

**National Basketball Retired Players Association
Board of Directors Meeting Minutes
Tuesday, April 28, 2015
6 p.m. – 7:35 p.m. ET**

I. Roll Call

- a. Thurl Bailey
- b. Rick Barry
- c. Dwight Davis
- d. James Donaldson
- e. Bob Elliott
- f. Mike Glenn
- g. Spencer Haywood
- h. Nancy Lieberman
- i. La Rue Martin
- j. Johnny Newman
- k. Marvin Roberts

II. Absent

- a. Eldridge Recasner

III. Other Attendees

- a. Arnie D. Fielkow, President and CEO
- b. Scott Rochelle, General Counsel
- c. Bob Fitch, Not-for-Profit Expert

IV. Approval of March 5, 2015, Board of Directors Meeting Minutes

- a. A brief discussion of the minutes ensued.

- b. **Motion by Johnny Newman to approve the February 14, 2015, Board of Directors meeting minutes. The motion was seconded by Nancy Lieberman. The motion passed unanimously.**

V. Approval of New By-Laws

- a. The NBRPA Board of Directors authorized the Nominating and Corporate Governance Committee to utilize Bob Fitch, a not-for-profit/corporate governance expert to lead a comprehensive review and restructuring of the NBRPA's by-laws. The By-laws have been reviewed by the Executive Committee, Chapter Presidents, and general membership.

- b. **Motion by Dwight Davis to approve the adoption of the new By-Laws. The motion was seconded by Nancy Lieberman. The motion passed unanimously.**

VI. Approval of Board of Directors Policy Manual

- a. The NBRPA Board of Directors authorized the Nominating and Corporate Governance Committee Chairman Dwight Davis to utilize Bob Fitch, a not-for-profit/corporate governance expert to draft a Board of Directors Policy Manual. The Policy Manual has been reviewed by the Executive Committee, Chapter Presidents, and general membership.
- b. **Motion by Dwight Davis to approve the adoption of the Board of Directors Policy Manual. The motion was seconded by Bob Elliott.**
- c. An in-depth discussion ensued pertaining the requirement of each director to bring \$2,500 of value to the NBRPA annually within Section 2.5 (Board Contributions).
- d. **Dwight Davis amended his motion to approve the adoption of the Board of Directors Policy Manual pending the removal of Part 4 of Section 2.5. The motion passed unanimously.**

VII. Approval of the Board of Directors Transition Plan

- a. Pursuant to the newly adopted By-Laws and Policy Manual, a Transition Plan to implement the newly designated Board of Director seats was presented for approval.
- b. **Motion by Dwight Davis to approve the adoption of the Transition Plan. The motion was seconded by Bob Elliott. The motion passed unanimously.**

VIII. Chapter President Representation on the Board of Directors

- a. At the 2014 Chapter Presidents Retreat, a recommendation was made that a representative from the Chapter Presidents receive a seat on the Board of Directors. Dwight Davis presented this recommendation for the Board of Directors to evaluate.
- b. **Motion by James Donaldson to approve a non-voting seat on the Board of Directors for a Chapter President. The motion was seconded by La Rue Martin.**
- c. An in-depth discussion ensued as to whether a representative of the Chapter Presidents should be allowed to join the Board of Directors in light of the recent governance overhaul and previously approved designated seats.
- d. **Upon a roll call vote, the motion failed by a vote of 3 to 8. The three "Yes" votes were cast by Spencer Haywood, James Donaldson, and La Rue Martin.**

IX. New Business

- a. Dwight Davis requested the Board of Directors approve a donation of \$500 to support his local Hall of Fame induction.

- b. **Motion by Bob Elliott to approve a donation of \$500 to support Dwight Davis's Hall of Fame induction. The motion was seconded by Thurl Bailey. The motion passed by a vote of 10-1. James Donaldson cast the sole "No" vote.**
- X. **Adjourn**
 - a. **The meeting adjourned at 7:35 p.m. ET.**