

NATIONAL BASKETBALL RETIRED PLAYERS ASSOCIATION, INC
BOARD OF DIRECTORS MEETING MINUTES

February 18, 2017 – Katy’s Restaurant, New Orleans

11:30 a.m. CST – 4:25 p.m. CST

I. Roll Call

- a. Thurl Bailey
- b. Rick Barry
- c. Dwight Davis
- d. James Donaldson (via phone)
- e. Mike Glenn
- f. Spencer Haywood
- g. Nancy Lieberman
- h. La Rue Martin
- i. Johnny Newman
- j. Dave Naves
- k. Eldridge Recasner
- l. Casey Shaw (via phone)

II. Other Attendees

- a. Dave Bing, Founder
- b. Archie Clark, Founder
- c. Dave Cowens, Founder
- d. Arnie D. Fielkow, President and CEO
- e. Scott Rochelle, General Counsel

III. Approval of Meeting Minutes

- a. A brief discussion of the December 2, 2016, and January 5, 2017, Board of Directors Meeting Minutes ensued. Dave Naves requested a correction to reflect that he did in fact join the December 2, 2016 call.
- b. **Motion by Thurl Bailey to approve the December 2, 2016, and January 5, 2017, Board of Directors Meeting Minutes. The motion was seconded by Dwight Davis. The motion passed unanimously.**

IV. Legal Report

- a. Chapter President Recommendations: At the 2016 Chapter Presidents Retreat, the Chapter Presidents identified two recommendations for Board of Directors review and approval:

- b. Recommendation 1: The appointment of a Chapter President to serve as an adjunct, non-voting representative during Board of Directors meetings and calls:

Upon extensive discussion, it was proposed that a representative of the Chapter Presidents (“Representative”) will be allowed to serve as a communications liaison between the Board of Directors and the Chapter Presidents in a non-voting, adjunct role. This Representative will have the ability to attend all Board of Directors meetings and participate in all Board of Director calls, and be privy to all Board of Directors communications with the exception of Executive Sessions (Confidential meetings amongst voting directors only, per Roberts Rules of Order). Furthermore, the following criteria were established by the Board of Directors for the Chapter President Representative:

1. The Representative must be the President of his/her respective chapter.
2. The Representative’s chapter must be in full compliance at the time of his/her selection and throughout the term (1 year) of representation.
3. The Representative must be a Platinum, Lifetime member of the NBRPA at the time of his/her selection (By the Chapter Presidents).
4. The Chapter Presidents shall elect their Representative annually; however, the Board of Directors will reserve the right of final approval of the selection. Furthermore, the Board of Directors will reserve the right to remove and or request a new Representative at its discretion.

- c. **Motion by La Rue Martin to approve the Chapter Presidents Representative Proposal. The motion was seconded by Dwight Davis. The motion passed unanimously.**

- d. Recommendation 2: The appointment of a Director to serve as a liaison to each of the 11 Chapters:

A proposal was made to the Board of Directors that would assign each Director to serve as a communication liaison with one of the 11 Chapters. The liaison would work to ensure that the chapter is in compliance and communicating regularly with the NBRPA.

- e. **Motion by Dwight Davis to approve the Chapter Liaison Proposal. The motion was seconded by Mike Glenn. The motion failed by a vote of 4-8 (Dwight Davis, Mike Glenn, Casey Shaw and James Donaldson voted “Yes”).**

- f. The Board of Directors re-affirmed the following Chapter Compliance Requirements:

To be deemed compliant, each chapter will need to have to submit the following annually:

1. Proof of up-to-date incorporation and 501(c)(3) status
2. Meeting Minutes on a Bi-Monthly basis
3. Quarterly Financial Statements
4. Annual filing of requisite 990 form

Additionally, the chapters will need to host at least One (1) fundraiser and no less than Two (2) community events annually.

Chapters that are in compliance will be eligible to receive the two installments of the \$7,500 Cash Contribution, the Hunger Grant (\$1,000) and Reading Grant (\$2,000). To receive the final installment of the Chapter Cash Contribution, a representative from the chapter must attend the annual Chapter Presidents Retreat.

V. CEO Report (Arnie D. Fielkow)

- a. All-Star Weekend/ 25th Anniversary Update: The CEO provided a recap and summary of the All-Star Weekend and 25th Anniversary Celebration.
- b. NBA Partnership: The NBA relationship is as strong as ever and continues to improve through strategic partnerships in revenue generation, programming and community engagement. The NBRPA has received its first installment of the new Group Licensing Agreement (GLA) deal in the amount of \$1 million during All-Star Weekend. The second installment of \$1 million will be paid in August.
- c. The joint selling relationship has netted \$145,000 to date in 2017 and the NBRPA will continue to build upon this momentum as revenue generation is a major focus area in 2017.
- d. NBPA Partnership: The NBRPA took a leading role in communicating the pertinent details of the NBA Players' Medical Plan to the former player community. The NBRPA continues to work closely with the NBPA in promoting the Cardiac Screening program to the NBRPA membership. NBRPA Member Purvis Short has been promoted to Chief of Player Programs and liaison to the NBRPA. The NBRPA leadership has been in close contact with him and will continue to try and build a positive relationship with the NBPA. The Founders will be meeting with the NBPA leadership during All-Star Weekend to assist.

- e. Task Force: The Task Force elected Harvey Catchings and Theo Ratliff as Co-Chairs to work closely with an independent facilitator who will lead the drafting process of the strategic plan. A formal recommendation will be provided to the Board of Directors once completed.
- f. Legends Fantasy Weekend: The NBRPA has reached an agreement with the Mohegan Sun Resort and Casino to host the 3rd Legends Fantasy Weekend during the summer of 2017. Dates and further details are forthcoming.
- g. Harlem Globetrotters: As a follow-up to the NBRPA's presence at the Harlem Globetrotter training camp, the HGT leadership has committed to paying the first year dues of all of its new retirees.
- h. Legends World Sports Conference: Pursuant to the direction of the NBRPA Membership, the NBRPA staff has vetted a number of all-inclusive site options for the 2017 Legends World Sports Conference. The staff recommended Cabo San Lucas as the site as it has 3 desirable locations to select from. A final selection will be made upon site inspection by the NBRPA staff.

VI. Election of 2017 Officers

- a. Election of the Chairman:
- b. **Motion by Rick Barry to nominate Dwight Davis for Chairman. Dwight Davis accepted the nomination.**
- c. **Motion by Spencer Haywood to nominate Johnny Newman for Chairman. Johnny Newman accepted the nomination.**
- d. **Motion by James Donaldson to nominate Dave Naves for Chairman. Dave Naves did not accept the nomination.**
- e. **Result: Dwight Davis prevailed with 7 votes. Johnny Newman received 5 votes.**
- f. Election of the Vice Chairman:
- g. **Motion by Rick Barry to nominate Mike Glenn for Vice Chairman. Mike Glenn accepted the nomination.**
- h. **Motion by Dave Naves to nominate himself for Vice Chairman. Dave Naves accepted the nomination.**

- i. **Motion by Eldridge Recasner to nominate himself for Vice Chairman. Eldridge Recasner accepted the nomination.**
- j. **Motion by La Rue Martin to nominate himself for Vice Chairman. La Rue Martin accepted the nomination.**
- k. **Result: Mike Glenn prevailed with 7 votes. Dave Naves received 4 votes. Eldridge Recasner received 1 vote. La Rue Martin received 0 votes.**
- l. Election of the Treasurer:
- m. **Motion by Nancy Lieberman to nominate Casey Shaw for Treasurer. Casey Shaw accepted the nomination.**
- n. **Motion by James Donaldson to nominate Eldridge Recasner for Treasurer. Eldridge Recasner accepted the nomination.**
- o. **Result: Casey Shaw prevailed with 7 votes. Eldridge Recasner received 5 votes.**
- p. Election of the Secretary:
- q. **Motion by Thurl Bailey to nominate Dave Naves for Secretary. Dave Naves accepted the nomination.**
- r. **Motion by Dwight Davis to nominate Nancy Liebermann for Secretary. Nancy Lieberman accepted the nomination.**
- s. **Result: Nancy Lieberman prevailed with 10 votes. Dave Naves received 2 votes.**

VII. Executive Session

- a. The Board of Directors entered Executive Session to discuss a potential New Orleans satellite office and succession planning.
- b. During Executive Session, the Board of Directors voted to approve a satellite office in New Orleans, effective October 1, 2017 (NBRPA headquarters will remain in Chicago) that will be led by the NBRPA CEO pursuant to other conditions agreed to by the CEO, including a reduction in annual compensation (\$200,000 over 4 years), agreement to commute regularly back to the Chicago headquarters and remain in daily contact with all staff, agreement to pay for all travel expenses and office rent in New Orleans, if any, and an agreement to shorten the CEO's prior employment agreement to September 30, 2021, unless extended subsequently by the Board of Directors. All of the above will be

memorialized into a written amendment to the current employment agreement which will be executed by the Chairman and CEO. The measure passed by a vote of 7-5. The “No” votes were cast by James Donaldson, Eldridge Recasner, Johnny Newman, La Rue Martin and Dave Naves.

VIII. Nominating the Corporate Governance Committee Report (Dwight Davis)

- a. Committee Chair Dwight Davis presented a partnership opportunity wherein the NBRPA officially supports the Enough Abuse Campaign through co-branded messages. This will not have any out-of-pocket costs to the NBRPA.
- b. **Motion by Rick Barry to approve the NBRPA partnering with the Enough Abuse Campaign. The motion was seconded by Nancy Lieberman. The motion passed unanimously.**
- c. Committee Chair Dwight Davis presented a partnership opportunity wherein the NBRPA officially supports the PEAS Greeters, a group of military veterans who support the troops. A financial donation of \$750 was requested.
- d. **Motion by Mike Glenn to approve a donation of \$750 to the PEAS Greeters. The motion was seconded by Nancy Lieberman. The motion passed with a vote of 11-1 (James Donaldson voted “No”).**

IX. New Business

- a. Mike Glenn requested the NBRPA support his Annual Basketball Camp for the Deaf and Hard of Hearing at a level of \$3,000. This will offset expenses as the camp is offered to no cost to the participants.
- b. **Motion by Spencer Haywood to approve a donation of \$3,000 to the Mike Glenn Basketball Camp for the Deaf and Hard of Hearing. The motion was seconded by Dwight Davis. The motion passed by a vote of 10 – 1 – 1 (Eldridge Recasner voted “No”, Casey Shaw abstained due to absence).**
- c. James Donaldson asked the Board of Directors consider his request to transfer his All-Star tickets to another individual due to his physical absence from the All-Star Weekend. The Chairman had previously denied this request due to an existing Board policy specifying that the tickets are non-transferable in the event that a Director does not physically appear at the All-Star Weekend. As such, the tickets were never allocated and the issue was deemed moot.

X. Adjournment

- a. The meeting adjourned at 4:25 p.m. CT.