

U.S. SKI & SNOWBOARD BOARD OF DIRECTORS' MEETING MINUTES

Saturday, May 18, 2019, 7:30 a.m. – 1:30 p.m.

Summit Meeting Rooms, DoubleTree Hotel, 1800 Park Avenue, Park City, UT

Meeting Chairmen: Dexter Paine and Kipp Nelson

Board Members Present: Eric Resnick, Liz Arky, Rosie Brennan, Tricia Byrnes, Kenneth Graham, Cami Thompson Graves, Lisa Kosglow, Darryl Landstrom, Martina Lussi, Andy McLane, Warner Nickerson, Dylan Omlin, Chris Seemann, Tiger Shaw, Steve Strandberg, Tom Wallisch, Heather McPhie Watanabe, Andy Wirth, and Tom Yaps; Bryan Fletcher attended via teleconference.

Ex-Officio Board Members Present: Holly Brooks, Kelly Pawlak, Nick Sargent, Hank Tauber

Board Members Excused: Bill Marolt

Management Team Present: Brooke McAfee, Sheryl Barnes, Trisha Worthington, Luke Bodensteiner, Alison Pitt, Tom Webb, Nicole Kendrick, and Dan Barnett

Additional Attendees: Suzette Cantin, Patty Frechette, Frankki Bevins (McKinsey), Jonah Cader (McKinsey), Abby Adlerman (Boardspan), Cindy Berlack (BRASS), Charlotte Moats, Laura Astle (BRASS), Tom Kelly, Lutz Goedde (McKinsey), and Breanna Johnson

1. Chairman Calls the Meeting to Order

Mr. Paine called the meeting to order at 7:35 a.m., mountain time.

2. Moment of Silence

Mr. Paine asked for a moment of silence for the remembrance of John Lindstrom.

3. Departing Chairman's Comments

Mr. Paine made introductions and introduced Mr. Nelson, the incoming Chairman.

4. Roll Call & Establishment of Quorum: Alison Pitt

Ms. Pitt made a roll call and noted that a quorum was present.

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

Mr. Nelson thanked Mr. Paine for his service to the Board as Chairman for the past 13 years.

Mr. Nelson thanked Mr. Resnick for continuing as Vice Chair of the Board and Vice Chair on the Finance Committee and Ms. Kosglow and Mr. Strandberg for continuing as co-chairs for the Nomination and Governance. On the Compensation Committee, Mr. Graham and Mr. Nickerson will be the co-chairs.

6. U.S. Ski & Snowboard February 3, 2019 Meeting Minutes' Approval; Bylaw Amendments & Ratification of Auditors: Alison Pitt

Mr. Paine moved, and Mr. Landstrom seconded the motion to approve the meeting minutes from February 3, 2019. There was no comment and the motion passed unanimously.

Mr. Resnick moved, and Mr. Wirth seconded approval of the amendments of the Bylaws as presented. Following discussion, the motion passed unanimously.

Mr. Graham moved, and Mr. Wirth seconded ratification of the selection of the auditors, Eide Bailly, for the fiscal year 2020.

7. U.S. Ski & Snowboard Chief Executive Officer's Report: Tiger Shaw

Mr. Shaw stated that the state of the organization was the primary focus of today's meeting. The general theme of the organization today is change and we look forward to evolving and improving the organization. Mr. Shaw discussed the changes with Mr. Nelson as the new Chairman, as well as changes in the management team, and the external input that we received from McKinsey to evolve and improve the organization.

8. FY19 Year End & FY20 Operating Budget: Brooke McAfee

Ms. McAfee provided the FY19 Year End review and FY20 Operating Budget to the Finance Committee for its review on Friday, May 17th. The Finance Committee recommended the proposed 2020 budget go forward to the Board for its consideration. After the opportunity for discussion and questions, Mr. Strandberg moved, and Ms. McPhie seconded the motion to approve the 2020 budget. There was no further discussion and the motion to approve the FY20 budget as presented passed unanimously.

9. Nomination & Governance Committee Report: E. Resnick/L. Kosglow

Mr. Resnick reported on the actions of the Nomination and Governance Committee in 2019. Mr. Resnick reported on the Committee's recommendation and nomination of Ms. Martina Lussi and Mr. Chris Seemann for reelection for another four-year term. Mr. Graham moved, and Mr. Paine seconded the nominations of Ms. Lussi and Mr. Seemann to the Board for another four-year term.

Ms. Lussi was elected by acclamation for a four-year term. Ms. Lussi abstained from vote. Mr. Seemann was elected by acclamation for a four-year term. Mr. Seemann abstained from vote.

10. U.S. Ski & Snowboard Safety & Security Report: Alison Pitt

Ms. Pitt presented the safety and security report including the SafeSport Code, the Minor Athlete Abuse Prevention Policy, the Athlete Safety Policy, the updated Ski & Snowboard Code of Conduct, and the updates made for USOPC compliance. Ms. Pitt indicated that SafeSport training is a member benefit and it is imperative that Ski & Snowboard prioritize athlete safety and security and that competition areas and training are a safe environment in which to participate.

Ms. Pitt reported that the updated background screening would take place with the upcoming membership renewals. She also mentioned the updated reporting options for SafeSport as well as other misconduct. The Board discussed SafeSport reports as well as ongoing training with Ski & Snowboard members. Mr. Shaw discussed Ski & Snowboard's handling of reports as well as ongoing efforts with SafeSport compliance and funding to SafeSport.

Finally, Ms. Pitt provided an update on the snow safety policy and the three prong approach that was implemented.

Ms. Pitt asked for a motion to approve the U.S. SafeSport Code, U.S. Ski & Snowboard Minor Athlete Abuse Prevention Policy, and the U.S. Ski & Snowboard Code of Conduct as presented in the Exhibits. Mr. Landstrom moved, and Ms. Graves seconded the motion. There was no comment and the motion passed unanimously.

11. Bryce and Ronnie Athlete Snow Safety Foundation Update: Cindy Berlack

Cindy Berlack presented on the BRASS foundation update and its efforts on presenting snow safety at events and to educate athletes. The foundation has taken their presentation internationally as well as to the U.S.

Government. BRASS is trying to increase warning signs for avalanche safety at international venues and to have them in English. It has been four years since the loss of their sons. Laura Astle was also present.

The BRASS foundation wants all national team coaches to take a one day avalanche safety course. Ms. Berlack expressed that progress was being made and was thankful of the change in the organization for nurturing the whole athlete. Mr. Nelson thanked Ms. Berlack for her presentation and involvement and noted that we all still feel the loss of Bryce and Ronnie.

Laura Astle also spoke about her appreciation for working with the BRASS foundation on avalanche safety training. Mr. Shaw mentioned that Ski & Snowboard is taking a comprehensive approach to safety and Ms. Pitt is serving as the compliance and safety officer.

12. Athletics Report: Luke Bodensteiner

Mr. Bodensteiner also thanked the BRASS foundation for their efforts. Mr. Bodensteiner provided an update on the sports committees and their efforts to coordinate the national team to club relationship. Additionally, he discussed the club development program and club certification as well as high performance center growth and development and the efforts to enhance collaboration and continuing education. The focus is on quality coaching, reflective practice and psychological safety as well as improving athlete and coach relationships. We have developed a coaches' code to improve collaboration and communication with athletes, to hear their perspectives and to bring those perspectives to the team to improve the role of the athlete and to have athlete liaisons to help meet our athletes' needs. Mr. Bodensteiner also thanked the Athletes' Council for its efforts to improve the level of communications and perspectives with athletes.

Mr. Bodensteiner provided additional comments about a new online coaching system that is being developed to assist with collaboration and information sharing as well as the athlete experience project. Mr. Nelson thanked Mr. Bodensteiner for his presentation and further discussion followed on new platforms for communication.

13. Foundation Report: Trisha Worthington

Ms. Worthington presented the fundraising report for FY19 and the sources of the fundraising revenue and the goals reached. Ms. Worthington presented on the FY20 focus for fundraising and development as well as department investments.

Ms. McAfee thanked Ms. Worthington for her presentation and fundraising efforts in going above and beyond fundraising goals. Mr. Strandberg and Mr. Paine thanked Ms. Pawlak for her organization's support through the gold passes, which are an important part of our fundraising efforts.

14. U.S. Ski & Snowboard Athletes' Council Report: Heather McPhie

Ms. McPhie provided an update on the efforts by the Athletes' Council for FY19 and sports specific efforts. The key items focused on included doping (and supporting the Rodchenkov anti-doping act), athlete surveys for gathering feedback, and tasking each representative to come up with three key items to improve the athlete experience in their sport. Funding, culture, and communication were the key items raised by the council.

The next meeting will focus on the metrics and working with Ski & Snowboard marketing department on sponsorship opportunities. Ms. McPhie also discussed working with the Nomination and Governance Committee on the alternate athlete representative for committee meetings.

Finally, Ms. McPhie provided a summary of the planning and exploratory steps on the athlete experience project and also the onboarding of new athlete representatives. Mr. Nelson thanked Ms. McPhie for her report and the efforts by the athletes in providing feedback to the athlete experience project.

15. USOPC Athletes' Advisory Council Report: Holly Brooks

Ms. Brooks reported that this is a tumultuous time for athletes but that the athlete voice has never been stronger. Ms. Brooks reported that the biggest goals are: 1) the AAC needs independence, and 2) professionalism and advocacy. Athlete advocates would like to have full time advocate employees. The AAC is trying to establish a national nonprofit to have a paid executive director to be the chief negotiator on behalf of the athletes.

Mr. Nelson thanked Ms. Brooks for her report. Mr. Yaps asked if the voices from the athletes are equal among the sports. Ms. Brooks reported that the AAC is very egalitarian and democratic.

16. Sport Committee Action Items/Reports

Alpine Sport Committee Action Items/Report: Darryl Landstrom

Mr. Landstrom reported on the proposals from the committee. The proposals focused on creating a new culture for younger athletes and the financial investment from families. The U12 proposals approved included that athletes would not wear speed suits, could only use one pair of skis for training and racing, and fluorinated wax will not be used. Additionally, on the Athlete Safety Report: Adding "stop the bleed kit" at the start, ski patrol stationed at the start, and all competition mornings would start with a snow safety report.

Cross Country Sport Committee Action Items/Report: Cami Thompson Graves

Ms. Graves reported on the World Championship in Minneapolis for 2020. Mr. Landstrom extended an invitation to everyone on the Board to support and attend the World Championship. Ms. Worthington mentioned that Ski & Snowboard will host a hospitality event for all attendees.

Freeskiing Sport Committee Action Items/Report: Tom Yaps

Mr. Yaps reported that they added an at-large athlete representative, Maggie Voisin.

Freestyle Sport Committee Action Items/Report: Chris Seemann

Mr. Seemann reported that they are in the process of adding a new athlete representative.

Ski Jumping/Nordic Combined Sport Committee Action Items/Report: Martina Lussi

Ms. Lussi reported on their review of their sport training internationally and that they have no action items.

Snowboarding Sport Committee Action Items/Report: Dylan Omlin

Mr. Omlin reported on creating more regional events for a FIS level tour and a NorAm level for more world cup starts. Mr. Paine asked about the partnership between WSF and FIS to manage the World Snowboard Points List. Mr. Omlin reported that the combined list should help with the selection process. Ms. Kosglow mentioned that the relationship with USASA is the source of the grassroots-level events for the development of the athletes.

After the opportunity for discussion and questions, Ms. McPhie moved, and Mr. Nickerson seconded the motion to approve the motions as presented and submitted by the Sport Committees. The motion passed unanimously.

17. FIS Report: Dexter Paine

Mr. Paine reported on the upcoming FIS meeting in Croatia. They will implement the President's conference for the first time. Ski & Snowboard will advocate for gender equity on committees and council as well as change in the organization. Mr. Paine thanked all of the volunteers in their efforts and for their time.

Mr. Tauber reported on the succession planning for the council. The initiative started publicly in February in Are, Sweden. FIS was founded in 1924 and there have only been four presidents. They have not had an election process other than by acclamation. Mr. Tauber also discussed the governance group. Mr. Nelson thanked Mr. Tauber for his report.

18. Communications Report: Tom Webb

Mr. Webb provided the communications report. The number of communications managers has increased for coverage for each sport and they are generating pro-active media reports.

Mr. Webb reported on the daily update emails as well as assistance with communications providing other support to partners and athletes. Communications has also increased its non-competition communication to assist with coaches, education, and sport science.

19. New Business: Boardspan Presentation: Abby Adlerman

Mr. Paine introduced Ms. Adlerman, CEO of Boardspan, and thanked the Board members for taking the survey requested by Boardspan. Mr. Webb also welcomed Ms. Adlerman. Boardspan provided an assessment of the NGB boards as requested and paid for by the USOPC to help support board governance.

Ms. Adlerman discussed Ski & Snowboard's mission and that the Board and the organization should collectively be aligned with the mission. She presented the results of the survey on the Board's role and responsibility, priorities, structure, and strategy. Ms. Adlerman discussed the self-assessment and efforts of the Board on a range of topics and subject matter including culture and communication, engagement, strategy alignment, diversity, expertise, and management and board succession planning.

Ms. Adlerman responded to questions from Board members and management regarding responses from Ski & Snowboard and other NGBs. Ms. Adlerman also mentioned that Boardspan is developing an onboarding program for all NGB boards to assist with new board members, especially athlete board members. Mr. Paine thanked Ms. Adlerman for her presentation.

20. USA Nordic Sport Affiliation Agreement Terms: Tiger Shaw

Mr. Shaw discussed the opportunity to partner with USA Nordic to support Nordic combined and ski jumping sports. The parties have reached the preliminary terms of affiliation. Ms. Lussi and Mr. Nelson discussed their support for the affiliation. After the opportunity for discussion and questions, Mr. Wirth moved, and Ms. Brooks seconded the motion to approve the motion as presented. The motion passed unanimously.

21. Decrease of Grievance Filing Fee

Mr. Landstrom recommended the reduction of the filing fee for grievances from \$350 to \$100 with the fee being refunded if the party prevails as well as a fee waiver. After the opportunity for discussion and questions, Ms. Lussi moved, and Mr. Yaps seconded the motion to approve the motions as presented. The motion passed unanimously.

22. Membership Fee Revisions: Sheryl Barnes

Ms. Barnes provided an update on the increase to membership fees and thanked the Sports Committees for assisting with the communication as well as the USOPC for approving the background policies so that we could begin our membership renewal on May 1.

After the opportunity for discussion and questions, Ms. Graves moved, and Mr. Landstrom seconded the motion to approve the motions as presented. The motion passed unanimously.

23. Floor Open for Member Comments/Questions

Mr. Nelson asked if there were any questions. Mr. Nickerson asked Mr. Bodensteiner if Ski & Snowboard could adopt some of the pillars of the Athletes' Council: Communication, Culture, and Funding. Mr.

Bodensteiner responded that the approach would be evolutionary and would incorporate athlete feedback as it is developed.

Mr. Barnett provided his marketing report on Friday. Mr. Nelson asked if there were any questions. There were no questions from Board members.

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

24. Future U.S. Ski & Snowboard Board of Directors' Meeting Dates: Kipp Nelson

Mr. Nelson discussed the future Board meeting dates and his preference to try to have meetings in person.

BOD September 18, 2019 Teleconference at 10:00 a.m. Mountain
U.S. Ski & Snowboard Congress 2020: May 11-15, 2020, Park City, UT and Board of Directors' & Annual Meeting: Friday, May 15, 2020

25. Executive Session

At 10:50 a.m., the Board went into an executive session.

26. Closing Comments & Motion to Adjourn: Kipp Nelson

There being no further business, Mr. Nelson moved to adjourn the meeting at 1:30 p.m.

Respectfully submitted.

/s/ Alison Pitt
Alison Pitt, Secretary of Meeting