

BOARD OF DIRECTORS MEETING MINUTES TUESDAY, JULY 11, 2023

Meeting location: Octavius 1-3, Caesars Palace, Las Vegas, NV, and Zoom

Members participating in this meeting: Dr. Brent Alvar, Dr. Jay Dawes, Dr. Disa Hatfield, Dr. Paul Comfort, Dr. Sally Paulson, Mr. Robert Alejo, Mr. Robert Linkul, Dr. Brandon Roberts, and Ms. Kimberly Koy.

Also present at times: <u>Board Guests</u>: Rachel Larson, Catherine King, Ryan Keller, Renee Hoppe, Whitney Leyva, Sean Collins, and Tom Palumbo (SPD Committee Members); Tom James (Legal Counsel, Zoom); Jill Goodwin (Auditor, Zoom); <u>Staff:</u> Michael Massik, Lee Madden, Scott Douglas, Keith Cinea, Eric McMahon, Blake Brightwell, Jonathan Sagapolutele, and Christina Templeton (Zoom).

The meeting of the NSCA Board of Directors was called to order at 1:30 pm Pacific Time (PT) on Tuesday, July 11, 2023, by Dr. Brent Alvar, NSCA President. A quorum was present.

REPORTS OF COMMITTEES

» Members of the SPD Committee presented an overview of activities, including outreach, local events, recruitment, mentorship of presenters, and leadership development.

CONSENT AGENDA

The following motions were adopted by unanimous consent:

- 2023-07-11-01 Approval of the April 28, 2023 Meeting Minutes Adopted Motion: That the Board of Directors approve the April 28, 2023 Board of Directors Meeting Minutes as presented.
- » 2023-07-11-02 Ratify the Vote and Approve the June 30, 2023 Minutes Adopted Motion: That the Board of Directors ratify the email vote and approve the June 30, 2023 Minutes as presented.
- » 2023-07-11-03 Approval of the Revised NSCA Volunteer Handbook Adopted Motion: That the Board of Directors approves the revisions to the Volunteer Handbook and Reference Manual as presented.
- » 2023-07-11-04 Approval of the Research Committee Member Adopted Motion: That the Board of Directors approve Dr. Dave Looney as voted and recommended by the Research Committee.
- **2023-07-11-05** Approval of the Women's Committee Members

Adopted Motion: That the Board of Directors approve Dr. Carrie Ellis and Dr. Julia Olsen as recommended by the Women's Committee.

REPORTS OF OFFICERS AND COMMITTEES, CONTINUED

- The President presented on overview of accomplishment for the past year and continued work on the Strategic Plan.
- » Board Liaisons provided informational updates about committees' activities.

MOTION

» 2023-07-11-06 – Approval of the Revisions to the Board of Directors Policies and Procedures Manual

Proposed by: Dr. Brandon Roberts Vote: Passed unanimously

Seconded by: Dr. Sally Paulson

Adopted Motion: That the Board of Directors approve the revisions to the Board of Directors Policies and Procedures Manual.

» 2023-07-11-07 – Nomination Committee Task

Proposed by: Dr. Brent Alvar Vote: Passed unanimously

Seconded by: Mr. Robert Linkul

Adopted Motion: That the Board of Directors task the Nomination Committee to add criteria to the selection process that candidates for President should have served a full term on the Board of Directors.

2023-07-11-08 – Notice of Bylaws Amendment Consideration

Proposed by: Dr. Brent Alvar Vote: Passed unanimously

Seconded by: Mr. Robert Linkul

Adopted Motion: That the Board of Directors place on the Fall agenda a motion to consider amending the Bylaws to include 'In order to be considered for President, a candidate must have served a full term on the Board of Directors.'

EXECUTIVE SESSION

The Board entered executive session for a brief legal update.

» Motion to enter Executive Session was called at 3:30 pm PT by Dr. Brent Alvar, seconded by Dr. Jay Dawes and unanimously approved. Without objection, legal counsel Tom James and NSCA staff Michael Massik, Keith Cinea, Lee Madden, and Christina Templeton were approved to attend. Tom James provided a brief legal update.

Tom James left the meeting.

» Motion to return to regular session at 3:56 pm PT by Dr. Brent Alvar, seconded by Dr. Jay Dawes and unanimously approved.

AUDITOR'S REPORT

Jill Goodwin joined the meeting at 3:57 pm PT and presented the Waugh & Goodwin LLC independent auditor's report for fiscal year ending March 31, 2023 to the Board.

2023-07-11-09 – Acceptance of the 2022 – 2023 Audit

Proposed by: Dr. Disa Hatfield Vote: Passed unanimously

Seconded by: Dr. Sally Paulson

Adopted Motion: That the Board of Directors accepts the audit for fiscal year ending March 31, 2023 as presented

by Waugh & Goodwin, LLC.

Jill Goodwin left the meeting.

» 2023-07-11-10 – Appointment of auditor for fiscal year ending March 31, 2024
Proposed by: Dr. Disa Hatfield
Vote: Passed unanimously

Seconded by: Mr. Robert Alejo

Adopted Motion: That the Board of Directors appoint Waugh & Goodwin, LLC as NSCA's auditors for fiscal year

ending March 31, 2024.

The meeting was adjourned July 11, 2023 at 4:23 pm PT.