent director, and one membership director.

Motion: Motion presented by Mr. Wall (and it was seconded by Ms. Nichols) that Mr. Thompson, Ms. Deforge, and Mr. Jalabert be appointed to recruit and interview candidates who have the requisite leadership experience for the CEO role, and to recommend such candidates to the Board for appointment. Approved by voice vote.

The CEO Search Committee accepted this appointment and agreed (i) to develop a job description for the CEO role, utilizing the job description developed in connection with the appointment of Mr. Siff; (ii) to evaluate the compensation for the role, considering the compensation that was payable to Mr. Siff; and (iii) to determine the means by which the job position would be publicized. Ms. Miller offered to provide to the CEO Search Committee details as to the CEO compensation research that was done prior to Mr. Siff's appointment the prior year.

Interim Supervision of Staff

The Board discussed whether or not an individual Board member should be appointed to supervise USATH staff during the interim period before a new CEO is appointed. Given the organization's financial limitations, the Board agreed that an individual from outside the organization should not be hired to serve in this role.

Motion: Motion presented by Mr. Wall (and it was duly seconded) that the Audit & Compensation Committee should collectively supervise Melissa Zhang and Emily Hewitt during the period before the appointment of the new CEO and that such appointment will be reassessed by the Board if a new CEO is not appointed by December 31, 2020. Ms. Repede, as Chair, accepted this appointment on behalf of the Committee.

Mr. Wall said that he would draft a communication for the Board's review as to Mr. Siff's resignation that would be posted on the USA Team Handball website.

Adjournment.

Motion: Motion presented by Mr. Wall (and it was duly seconded) to adjourn the meeting. Approved by voice vote. The meeting was so adjourned at 5:30 p.m. MT.

Michael J. Wall served as Secretary