

USSA BOARD OF DIRECTORS' MEETING MINUTES

Center of Excellence, The McLane Family Board Room, 1 Victory Lane, Park City, UT
Monday, October 19, 2009 from 12:00 p.m. – 1:20 p.m.

USSA BOARD OF DIRECTORS' ATTENDANCE

Dexter Paine – Chair

FOUNDATION

John Bucksbaum, Treasurer

Andy Daly (absent)

Jeanne Jackson, Vice Chair

Kipp Nelson

David Pottruck

Hank Tauber

SPORT REPRESENTATIVES

Alpine Representative: Bob Dart

Snowboard Representative: Mike Mallon

Freestyle Representative: Glenn Eddy

Cross Country Representative: Jon Engen

Jumping/Nordic Combined Representative: Joe Holland

Disabled Representative: Chris Waddell

ATHLETES

Alpine Athlete: Scott Macartney

Snowboard Athlete: Lisa Kosglow (absent)

Freestyle Athlete: Curtis Tischler (absent)

Cross Country Athlete: Patrick Weaver (absent)

Jumping/Nordic Combined Athlete: Tim Tetreault (absent)

Disabled Athlete: Greg Mallory

CEO

Bill Marolt

AT-LARGE

Greg Boester (absent)

EX-OFFICIO/NON VOTING

USOC Athletes' Advisory Council Representative: Nina Kemppel

NSAA President/Chair: Michael Berry

SIA President/Chair: David Ingemie (absent)

FIS Representative: Bill Marolt

USOC Representative: Bill Marolt

HONORARY

Dr. Bud Little (absent)

GUESTS

Luke Bodensteiner

Calum Clark

John Cumming

Dick Coe

Spence Eccles

Tom Kelly

Mark Lampe

Ted Morris

Alex Natt

Trace Worthington

1. **Chairman Convenes the USSA Board Meeting: Dexter Paine**

Dexter Paine opened the meeting. Bill Marolt read the list of board meeting participants who had joined the teleconference prior to Dexter joining the call.

2. **Roll Call of USSA Board Members & Establishment of Quorum: Alex Natt**

Alex Natt read the names of the USSA Board of Directors and confirmed the presence of a quorum. Natt asked the board members who were teleconferencing to mute their speaker phones until they wished to speak. Natt also asked that when a motion was made the person making the motion identify himself/herself for the record and the seconds as well.

3. **USSA Agenda Approval: Dexter Paine**

Paine asked Natt to get the agenda and meeting minutes' approvals. Natt commented that in advance of the meeting the board had received the agenda and he asked for a motion to approve the agenda presented.

Motion # 1: To approve the USSA Board of Directors' meeting agenda.

M/S/C – Dexter Paine/Jeanne Jackson, approved by acclamation

4. **USSA May 2009 Meeting Minutes' Approval: Dexter Paine**

Natt stated that the board also had received the May 2009 meeting minutes and, if there were no comments to the minutes, he asked for a motion to approve the USSA meeting minutes.

Motion # 2: To approve the USSA Board of Directors' meeting minutes as presented.

M/S/C – Scott Macartney/Bob Dart, approved by acclamation

5. **USSA Chairman's Report: Dexter Paine**

Paine started his chairman's report by thanking everyone for taking time to be on the call. He said that there were a lot of things going on right now but that the management in Park City and the athletes seemed to be moving forward well. He said that there was one clear goal for this year and that was Vancouver and very good headway was being made in terms of that process and that the board would be hearing more about that today.

He said a couple of items to cover upfront included that, to streamline and move the call along, executive summaries had been sent to the board from the departments and committees and he welcomed any comments or questions on these. The idea behind the summaries was to allow the board to be prepared and to streamline the call and he was happy to spend time on any of these and to not hesitate to speak to any issues. He said that the authors of the summaries provided a nice job of reviewing what was going on but that other than Alex, who would deliver his report orally, the plan was that these would not be reviewed again, but that questions or comments could be presented on any of the agenda or report sections.

He wanted to offer a couple of congratulations one of which was to Chris Waddell, who had just been nominated to the U. S. Ski Hall of Fame and he congratulated him on that – it was terrific news and incredibly well deserved and he looked forward to meeting him in the future.

Paine then announced that Trace Worthington had been named the new vice president, Foundation. He said that many knew Trace from his skiing days. He was an alumnus of the ski team and Paine said that he was always pleased when you could get alumni to come back and be a part of the organization. He commented that Trace's knowledge and enthusiasm were terrific and that it was great to have him on board and he looked forward to working with him. Paine said that unfortunately, in his family, he had large shoes to fill but that he was expecting very big things from him so it was really great to have him on board.

In terms of the chairman's report, he wanted to address three things. He would cover the financial situation. He said that one year ago when we had this call we all weren't quite sure where the bottom was. He said that it had certainly been a difficult year and he commended Bill and staff for making some very difficult decisions. From a revenue perspective, while he was not sure that things had gotten much better, "we feel that we have reached the bottom and we have actually had some wins in fundraising and there were some good things going on. And while it was certainly a difficult operating environment, we feel some sense of where the floor is and can begin to structure the programs at those levels going forward. Clearly, any extra dollars we have right now are going into Athletics to make sure that we were well funded and in great shape for Vancouver." He said we were focused on success in February.

Secondly, he said, that everyone was aware that we were in the midst of a strategic plan. The USSA Strategic Planning Committee was chaired by Andy Daly and it was tasked to look at all aspects of the team and trying to come up with a game plan for the next five to 10 years. When Bill Marolt agreed to stay through 2014 he did it with a view toward leaving this organization in such condition that the next CEO would be walking into an organization that had a vision and knew where it was headed. The strategic plan was a part of that. He said we envisioned that planning process probably being completed in late spring or early summer of next year and we would certainly be sharing that with everyone in the organization and everyone on the board at the appropriate time. He said that there were a number of athletes involved, as well as a number of Foundation and USSA board and industry members. He said that it was a process that had already taken a look at a lot of information but was still in the process of getting more information and trying to define the decisions that would need to be made over the next five to 10 years to ensure that this organization remained successful.

Finally, he commented on the Center of Excellence and that many of the USSA board members and trustees had been here in May for the meetings and the very successful Grand Opening was in July. He said that we'd gotten great participation from the athletes using the Center of Excellence for their medical facilities and rehabilitation work. It has proven to be an incredible resource. In terms of a working environment for the staff, it was a great place. Obviously, he said it was a difficult time to open any facility given the economic environment. "Ten years from now, looking back, this will have been one of the things that truly changed the organization for the better. The facility will enable the organization to be successful not just for the next 10, but for the next 50 years." He said that he could not be more pleased with how the COE came out and the use that we had been getting out of it from all of the different teams. He stated that we had seen great participation across all of the teams and we had lots of people in Park City using it. He said that concluded his chairman's report and that he would be happy to take any questions now or they could be held to the end.

He turned the meeting over to Bill Marolt to provide the CEO report.

6. USSA Chief Executive Officer's Report: Bill Marolt

Marolt thanked Paine and all the board members for being on the call today. He said that he would be as brief and informative as possible. He said that he would address three areas:

he would report on the USSA, update the board on FIS activities and discuss the USOC and where they were.

In terms of the USSA, Marolt stated that he always liked to start with where we were with athletic programs. As he looked at where we were currently and looked back on 2008/09, we had had great success at the World Cup and at the World Championships across the board in all sports. The one sport in which we had made a tremendous leap was in the nordic combined program.

As we came into this summer, we came in with momentum and a sense of energy and a positive attitude and that was reflected in the teams' physical conditioning – the level of work, the level of focus, had been really good and that carried over into Chile and New Zealand where we experienced good conditions. He said that we were always glad to hear from the athletes and coaches that we'd had best ever training and we heard that about both Chile and New Zealand.

He added that, as we got ready to start into the competitive season, we started the competitive season in really good shape. The Olympic year was always one that brought added enthusiasm which made everyone better. He commented that the Center of Excellence had been really positive and had had a great impact on the athletes, coaches and administrators. He thought that it would make a difference as we went into the 2010 Games. Looking out to 2014 and 2018, it would make a significant difference.

He said that he would make a couple of comments on Bode Miller, who had recently rejoined the team. That process of talking with the staff and going through a review of where he was in terms of his career and, specifically, the alpine head men's coach, Sasha Rearick, had done a terrific job. We talked Miller's return through with the athletes on the team and the athletes were in agreement that they wanted him back. Marolt said that Scott Macartney had just been asked this question last night at a fundraiser and had replied that Bode was a good teammate. He said that to date, Miller had been training hard and had done everything that had been asked of him. It was anticipated that he would have a good year and go to the Olympics and do a great job.

Marolt commented that the World Cup competition was starting in just a few days in Sölden, AUT. He said that it was traditionally a great start to the year. The organizing committee did a great job and we looked forward to going to those races.

The last thing that he wanted to discuss in terms of athletics was that we had spent a lot of time talking about and working with our development programs; the alpine development system had taken some leaps in direction and material would be sent to the board on the pipeline materials which had been well received in presentations in San Francisco and Boston. He said that, at the end of the day, our real strength was in the 400 clubs with whom we partnered and who provided most of the entry level and pipeline to get to the elite teams. That would remain a continued focus for us, he said, going through this year and the next four years.

From a business standpoint, as mentioned by Dexter Paine, the board had received reports from all of the vice presidents. He said that sales, marketing and sponsorships clearly remained a challenge. He said that the organization had a good cadre of core sponsors, but finding new business remained a tough challenge. Staff continued to work at that and he was confident that over the period of the next few weeks, we should see some incremental new business. He said that we had had some success in sales of television units and that the staff would continue to try to sell these units right up to the time of the events.

On the donor side, the Foundation also continued to be a challenge; but he said that surprisingly the event in Boston had been one of the best of the last several years with 420

people in attendance and beat the budget. In addition, there had been a coaches' clinic in Boston and a town hall meeting with the programs in the eastern region, which had been very successful and positive – good dialogue and a good start to try to reestablish and build relationships with the local clubs. He said there was also a really good fundraiser in the Silicon Valley, which had been a family-oriented event and, again, was successful. The event at Thom Weisel's home had provided him with an opportunity to visit with parents and talk through our programs.

Our greatest opportunity for finding incremental revenue this year is with the gold pass program, he commented. We were budgeted to sell 340 of those so we had an incremental 60 that, if sold, would provide a huge upside to the budget. He said that those sales were a real focus for Trace and his staff.

One really positive project that was developed by one of the trustees was that he took it upon himself to look at the cuts we were making going into an Olympic year and, through his own efforts, developed a project called Ring Fence and went out and, primarily through the trustees, raised an additional \$650,000 for this year's budget. That opportunity provided the organization with the ability to add elements back into each of the training programs. This was an awesome job by one individual.

Marolt commented that the USOC had also been very supportive with incremental support. He said that we would be going into the Games lean and mean but delivering the service to our athletes to have the best possible chance of success.

Finally, he welcomed Trace to the organization. Trace understood what we were doing and it was great to have him on staff.

Marolt asked if there were any questions so far.

John Bucksbaum asked about his thoughts on the USOC and the relationship between USSA, the USOC, and from living in Chicago, the seeming disarray, or at least that was how it was portrayed, of the USOC. He did not know if Bill had been part of the vote of the NGBs but it seemed that the vote had been unanimous in their decision to not support Stephanie Streeter or Larry Probst. He asked if there was a potential effect to the program with that.

Marolt commented that he had planned to cover that in his report so he would move that up. He said that, for the USOC what had happened in Copenhagen was that Chicago had put in a very good, positive and aggressive bid and, ultimately, had been voted out of the running in the first round of voting; what the big new was, was that the USOC and all of the NGBs were shocked and weren't really better prepared or had a better awareness of what was going on with the International Olympic Committee.

Marolt said that what we had seen is that there was a leadership vacuum at the moment. Peter Ueberroth had been there as chair for a number of years and he stepped aside and a new chairman of the board took over; and Jim Scherr, who had been executive director for six years, with a background in sport as an Olympic athlete and had run a national governing body and had been head of the high-performance division in Colorado Springs. He really had been an effective leader and he was pushed aside.

Bill commented on the importance of relationship building between the USOC and IOC. He stated that

"These relationships with international sport are critical if we are going to move forward and secure these bids in the future. It's all about partnerships – it's all about relationships. You have to be willing to spend the time. You have to be willing to travel. You have to be willing to go to a lot of meetings that seem like they take a lot of time." He said that as he looked

down the road, either Larry or a new chair would need to commit to doing that. The role of chairman was almost a full time job. We said that we had a lot of issues going forward and a lot of relationships that needed to be rebuilt.

Bucksbaum asked, if they didn't start to understand, were there negative implications for USSA. Marolt replied that the issues we had with the IOC were two. A lot of the revenue to the USOC came from the IOC's television rights. That was a huge number and the US took a large percentage – quite a bit more than any other Olympic Committee around the world. That represented almost 80% of the revenue for the USOC. The other was the idea of the Olympic network. That presented problems for NBC and the IOC. A deal had been negotiated with Comcast to host this Olympic network and, instead of waiting until after the vote in Copenhagen, the USOC leadership made a premature announcement, which created additional conflict and stress in the relationship. Those two were the real issues.

But even larger than these were the questions of who would become chair and how engaged the board was. He said that there were talented people within the system who could do a good job as executive director of the USOC but it needed to be a board and chair who were really engaged with what was going on. Marolt said it was exactly as they stated, "it's not every four years, it's every day." That is where the USOC had to go. He said this was just basic stuff, nothing startling and that, ultimately, when we conducted business, it always came back to the basics.

Having said that, in terms of our working relationship with the USOC – our basic staff-to-staff relationships where he worked with his counterpart and Luke worked with his counterpart, across the board, those relationships were very strong and positive with good communication. We received good support from them both for the athletes and good financial support. He said what he worried about going down the road was how the rights fee issue would affect overall revenue. He said that this year, we would receive \$4 million from the USOC and that was a large number and those dollars went straight to the athletic programs. There was no fulfillment against those numbers. Those dollars went straight into athletics.

Paine added that, notwithstanding the turmoil internationally, USSA is viewed as a professional organization that knew how to run a successful NGB. "As an example, Nina has a pretty senior role with the Athletes' Advisory Council and Bill was head of the NGB group last year. We have played a pretty prominent role and have done a good job regardless of what you think of the leadership. We have done a nice job of positioning ourselves within the USOC as an organization that has a really good plan and knows where it is going."

Bill asked if there were any other questions and there were none.

He said that lastly he wanted to talk about the FIS. He said that we had just returned from the fall meetings in Zurich a few weeks ago. Generally the fall meetings were housecleaning in nature, following up on schedule details and officials details but the most significant thing that happened there was a forum where included were the major stakeholders in the alpine World Cup. Ski manufacturers, television, organizing committees, media, the national associations and sponsors sat in a town hall and talked about the financial challenges that particularly the ski industry was having and also the challenges that the organizers were facing. Topics ranged from the calendar – how long, how many events, where the events were, field size, format, how to do a better job of promoting and marketing. He said that he was not certain that anything specific came out of that discussion but it was clear that all of the partners were keenly aware of the financial challenges going down the road.

Marolt said that, as we go through the FIS Council meeting, the financial issues will be discussed in November and again in the spring meetings and we had to come up with some real solutions to helping the partners to be able to continue to do this business in a good way.

"This is the first time where I have seen a genuine concern all the way through the entire organization, through the entire association, whether the FIS or others, all are feeling the financial pinch. We have people in place who can solve the issues and it will be a matter of working our way through it."

Another issue that came up there was the formation of what is being called the European Ski Federation. This is a group of four alpine nations led by the Austrians and included Switzerland, Italy and the French. Their agenda was to secure more World Cup races in central Europe and one of their pushes was to move our races back one week so we would be trying to stage races on Thanksgiving, which would be a real challenge for the US. We have to push back hard on that but that will be a challenge because the Austrians had honed in on that first week of December. They were, through this association, attempting to get funding and resources from the European Union. The former leader of the Austrian Association Peter Schrocksnadel, was pushing this. He had always presented challenges and it appeared he would continue to be a challenge. This was something that we had to keep our eye on and manage and not let these guys do an end run on us, he said.

The final thing that he wanted to discuss was that Vail/Beaver Creek was going to make a bid for the 2015 Alpine Ski World Championships. They were in the process of finalizing their organizing committee and naming the leadership of the committee. A lot of the organizing committee members would be in Sölden to meet and discuss where we were going at that time. He said that we were excited about that opportunity because it gave the USSA a good focus for the next five years. It would be a real asset if we were able to secure that bid.

Marolt commented that it was the same working with the FIS as it was with the USOC. We had to make sure that every single person in the association, whether an executive in Park City, whether a coach or an athlete or a key volunteer working on one of the sport committees, we were all part of the team and we needed to talk up this bid. He said that we would make sure that everyone would be informed about the bid so that they could speak of it intelligently. He wanted each person to contact their personal networks and use them to help the folks in Vail and Beaver Creek to secure this 2015 championship bid.

Marolt said that that he had hit the salient points and that this concluded his report. If there were any questions, he said he was happy to answer them here or individually by email or to give him a call.

Paine stated that, since there were no questions for Bill, he would ask Mark Lampe to provide the financial report.

7. USSA Financial Report: Mark Lampe

Lampe said that you could see his forecast slide in the meeting materials previously distributed. He said that Dexter Paine touched on this in his presentation that last year at this time the sky had been falling and that we were forecasting a deficit at this time last year of \$1.2 million. We had just barely begun to see what was happening in the financial markets and the ripple effect it was going to have on fundraising and, eventually, sponsorships. We managed our way through that number so this year we were now at a forecasted deficit of \$135,000. That looked relatively tame compared to what we were dealing with last year.

Lampe said that Bill had touched upon a number of our opportunities in his report. The revenue categories, especially in the first three lines, both Sales & Marketing and Foundation were forecasted behind what was a very aggressive budget target; but they were above last year's numbers. He pointed out that he thought there was still quite a bit of risk there. As Bill Marolt had mentioned and Ted Morris was dealing with every day, a lot of the sponsor

budgets really had not shaken loose yet and we were working hard on those. Sales of the Grand Prix title, Olympic Trials and TV units were really the key opportunities still there.

As Marolt mentioned, the gold pass program still had an opportunity for upside if that gift category could be re-energized so that would be a focus going forward. There were some mid-year initiatives let out in the program and as you would recall from the May meeting, he said, we made pretty significant athletic cuts going into this year because we knew that overall revenues would still be down and unlikely to fully recover, even in an Olympic year. The project Ring Fence that Bill Marolt alluded to was critical to maintaining a good base level program for the organization to pursue its Olympic success. Without that, the organization would have had to dig deeper and make further cuts.

Lampe said that was a quick summary of where we were at this time. He said there would be another update at the December Board of Trustees' Meeting, which would have a bit more detail. He said that he was available to field anyone's questions.

Dexter Paine commented that the organization had done a good job of managing the budget, particularly the expense side. He said that, with the ski balls coming up, there were a number of significant revenue events and, hopefully, we could continue with some of the momentum from the fall.

Kipp Nelson said that he had a question. How much of the revenue was actually booked? He said that he had real concerns over the sponsor market as well and he just wondered what was the likely down side to that.

Lampe replied that they were still looking to book an additional \$900,000. He said the value of that was probably double that, so we still needed to keep a conservative number there. He said it remained a big chunk to bite off the rest of the way.

Nelson asked if we were currently budgeted on the gold passes at 330 or 400? The current budget, Lampe replied, was for 340 and that the program was on the same pace at this time as it was last year. The forecast was budgeted at 325, so there was the upside of 75 for potential additional revenue.

(A second roll call took place to find out who had put their phone on hold causing background music to impede the teleconference. A decision was made to have all the board members get off the call and redial the teleconference to resume the board meeting. Roll call was taken once again by Alex Natt; still present and re-establishing quorum were: Dexter Paine, John Bucksbaum, Jeanne Jackson, Kipp Nelson, Dave Pottruck, Hank Tauber, Bob Dart, Mike Mallon, Glenn Eddy, Jon Engen, Joe Holland, Chris Waddell, Scott Macartney, Greg Mallory, Bill Marolt, Nina Kempel, Michael Berry).

8. Questions from the USSA Board on Staff Reports: Dexter Paine

There were no questions on the reports that had been sent to the board.

9. USSA Athletes' Council Action Item: Luke Bodensteiner

Paine asked Bodensteiner to address the action item that came from the Athletes' Council.

Bodensteiner said that it had been a really good active Athletes' Council, meeting monthly, and the work had been focused on the survey that had been presented a year ago. There were some good action items out of that which led to improvements in the program.

He said that in each of the Olympic selection criteria we had athlete representation in that process to oversee the process and any decisions made. Those criteria also specified that, if we had an active athlete currently involved in the process, as was Scott Macartney, that that athlete had to be replaced by another; so the Athletes' Council had in consultation with the Alpine Sport Committee, had put Chip Knight in as the athlete representative to oversee that selection process, replacing Scott Macartney.

Paine asked Natt to put forth the motion to substitute Chip Knight due to the conflict of Scott Macartney trying to qualify.

Motion # 3: Motion to ratify the USSA Athletes' Council selection of Chip Knight as the USSA athlete representative to oversee the Alpine Olympic team selection process, replacing actively competing USSA Board athlete representative, Scott Macartney.

M/S/C – Bill Marolt/Scott Engen, approved by acclamation

Paine said that he would encourage everyone to read the reports from Athletics and the Athletes' Council that had been presented in the reports. He then asked Natt to report on Legal and Judicial.

10. Legal and Judicial Reports: Alex Natt

Natt stated that there were no Judicial Committee actions since the board last met in May. By nature of the legal report, because there were people on the call to whom the attorney client privilege might not attach, he would provide an overview and invited any board member who needed additional information to give him a call.

When he last reported to the board there were two pending items. He had noted last time that there had been some settlements. We were able to resolve one of those items, a matter known as Pendleton vs. Park City Mountain Resort and USSA. The details of the settlement were confidential. It was a wrongful death action so a negotiated resolution made financial sense.

The other was an ongoing litigation with which the USSA has some involvement called Brush vs. Jiminy Peak. The defendants prevailed on summary judgment in that case earlier in the summer. The matter had been appealed to the First Circuit Court of Appeals in Boston and, as part of that appellate procedure, mandatory mediation between the parties was occurring. There had been two mediations. The matter had not settled although progress had been made and mediation was ongoing; and that, he said, was the substance of the legal report.

Paine said that he wanted to congratulate Natt and the staff on these matters since these issues were never easy but Natt had done a great job in representing the organization in this case.

11. USSA Old Business: Dexter Paine

Paine said that he had congratulated Chris Waddell earlier on his nomination into the U. S. Ski Hall of Fame. And he also wanted to congratulate Steve Cook, Sarah Will, Jack Benedict and the late Paul Robbins for their nominations as well. Paine said that he did not have any other old business. He said that, without putting Nina on the spot, he wanted to know if she had anything to add to the previous discussion on the USOC matter.

Kemppel said that she would absolutely echo Bill's comments and that he summed up the tone at the USOC well. She said that the USOC had struggled over the past several years

with high turnover, which created a level of frustration on the staff side of the USOC that we were going down the path of ever changing leadership and just hoping to settle on something that would be for the long-term this time around.

The other thing that she wished to say was that, on the athletes' side, there had been a much stronger investment in working together with staff, which had happened over the last few months including a journey on redesigning the OJOP program which had been very popular with a lot of the athletes. When Home Depot stepped out we received a lot of very negative feedback on the elimination of that program, she said. Bill would be tapping into that from the NGB side as well to design that program into something that was better, more powerful, had a lot more players and options for our athletes. That was one exciting project that was moving in the right direction, she said.

Kemppel commented that, on a personal note, this would be her last board meeting as she now sat on the USOC AAC leadership. She said that she was working with Suzette on the nomination and election process for the new ski and snowboard representative who would serve both the AAC and as a member of this board. She said that it had been a pleasure to serve and that it had been a very great honor to work with Dexter Paine as the chair and that she had really enjoyed the last four years so she wished to say a parting farewell to everyone.

Paine congratulated Nina on her new position at the AAC as vice chair. Paine said that it continued to amaze him that she needed to be off this board in order to do that. He looked forward to working with her replacement and said that she was welcome back to any of the board meetings. He thanked her for everything she had done as an athlete and then as a rep after that and she had made a significant contribution.

12. USSA New Business: Dexter Paine

Paine asked Alex Natt to address the new business. Natt said that there were a few items of new business, the first was the standard USSA Corporate Resolution & Officer Authority that the bank asked the board to approve on an annual basis and he read the first three paragraphs of the document into the record.

U. S. SKI AND SNOWBOARD ASSOCIATION BOARD RESOLUTION

RESOLVED, That the Chief Executive Officer and/or Executive Vice President and/or Chief Financial Officer are hereby jointly and severally authorized and empowered on behalf of this Company and its affiliates to purchase and acquire, and to exercise options and/or rights for the purchase and acquisition of stocks, bonds, rights, warrants, and other securities, and to sell, assign and transfer all or any stock, rights, warrants, bonds and/or other securities, and to execute the instruments proper or necessary to effect any such purchases and/or transfers, and the sale of other assets including real property.

FURTHER RESOLVED, That the Chief Executive Officer and/or Executive Vice President and/or Chief Financial Officer acting for and on behalf of this Corporation, and its affiliated Corporations, and as its act and deed be, and they are, empowered and authorized to: borrow money, obtain lines of credit, authorize company credit cards, execute notes, grant security, execute security documents, negotiate items, acquire, lease or dispose of assets including vehicles and other property and equipment in the ordinary course of operations of the organization.

FURTHER RESOLVED, That any and all resolutions heretofore adopted, inconsistent with the above resolution, be and they are hereby rescinded.

This was followed by a hereby certify paragraph to be signed at the end of the call, he said.

Paine said that the document was very similar to the one that had been approved annually for a long time. Lampe said that was correct that the document was basically empowering the officers to do business. Wells Fargo, Charles Schwab and others asked for this to be updated and this was the housekeeping portion of that so we could provide them with a current resolution.

Mallory asked that the phrase 'in the ordinary course of operations of the organization' be added to the end of the first paragraph to parallel the second paragraph's resolution. Natt said that that change could be made without the bank or other entity having a problem with that so he then asked for a motion.

Motion # 4: Motion to ratify the USSA Corporate Resolution & Officer Authority to conduct the business of the USSA Corporation & its Affiliates as amended.

M/S/C – Jeanne Jackson/Bob Dart, approved by acclamation

USSA Freestyle Sport Committee Operating Procedures – Glenn Eddy

Glenn Eddy, representing freestyle, spoke about the recommended Freestyle Sport Committee operations change. Eddy said that Alaska had been reinstated as an active division in freestyle after a long time of inactivity. A result, it changed the weighting on the votes for the sport committee. This proposal reflected the new distribution of the membership vote by adding one to even those out to accommodate the Alaska reinstatement.

Natt said as a point of clarification that the sports committees, subject to the board approval and consistent with what was in the bylaws, were permitted to organize themselves on any bases that they saw fit as long as those bases didn't violate the bylaws. There should be no issues with this. It's great that they have become active and will get more of a voice in the organization, he said.

Motion # 5: Motion to ratify the realignment of the membership vote on the Freestyle Sport Committee to include Alaska as presented.

M/S/C – Glenn Eddy/Mike Mallon, approved by acclamation

USSA Ski Jumping/Nordic Combined Sport Committee Operating Procedures

Bodensteiner said that, since we had the new nordic combined/jumping chairman, Joe Holland, on the call, he would let him explain the next item. Bodensteiner just wanted to say welcome to Joe – he was a former team member, four-time national champion, Olympian, alumnus and it was great to have him now be active on the sport committee.

Holland said that he was looking forward to meeting everyone and said that the change to the sport committee operating procedure had been to align those procedures similar to the very successful cross country program. He said that the change requested was very readable and self-explanatory and he would be glad to answer any questions. Practically speaking, this was the way the committee had begun operating. Natt asked for a motion to approve the change to the Jumping/Nordic Combined Sport Committee as outlined.

Motion # 6: Motion to ratify the change in the composition of the USSA Ski Jumping/Nordic Combined Sport Committee as presented.

M/S/C – Scott Macartney/Bob Dart, approved by acclamation

Paine said there was one more item under new business, the USSA FIS Representation motion. He asked Natt to handle this.

Natt stated that the board had all the nominations in their packets. He said that we were required by the FIS to submit this prior to the upcoming FIS Congress. There shouldn't be much discussion on this, and he asked if there were any questions; there being none, he asked for a motion.

Motion # 7: Motion to ratify the 2010-12 USSA FIS representation as presented.

M/S/C – Bob Dart/John Bucksbaum, approved by acclamation

Paine then asked Luke Bodensteiner to discuss the USSA Membership dues structure for FY 10/11:

Bodensteiner said that they were not proposing any membership fee or dues increases this year in any category in any sport. He said that we'd cycled on dues increases with changes followed by a period of stability before re-evaluating. That said a review would be undertaken for 2011-12. He added that this was an important item for the organization - an important piece for us to get priced right with a lot of different factors, he said.

Dart asked if there would be a chance to discuss these proposed changes at this year's USSA Congress at least with the executive committees or leadership group. Bodensteiner said that he would let Lampe reply on the timing. Lampe said that the timing was generally in the fall of each year and the staff held discussions with the various executive committees at that time.

Dart said that it would be nice to know what to be telling the membership as to what they would be looking at for 2011-12. Bodensteiner said that, typically when changes were made in the past, they were made well in advance of this meeting and we'd provided the sport committees an opportunity to view those proposed changes and provide feedback.

Dart confirmed that there would not be any tentative drafts of dues increases to be reviewed in time for the USSA Congress in May. Bodensteiner confirmed that that was correct.

Paine asked, since there were no dues increases, did this require a motion? Natt replied that since there was no action, there was no need for a motion.

13. Next USSA Board Meeting Date: Dexter Paine

Paine said that the dates for the USSA Congress had been selected and would be as follows. (Note the NSAA convention and Mother's day do not conflict with the selected dates in 2010).

USSA Congress 2010: May 12–16, 2010, Park City, UT; the USSA BOD & Annual Meeting would take place on Sunday morning, May 16, 2010, from 7:00 – 11:00 a.m. He said that he would encourage the board to attend as much of the Congress as possible as this was where you saw the volunteers who were such a big part of the organization intimately involved with their sports committees.

The last item was to invite the USSA Board of Directors to attend either in person or to teleconference into the USSTF Board of Trustees' meeting on December 5. Paine said that Scott Macartney had a mandatory invitation to the weekend to participate in the races and that he had a pass to the meetings.

14. Chairman's Closing Comments & Motion to Adjourn the Board Meeting: Dexter Paine

Paine thanked everyone again for participating on the teleconference. This was the second year of conducting a fall teleconference and, despite the logistical challenges today, this was a more efficient means of getting things done, although he acknowledged that it was always good to see people in the spring. He said that there should be no hesitation to call either him or Bill Marolt at any time and that the board members knew how to reach both of them.

He said that unless anyone had any final questions or comments, he would say a final thanks to the board, and asked for a motion to adjourn.

Motion # 8: To adjourn the USSA Board of Directors' Meeting.

M/S/C – Dexter Paine/Bill Marolt, approved by acclamation

Minutes transcribed by Suzette 10/26/09.
Legal review 10/30/09; Exec review 11/17/09.

USSA Board of Directors' Teleconference Meeting

Executive Boardroom, USSA Center of Excellence
1 Victory Lane, Park City, UT
Monday, October 19, 2009
Noon – 1 p.m. mountain time

Teleconference Information: 1/800 839 9416 participant code 6508350

Meeting chair: Dexter Paine

1.	Chairman Opens the USSA Board Meeting	Dexter Paine	1 min
2.	Roll Call of Board Members & Establishment of Quorum	Alex Natt	3 min
3.	USSA Agenda Approval	Dexter Paine	1 min
	– Motion to approve the agenda as presented.		
4.	USSA May 2009 Meeting Minutes' Approval	Dexter Paine	1 min
	– Motion to approve the meeting minutes as presented.		
5.	Chairman's Report	Dexter Paine	5 min
6.	Chief Executive Officer's Report	Bill Marolt	8 min
7.	Financial Report	Mark Lampe	6 min
8.	Questions from the Board on Staff Reports	Dexter Paine	3 min
9.	USSA Athletes' Council Action Item	Tim Tetreault	2 min
	– Motion to ratify the USSA Athletes' Council selection of Chip Knight as the USSA athlete representative to oversee the Alpine Olympic team selection process, replacing actively competing USSA Board athlete representative, Scott Macartney.		
10.	Legal & Judicial Reports	Alex Natt	5 min
11.	Old Business	Dexter Paine	3 min
12.	New Business		
	USSA Corporate Resolution & Officer Authority	Alex Natt	2 min
	– Motion to ratify the USSA Corporate Resolution & Officer Authority to conduct the business of the USSA Corporation & its Affiliates as presented.		
	USSA Freestyle Sport Committee Ops	Andy Wise	2 min
	– Motion to ratify the realignment of the membership vote on the FSC to include Alaska as presented.		
	USSA Ski Jumping/Nordic Combined Sport Committee Ops	Luke Bodensteiner	2 min
	– Motion to ratify the change in the composition of the USSA Ski Jumping/Nordic Combined Sport Committee as presented.		

	USSA FIS Representation	Bill Marolt	2 min
	– Motion to ratify the 2010-12 USSA FIS representation as presented.		
	USSA Membership dues structure for FY 10/11	Luke Bodensteiner	1 min
13.	Next USSA Board Meeting Date	Dexter Paine	1 min
	– USSA Congress 2010: May 12 - 16, 2010, Park City, UT		
	– USSA BOD & Annual Meeting: Sunday, May 16, 2010		
	– An invitation is extended to the USSA Board of Directors to teleconference into the USSTF Board of Trustees' meeting on December 5. Dial-in information and the agenda will be provided to the USSA BOD, just prior to the meeting.		
14.	Closing Comments & Motion to Adjourn the Board Meeting	Dexter Paine	2 min
	– Motion to adjourn the USSA Board of Directors' Meeting.		

CORPORATE RESOLUTION

U. S. SKI AND SNOWBOARD ASSOCIATION BOARD RESOLUTION

RESOLVED, That the Chief Executive Officer and/or Executive Vice President and/or Chief Financial Officer are hereby jointly and severally authorized and empowered on behalf of this Company and its affiliates to purchase and acquire, and to exercise options and/or rights for the purchase and acquisition of stocks, bonds, rights, warrants, and other securities, and to sell, assign and transfer all or any stock, rights, warrants, bonds and/or other securities, and to execute the instruments proper or necessary to effect any such purchases and/or transfers, and the sale of other assets including real property.

FURTHER RESOLVED, That the Chief Executive Officer and/or Executive Vice President and/or Chief Financial Officer acting for and on behalf of this Corporation, and its affiliated Corporations, and as its act and deed be, and they are, empowered and authorized to: borrow money, obtain lines of credit, authorize company credit cards, execute notes, grant security, execute security documents, negotiate items, acquire, lease or dispose of assets including vehicles and other property and equipment in the ordinary course of operations of the organization.

FURTHER RESOLVED, That any and all resolutions heretofore adopted, inconsistent with the above resolution, be and they are hereby rescinded.

I HEREBY CERTIFY That the foregoing is a true and correct copy of a resolution passed at a regular meeting of the Board of the U. S. Ski and Snowboard Association, a corporation duly authorized and existing under and by virtue of the laws of Utah, held on the 19th day of October, 2009 at the USSA Center of Excellence, 1 Victory Lane, Park City, UT and I further certify that due notice of said meeting was given to each member of said Board; that a quorum was present and voting throughout and that said resolution is now in full force and effect and has not been amended or repealed.

OFFICER AUTHORITY

To Whom It May Concern:

I hereby certify that the following individuals have been authorized by the board of directors of the U. S. Ski and Snowboard Association to hold the following positions and are authorized to conduct the business of this Corporation and its affiliates:

William Marolt	President and CEO
Dick Coe	Executive Vice President
Mark Lampe	Chief Financial Officer

FREESTYLE SPORT COMMITTEE OPERATING PROCEDURES

The following proposal was passed in the spring by the Freestyle Sport Committee.

We want to add a Membership vote because membership has grown in our divisions and it is time that some of the divisions that were sharing a vote have a vote of their own.

In the past, the vote was divided into three votes, with each vote having about the same number of members being represented by this vote. But with our numbers growing in some divisions, the FSC thought that it was time to add another Membership vote. With this new vote, each vote will represent about the same number of members as it did before our membership started to grow. This will give the membership a total of 4 votes, and give the FSC a total of 17 votes - a change from 3 and 16.

This vote will not impact anything other than the total number of votes on the FSC, but it will give our membership an additional voice in our process which the Freestyle Sport Committee thinks it should have.

Proposal Number:	
Description:	Re-align Membership vote on FSC and to include Alaska.
Current Rule:	<ol style="list-style-type: none">1. Membership (East)2. Membership (Rocky, Central)3. Membership (PNSA, INT, FW, NORTHERN)
Proposed Change:	<ol style="list-style-type: none">1. Membership (East)2. Membership (Rocky)3. Membership (INT)4. Membership (PNSA, CENTRAL, ALASKA, FW, NORTHERN)
Discussion/Reason:	To incorporate Alaska into the membership vote.
Pass/Fail:	Passed in the Freestyle Sport Committee, May 2009

USSA SKI JUMPING/NORDIC COMBINED SPORT COMMITTEE OPERATING PROCEDURES

Article II -- Government

Section 1: The ski jumping/nordic combined sport committee is comprised of and will strive to represent the interests of the ski jumping/nordic combined community within the US. Only current USSA ski jumping/nordic combined members are eligible for election or appointment to the SJNCSC and its subcommittees/technical working groups.

Section II: The SJNCSC will be composed of the following members, each with one vote, selected without regard to race, color, religion, sex or national origin. The vote for representation to the SJNCSC will occur at the annual USSA meetings.

- ◆ A chairman, elected by the sport committee membership every two years, who will also serve as the USSA board member.
- ◆ **Nordic program director, named by the USSA job position.**
- ◆ **Up to two** National team head coaches, named by their USSA job position, ~~one from each discipline.~~
- ◆ ~~Three~~ **Two** athlete representatives, ~~with at least one~~ from each discipline, elected in conjunction with the USSA's Athletes' Council.
- ◆ ~~Up to three~~ **Two** members, to be designated/elected by the membership of the standing subcommittees, including:
 - * Athletic programs (Coaches)
 - * Rules & Tech (Officials)
- ◆ One additional member to be selected from the current USSA divisional chairpersons, who will act as the divisional programs' representative.
- ◆ **One at-large member.**

Each of the above positions is to be held for a period of two years.

Ski Jumping/Nordic Combined Sport Committee

Chair: Joe Holland, Norwich, VT

Casey Colby, Lake Placid, NY (Athlete)

John Farra, Heber City, UT (Nordic Program Director)

Dave Jarrett, Heber City, UT (USST Coach)

Tim Tetreault, Boulder, CO (USSA BOD Athlete)

Dan Warner, Hanover, NH (Regional Rep)

Todd Wilson, Steamboat Springs, CO (Coaches)

Matt Laue, Minneapolis, MN (Officials)

TBD, At-Large

PROPOSED 2010-2012 USSA FIS REPRESENTATION

FIS COUNCIL

FIS Council – Vice President	Bill Marolt
FIS Council – Finance Commission / Committees' WG / Alpine WG	Bill Marolt
FIS Council – Honorary	Hank Tauber

CROSS COUNTRY

Cross Country Committee – Non-European	John Farra
Cross Country Committee – Popular Cross Country Skiing – Chair Bodensteiner	Luke
Cross Country Committee – Honorary	Lee Todd
Subcommittee for World & Continental Cup	John Farra
Subcommittee for Ladies' Cross Country	Eileen Carey
Subcommittee for Rules and Control	Bob Gross
Subcommittee for Popular Cross Country Skiing - Chair Bodensteiner	Luke

NORDIC

Nordic Youth & Children's Questions (Cross Country & SJ/NC)	Jeff Byrne
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JUMPING

Jumping Committee - Member	Joe Lamb
Jumping Committee - Honorary Member	Gustav Raaum
Subcommittee for Jumping Hills (corresponding member)	Kyle Gilbertson
Subcommittee for Calendar Planning	John Farra
Subcommittee for Officials, Rules & Control	Matt Laue
Subcommittee for Equipment and Development	Joe Lamb

NORDIC COMBINED

Executive Board - Vice-Chairman	Joe Lamb
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ALPINE

Committee for Alpine Skiing – Executive Board Member	Jesse Hunt
Committee for Alpine Skiing – Ladies Alpine Chair	Karen Korfanta
Committee for Alpine Skiing – NorAm Chair	Bob Dart
Subcommittee for Classification of Alpine Competitors	Jeff Weinman
Data Users Working Group	Jeff Weinman
Subcommittee for Ladies' Alpine Skiing - Chair	Karen Korfanta
Subcommittee for Alpine Courses – Member	Bruce Crane
Subcommittee for Alpine Courses – Honorary Member	Nelson Bennett
Subcommittee for Alpine Courses - Inspectors & Controllers	Bob Calderwood
	Tom Johnston
	Paul Mahre
	Tom Winters
Subcommittee for Rules and Control - Member	Karen Korfanta
Subcommittee for Alpine Technical Delegates	Paul Van Slyke

Subcommittee for the Alpine World Cup - Member
Subcommittee for the Alpine World Cup – Conference - AIJS
Alpine Coaches Working Group – Men
Alpine Coaches Working Group – Women
Subcommittee for the Intercontinental Cup
Subcommittee for Nor-Am Cup – Chairman
 Regional & National Coach
 At-large
 At-large
 Secretary:
Alpine Youth & Children’s Questions

Calum Clark
Gary Black
Sasha Rearick
Jim Tracy
Bob Dart
Bob Dart
Lester Keller
Karen Korfanta
Jesse Hunt
Walt Evans
Walt Evans

FREESTYLE SKIING

Committee for Freestyle Skiing – Member (nomination pending)
Committee for Freestyle Skiing - Conference
Subcommittee for Freestyle Rules & Officials – Vice Chairman
Freestyle Appeals Commission - Chair
Freestyle Scheduling Working Group
Freestyle NorAm Committee - Chair
 Commissioner

Jay Simson
Jeff Wintersteen
Jay Simson
Jay Simson
Jeff Wintersteen
Bruce Robinson, CAN
Konrad Rotermund
Andy Wise
Todd Schirman
Matt Gnoza

SNOWBOARDING

Committee for Snowboard - Chairman
Snowboard Rules Working Group
Snowboard Task Force
Snowboard TD Working Group

William Slattery
Peter Foley
Jeremy Forster
Tom Winters

SPECIAL COMMITTEES

FIS Court
Committee for Competition Equipment - Nordic Combined
Freestyle/Snowboarding Youth & Children’s Questions
Legal and Safety Committee - Member
 Legal and Safety Committee – Honorary Member
Medical Committee – Member & Secretary
Committee for Recreational Skiing
Committee for Public Relations and Mass Media - Chairman
Committee for PR and Mass Media – Corresponding Member
Committee for Advertising Matters - Chairman
Subcommittee Cross Country for Lowlanders & Citizen Racers
 Subcommittee CC for Lowlanders & Citizen Racers - Honorary
Subcommittee for University Racers - Member
Subcommittee for Masters Racers - Member
Subcommittee for Skiers with a Disability – Nordic Skiing
Telemark Skiing
Timing Working Group (Data Experts & Timing Experts)

TBD
Joe Lamb
Dick Coe
Alex Natt
Barry Bunshoft
Dr. Larry Gaul
Dick Coe
Tom Kelly
Gary Black
Howard Peterson
Bob Gross
John Lindstrom
Richard Rokos
Bob Dart
Sandy Metzger
Jim Stein
Allen Church

INTERNATIONAL PARALYMPIC COMMITTEE

Vice Chair, Cross Country Sport Technical Committee
North American Race Director for the Alpine Sports Technical Committee
IPC Working Group for Equipment, Rules and Homologation
IPC Factor Working Group
PC Classification Working Group
Technical Advisor to the IPC Classification Committee

Sandy Metzger
Erik Peterson
Ian Garner
Ray Watkins
Jessica Tidswell
Jon Kreamelmeyer

Last revised 10/13/09

FY 10/11 PROPOSED USSA MEMBERSHIP DUES STRUCTURE

Alpine	Youth	70	70
	Student	90	90
	Competitor	140	140
	Master	110	110
	Official	60	60
	Coach	135	135
	Associate	35	35
Freestyle	Youth	50	50
	Rookie	70	70
	Competitor	140	140
	Official	60	60
	Coach	115	115
	Associate	35	35
	Snowboard	Regional Comp	70
National Comp		140	140
Official		60	60
Coach		115	115
Associate		35	35
Cross Country	Youth	50	50
	Competitor	140	140
	Official	60	60
	Coach	115	115
	Associate	35	35
Jumping/Nordic Combined	Youth	50	50
	Competitor	140	140
	Official	60	60
	Coach	115	115
	Associate	35	35
Adaptive Alpine	Competitor	140	140
	Coach	135	135
	Associate	35	35
Adaptive Cross Country	Competitor	140	140
	Coach	115	115
	Associate	35	35
Other	Club	150	150
	Rush Processing	25	25
	Late Fee	25	25
	NSF Check Fee	25	25
	Temporary Registration	25	25
	Member Card Replacement	N/A	N/A
	Back Screening Reinstatement	25	25