

USSA BOARD OF DIRECTORS' MEETING MINUTES

Tuesday, March 8, 2016; 10:30 – noon
3rd floor entry conference room, Center of Excellence, Park City, UT

USSA Board of Directors

Chairman: Dexter Paine, New York, NY
Vice Chairman: Greg Boester, Rye, NY (Foundation)
Treasurer: John Bucksbaum, Chicago, IL (Foundation)
Tricia Byrnes, Aspen, CO (Snowboarding Athlete)
Charles Christianson, Anchorage, AK (Alpine Athlete)
Emily Cook, Park City, UT (Freestyle Athlete)
Bryan Fletcher, Steamboat Springs, CO (Jumping/Nordic Combined Athlete)
Cami Thompson Graves, East Thetford, VT (Cross Country)
Jeanne Jackson, Portland, OR (Foundation)
Lisa Kosglow, Hood River, OR (At-Large)
Darryl Landstrom, Minneapolis, MN (Alpine)
Dan Leever, Palm Beach, FL (Foundation)
Martina Lussi, Lake Placid, NY (Jumping/Combined)
Andy McLane, Weston, MA (Foundation)
Kipp Nelson, Ketchum, ID (Foundation)
Erik Resnick, Vail, CO (Foundation), absent
Chris Seemann, Winter Park, CO (Freestyle)
Tiger Shaw, Park City, UT (CEO)
James Southam, Anchorage, AK (Cross Country Athlete/USOC AAC Alternate)
TBD (Snowboarding)

Ex-Officio

Michael Berry, Lakewood, CO (National Ski Areas Association), absent
Grete Eliassen, Holladay UT (USOC Athletes' Advisory Council)
Nick Sargent, McLean, VA (SnowSports Industries America)
Bill Marolt, Paradise Valley, AZ (USOC)
Hank Tauber, Park City, UT (FIS), absent

Guests: Luke Bodensteiner, Calum Clark, Mike Jaquet, Tom Kelly, George Macomber, Brooke McAfee, Alex Natt, Trisha Worthington

Meeting chair: Dexter Paine

1. Chairman Calls the USSA Board Meeting to Order: Dexter Paine

Dexter Paine called the meeting to order and turned the meeting over to Natt for the roll call followed by the ratification of the meeting minutes, after observing a moment of silence for those who had passed; Allen Adler, Nelson Bennett, Stein Eriksen, Jerry Groszold, Bill Johnson, Rudi Maki, and John McMillian.

2. Roll Call & Establishment of Quorum: Alex Natt

Alex Natt took the roll of the USSA Board of Directors and confirmed the presence of a quorum. He then asked that the board members put their phones on mute.

3. USSA December 2015 Meeting Minutes' Approval: Alex Natt

Alex Natt noted that the minutes for the last board meeting had been transmitted and were in the packet and he sought a motion for approval, if there were no discussions or alterations to the minutes.

Motion #1: To approve the meeting minutes as presented.

M/S/C – G. Boester/J. Bucksbaum approved by acclamation

4. Chairman's Comments: Dexter Paine

Dexter Paine commented on Charles Christianson being at the top of Mammoth to which Charles replied that it was his birthday and it had just snowed 66" in the last three days and the top of Mammoth had not been open until now so it was just one of those things that he just could not, not do.

The first thing that Paine wished to say for everyone who was either competing or coaching and he knew we had a number on the phone, he thanked them very much for taking the time to join us. He used Bryan Fletcher as an example of a competitor who was still in Europe. He congratulated him on his results and wished him well for the last of the competition season and he again said he very much appreciated his calling in.

Paine also noted that Tom Yaps was also on the call. He wanted to introduce him to everyone. We would be discussing later the creation of a freeskiing sport committee with both an athlete and sport committee representation on this board. Tom Yaps likely will be the Freeskiing sport committee rep. He has been actively involved with Emily, Abbi and Chris Seemann in working through the structural issues of creating a freeskiing representation onto the board. He thanked Tom for joining us on the call and looked forward to his joining the board in May and working with him. He mentioned that Maddie Bowman was likely to be the first athlete freeskiing representative to the board. He thanked all of those who had worked on this restructuring. This would be important for the sport going forward.

Paine wanted to discuss the positives that we had seen this winter and the challenges, followed by some major initiatives. On the positive side, we've seen some great athletic results. While we are not pleased with where we are, we are never pleased with where we are from an elite perspective. Individually we have had some strong performances. On the challenge side, that's been offset by some significant injuries across all of our disciplines. We have a lot of work to do between now and Korea, to get to our goal of best in the world in Korea. We continue to add to the team and recently added a very strong head of HR which will be important to the organization.

Fundraising this year, led by Trisha Worthington and by Greg Boester, Foundation president, has done a great job both in terms of hitting our numbers, but outside of that, raised money to help pay down our debt, with Liz Arky we raised money to buy a waxing truck for the nordic team. It's been a successful year on the fundraising side and the generosity of our trustees and supporters continues to be remarkable.

In terms of challenges, NASTAR had a difficult integration into USSA, primarily around systems; those have been resolved. It was certainly a bumpy road for about two months after we integrated NASTAR into USSA.

On the revenue side, it was a very challenging year from the sponsorship side, we fell short of goal. To Brooke's credit, we will still run about a \$500K surplus which will be used to pay

down our debt. It certainly made our life much more challenging in terms of funding Athletics with the shortfall that we had on the sponsorship side.

A long term issue that we will talk about is that we do not have a great event model. We are projected to lose about \$1.5M putting on the World Cup finals. If you look at all of our elite events, we lose money on 80-90% of them.

Finally, on the challenge side are the number of injuries we've sustained this year in all the sports – a lot of injured athletes. The challenge for Luke is how we get our athletes in better condition; we probably need more time on snow across the board, which takes more money. We need to get the athletes physically in better shape. We've seen the Norwegians excel in their physical training, which he felt was better than ours.

In terms of major initiatives and goals for the board we have a lot of stuff going on. My main job is to ensure we stay focused and stay focused on those things that will have a significant impact on the organization. Right now we are undergoing a major change in our bylaws to get us to best in class on the governance side. Lisa, Eric and Charlotte have been working hard on this. It's not easy. It's not something that everyone agrees on, but ultimately we will end up with a governance structure that is best in class in terms of NGBs.

I mentioned the Freestyle and Freeski split into two different sport committees. It will be very good for both as we can focus people on each. He noted the people who had put in an enormous amount of time and effort into this and it's gone remarkably well. What's interesting on this is that we are leading the way here and FIS is going through a similar restructuring which Luke and Jeremy are involved with being led by Gosper, the Australian council rep. We are really on the forefront of this.

He said that Dan Leever's project was progressing and that he looked forward to hearing from him in May. Dan has been looking comprehensively at our alpine athletic development program. He has met with coaches and racers from ten countries to get a comprehensive look at what everyone is doing, and what we need to do better in terms of bottom up development. While it is focused on alpine, many of the things we've seen here are actually applicable to all sports. Maybe not the technical aspects, but certainly the things that drive athletic success are ones that we need to be applying across the spectrum, such as more days on snow, better preparation, how we work the funnel – all those things can help us across the board.

He noted that he would stop there and asked Tiger to provide a quick overview of the organization and how things have gone since our meeting in December in Beaver Creek.

5. Chief Executive Officer's Report: Tiger Shaw

Tiger Shaw said he was participating from the parking lot of the Tour de Ski in Canada with Peter Graves announcing the qualifying round. He noted that Liz Arky was also there. The great thing here was that no one brought their wax trucks to Canada so everyone was working from construction containers, or shipping containers so it's a level playing field.

Shaw asked the board to read the packet as there were thorough reports in there from all the vice presidents on all the different operations. He said he would hit a few highlights starting with Athletics. One of the goals this year was the number of podiums we hit in total for top three in the best in the world events such as the World Cup, Grand Prix, etc. We have already exceeded that goal so we have had a good year. In cross country we had a breakout year with multiple winners besides Kikkan Randall. We have women who are capable of winning cross country races as well as podiums from the men. They seem to

have figured out their training cadence and hitting it on competition day. Unfortunately, there were sick skiers out here today.

Snowboarding and Freeskiing it's been a great year with a lot of podiums and some injuries. In Fenway, Sage Kotsenburg, Josh Christenson and Nick Goepper were unable to compete because of injuries. We continue to be plagued by that in our more dangerous sports. We are under the number in season-ending injuries this season but there are plenty of notable ones also; in alpine, Lindsay Vonn who had to end her season early, and Mikaela Shiffrin who was injured early in the season. She came back well in slalom, crushing the fields. Ted Ligety got injured in training this season and ended with an ACL injury and there are others that he could recap. We are cognizant of that and trying to measure that with a doctor group that is looking at injury rates and prevention, strength and conditioning.

In women's ski jumping, Nita Englund had a great season. Bucksbaum asked Shaw how our injury rate compared with other teams. Shaw replied that empirically we were probably about the same. There have been a tremendous number of season-ending knee injuries on the Alpine World Cup tour for men and women. There has been a lot of focus on this internationally. There is also potentially a focus on ski parameters and we will be a lot more proactive than we have been in the past in terms of equipment changes that are intended to increase safety. There have been a number of superstars that have been taken out. We need better data to understand what is causing these injuries and focus more on injury reporting and understanding the mechanics. This group of doctors is trying to figure out how we can measure this. The other teams are not immune for sure.

Aerials had a great season with Ashley Caldwell winning the overall globe. In juniors, we had the world juniors this year nordic in Romania and alpine in Sochi. We had great results in speed in Sochi with four athletes in the top ten. We always look at our strengths and weaknesses and slalom is a weakness. One of the coaches came up to Chip Knight, director of alpine development, and asked, aren't you competing in slalom? A loaded question, asking why we were far from competitive, and weren't we trying in slalom. Where we were great in speed in the junior worlds, at the Jr. Olympics in Lillehammer, NOR, River Radamus won three of the races. We won 13 medals there; again, strength, weakness.

Shaw was happy to report as an addendum to Athletics that he was at the Birkie this year with another 10,000 participants and he was happy to report that Caitlin Gregg won the women's competition and beat him by two and a half hours in that race. He noted the number of staff that were participants at the Birkie. It was a great opportunity as we had been working closely with the Birkie Foundation and partnering with them in an effort to reach out and better integrate into the cross country community. It was an enormous event and he would love to see any of our other events have 10,500 participants. It was a sight to behold how well they managed that.

As Dexter noted, we have a lot going on in terms of governance. That task force has taken on things that we want to change and improve or challenges that we are trying to face. The outcome of that will be discussed later in this meeting. We have a number of other task forces moving forward on branding, digital, planned giving; there are a number of efforts where we are trying to enlist the experts on our boards who want to roll their sleeves up, meet a couple of times every few weeks, do homework and come back with directions in which to go to.

Paine also mentioned the events department. The most exciting thing to report from events this season was the Fenway Big Air event. It was quite a story with 27,000 spectators with extraordinary media reach with 180M media impressions as a result of that event. NBC provided coverage, also *Today* show coverage as well as multiple teasers to keep people tuned in. There were 416 independent news stories. At the same time, it was incredibly risky. We were in a 50/50 partnership with Fenway and had we not sold 27,000 tickets, it

could have been financially very scary for us. We think we will come in a little under break even. There were a few surprises by Fenway and they are working with us very closely on that in terms of the expense side. It took more than a week to disassemble everything that had filled the whole park from the back of centerfield past home plate.

Events in general have gone well. It's not over yet; we still have a couple of US Nationals and some other events, including the NASTAR Nationals which are extremely important to us and we had a bumpy road with IT challenges which have been resolved but it was not easy and it did some harm to the overall brand.

Essentially what happened was last summer in the process of acquiring NASTAR we were unable to reach an agreement with the IT supplier for NASTAR. That resulted in our choosing a different IT solution for the timing.

That resulted in a timing software change for USSA sanctioned races and tied to that are a lot of components to be able to see the racer's times on a website and that was also changed and reconstructed and we ended up having challenges with that system which was more complicated than expected. It worked pretty well if it was used correctly. There were difficulties getting live results on line. And we have solved those issues. We provided a support system for those races in February that weren't using live and the problem had been that people hadn't been reaching out to the support system. It was tricky getting everything to work this winter.

Paine stated that we underestimated that people get used to one system and when you go to change it, it's difficult, particularly when you have a lot of volunteers or folks who have been doing it a long time. We underestimated that challenge in the transition.

Shaw said we'd ended up in long discussion over the winter and we will ensure that we have the very best software going forward. Leever expressed that a lot of good will had been used up in this process. Paine replied that any time you touch software or systems, it never turns out well. We underestimated that transition. He gave Tiger real credit that we made a difficult but right decision in early February in terms of going back to Global Reach Sports and working with them.

Shaw confirmed that the issues are completely resolved and the ski areas are behind us and Steamboat will be a wonderful partner for the nationals and we will take that property to the next level. It does continue to remind us that it provides that final integration into grass roots racing and entry. The number of athletes on our team who will say the first time they raced was on a NASTAR course is surprising. Almost everybody as a kid jumped into a NASTAR course.

Foundation, as reported, has been doing great. They plan to hit their numbers. It was great to see the level of support from all the events that we held that were wonderful and we also shifted the model to potentially smaller home-based events. He mentioned the event in Chicago at the Bucksbaums' home. He took the event in Chicago that required a tremendous amount of organization year over year over year and holding the event in your home this year with Bode and Picabo was intimate and special for those who were able to come to it. We need to look at doing that in several other cities. He said we would continue to explore this model that provides an opportunity to meet more new friends.

There were plenty of headwinds in marketing. He noted we lost our Grand Prix title sponsor, which had been Sprint. All kinds of events across the country and sports marketing sponsorships went away. We have opportunity now with it being a pre-Olympic year so there are good things on the horizon. And we will continue to work diligently to work those numbers back to where we hope we can get them. The digital task force will help with that as we need to be doing more on that front in terms of revenue.

Membership had changes last year to accommodate growth and we are down in terms of dollars. An example is that for the competitor membership decrease in fee that resulted in a \$90K drop in revenue. That was anticipated. We lowered the cost of being a competitor in cross country from \$160 to \$95 and that was a request of the community. That also means that those dollars cannot be put into the nordic budget so if you cut back, if you can't make it up with volume, that is a consequence.

For sure weather was a crushing factor for the east and the Midwest this year; basically there was no winter and almost no snow. That also affected us in terms of alpine memberships. It was a tough year in which to grow membership. But we did manage to grow our numbers and a lot of people have noticed the efforts we have made. It will take a couple of years to get this done. The trend is in the right direction.

Finally, Shaw stated that he had a great team in Park City. He was proud of all of them. It had been a long, hard winter even without world championships. Next year we would have world championships in all of our sports and that would spread us thin once again. At least, we were not hosting in the US. However, we are hosting the Aspen Alpine World Cup Finals and we have a tremendous number of alpine World Cup events next year, which presented a challenge and opportunity all at the same time. It gives us a lot of media property and sponsorship inventory property to sell and that can be problematic in its own right and we'll discuss this later but it's also an opportunity to host the world to have so many events in that sport.

He closed saying that we certainly had a lot of balls up in the air and that was all he had.

6. Financial Report: Brooke McAfee

Paine asked McAfee to provide the financial report.

McAfee stated that there was a detailed write up in the board book. Right now she would focus on the slides that were distributed and she hoped that everyone had those in front of them. She began with the FY16 budget comparison, the revenue forecast is \$32.4M less expenses of \$31.8M resulting in a \$596K net income. We are having some challenges now in the operating budget. She anticipated that the number would drop closer to \$500K. Overall that is under budget by \$161K. We will go through this detail in the later slides.

Paine interjected that the budget surplus would be used to pay down the USSA's line of credit. McAfee noted the \$1.35M was received coming out of the trustee meetings and both would be debt reduction payments.

Moving to the FY16 total revenue, total revenue is under budget by \$482K, due in large part tied to marketing. The other area under budget was membership. Tiger spoke about that. The endowment grant is under budget and that is from a reclassification of the US Skiing Foundation draw that was moved into other income. Marketing and membership were the two areas where we have seen challenges. She then noted that NASTAR added both revenue and expense to the forecast and this was not in the original budget.

Looking at marketing, the budget is under by \$1.4M gross and \$1.3M net of department admin expenses. This is tied to the lost sponsorship for the Grand Prix title. Tiger mentioned that with Sprint. We've also lost Goodyear, Liberty Mutual, Kellogg's, so it ended up being a really challenging year.

Jaquet said that FY16 did not have the leverage of Olympic qualification, or the ability to extend deals out from the Olympics like we did in FY15. FY15 ended up being a great year

because we leveraged the Olympics into multi-year contracts. As these expire we are looking to bring business into our next Olympic quad. We had just a dead year here. FY17 while a challenge from a budget standpoint has everything moving in the right direction. The Grand Prix title sponsorship will be filled. This is a bump in the road year. We have a dangerous history of losing big partnerships recently, Sprint being one of them, and we know that Nature Valley will not be renewing. That speaks to the marketplace but also the asset makeup and our need to modify our ask and what the assets are that make up our sponsorship proposals. We've identified and are addressing this.

Bucksbaum asked, on the membership income, it's a major item and it's gone down fairly dramatically, is it more from the membership side or the competition fee side? Are there fewer people competing? Fewer people wanting to be USSA members?

McAfee replied that approximately \$300K under goal is tied to membership. While we are up in member head count that is the pricing change that caused that decrease.

Bucksbaum asked, wouldn't this have been accounted for in the budgeting process? She replied that it was factored into the budget. Tiger said that we had anticipated only being slightly down year over year. McAfee added that we had planned for more ambitious member growth, closer to 5,000 and we will hopefully reach 3,400 in member growth.

Bucksbaum said it was worrying when you see marketing decline and I've seen this in another sport, so it's raised a red flag. When membership and marketing are both on the decline that can obviously lead to bigger problems. I know that you all take it very seriously but it catches my attention. Tiger answered that we anticipated a \$90K drop in cross country. And we anticipated another \$15K drop because we put a family cap so there was a maximum that a family would be spending on membership, so if they have three kids racing and they participated in masters that could have been over \$1,000. That was a reaction to requests from a large number of members.

Tiger also suggested that the impact of the horrendous winter had some influence on all of these numbers. Our hope is that we climb back to the same membership dollars in the next few years. And our goal of retaining more members is what is driving all of these changes. There is no good business when you lower prices and say you will make up for it in volume but that is a bit of what we were trying to do.

McAfee confirmed that the Foundation was projected to be on goal. The key points in Trisha's area are that she still has a number of Champions Club to achieve so that is where the focus with her team, along with collections. Below the net revenue line is a list of other areas of fundraising that have been brought in by the team and include allied organization funding, the wax truck, and we have postponed the Marolt athletic endowment campaign to start in FY17, and there is a line item for the debt reduction donations from a few of trustees; staff and trustees are working on donations to help to pay down that line of credit. She expressed her thanks to Paul Raether and Greg Boester for leading that effort on the Legacy campaign and the debt initiative. They've been stellar in their help to us.

Moving on to the FY16 expense forecast, our total expenses are \$31.8M, under budget by \$320K which were cuts made to keep us on track. The cuts were mostly in events and general and administrative. It's unfortunate to have to make cuts, but we had to maintain a balanced operating budget.

Turning to program efficiency,

- 80% of the FY16 operating budget is invested in athletic programs
- 11% is invested in fundraising and sponsorship activities
- 9% is invested in administrative activities

She noted that we target greater than 75% into our athletic programs. The USOC is at 78%, so overall we are in good shape as it relates to program efficiency. Lastly, she wanted to touch on the FY 17 budget challenges. These had been mentioned by Tiger and Dexter.

- Challenges with shortfalls in the FY16 marketing budget; what this means is that we need to make up for the losses sustained in FY16 as we get into FY17 budgeting.
- Challenges and opportunities with Aspen World Cup Finals; Dexter spoke of the challenges with the overall event model. This event runs a pretty significant loss for our organization so trying to add this increased expense and maintain our athletic elite team budgets means that we have a lot of work to do.
- Working with the USOC on critical grant growth in order to maintain our elite team budgets. Luke is working closely with the USOC on upping our grant from them in the hope that it helps to preserve our athletic budget.

Paine added that we were awarded the World Cup Finals two years ago and at the time we projected that we'd sustain a \$500K loss. He discussed the losses sustained on events and affirmed the need to look at this with our partners because that is not sustainable. Paine said that the cuts mentioned by Brooke were a World Cup Snowboard and Ski Cross event in Squaw Valley.

He noted that the World Cup finals had gone from a projected \$500K loss when we bid on it to today, looking like \$1.5M loss on that event taking place a year from now. As Tiger noted, there were positive aspects of having it here, but it's a huge financial challenge in terms of our budget. We are working closely with Aspen and Mike to try to bridge that gap but it's an expensive activity for us.

Bucksbaum asked about the World Cup finals. We lose a lot of money, what about the Aspen Ski Co.? Are they losing too? Is it proportionate? Paine asked Calum Clark as the expert in this area to reply.

Clark said there were two points. The first was he wanted to comment that the total events budget for the organization was approximately \$5M. McAfee added the total budget is \$5M and when we sell out all marketing inventory, we lose over \$1M annually on our events. When we aren't able to sell the title of the Grand Prix that number jumps from there. Losing the \$1.5M in sponsorship was huge for us this year. It caused the loss on events to be closer to mid-\$2M. One more note on FY16, even with the marketing reductions we did not have to cut into the Athletic Elite Team budgets. We focused only on cuts in events and general and administrative budgets.

Paine commented that it gets back to his earlier comment that we need to take a really hard look at how we run our events, how we partner on the events. The current model simply does not work for us and it needs to work with our partners as well. He noted that, as great as the FIS Alpine World Championships were for Vail, they still took a significant loss on the event. We can't run our business without strong relationships whether it's Aspen or Soldier Hollow or Park City. We need all of these venue partners. We need to figure out a way that this works for all our events; right now, it's not.

Leever asked if we had different arrangements relative to site fees for Vail and Aspen. Clark responded that it was incrementally different, not fundamentally different. The difference is how much we share the commercial inventory. In Aspen, we control a greater percentage of commercial inventory and those fees are reflective. Commercial inventory is anything that can be sold, so TV, bib positions and gate and banner positions, any sponsorship inventory that can be earned off the event property.

Paine added that for all World Cup events we pay the prize money. That's a more fundamental question that needs to be addressed at the FIS level. The FIS has 150M Swiss francs in cash and we need to figure out how to potentially use that funding to promote events globally. Prize money is paid by the entity that puts on the race.

Paine thanked Brooke and asked Alex to cover the next number of items.

7. New Business

USSA Transgender Policy Discussion: Alex Natt

Natt stated that he submitted a report in the board book re transgender issues in sport. He had been driving the USOC for about a year to take a position and provide guidance to the NGBs on how to deal with transgendered athletes in light of competitive and fairness issues. During that process, the IOC came out with guidance to the international federations, which was appended to the book. The FIS has not yet, but has indicated to me that they will be considering adopting the IOC transgender policy.

At this meeting he would like the board to approve the specific policy for USSA sanctioned races. Essentially it will be designed to allow athletes to self-select their gender identity when they compete in USSA sanctioned events. Inspection or hormonal verification will not be required which currently the FIS rules which we are bound by require that some physical inspection be engaged in. He would not recommend that we do that for the USSA sanctioned races. The policy will allow athletes to self-select gender, compete in those genders and the athlete needs to verify in writing or their parents, if under the age of majority, confirming the athlete's gender identity and once selected for a particular season, the athlete cannot compete in the other gender until the following July 1.

Natt read the policy and entertained questions.

'Athletes in USSA sanctioned competitions shall be permitted to participate in competition pursuant to their affirmed gender identity. No physical inspection or hormonal verification shall be required, but the athlete, or parent of the athlete if the athlete is under 18 years of age, who seeks to compete as a transgender female, shall be required to verify that the athlete maintains a consistent female gender identity in everyday life. Athletes who seek to compete as a transgender female must declare the gender in which they seek to compete each competition season and once declared, it cannot be changed until the next July 1.'

He noted that there is no restriction on a woman who wants to compete in a male category, because the competitive issue is thought not to be as compelling. That was the policy he recommended to the board. It would deal only with USSA-sanctioned competitions.

While we adopt this, he would also be driving the FIS through the legal committee to adopt the IOC policy for FIS level competition. That would not likely be adopted until October in Zurich. He asked if there were any questions.

Natt replied to questions and reiterated that this was a new area for all of us. The idea here is that this has to be a true belief by the athlete that he or she is transgendered. If we want to amend the policy so that the athlete or his or her parent has to verify that the athlete truly believes they are a transgendered person, I have no problem adding that to the policy. We can choose to amend this and approve it in May. This is something that we will be a little ahead of the curve on. We have had these issues raised. If we need to consider this more fully, it's not a hugely urgent issue between now and May.

Charles Christianson said that he would support a vetting process with confirmation of the parent for both. In the spirit of why we are passing this, the vetting process would be helpful.

Natt said that the goal was to be respectful of the transgendered person's gender identity while also respecting the other athletes and the competitiveness of our sport. Natt said that if the board was comfortable, we can pass this resolution with the modification that in either instance the athlete and, if under majority, the parent of the athlete must verify that the athlete has maintained that consistent gender identity. If that's the case, we can move forward with this policy now. He'd be happy to make that change.

Further discussion ensued and Paine said that we should table this until May. I thought there was a whole one year and testosterone testing thing that went with that. Did I misread this? Natt replied that would apply at the FIS level. Natt said that he would be happy to table this for now. Paine said we really need to think about being consistent with the USOC and the IOC on this matter. He said he appreciates that the FIS may not be there yet. He'd like further discussion of this in May as it's clear that there are a number of questions here. And while I appreciate us wanting to be a leader here, I also think that we need to be thoughtful.

Natt said he appreciated the discussion and this would be tabled until May.

Freestyle and Freeskiing Sport Committee: Alex Natt/Chris Seemann/Tom Yaps

Paine stated that this was something that we had discussed during the governance review. He asked Seemann and Yaps to spend just a few minutes on what was being done. He felt that it would be passed in May and to just provide an update as to where we were at this point.

Seemann said the biggest thing they were trying to accomplish today was to get the board to agree in concept to the idea of a separate freeskiing sport committee. We have to get to our spring meetings to get our operating procedures in place and go through the election, but we'd like to know now if that is the direction that we should head so that we may plan accordingly.

Paine communicated that this would add two board members; a Freeskiing Athlete and a Freeskiing Sport Committee representative to the USSA BOD. We had had a Paralympian athlete and sport representative so that we are getting the board back to a level consistent to where it was before the move to the USOC of the Paralympic sport program.

Natt explained that when Adaptive was taken over, we reduced the board by one sport committee and its rep and one athlete rep. In the interim, we added some at-large seats so these two new seats will increase the size of the board voting membership to 23. It's important that the board give approval today in concept of the new Freeskiing Sport Committee and separate Freestyle Sport Committee to provide them time to get their operating procedures in place before the May meeting.

McLane asked how many at-large seats there were; three was the reply, with two vacancies. He then asked if we might want to expand that number. Natt replied that should be discussed with the Governance Review task force.

Being aware of time, Paine asked Natt to continue with the new business agenda topics.

Natt said that we needed a motion to add a freeskiing athlete and sport committee rep to the board.

Motion #2: to approve split of the Freestyle and Freeskiing Sport Committee and the addition a freeskiing athlete and sport committee representative to the board as requested.

M/S/C J Bucksbaum/D Paine, approved by acclamation

Blegen Award: Alex Natt

Natt explained that the Blegen award was the highest award given by the USSA. The proposal is to change the voting procedures to allow the voting members of the USSA Awards Working Group to nominate and vote on the Blegen Award. Currently, only the Blegen recipients and the USSA Board members vote on this award. We'd like a motion to change that criterion.

Motion #3: to approve the voting members of the USSA Awards Working group to nominate and vote on the Blegen award as requested.

M/S/C D. Paine/ J. Bucksbaum, approved by acclamation

Kelly reported that in the current balloting for the Blegen award, we have received enough votes to claim Bob Dart as this year's recipient. Paine added that Bob Dart was a thoroughly deserving person to receive this award.

USSA Corporate Resolution & Officer Authority: Alex Natt

On page 16 of the board packet, you'll see USSA's corporate resolution and officer authority. We are required by the bank to update that annually (Addendum 2). Could I have a motion and second?

Motion #4: to ratify the revised USSA Corporate Resolution and Officer Authority.

M/S/C D. Paine/ J. Bucksbaum, approved by acclamation

USSA Enterprises and USST, Inc. Boards: Alex Natt

On page 18, you'll see the compositions of the two for-profit boards of the USSA's corporate umbrella, unchanged from prior year;

President: Dexter Paine
Vice President: Greg Boester
Secretary-Treasurer: John Bucksbaum
Additional Board Member: Tiger Shaw

Motion #5: to ratify the composition of both boards as presented.

M/S/C A. McLane/ J. Southam, approved by acclamation

USSA FIS Representation 2016-18 Alex Natt

Finally, the USSA Board is required to approve USSA's representation to the FIS. On page 19 of your packet (Addendum 3) is the full list of representatives; there have been some changes and he asked if there were any discussion. Hearing none, he asked for a motion to approve.

Motion #6: to ratify the 2016-18 changes to the USSA's FIS representation as presented.

M/S/C C. Christianson/ D. Paine, approved by acclamation

8. USSA Governance Review Task Force Report: Lisa Kosglow

Lisa Kosglow said she would make this quick. The overarching goal of the Governance Review Task Force was to identify areas where we could strengthen our efforts while also recognizing what is working across our sports as it pertains to Governance. As Dexter mentioned we created a task force to look at the governance of the Alpine Sport Committee first and the intention is to look at all of the sports individually. Many of the takeaways, from the ASC review, were that many of these do apply to the other sports. We have a broad group of voices on the task force. She noted who comprised the task force (Addendum 4). We've had great executive representation with Tiger and Charlotte to help keep us on task.

Some of the highlights include strengthening the staff connection with the sport committees. We are trying to provide a more strategic context with the initiative process and make sure that the staff is involved in those recommendations. We are also trying to create more consistency among the sports on some key items like eliminating proxy voting, and standardizing term limits. We're creating more consistency between the wording in the USOC bylaws and our bylaws as you can see from Alex's explanations in the packet.

We have identified onboarding vetting of new board members as being a key area of improvement to set expectations and ensure we have active participation from all our board members.

Dexter also mentioned earlier that the group is in support of the new freeskiing sport committee and seats on the board.

Lastly, we are taking a look, from the USSA Nomination & Governance Committee, at the at-large positions and trying to vet candidates and take recommendations and look at how we fill these at-large positions. And we are looking at what vacancies we have in expertise on our board and fill that with an at-large spot. Those are some of the things we are looking at in the Governance Review task force and the Nomination & Governance Committee.

Natt remarked that we were not asking for approval at this board meeting today of the bylaw amendments. We wanted to give the board an update on the committee's work. That work is still in progress. The purpose of sharing the status is that you are all very experienced folks in many of these areas so, if you have input for the committee, would you please give it now as we will be seeking to approve bylaw amendments in May on some of these things. We can only do bylaw amendments at the annual meeting of the board so between now and 30 days out from the meetings, we'd appreciate any input you have on what's before you.

Paine said he'd like to add that we have had heated discussion around many of these issues. It's been a great conversation and Eric and Lisa have done a terrific job in terms of leading this discussion. There are still a number of open issues that we'll need to resolve before May. It's really the goal of being the best of the national governing bodies in terms of our governance and trying to be best in not-for-profits in terms of governance as well.

9. Next USSA Board Meeting: Dexter Paine

Paine reminded everyone that we have the annual meeting May 15, 2016, at the DoubleTree Hotel in Park City, UT. That is the week of the USSA Congress and I would encourage people to be there as long as they can. Friday night is the Chairman's Awards dinner. Typically on Saturday night, Tiger hosts a dinner for the board. If you can be there for both those events, I would encourage you to do that.

10. Closing Comments & Motion to Adjourn: Dexter Paine

One final thing before we close, Paine said that we were trying to schedule more update calls. He realized that we're in the winter and it's tough, but please provide feedback on whether you thought this was worthwhile and whether it's helpful to have an update call during the winter for the board; all your feedback would be very appreciated. With that, he asked Natt to adjourn the meeting.

Natt said we would be adjourning the USSA meeting and moving into executive session to discuss a litigation matter so if all non-board members could please leave the room.

The USSA Board of Directors' meeting adjourned into Executive Session.

Minutes transcribed by Suzette 3/14/16;
Legal, Financial and Executive review completed 3/23/16

Addendum 1: USSA Board of Directors' Agenda

Tuesday, March 8, 2016

10:30 – 11:45 a.m., 3rd floor entry conference room

Center of Excellence, Park City, UT

Dial-in: 1.888.519.8675 Participant code: 8764570

Meeting chair: Dexter Paine

1. Chairman Calls the USSA Board Meeting to Order Dexter Paine
 - ▶ Moment of Silence for Allen Adler, Nelson Bennett, Stein Eriksen, Jerry Groszold, Bill Johnson, Rudi Maki, and John McMillian
2. Roll Call & Establishment of Quorum Alex Natt
3. USSA December 2015 Meeting Minutes' Approval Alex Natt
 - Motion: to ratify the meeting minutes as presented.
4. Chairman's Comments Dexter Paine
5. Chief Executive Officer's Report Tiger Shaw
6. Financial Report Brooke McAfee
7. New Business
 - ▶ USSA Transgender Policy Discussion Alex Natt
 - Motion: to ratify the transgender policy as discussed.
 - ▶ Freestyle and Freeskiing Sport Committee Alex Natt/ Chris Seemann/Tom Yaps
 - Add a Freeskiing Athlete and Freeskiing Sport representative to the USSA BOD.
 - Approval in concept of the new Freeskiing Sport Committee and separate Freestyle Sport Committee to begin drafting operating procedures in advance of the May meetings.
 - ▶ Blegen Award Alex Natt

Request to allow the voting members of the USSA Awards Working Group to nominate and vote on the Blegen Award.

 - Motion: to approve the voting members of the USSA Awards Working group to nominate and vote on the Blegen award as requested.
 - ▶ USSA Corporate Resolution & Officer Authority Alex Natt
 - Motion: to ratify the revised USSA Corporate Resolution and Officer Authority.
 - ▶ USSA Enterprises and USST, Inc. Boards Alex Natt

- Motion: to ratify the composition of both boards as presented.
- ▶ USSA FIS Representation 2016-18 Alex Natt
 - Motion: to ratify the 2016-18 changes to the USSA's FIS representation as presented.
- 8. USSA Governance Task Force Report Eric Resnick/Lisa Kosglow
- 9. Next USSA Board Meeting Dexter Paine
 - ▶ May 15, 2016, DoubleTree Hotel, Park City, UT
- 10. Closing Comments & Motion to Adjourn Dexter Paine
 - Motion: to adjourn the USSA Board of Directors' Meeting.

Executive Session for Legal Affairs

Addendum 2: USSA Corporate Resolution

U. S. SKI AND SNOWBOARD ASSOCIATION BOARD RESOLUTION

RESOLVED, That the Chief Executive Officer 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. In the case of transfers from the permanently restricted endowment accounts to the organization's operating accounts, the Investment Committee Chair or the Board Chair will provide secondary approval.

FURTHER RESOLVED, That the Chief Executive Officer 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 8th day of March 2016 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.

USSA 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:

Gale 'Tiger' Shaw	President and CEO
Brooke McAfee	Chief Financial Officer

Witness my signature this 8th day of March, 2016.

Dexter Paine
Chairman, USSA Board of Directors

Addendum 3: Ratification of 2016-2018 USSA FIS Representation

FIS COUNCIL

FIS Council, Vice President Dexter Paine

FIS HONORARY

FIS Honorary Hank Tauber

FIS Honorary Bill Marolt

CROSS COUNTRY

Cross Country – Executive Board Chris Grover

Cross Country Committee – Non-European Countries Chris Grover

Cross Country Committee – Athletes' Commission Kikkan Randall

Cross Country Committee – Honorary Lee Todd

Subcommittee for World & Continental Cup Chairman Chris Grover

Subcommittee for Rules and Control Allan Serrano

Subcommittee for Popular Cross Country Allan Serrano

Subcommittee for Cross Country Youth & Children's Questions Luke Bodensteiner

Subcommittee for Ladies Cross Country Cami Thompson Graves

JUMPING

Jumping Committee – Member Alan Johnson

Subcommittee for Jumping Hills Joe Lamb

Subcommittee for Calendar Planning Joe Lamb

Subcommittee for Officials, Rules & Control Reed Zuehlke

Subcommittee for Equipment and Development Dave Jarrett

Subcommittee for Ski Jumping Youth & Children's Questions Alan Alborn

NORDIC COMBINED

Executive Board Member Dave Jarrett

Executive Board Member – Honorary Member Joe Lamb

ALPINE

Committee for Alpine Skiing – Executive Board Member Patrick Riml

Formerly, Phil Mahre

Committee for Alpine Skiing – Ladies Alpine Chair Karen Korfanta

Committee for Alpine Skiing – Intercontinental Cups, Chairman Chip Knight

Formerly, Bob Dart

Committee for Alpine Skiing – Classification Subcommittee, Chairman Jeff Weinman

Subcommittee for Alpine Youth & Children's Questions Patrick Riml

Subcommittee for Alpine Youth & Children's Questions – Honorary Member Walt Evans

Subcommittee for Classification of Alpine Competitors – Chairman Jeff Weinman

Subcommittee for Ladies' Alpine Skiing - Chair Karen Korfanta

Subcommittee for Alpine Courses – Member Tom Winters

Subcommittee for Alpine Courses – Inspectors & Controllers Bob Calderwood

Daniel Chayes; Bruce Crane; Kurt Engel; Ellen Galbraith; Brad Ghent

Douglas Hall; Tom Johnston; Paul Mahre; Ted Sutton; Tom Winters	
Subcommittee for Rules – Member	Karen Korfanta
Subcommittee for Alpine Technical Delegates	Paul Van Slyke
Subcommittee for Alpine Technical Delegates – Honorary Member	Tom Winters
Subcommittee for the Alpine World Cup – Member	Calum Clark
Subcommittee for the Alpine World Cup – Liaison for Ladies' Alpine	Karen Korfanta
Subcommittee for Intercontinental Cups, Chairman	Chip Knight
Formerly, Bob Dart	
Subcommittee for Nor-Am Cup	Chip Knight
Formerly, Bob Dart	
Regional & National Coach	to be determined
At-large	Patrick Riml
Secretary:	Karen Korfanta
Alpine Coaches Working Group – Men, Chairman	Sasha Rearick
Alpine Coaches Working Group – Women	Paul Kristofic
Formerly, Patrick Riml	
<u>FREESTYLE SKIING</u>	
Committee for Freestyle Skiing – Member	Todd Schirman
Freestyle Appeals Commission – Chair	Gary Wright
Formerly, Jay Simson	
Subcommittee for Freestyle Rules & Officials – Vice Chairman	Todd Schirman
Formerly, Jay Simson	
Judges Proctor Working Group – Chair	Scott Lounsbury
Formerly, Jay Simson	
Freestyle Scheduling Working Group	Todd Schirman
Freestyle NorAm Committee – Chair	David Mirota, CAN
CFSA Freestyle National Team	Marc-André Moreau, CAN
USSA Freestyle National Team	Matt Gnoza
CFSA Provincial Team Coach	Julie Steggall, CAN
USSA Freestyle Club Coach	Chris Marchetti
Halfpipe/Slopestyle Rep	Abbi Nyberg
Ski Cross Rep	Willy Raine
CFSA Freestyle R&O	Kelly Bennett, CAN
USSA Freestyle R&O	Andy Hayes
CFSA Member At-large	Jeremy Cooper, CAN
USSA Member At-large	Joe Davis
Non-voting Member, USA	Todd Schirman
Non-voting Member, USA	Katie Fieguth
Non-voting Member (NAC)	Konrad Rotermund
Rules & Officials – Moguls Advisory Group Leader	Matt Gnoza
Freeskiing (Halfpipe, Slopestyle, Big Air) WG Committee – Chair	Mike Spencer
Freestyle New Event Task Force	Jeremy Forster
Freestyle TD Working Group	Gary Wright

Freeskiing TD Education, Vice Chairman/North America
Formerly, Tom Winters

Ted Martin

SNOWBOARDING

Committee for Snowboard – Chairman
Formerly, Bill Slattery

Jeremy Forster

Snowboard Appeals Commission – Chair
Subcommittee for Snowboard & Freestyle Youth & Children's Questions
Formerly, vacancy

Bill Slattery

Matt Gnoza

Snowboard Rules Working Group
Snowboard Task Force Chairman
Snowboard TD Working Group
Formerly, Tom Winters

Peter Foley

Jeremy Forster

Ted Martin

Ski Cross Advisory Group

Gary Wright

SPECIAL COMMITTEES

Legal and Safety Committee – Secretary, Vice-Chairman
Legal and Safety Committee – Honorary Member

Alex Natt

Barry Bunshoft

Medical Committee

Dr. Larry Gaul

Committee for Advertising Matters, Vice-Chairman

Mike Jaquet

Committee for Public Relations and Mass Media – Chairman

Tom Kelly

Committee for Public Relations and Mass Media – Corresponding Member

Gary Black

Committee for Competition Equipment – Snowboard

Jeremy Forster

Formerly, Bill Slattery

Subcommittee for Cross Country Development

Vacancy

Subcommittee for Cross Country Development – Honorary

John Lindstrom

Subcommittee for University Racers – Member

Claire Brown

Subcommittee for Masters Racers – Member

Bob Davis

Committee for Telemark Skiing

Kenneth Gay

Subcommittee for Para Snowsports – Corresponding Member

Kevin Jardine

Athletes' Commission – Cross Country Skiing

Kikkan Randall

Addendum 4: USSA Governance Review Task Force

Co-Chair: Eric Resnick

Co-Chair: Lisa Kosglow

Lynn Bleil

Charles Christianson

Cami Thompson Graves

Darryl Landstrom

Ex-officio

Dan Leever

Charlotte Moats

Alex Natt

Dexter Paine

Tiger Shaw