
MINUTES | BOARD OF DIRECTOR MEETING MINUTES

Thursday, May 18, 2023, 1:30 p.m. – 4:00 p.m.
In-Person/Virtual Hybrid

Meeting Chairman: Kipp Nelson
Vice Chair: Steve Strandberg

Board Members Present:

Liz Arky (Foundation), Frankki Bevins (At-Large), Rosie Brennan (Cross Country Athlete), Alex Deibold (Snowboarding Athlete), Brandon Gayle (At-Large), Karen Ghent (Alpine), Sophie Goldschmidt (President & CEO), Jasper Good (Jumping/Nordic Combined Athlete), Ken Graham (Foundation), Rick Kapala (Cross Country), Martina Lussi (Jumping/Nordic Combined), Troy Murphy (Freestyle Athlete), Warner Nickerson (Alpine Athlete), Dylan Omlin (Snowboarding), Mike Page (Freestyle), Kikkan Randall (Overall Athlete), Henri Rivers (Foundation), Steve Shafran (Foundation), Dune Thorne (Foundation), Tom Wallisch (Freeski Athlete), Andrew Weibrecht (USOPC AAC Athlete), and Tom Yaps (Freeski).

Ex-Officio Board Members Present:

Emily Cook (USOPC AAC Alternate), Brian Leach (Audit Chair), Dexter Paine (Immediate Past Chair), and Kelly Pawlak (NSAA).

Ex-Officio Board Members Excused: Nick Sargent (SIA) and Hank Tauber (FIS).

Additional Attendees:

Brooke McAfee (Chief Financial and Administrative Officer), Anouk Patty (Chief of Sport), Trisha Worthington (Chief Revenue and Philanthropic Officer), Guy Slattery (Chief Marketing Officer), Alison Pitt (General Counsel), Jodi Deputy (Vice President, People, DEI, and SafeSport), Melissa Colgate (SVP, Commercial), Brittany Andrews, Steven Perelman, Allison de Windt, Carrie Parker, Michael Sitton, Sheryl Barnes, Victoria Brown, Amanda Black, Patrick Riml, Brandon Gilbert, Tami Strong, Elaine Minahan, Gwynn Watkins, Tiger Shaw, Skogen Sprang, Rick Bower, Matt Gnoza, Mark Colman, Ken Graham

1. Chairman Calls the Meeting to Order & Established Quorum: Kipp Nelson

Mr. Nelson called the meeting to order at 1:30 p.m., mountain time. Ms. Pitt made a roll call and noted that a quorum was present.

2. U.S. Ski & Snowboard Chairman's Report: Kipp Nelson

Mr. Nelson asked if any director had a conflict of interest with any of the items on the agenda. Mr. Yaps disclosed that he is a sports agent and represents a few athletes on the team. Mr. Page declared that his adult son is on the U.S. Team and that he owns a ski distribution company that is currently an equipment supplier for most of the athletes on the Freestyle Team and he has a foundation that supports the team. Mr. Omlin noted that he is a development coach and that he has had and will have athletes that he develops that are nominated to the team. None of the directors felt that they had conflicts with the agenda items at today's meeting.

Mr. Nelson discussed that he completed his first quad as the Chair. Toward the end of 2019, the organization looked at its budget and at the same time was evaluating its athlete culture with the help of a McKinsey study. Going into the next season and financial concerns regarding Covid as well as whether we would have a competitive season, we took precautions to track our budget and care for our organization. From the McKinsey study, we realized that we needed to improve in areas of athlete culture and that resulted in deeper strategic planning and focus into our sports. We also needed to focus on stronger revenue creation most notably in commercial sales.

When Mr. Shaw departed, the search for the next chief executive officer focused on these pillars. Ms. Goldschmidt has been with us for just over a year and a half. In that time, we have made progress on these goals. Mr. Nelson noted that he's excited to move forward with the next four years.

3. U.S. Ski & Snowboard February 22, 2023 Meeting Minutes' Approval: Alison Pitt

Ms. Pitt asked for a motion to approve the minutes from the last Board meeting.

Ms. Ghent moved, and Mr. Rivers seconded the motion to approve the meeting minutes from February 22, 2023. There was no comment and the motion passed unanimously.

4. U.S. Ski & Snowboard Chief Executive Officer's Report: Sophie Goldschmidt

Ms. Goldschmidt discussed the updated mission and manifesto for the organization. The new mission feels more relevant and inclusive and the manifesto, we place the athlete first, chasing excellence, creating a community, and we celebrate together.

Ms. Goldschmidt outlined the values and strategic priorities. We haven't changed our values but have articulated how we address and bring them to the forefront. We hold ourselves accountable and to these high standards. The strategic priorities have not changed; only the metrics for how we measure and evaluate them. We will always have highs and lows with our revenues, but our goal is to provide an even experience for our athletes.

Additionally, she discussed culture and how each team has its own defined culture. We are focused on transparency and communication, accountability, and employee engagement and appreciation. We are using a very robust OKRs system to manage our goals and achievements. We also have had employee listening tours for feedback. There were trends in the feedback but give us a roadmap to address change for the upcoming year.

Finally, she noted that we have had a great year financially although it's been a challenging year with SafeSport. We've had better financial performance with Ms. Worthington's and Ms. McAfee's team. For athletics, we've achieved several nations cups and our teams have excelled. She noted the huge credit to Ms. Patty and her sport directors leading our team. She discussed the para sports (para alpine and para snowboard) transferring to our governance from the USOPC. It is for at least five years. We will be hiring a sport director and coaches to support these teams.

Ms. Goldschmidt noted that Ms. Pawlak is at our meeting in person. She thanked the NSAA and noted the integral role and investment that the NSAA has in supporting our sports. Regarding SafeSport, there are not any updates. There were two complaints that were filed in February 2023 and the legal process is ongoing. The safety and well-being of our athletes continue to remain our top priority. We will never be complacent on this.

In closing, Ms. Goldschmidt noted the momentum of the organization and that we are keen to keep it going into the upcoming season.

5. FY24 Operating Budget for Board Approval: Brooke McAfee

Ms. McAfee provided an update on the financial sustainability of the organization. We have money to reinvest into our sports and programs. We've increased investments and decreased our debt. We financed the debt on our building, and we have a new tenant on the third floor to assist with covering the cost of our debt.

She discussed the revenue and expense trends that typically take place in the quad. We've had growth for the first time in the first year of a quad. We typically have a decrease in revenue in the first year.

There was discussion among the Board about the financial trends in the quad. Additionally, 84% of the total operating budget went into athletic investment. For FY24, we have new sport investments into employee investment, para sports, new world cup events (including the cross country and freestyle events), and new investment in athletic teams. We are working with the USOPC on increased athletic investment.

Additionally, for FY24 revenue, Ms. McAfee noted the forecasts and current trends. She summarized the secured and renewal business for commercial sales as well as the goals for new business. She also provided an update on the Foundation and the earned revenue growth by category. On membership fees, as we had a price adjustment last year, our membership fees will remain flat this year.

For FY24 expenses, athletic program investments are expected to be 82.6% of our forecasted budget. We are increasing our domestic program expenditures to focus on the development pipeline.

Finally, we've had good momentum and progress in new investment in our sports. We will always focus on long term financial stability to balance our annual budget, keep our debt low, and continue multi-year planning.

Mr. Page moved, and Ms. Thorne seconded the motion to approve the FY24 operating budget. There were no further comments and the motion passed unanimously.

Mr. Page moved, and Mr. Deibold seconded the motion to approve Eide Bailey as the independent audit firm. There was no comment and the motion passed unanimously.

6. Commercial & Foundation Report: Trisha Worthington

Ms. Worthington started by introducing Ms. Colgate as she has been here for three months, and she has rebuilt our partner pitch. Ms. Worthington provided a year-end review of the Foundation, including the New York Gala, the completion of the Bob Beattie Athlete Travel Fund reaching its conclusion, and the sport specific fundraising events.

On the Gold Pass program, she noted the value of the Gold Pass program to supporting our athletic fundraising and we now have over 100 people on the waiting list. We will have at least two new foundation campaigns.

Regarding Commercial, we reached our budget goal for the first time in eight years. Everyone on the commercial team was either new to the organization or new to the role. We located a naming partner for all our ski teams and signed additional partners. We are seeking a naming partner for our snowboard team. Finally, she outlined categories for new partners.

Ms. Colgate provided a snapshot of the pitch that she provides to potential partners. She thanked Brad Harrington for assisting our team in building its pitch. The pitch is meant to introduce our team.

7. Chief of Sport Report: Anouk Patty

Ms. Patty noted the performance highlights of the 2022-23 season. Mikaela Shiffrin became the greatest ski racer ever. All our team was a part of making history. We had several other notable accomplishments: Jessie Diggins won the first ever gold medal in individual cross country. We won six globes. We had rookies winning world championships--we have depth in the pipeline. We had five new sport directors.

There were many challenges this season including the increased cost of travel and lodging. The World Championships were in Georgia and men's alpine results are lagging in their potential. We have great talent on the women's Snowboard and Freeski side.

We are making huge strides and upcoming goals include full integration of ski jumping / nordic combined and para sports and COE conditioning camps. We are hiring new sport directors for both sport disciplines. Ms. Goldschmidt noted the cooperation of Adam Provost from USANS in the integration and governance of the ski jumping / nordic combined team.

Ms. Patty noted that we brought home 15 medals from World Championships and that we were first in the nations cup in four sports and second in three sports. We have teams that are consistently there winning and defending that top position continuing to be best in the world. We had quite a few athlete retirements this season.

Ms. Patty summarized promotions within athletic staff as well as new staff. Mr. Nelson thanked Ms. Patty.

8. Marketing and Events Update: Guy Slattery

Mr. Slattery provided an update on marketing and events from FY23. He noted the highlights of media events and campaigns (Season is Coming, POW, HERoic, Kappa, Stifel). We had explosive social impression growth as well as extensive business press coverage including the Mikaela chasing history campaign.

Our challenges included the fragmentation of the European media rights and covering all sports equally. For the upcoming season, we intend to expand HERoic campaigns, the sustainability initiatives, bolster onsite social/communication support, and use the Minneapolis World Cup to raise the profile of cross country. It's rare to have an event in a major city, so we look forward to the opportunity.

M. Slattery provided a summary of the fragmented U.S. Media Rights, the governing bodies, the media rights partners, and the distribution platforms.

There was discussion among the Board and Mr. Slattery responded to questions. We had a 180% increase in hours because for the first time in many years, we had access to broadcast/stream the qualifying runs. We will improve the "How to Watch" on our website and in communications.

Mikaela's chasing history was a moment in our sport that transcends our sport and gained global coverage.

Finally, our social media platform is a key platform that we have control over. We are strong at serving our core fans, but we have opportunities for serving our casual and curious fans, which will grow the opportunities and audiences for our sports. We managed to grow 164% from the 2020-21 season.

9. Nomination and Governance Committee Update: Steve Strandberg, Liz Arky

Mr. Strandberg thanked the Committee for its time and for the service from Ms. Lussi and Mr. Tauber to the organization. Mr. Nelson added the achievements in sport from both Ms. Lussi and Mr. Tauber.

Mr. Strandberg noted that Mr. Nelson has completed his first 4-year term as Chair. He is being renominated as Chair for a second 4-year term.

Ms. Lussi's second term is ending as the chair of the Ski Jumping and Nordic Combined Sport Committee. Nina Lussi is nominated to serve a 4-year term as the new representative.

M. Tauber's 2-year term as the FIS Ranking Representative (ex officio) is ending. Hannah Kearney is nominated to serve a 2-year term as the new representative.

Mr. Nickerson moved, and Mr. Gayle seconded the motion to approve the nominations as presented above. There was no comment and the motion passed unanimously.

Mr. Strandberg presented that the Committee has the following renominations to Committees:

- Ethics Committee: Renomination of Judge Judith M. Billings and Edith Thys Morgan for 4-year terms.
- Safety & Security Committee: Renomination of Raymond Mey, Charlie Christensen, and Yong Hui Ahn for 4-year terms.
- Audit Committee: Renomination of Bob Trudeau for a 4-year term.

Mr. Yaps moved, and Mr. Deibold seconded the motion to approve the renominations presented above for the Committees. There was no comment and the motion passed unanimously.

Finally, Mr. Strandberg reported that the AAC reported to the Committee that it made the following nominations and renominations:

- Cross Country Sport Committee: Logan Dickmann was nominated to serve as an athlete representative for a 4-year term.

Mr. Nelson thanked Mr. Strandberg.

10. AAC Update: Warner Nickerson

Mr. Nickerson noted that the AAC does not have any action items for the meeting; however, the AAC is actively recruiting athlete representatives. Each athlete representative provided a brief update on their sport and noted the cultural shift in the athletes feeling supportive and appreciated having a Chief of Sport as well as a focus on development.

Mr. Weibrecht reported on the USOPC AC meeting and noted that the EAHI program offered from the USOPC is being significantly rolled back and limited. The USOPC has not figured out the details, but the number of eligible athletes will be significantly limited. Currently, we believe that we will go from having ~185 of 200 athletes eligible, to less than 50 athletes eligible for EAHI. The USOPC did not provide an indication of the timeline for the changes. There was discussion among the Board about the impact to the athletes from this change and the Board asked if they could receive more information on the USOPC's plan. Mr. Paine noted that the USOPC Board has not approved this proposal.

Mr. Weibrecht asked that the Board take the Congressional survey.

The AAC reported that it nominated and elected Alex Deibold as its new chair and Troy Murphy as the vice-chair of the AAC.

Mr. Nelson thanked the athlete representatives for their reports.

11. Sport Committee Action Reports

The Sport Committee Chairs provided a brief update from their congress meetings and reported on their actions.

Mr. Nickerson moved, and Mr. Gayle seconded the motion to approve the Sport Committee Actions as presented. There was no comment and the motion passed unanimously.

12. Athlete Safety and Security Report: Brooke McAfee

Ms. McAfee reported on the open cases with the U.S. Center for SafeSport and within their jurisdiction as well as the open cases in our jurisdiction.

13. FIS Update: Sophie Goldschmidt and Dexter Paine

Ms. Goldschmidt discussed the challenges with the FIS calendar and trying to keep and possibly increase U.S.-based events. We have good U.S. representation on committees and will continue to seek representation on committees and the council. Mr. Paine remains in an ex officio role on the FIS executive committee.

We have more events in the U.S. than we have had before but there are rifts among FIS and some of the European nations over the competition calendar. Mr. Paine noted that on July 1 last year the paralympic sports moved to FIS.

14. Proposed FY24 and FY25 Board Schedule: Brooke McAfee

Ms. McAfee reviewed the proposed board meetings for the next two fiscal years with at least one in person meeting each year with this year's meeting to be held along with the MSP Cross Country World Cup.

15. Floor Open for Member Comments/Questions

Mr. Nelson asked if there were any comments or questions. There were none.

16. Upcoming U.S. Ski & Snowboard Board of Directors' Meeting Dates: Kipp Nelson

Mr. Nelson discussed the future Board meeting dates.

August 17th, 2023 - Thursday 1pm – 3:30pm MST, Virtual

Mr. Nelson thanked Board members and employees for their work and focus.

17. Closing Comments & Motion to Enter Executive Session

Mr. Gayle moved, and Mr. Yaps seconded the motion to adjourn the open session of the meeting and move to the executive session. The motion passed.

At 3:30 p.m., the Board went into an executive session.

Respectfully submitted.

/s/ Alison Pitt
Alison Pitt, Secretary of Meeting