

USSA BOARD OF DIRECTORS' MEETING MINUTES

3rd Floor Entry Conference Room
USSA Center of Excellence, 1 Victory Lane, Park City, UT
Monday, November 21, 2016; 2:00-3:05 p.m. Mountain

Meeting chair: Dexter Paine

USSA Board of Directors

Chairman: Dexter Paine, New York, NY
Vice Chairman: Greg Boester, Rye, NY (Foundation)
Treasurer: John Bucksbaum, Chicago, IL (Foundation)
Liz Arky, Washington, DC (At-Large)
Rosie Brennan, Anchorage, AK (Cross Country Athlete) absent
Tricia Byrnes, Aspen, CO (Snowboarding Athlete)
Heather McPhie, Salt Lake City, UT (Freestyle Athlete)
Bryan Fletcher, Steamboat Springs, CO (Jump/Nordic Combined Athlete) absent
Cami Thompson Graves, East Thetford, VT (Cross Country)
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)
Warner Nickerson, Tilton, NH (Alpine Athlete)
Dylan Omlin, Truckee, CA (Snowboarding) absent
Eric Resnick, Vail, CO (Foundation)
Chris Seemann, Winter Park, CO (Freestyle) absent
Tiger Shaw, Park City, UT (CEO)
Tom Yaps, New York, NY (Freeskiing)
Tom Wallisch, Park City, UT (Freeskiing Athlete) absent
Andy Wirth, Squaw Valley, CA (At-Large)
Ex-Officio
Michael Berry, Lakewood, CO (National Ski Areas Association) absent
Grete Eliassen, Holladay UT (USOC Athletes' Advisory Council) absent
Bill Marolt, Paradise Valley, AZ (USOC), absent
Nick Sargent, McLean, VA (SnowSports Industries America)
Bill Shiebler, Park City, UT (Audit Chair), absent
Hank Tauber, Park City, UT (FIS)

Also in attendance: Luke Bodensteiner, Holly Brooks, Calum Clark, Tom Kelly, Trisha Worthington, Charlotte Miller, Brooke McAfee, Mike Jaquet, Julie Glusker, Alex Natt, Sheryl Barnes, Caitlin Furin, Ellen Adams, and Dillon Essley.

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

Dexter Paine called the meeting to order and requested that Alex Natt confirm quorum.

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

Alex Natt called the roll and a quorum was determined to be present.

3. USSA September 2016 Meeting Minutes' Approval: Alex Natt

Natt asked for a motion to ratify the meeting minutes from the last meeting of the board which were appended to the packet on page 48.

Motion # 1: to ratify the meeting minutes as presented.

M/S/C D. Paine/M. Lussi

4. Chairman's Comments: Dexter Paine

Paine welcomed everyone to the teleconference and welcomed Heather McPhie and Holly Brooks to the board. He noted that this was the time when everything begins and where we get measured between now and the end of March in all the sports. He regretted the cancellation of the Birds of Prey for the first time in 15 years due to the warm weather. He stated that Killington was scheduled for the coming weekend and they were ready for the women's World Cup. There were setbacks with injuries among athletes, however, most teams would compete over the weekend and he was looking forward to the year with World Championships in all sports and test events in advance of Korea next year.

He added there would be a foundation board meeting in two weeks and invited anyone from the USSA board to attend the meetings if they were in the area.

Finally, finances continued to be challenging and while we were up in revenue in both Sales & Marketing and Foundation, there was never enough money to support our athletes as we wished. He said we'd done a good job on the expense side. He congratulated Shaw, Bodensteiner and McAfee on managing the expense side.

5. Chief Executive Officer's Report: Tiger Shaw

In his report to the board, Tiger Shaw said the warm weather in Colorado put a damper on athlete preparation for more than just the alpine teams. Despite that, Copper had done an extraordinary job in getting open for USSA; so much was accomplished but it required an incredible amount of scrambling by the Athletic team. A record warm for a second year in a row has added stress in many ways. In Events, the Lake Louise event was cancelled followed by having to cancel the Birds of Prey downhill. Cold weather was on the way but too late to make enough snow for the races. He was proud of his team's handling of this.

He mentioned that Olympic planning meetings had begun for PyeongChang next winter. He noted that many of the staff had been to Korea multiple times and Bodensteiner had a great team strategy mapped out as had the Foundation with the hospitality trip to the Olympics, which would be challenging in terms of logistics and housing.

He updated the NASTAR program which was going well thanks to Calum Clark's team logistically and Mike Jaquet's on the sponsorship side. The IT issues of the past were all resolved and the partner had improved many things for the system for this competition year.

Shaw then discussed where we had landed in branding and the philosophy behind its revision. The plan was to begin using the new marks at World Championships and be prepared for the May USSA Congress to have this in place. The design work had been donated to the organization, however, there were costs associated with the rollout that would be absorbed by the different department budgets. Natt said the next step would be to trademark these with the patent office before going public.

6. Financial Report: Brooke McAfee

Brooke McAfee reported that the agenda contained a detailed narrative of the financial summary and budget comparison for the board's reference, starting on page six. She noted the total number forecasted for revenue as above goal and expenses were also over budget causing us to be slightly under in the net income goal. As to the debt reduction gifts, she commented that we were on track to meet the 500K goal. We were targeting \$753K in debt pay down. The marketing forecast was under goal in airline, telecom and food categories. The overall growth, however, was nearly 30% from last year.

Mike Jaquet discussed the work by his team to reach goal with the various renewals and new sponsorships and partners. He noted that they were close to having the Grand Prix title sponsorship secured. He explained the challenges of selling against the Rio Games but that the momentum was now on our side. He said he was not certain if any other sports property could boast 30% increase in revenue year-over-year. There was work remaining to close this out but great work had been accomplished by his team thus far and they were tracking exceptionally well at this time.

McAfee noted that the Foundation was slightly behind budget with a reduction in Champions Club and Gold Pass sales. Increases in major gifts made up for those who declined Champions Club and Gold Pass. Worthington said that all other categories were at or surpassing goals. They were focused on closing that gap and she listed the various projects that would aid in closing that gap, such as the Ski with Mikaela at Yellowstone opportunity, as well, five gold pass gifts would close that gap. She discussed the reintroduction of the Marolt Athlete Endowment Campaign with a \$50M goal; \$40M for Athletics and \$10M for Education and career initiatives and the plans for this at Beaver Creek. The Project Jump Campaign was another special project she mentioned for \$500K and its fundraising status. She closed thanking Paul Raether for helping to secure donations on the debt initiative.

McAfee was confident that the remainder of the budget would hold. She discussed the expense forecast which was above goal related to added expenses for elite teams and a change in labor laws which resulted in increased spending in HR. She noted that Events were higher this year tied to the Aspen World Cup Final and the Squaw Valley World Cup. She explained that 80% of the operating budget was invested in Athletic programs.

7. Athletic Update: Luke Bodensteiner

Bodensteiner expressed that our relationship with the USOC continued to strengthen and they were highly-invested in the USSA. They continued to look for ways to support and grow their investment in us, related to the performance of our teams. He said it was important to be aware that it was a substantial revenue stream that the USOC provided us

tied to elite athlete performance. The USOC was helping to move the needle with us given the way that our teams were built out. He could not be more pleased about where we were in this relationship. We had further opportunity to drive that investment forward with them in the future.

He discussed the World Championships which were a measure of evaluation for us along with a number of test events in PyeongChang which would give us opportunities to run teams and staff on site with various projects, to compete and nail down our final performance strategies going into the Olympics. He expressed that 2022 started to come into focus as well. He affirmed that we were looking at creating the performances for PyeongChang but also looking forward to the athlete pools as we moved forward and the development programs to support those athletes.

He added that, with the election of the next USOC AAC representative, Holly Brooks we had a fully-constituted Athletes' Council and he had asked the athletes to determine which of them would chair the committee.

He noted we had additional Olympic Winter Games selection criteria to approve today. We had finalized the procedures for snowboarding, freestyle and freeskiing in the fall. We worked with the ski jumping and nordic combined community, predominantly Martina Lussi and Bryan Fletcher, who were instrumental in drafting these, along with the various national team coaches. The criteria were similar to those in 2014 with some variances and he noted those as well as the Olympic Trials that would be held. Bryan Fletcher who was currently in Finland getting ready for the weekend's World Cup had sent his email of approval of the criteria. He requested, if there were no questions, a motion to approve the criteria.

Motion # 2: to ratify the OWG selection criteria for ski jumping and nordic combined as presented.

M/S/C M. Lussi/A. Wirth

8. Old/New Business: Alex Natt

Social Media Policy

Alex Natt stated that we had circulated a draft of the social media policy for review in September. We did some reworking afterward and the target for this was key volunteers; notably, USSA directors, sport committee members, division/region leadership and the FIS delegation. He explained that we also had an internal social media policy which applied to USSA staff members. He reiterated what the document was intended to do in terms of best practices, and that these had been drawn from another NGB's policy which had been approved by the USOC. He requested a motion to approve the policy.

Motion # 3: to ratify the social media policy for key volunteers as presented.

M/S/C A. Wirth/J. Bucksbaum

SafeSport Update: Alex Natt

Natt revealed that the USOC's National Center for SafeSport was expected to launch January 2017. An NGB responsibility was to designate those individuals within the organization who would be subject to the jurisdiction of the SafeSport entity. The recommendation was as follows:

1. All USSA staff
2. USSA members holding a USSA coaching license
3. USSA members holding a USSA officials license
4. USSA members at USSA clubs whom the club formally designates to be in a position of authority over athletes
5. USSA Governance Board members

If there were an accusation of any kind of sexualized conduct, the jurisdiction over those individuals would be vested in the USOC's National Center for SafeSport for adjudication and disposition. He requested a motion to ratify the five categories of individuals identified as subject to the jurisdiction of the National Center for SafeSport.

Motion # 4: to ratify the individuals within USSA who are subject to the jurisdiction of the National Center for SafeSport as presented.

M/S/C K. Nelson/D. Paine

Mandatory Minimum Standards for USSA Clubs

Natt indicated that it was necessary for us to codify what it means to join as a USSA Club. He stated that the following five items would be the minimum standard required effective July 1, 2018 to be considered for USSA Club Membership; during 2017, USSA would audit USSA Clubs to identify which clubs did not comply with the following:

1. Agree to align with and support the USSA's Vision, Mission, Values and Code of Conduct.
2. Agree to follow USSA SafeSport guidelines, Concussion Policy and Background Screening Protocols.
3. Show that all Club Leadership and those in positions of authority over athletes are USSA members.
4. Provide evidence of legal existence, i.e. licensed business entity.
5. Join USSA's Club Insurance Program or provide evidence of other insurance commensurate with CLIP and acceptable to USSA.

A question was raised whether some clubs might consider this an unfunded mandate? Natt replied that this communication over the next few years regarding the benefits of these standards would be critical to educate clubs as to desirability of compliance. For instance, without a business entity, members personally could be held liable. There was discussion of how this situation was regarded by other NGBs and how some clubs were operating in the states without liability insurance and the risks that entailed. Ultimately, it was incumbent upon us to explain why this was desirable; essentially this would not be enforced for two years. After further discussion, a motion was requested.

Motion # 5: to ratify the club criteria as presented, to become effective in July 2018.

M/S/C K. Nelson/D. Boester

BRASS Update: Alex Natt

Natt explained that BRASS recently conducted terrific snow safety sessions in Copper with all the elite athletes who were in Copper; also they had, just this past weekend, 300 junior racers attend a 'Know before You Go' session. BRASS would be producing a video on safety, conducting interviews with our athletes, specific to USSA audiences. We had a draft security action plan from Global Rescue that would be tailored for use by all our teams

should there be an incident in a foreign nation or anywhere the teams gathered, i.e. a checklist of how to react and whom to call. Eventually we would share these more broadly with USSA members.

9. FIS Council Update: Dexter Paine

Paine noted that the FIS held its meeting two weeks prior and, at that time, approved the new Snowboarding, Freeskiing and Freestyle Committee structure that will oversee all those sports. We now thought of sports more by venue than what athletes wore on their feet. Jeremy Forster will be the vice chairman of the committee and Calum Clark will be on that committee as well, giving us two very strong voices.

Another item of business was a brief discussion of the McLaren Report on doping which had not yet concluded. The report was due out in early December. FIS was unlikely to take any action until the committees of the IOC had voiced their opinion on the report.

At this meeting, an Ethics Policy had been ratified by the Council and disseminated to the Council, Committees, Subcommittees and Working Groups. The policy was driven by Patrick Smith, a Canadian Supreme Court justice.

Paine asked Hank Tauber if he had anything else that should be reviewed and Tauber replied that Paine should speak to his new mandate. Paine reported that the FIS had never had a Strategic Plan and the he and Hank had been pushing the FIS to put that together. This was approved by the Council and was now being initiated by the FIS under Paine's leadership. It was anticipated to be an 18 month project to accomplish with an outside consultant and would undertake a review of FIS governance, and take a five-year qualitative and quantitative review of FIS activity and all the sports.

10. Next USSA Board Meetings: Dexter Paine

Paine announced that there would be a meeting via teleconference as we neared the end of the season, March 13, 2016, 1:00 p.m. Mountain time. The next in-person meeting would be at the time of the USSA Congress in Park City at the annual meeting on May 13, 2017, 7:30 a.m. Mountain time and he urged everyone to attend as much of the Congress as possible to gain insight on what took place at the club and member level.

11. Closing Comments & Motion to Adjourn: Dexter Paine

Paine asked if there were any questions from the board and to email him or call him anytime. There was a question for Worthington from Warner Nickerson re the Marolt Athlete Endowment for endowed coaches' positions; she replied of the \$40M, it was an even split between athletes and coaches, i.e. \$20M each. John Bucksbaum asked about the shortfall in athlete funding and Worthington replied it was \$2.2 M and so the endowment would not solve the problem entirely. The majority of the B team fees would be covered and for C and D team, it would be needs-based.

There being no further questions, Paine thanked everyone for their time and that he appreciated everyone's commitment to the board and to our athletes. He wished Shaw and

Bodensteiner good luck for the season as this was how we were graded and encouraged the board members to get out to the events.

Paine wished everyone a great winter and asked Natt for a motion to close the meeting. Natt asked newest board member, Heather McPhie to make the motion.

Motion # 6: to adjourn the USSA Board of Directors' Meeting.

M/S/C H. McPhie/N. Sargent

Minutes transcribed by Suzette, 11/30/16
Legal Counsel and Exec review, 12/15/16