

National Basketball Retired Players Association, Inc.

BOARD OF DIRECTORS MEETING MINUTES

August 21, 2014

Fiesta Americana Condessa – Cancun, Mexico

8:00 p.m. – 12:00 a.m. CST

I. Roll Call

- a. Thurl Bailey
- b. Otis Birdsong
- c. Dwight Davis
- d. Bob Elliott
- e. Steve Hayes
- f. Spencer Haywood
- g. Nancy Lieberman
- h. Eldridge Recasner
- i. Marvin Roberts
- j. George Tinsley

II. Absent

- a. Rick Barry
- b. Johnny Newman

III. Other Attendees

- a. Arnie D. Fielkow, President and CEO
- b. Scott Rochelle, General Counsel

IV. Eastern Basketball League

- a. Sonny Hill addressed the Directors as a representative of former players from the Eastern Basketball League (“EBL”). Hill provided a historical perspective of the EBL and the circumstances for which it existed. The Directors will vote on the inclusion of former EBL members during the Member Services and Benefits Committee Report.
- b. Sonny Hill dismissed himself upon completion of his presentation.

V. Greetings to the NBA, NBPA, and NBA Legends Foundations Partners

- a. The NBRPA is joined by representatives of the NBA, NBPA, and NBA Legends Foundation for the 2014 Legends World Sports Conference. The NBA is represented by Charlie Rosenzweig, Senior Vice President of Entertainment and Player Marketing; the NBPA is represented by Ron Klempner, interim Executive Director and staffer Rich Rinaldi; and the NBA Legends Foundation is represented by Jan Brown, Executive Director.
- b. The parties made introductions and discussed the growth in collaboration between the groups, the positive results that have occurred, and strategy for increased collaboration in the future. The NBA will increase its utilization of the NBRPA membership in its youth initiatives, especially throughout the 2015 All-Star events. The NBPA seeks to expand the role of retired players in its Broadcasting Program and the Legends Foundation will seek opportunities to increase its support of the NBRPA membership. The parties were thanked for their support of the NBRPA.
- c. The NBA, NBPA, and Legends Foundation representatives dismissed themselves upon completion of this discussion.

VI. Approval of July 1, 2014 Board of Directors Meeting Minutes

- a. A brief discussion of the minutes ensued.
- b. **Motion to approve the July 1, 2014, Board of Directors meeting minutes by Bob Elliott. The motion was seconded by Thurl Bailey. The motion passed unanimously.**

VII. Legal Report (Scott Rochelle)

- a. *Keller v. NCAA*: The attorneys for the *Keller v. NCAA* and *O'Bannon v. NCAA* antitrust lawsuits have joined the NBRPA for the Legends World Sports Conference. NBRPA legal counsel will work closely with the lead attorneys on these cases to identify class members within the NBRPA membership.
- b. Chapter Update: Legal counsel provided an update on the chapter program, recognized development and identified key areas for improvement. An extensive discussion ensued as to the chapter program, its administration, potential improvements, and the role of the program moving forward.

VIII. President/CEO's Report (Arnie Fielkow)

- a. NBRPA Recruitment Video: The NBRPA has unveiled a comprehensive recruitment video that is narrated by member Stephen Bardo and features testimony from the NBRPA leadership and members. This project was a large undertaking that began during the 2014 All-Star Weekend. The video will be used to recruit and renew members. A brief discussion ensued as to how the NBRPA can best utilize input from a diverse demographic of players.
- b. 2014 Legends World Sports Conference ("LWSC"): An overview of the conference schedule and events was provided to the directors. There are over 70 members and 200 total guests in Cancun for the conference. A discussion ensued as to the possibility of holding the conference in conjunction with the NBPA and possibly USA Basketball meetings in the future.
- c. USA Basketball ("USAB"): Vice Chairman Thurl Bailey joined CEO Arnie Fielkow in Las Vegas for the USA Basketball meetings in furtherance of the growing relationship. USAB leadership is interested in building a stronger relationship with the NBRPA and follow up meetings have been arranged.
- d. Naismith Hall of Fame ("HOF"): Treasurer Marvin Roberts, Director Nancy Lieberman, and CEO Arnie Fielkow attended the 2014 Naismith Basketball Hall of Fame enshrinement activities. There is an ongoing discussion between NBRPA and HOF leadership about the NBRPA leading the former player initiative.
- e. AIPAC/ Middle East: The Middle East initiative has been postponed due to unrest in the region. The NBRPA has continued its communication with AIPAC and the NBA with hopes of scheduling a goodwill mission in the future.
- f. African American Mayors Association (AAMA): The NBRPA is in discussions with the AAMA regarding a partnership on their My Brothers Keeper Initiative. The AAMA is under new leadership and is working to restructure its operations. We will continue to work with AAMA as they solidify their plans moving forward.
- g. NBA Legends Foundation: Newly appointed Executive Director Jan Brown is participating in the LWSC and will present on the Foundation's role and services. The Foundation is currently evaluating all of its policies and will involve the NBRPA in its future planning.

- h. NBPA Executive Director: Chairman Otis Birdsong, Vice Chairman Thurl Bailey, and CEO Arnie Fielkow participated in the NBPA's Annual Meetings as guests of interim Executive Director Ron Klempner. The NBPA membership selected Michele Roberts, a corporate attorney from Washington, D.C., as their new Executive Director.
- i. Active Player Recruitment: The topic of active players is the first priority for the NBRPA in its discussions with new NBPA Executive Director Michele Roberts. The NBPA Executive Committee has been provided an Action Plan and will examine the issue once the leadership transition is complete.

Jalen Rose has joined the NBRPA as a player ambassador and will work with the Membership department to recruit members and raise the profile of the NBRPA.

- j. WNBA Recruitment: The NBRPA is considering two staff positions to assist in WNBA recruitment. The first position is a full-time sales position and the second is a part-time player ambassador that will serve in the same capacity that Jalen Rose does.
- k. Membership Awards: The Board of Directors received nominations from the membership for the NBRPA Award, given to the member who has contributed the most to the NBRPA, and the Community Award, given to the member who has contributed the most to the community at large.

NBRPA Award: Major Jones and Emmette Bryant were nominated for the NBRPA Award.

Motion by Bob Elliott to approve Emmette Bryant as the NBRPA Award recipient. The motion was seconded by Spencer Haywood. A discussion ensued as to both candidates. The Motion passed unanimously.

Community Award: Major Jones, Emmette Bryant, and Mike Glenn were nominated for the Community Award.

Motion by Steve Hayes to approve Major Jones as the Community Award recipient. The motion was seconded by Nancy Lieberman. A discussion ensued as to all candidates. The motion passed unanimously.

- l. Hospital for Special Surgery: The NBRPA is working on a renewed relationship with the Hospital for Special Surgery for the benefit NBRPA members. An update will be provided once the parties have agreed to terms.
- m. DeVry: A pilot program with DeVry University has been proposed wherein members will have access to free educational opportunities. Future discussions will be scheduled.
- n. Legends Care Advisory Board/Blue Ribbon Rebrand: The Directors were presented with the re-branded Blue Ribbon Advisory Board concept. The Legends Care Advisory Board will emulate other charitable boards and provide great access and benefits in return for the business expertise and networks of its individual members.

Motion to approve the Legends Care Advisory Board by Steve Hayes. The motion was seconded by Marvin Roberts. The motion passed unanimously.

- o. 2015 All-Star Weekend: This fall the NBA will provide the details for the 2015 All-Star hotel and other events. The NBRPA will partner with the NBA on a number of community events throughout the weekend. A key community event is being planned at the Alma Mater of Dolph Schayes. Early planning is underway and a ceremony to honor Schayes will highlight the event.
- p. NCAS Request: National Consortium of Athletics and Sports (“NCAS”) Founder Richard Lapchick has asked the NBRPA to support the 2014 NCAS Benefit. It was suggested that the NBRPA purchase a table for the benefit. The Directors unanimously agreed to support the purchase of a table for the event.

IX. Chairman’s Report (Otis Birdsong)

- a. The Chairman encouraged the Directors to interact with the LWSC partners in attendance in Cancun. A discussion ensued as to how the NBRPA can better ensure that partners receive optimal value for their sponsorship of the NBRPA.

- b. Legends Brunch / Panini: The NBRPA receives an annual rights fee of \$25,000 from Panini to participate in the Legends Brunch at All-Star Weekend. This rights fee is traditionally allocated to the NBRPA's Legends Care initiatives. The Chairman led a discussion on the issue of paying those members who sign autographs for Panini in conjunction with the Legends Brunch.

Motion by the Chairman to allot \$6,000 of the Panini rights fee to pay up to 6 members who sign autographs for Panini at the Legends Brunch. Board members are eligible for this initiative. The motion was seconded by Nancy Lieberman. The motion passed unanimously.

- c. Transparency: The Chairman led a discussion as to the transparency procedures in place for the 2015 Board of Directors election. As customary, all in person ballots will be counted by the NBRPA's independent accounting firm Weltman Bernfield, LLC. The online and mailed votes will be collected directly by Vote-Now, LLC. Vote-Now will then provide all ballots directly to Weltman Bernfield for counting. Once a final tally is reached, Weltman Bernfield will provide a report to the Nominating and Governance Committee Chair George Tinsley. He will then notify the Chairman and CEO. The results will be announced to the membership within 48 hours of the final count. The Chairman and the Directors were satisfied with this process.

X. Finance, Audit & Compensation Committee Report (Marvin Roberts)

- a. The committee chair Marvin Roberts thanks his committee members (Thurl Bailey, George Tinsley, Bob Elliott, and Otis Birdsong) for their time and dedication.
- b. It was noted that increases in the Group Licensing Agreement ("GLA") that the NBRPA and the NBA operate under and the NBPA's improved support has resulted in nearly a \$1 million dollar increase to the NBRPA balance sheet over the past three years.

A discussion ensued as to the allocation of the funds pursuant to the increase. The past three years have seen a major increase in the DeBusschere Scholarship distributions, direct payment to players through Full Court Press and other

initiatives, and an overall increase in program offerings to the NBRPA membership.

- c. Conflict of Interest: Legal counsel has revised the NBRPA Conflict of Interest Policy to address the manner in which the NBRPA provides support to third parties, its members, employees, and leadership.

Motion to approve the revised Conflict of Interest Policy by Dwight Davis. The motion was seconded by George Tinsley. The motion passed unanimously.

XI. Member Services and Benefits Committee Report (Steve Hayes)

- a. DeBusschere Scholarship: It was discussed that the DeBusschere Scholarship process begin by May 1st in order to ensure that the recipients receive the checks before the beginning of the fall semester.
- b. Members Survey: The NBRPA's comprehensive survey to the membership has continued to garner responses. The final surveys will be collected during the membership meeting during LWSC and a report analyzing the data will be submitted for review.
- c. Eastern Basketball League: The committee proposed that the NBRPA adjust its membership guidelines to allow former Eastern Basketball League players to join.

Motion by the committee to revise the NBRPA membership guidelines to include former EBL players. The motion was seconded by Marvin Roberts. A lengthy discussion ensued. Steve Hayes amended the motion to recognize EBL players, but not allow membership. The amendment was seconded by Nancy Lieberman. The motion passed unanimously.

- d. Kreative Solutions: LWSC sponsor Kreative Solutions is a comprehensive health and wellness company. Kreative Solutions has created a discount program wherein NBRPA members can access their health and wellness services for \$20 a month.

Motion by the committee to approve a partnership wherein the NBRPA promotes the Kreative Solutions programming. The motion was seconded by Bob Elliott. The motion passed unanimously.

XII. Nominating & Corporate Governance Committee Report (George Tinsley)

- a. 2015 Election: An update on the 2015 NBRPA Board of Directors election was provided.
- b. NBPA Appointment: The NBRPA has extended appointed positions on the Board of Directors to the NBA and the NBPA. A lengthy discussion ensued as to the process for identifying the NBA and NBPA representatives.
- c. Comprehensive Board Study: A comprehensive study into the best practices for a Not-For-Profit Board of Directors is being led by Dwight Davis. The study will delve into issues of governance, training, and recruitment.

XIII. Old Business/ New Business

- a. None.

XIV. Adjournment: 12:00 a.m. CT

XV. The Directors convened for Executive Session.