

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

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Wednesday, May 13, 2020, 10:00 a.m. – 1:30 p.m.  
Videoconference

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Meeting Chairman: Kipp Nelson  
Vice Chair: Eric Resnick

Board Members Present: Liz Arky, Frankki Bevins, Rosie Brennan (athlete), Alex Deibold (athlete), Bryan Fletcher (athlete), Kenneth Graham, Cami Thompson Graves, Lisa Kosglow, Darryl Landstrom, Martina Lussi, Andy McLane, Warner Nickerson (athlete), Dylan Omlin, Chris Seemann, Tiger Shaw, Steve Strandberg, Tom Wallisch (athlete), Heather McPhie Watanabe (athlete), and Tom Yaps.

Ex-Officio Board Members Present: Dexter Paine, Holly Brooks, Kelly Pawlak, Nick Sargent, Brian Leach, and Hank Tauber.

Board Members Excused: Bill Marolt

Management Team Present: Brooke McAfee, Sheryl Barnes, Trisha Worthington, Michael O'Connor, Charlotte Moats, Alison Pitt, and Nicole Kendrick.

Additional Attendees: Mike Page (Freestyle Committee Chair-Elect), Steve Shafran (Foundation-Elect), Tom Kelly, Brett Jacobson, Carlos Lamadrid, Patrick Carrel, Brian Westlake, Keith Prawalsky, Jerry Wolf, Lindsay Arnold, Elaine Minahan, Amanda Black, Jonah Cader, Patty Frechette, Meg MacClarence, Steven Perelman, Eric Webster, Billy Demong, Ron Bonneau, Steve Berlack (BRASS), Cindy Berlack (BRASS), Jamie Astle (BRASS), and Laura Astle (BRASS)

### **1. Chairman Calls the Meeting to Order**

Mr. Nelson called the meeting to order at 10:05 a.m., mountain time.

### **2. Roll Call & Establishment of Quorum: Alison Pitt**

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

### **3. Moment of Silence**

Mr. Nelson asked for a moment of silence for the remembrance of Allen Church, Jeff Shiffrin, Pepi Gramshammer, Jim Rodrigues, Dave McCoy, Corby Fisher, Wm. Jeffries Mann, Sr., and Jim Carter.

Mr. Nelson thanked Mr. Seemann for his five years of service and Mr. Wirth for his four years of service. Additionally, Mr. Nelson thanked Ms. McPhie Watanabe for chairing the Athletes' Council for the past four and a half years. The leadership role will transition to Mr. Nickerson.

**4. U.S. Ski & Snowboard March 17, 2020 Meeting Minutes' Approval: Alison Pitt**

*Mr. Nickerson moved, and Ms. Lussi seconded the motion to approve the meeting minutes from March 17, 2020. There was no comment and the motion passed unanimously.*

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

Mr. Nelson discussed the financial stress created worldwide from the COVID-19 pandemic. From the last meeting, the organization cut the budget to be more conservative regarding sponsorships and to cut expenses, all with the goal of having a better financial footing. The financial stress task force is looking at different levers that might need to be pulled for financial stability. Mr. Nelson discussed the scenarios analyzed by the task force. The budget has been cut by more than 10%. Additionally, the organization is receiving support from Foundation members.

The organization received a Payment Protection Program (PPP) loan from the SBA under the CARES Act to assist with payroll during the COVID-19 pandemic. Mr. Nelson discussed the positive impact of the PPP loan. The task force has analyzed cuts to the budget as deep as 30% without impacting any athlete support. Ms. McPhie Watanabe provided her perspective from her role on the task force and the priority of the task force to maintain athlete support and the athlete experience. There was additional discussion among the Board members. The organization only lost 20 percent of our season and within 30 days of the cut of our season, the organization was able to pivot to address the pandemic and its impacts on finances.

Mr. Nelson thanked everyone for their comments and the discussion.

**6. U.S. Ski & Snowboard Chief Executive Officer's Report: Gale H. "Tiger" Shaw**

Mr. Shaw discussed the response by the organization to the early cut to the end of the season and the safe return of our athletes. Mr. Shaw discussed the organization's resiliency and the resources that we have received from the USOPC including COVID guidance and mental health support. The High Performance staff has adapted to training and supporting the athletes remotely. The finances and budget have not been easy this year, but the leadership of the staff has continued to support the organization. The support from our Trustees has helped us substantially. Mr. Shaw thanked the Trustees, Board, and his staff for all of their effort to adjust to the changing landscape from the pandemic.

Mr. Shaw reported that Club Excellence went really well for its first virtual meetings. Attendance was up three-fold from prior years with the virtual meeting. Mr. Shaw thanked the Sport Education team as well as all of the clubs that attended the meeting.

Mr. Shaw reported on the athlete experience and the 12 initiatives. We are continuing to use the measurement tools for feedback from our athletes. Mr. Shaw discussed the groups focused on getting back to training and competing (both to training in facilities and getting back to snow). We are following the advice of local health authorities as well as the USOPC. There is a lot of pressure because other ski nations have been able to get back to on-snow training.

Mr. Shaw closed his comments with appreciation for all of our donors, Trustees, Board, staff, members, and volunteers in helping us sustain excellence in this uncertain world and charting a path to resiliency, financial stability, and athletic excellence.

**7. FY20 Year End & FY21 Operating Budget: Brooke McAfee**

Ms. McAfee opened with thanking the financial stress task force and her staff in working on the budget during challenging times. Ms. McAfee provided the FY20 Year End review and FY21 Operating Budget to the Finance Committee for its review on March 11, 2020. Ms. McAfee discussed the FY20 variance analysis on sponsorship revenue, event expenses, membership revenue, and the support that we receive from the USOPC. On the FY21 Operating Budget, the overall budget has been cut ~10% with still keeping the goal of not impacting the financial support of the elite teams. The FY21 budget maintains support for athlete travel at the same level as FY20 year end.

Ms. McAfee reported that there is still risk in the FY21 revenue forecast and the FY21 Partial Contingency Plan outlines the anticipated revenue challenges and the levers that we may pull to stabilize the budget, if needed. The initiatives are ongoing. The Finance Committee recommended the proposed 2021 budget go forward to the Board for its consideration.

Mr. Nelson thanked the staff for their sacrifices. There was discussion among the Board on the potential impact to a few Foundation events.

After the opportunity for discussion and questions, ***Mr. Strandberg moved, and Mr. Graham seconded the motion to approve the FY 2021 budget. There was no further discussion and the motion to approve the FY21 budget as presented passed unanimously.***

**8. Audit Committee Update: Brooke McAfee/Brian Leach**

Ms. Pitt reported the Audit Committee's recommendation to continue with the auditors, Eide Bailly, for the fiscal year 2021. Ms. Pitt asked if there were any questions from the Board. There were none.

***Ms. Thompson Graves moved, and Ms. Kosglow seconded ratification of the selection of the auditors, Eide Bailly, for FY 2021. The motion carried.***

**9. Commercial Update: Michael O'Connor**

Mr. O'Connor named that the new partner activations and reported that, overall, we had a successful Partner activation season, including new partners Land Rover, Fidelity, Domo and Volcom - including more than \$1M in direct sponsorship support of our athletes.

Mr. O'Connor reported that COVID-19 crisis caused some challenges for our partners to make payments toward the end of the season and that we are working through each situation but remain confident funds will be received in a timely manner. Mr. O'Connor mentioned the settlement received from a former partner that continued to use our logo for a period of time after the expiration of the license.

Mr. O’Conor also reported on the remaining incremental commercial revenue target of \$1.6MM for next season from new business and current partner renewal opportunities remains a conservative and realistic objective in the current landscape. Additionally, renewal conversations are progressing in all key partner categories. We remain patient through the sales process and thoughtful about outreach during and in the aftermath of the COVID-19 pandemic, taking a realistic approach to a very cold market. We are seeing some potential with sectors like Home Fitness/Healthcare, Online Marketplace and some CPG product categories. There are signs of earlier opportunity, but sales in other categories will take longer than were expected earlier in the year (i.e. Airline/Travel Sites). We will continue to focus on brand alignment and strategic support for U.S. Ski & Snowboard, our athletes and our organizational priorities while maintaining the mindset that we are a luxury brand that adds value to our partners beyond the sum of our marketing assets.

#### TOKYO 2021 / BEIJING 2022

Summer Games taking place months apart from the Winter Games could lead to sponsor fatigue amongst the Olympic partners and have effects on U.S. Ski & Snowboard’s commercial sales process and opportunities. Mr. O’Conor reported that it will be important to continue to create revenue-driving opportunities that only U.S. Ski & Snowboard can provide through digital content and in broadcast during the Olympic Qualification process, as well as on-site in Beijing. Mr. O’Conor indicated that collaboration with USOPP and the USOPC commercial team will be important for us as an organization.

### **10. Foundation Report: Trisha Worthington**

Ms. Worthington presented the fundraising report for FY20 and the sources of the fundraising revenue and the goals reached. Ms. Worthington presented on the FY21 focus for fundraising and development as well as department investments. Ms. Worthington discussed the current fundraising climate, Gold Pass renewals, direct marketing, inner circle appeal/board growth, Gold Medal Gala, and the Jeff Shiffrin Athlete Resiliency Fund. This is an effort that is being done in the honor of Jeff Shiffrin. Ms. Worthington reported that Mikaela and Eileen Shiffrin are honored with this fundraising effort.

Ms. Worthington thanked Dexter Paine, Andy McLane and Steve Strandberg for their leadership with the Foundation and addressed Board member comments about changes that will be made for fundraising this year due to the pandemic. Trustees and donors are still actively engaged and supporting the organization.

Ms. Worthington reported that fundraising in the current climate is difficult, but that the support is good. Mr. Nelson thanked Ms. Worthington and the Trustees and donors.

### **11. Compensation Committee and Culture Update: Ken Graham/Warner Nickerson**

Mr. Graham reported on the Compensation Committee meetings and that the Committee accepted the recommendations of the management team. Mr. Graham indicated that there have been challenges, but that the Committee agreed upon foregoing the year-end bonuses.

Mr. Graham noted that the Culture Subcommittee has a call scheduled next week.

## **12. Nomination & Governance Committee Report: Steve Strandberg/Lisa Kosglow**

Ms. Kosglow reported on the Committee's recommendation for re-nomination as follows:

- Re-nomination to the Board of Dylan Omlin and Tom Yaps as the Snowboarding Sport Representative and Freeskiing Sport Representative to the Board, respectively;
- Nomination of Mike Page as Freestyle Sport Representative to the Board;
- Re-nominations to the Board of Warner Nickerson, Alpine Athlete Representative; Tom Wallisch, Freeskiing Athlete Representative and Rosie Brennan, Cross Country Athlete Representative to the Board;
- Nomination of Steve Shafran as the Foundation Representative to the Board; and
- Re-nomination of Carl Swenson, chair, and Scott Macartney, member, to the Judicial Committee.

***Mr. McLane moved, and Ms. McPhie Watanabe seconded the nominations of the Board and Committee members as presented above for four-year terms.***

***The Board and Committee members were elected by acclamation for four-year terms with the respective Board and Committee members abstaining from vote for their election.***

Ms. Kosglow also reported on the changes expected to the Board for increased athlete representation on the Board, which will come from the amendment to the Ted Stevens Act. The USOPC is updating its bylaws to increase athlete representation to 1/3. The athlete representatives will need to be nominated by the Athletes' Council. Ms. Kosglow noted that as they move forward with new nominees, they will be closely looking at nominees that are current or former athletes. Mr. Paine reported that the Board and all committees will meet the 1/3 requirement. It is expected that 20% will be athletes that have competed in the prior ten years and the other 13% will not have a time frame for when they competed. There was discussion among the board as to the timing of the implementation.

## **13. U.S. Ski & Snowboard Safety & Security Report: Alison Pitt**

Ms. Pitt reported that there is no active litigation.

Ms. Pitt presented the safety and security report including the FY20 Q4 SafeSport report of cases in the Center's exclusive jurisdiction and the NGB's discretionary jurisdiction. Ms. Pitt discussed the open case age details as well as the average time of resolution by case type. Ms. Pitt discussed the live webinar to be conducted by the Center to the NGB on May 19, which will include a live question and answer session.

Ms. Pitt reported that the Center is expected to issue revisions to the MAAPP by the end of the calendar year. Mr. Shaw discussed U.S. Ski & Snowboard's handling of reports as well as ongoing efforts with SafeSport compliance and funding to SafeSport.

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

Ms. McPhie provided an update on the efforts by the Athletes' Council for FY20 and sports-specific efforts. Ms. McPhie mentioned that the athlete liaisons have been very successful. The Athletes' Council is continuing to look at various areas in which to provide their insights.

Mr. Nelson thanked Ms. McPhie for her report and the efforts by the athletes in providing feedback to the athlete experience project. Mr. Nelson mentioned that the unified message has improved the connectivity between the athletes and the organization.

**15. Bryce and Ronnie Athlete Snow Safety Foundation Update: Laura Astle**

Ms. Pitt introduced Laura Astle, mother of Bryce Astle, from the BRASS Foundation. Ms. Astle thanked the NGB and the steps taken by the organization for athletes. Ms. Astle provided the background on the formation of the BRASS foundations. She thanked the organization for implementing the modules—the online training modules which provide access to members.

Ms. Astle summarized the mandatory training that will become part of membership with the NGB and meets the goal of BRASS to educate and have skiers “know before they go” into uncontrolled and off-piste areas.

Additionally, Ms. Astle also thanked Gar Trayner and the Utah Avalanche Center for their efforts on producing the modules. Ms. Astle reported that sales of avalanche gear greatly increased this season and that the effort to expand the education to our membership is appreciated.

Mr. Nelson thanked Ms. Astle for her report. Ms. Astle responded to several questions from Board members about the education steps and the access to backcountry safety gear.

**16. USOPC Athletes' Advisory Council Report: Holly Brooks**

Ms. Brooks reported that last year the focus was on the restructuring of the movement following the upheaval created by the Nassar scandal. Today, the focus has shifted to the historic postponement of the Tokyo Games. The USOPC Athletes Advisory Council (AAC) has focused on improving the working relationship with the USOPC leadership and staff and the NGB Council. The AAC has had an intimate level of participation in the USOPC bylaw amendments to include direct athlete representation (and reappointment) to the board, increased athlete representation on the board (33%), the addition of the 10 year + definition of an athlete, and the ability to amend our own bylaws, NGB compliance standards and regular audits.

Ms. Brooks reported the advocacy for the professionalization of athlete representation. The AAC received an annual budget including the ability to hire an executive director. Ms. Brooks also reported on the additional advocacy for and support of the Rodchenkov Anti-doping Act as well as the successful advocacy for loosening Rule 40 (the ability for athletes to market themselves in relation to the Games). The AAC has advocated for increased transparency in the movement which has come in the form of town halls, regularly held meetings, and athlete engagement Q&As.

The AAC has prioritized athlete services including new staff positions and the expansion of mental health services as well as working towards the establishment of education and onboarding materials for new board members; USOPC, AAC, and NGB board members.

Mr. Nelson thanked Ms. Brooks for her report.

## 17. Sport Committee Action Items/Reports

### Alpine Sport Committee Action Items/Report: Darryl Landstrom

Mr. Landstrom reported that there were three primary action items:

- 1) Ban on fluoro waxes
- 2) Expansion on 1 ski rule
- 3) So. Hemisphere ban on racing for first year FIS athletes

Ban on use of fluorinated wax at all U.S. Ski & Snowboard competitions effective 2020-2021. One (1) ski rule applies to U12 and younger. Wax preparation benches and application of wax solutions are banned in the competition venue to include U14 & U12 and younger. Note that the "Competition venue" includes all ski resort property. "Race arena" is the area within the fences, including the start and finish areas. Racing in the Southern Hemisphere is prohibited for first year FIS athletes.

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

Ms. Graves reported no action items but provided a summary of the meetings:

- Approved Championship dates and sites for 2022 Super Tour; WG appointed to finalize 2021 schedule.
- Appointed an Event Contingency Working Group to manage in-season adjustments.
- Of note: TDs/ATDs for all major Championship events in 2021 will be women!

### Freeskiing Sport Committee Action Items/Report: Tom Yaps

Mr. Yaps reported no action items but mentioned that they approved their OWG criteria and he also reported on the financial impact of the pandemic on USASA.

### Freestyle Sport Committee Action Items/Report: Chris Seemann

Mr. Seemann reported that the FSC passed expanding junior nationals.

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

Ms. Lussi reported that there were no action items but that the virtual meetings provided for better attendance of their committee meeting.

### Snowboarding Sport Committee Action Items/Report: Dylan Omlin

Mr. Omlin reported no action items other than the approval of the OWG criteria. He discussed the loss of the USASA nationals due to the pandemic. The cancellation of the event was a huge financial loss. This event is a pipeline for athletes to our NGB.

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

Mr. Shaw presented the Olympic Winter Games Selection Criteria for the disciplines of snowboarding, freeskiing, and freestyle for review and approval. Mr. Yaps and Ms. McPhie Watanabe provided the background on the drafting of the criteria and the outreach to the community.

After the opportunity for discussion and questions, ***Ms. Graves moved, and Ms. Watanabe seconded the motion to approve the Olympic Winter Games Selection Criteria for the disciplines of snowboarding, freeskiing, and freestyle. The motion passed unanimously.***

#### **18. FIS Report and USOPC Report: Dexter Paine/Tiger Shaw**

Mr. Shaw reported that he is co-chair of the NGB Council and their efforts with the USOPC to respond to the pandemic.

Mr. Paine reported on the USOPC's proposed amendments to its bylaws regarding increasing the number of athletes (NGB makeup and committee structure).

Regarding FIS, Mr. Paine reported that a FIS Council meeting is scheduled for May 25. The Congress meeting was delayed due to travel restriction and is currently scheduled to be held with the Council meeting in October in Zurich. Current travel and meeting restrictions in Switzerland will not allow for the meeting and election to be held.

U.S. Ski & Snowboard supports the FIS rule that will ban the use of fluorocarbon waxes in FIS competitions worldwide. Domestically, the U.S. Ski & Snowboard Board of Directors authorizes and empowers an American and Canadian working group overseen by its CEO which will create rules, guidelines and a list of approved waxes aimed at eliminating the use of fluorocarbon waxes in skiing and snowboarding events in North America, heeding the rules and regulations of U.S. and Canadian authorities.

We propose this resolution to officially express our support of FIS, and to empower a working group, of which the composition will be determined at a later time but it will be overseen by the CEO and will work with Canada to uniformly regulate and enforce the use of only approved waxes.

After the opportunity for discussion and questions, ***Mr. Landstrom moved, and Mr. Nickerson seconded the motion to form a working group overseen by the CEO to work with Canada to create rules, guidelines, and a list of approved waxes for the goal of eliminating the use of fluorocarbon waxes in skiing and snowboarding events in North America. The motion passed unanimously.***

Mr. Nelson thanked Mr. Paine for his report.

#### **19. Floor Open for Member Comments/Questions**

Mr. Nelson asked if there were any questions. Mr. Shaw clarified that the avalanche training is for members 18 or older.

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



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

Mr. Nelson discussed the future Board meeting dates.

BOD September 16, 2020 Teleconference at 1:00-3:00 p.m. Mountain

**21. Closing Comments & Motion to Adjourn to Executive Session: Kipp Nelson**

At 12:15 p.m., the Board went into an executive session, **Ms. Watanabe moved, and Mr. Strandberg seconded the motion to move into executive session.**

Respectfully submitted.

/s/ Alison Pitt  
Alison Pitt, Secretary of Meeting