

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

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Tuesday, November 11, 2019, 2:00 p.m. – 4:00 p.m.  
Via Teleconference

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Meeting Chairman: Kipp Nelson

Board Members Present: Eric Resnick, [Liz Arky](#), Frankki Bevins, Rosie Brennan, Tricia Byrnes, Bryan Fletcher, 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

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, Trisha Worthington, Andy McKeon, Michael O'Connor, Alison Pitt, Charlotte Moats, Sheryl Barnes, Eric Webster; Additional Attendee: Suzette Cantin

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

Mr. Nelson called the meeting to order at 2:00 p.m., Mountain time. Mr. Nelson introduced Charlotte Moats, Chief of Staff, a new hire to support the athlete project. Ms. Moats previously assisted the organization as a consultant. She was also a competitive athlete and is uniquely qualified for her role.

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

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

### 3. **Approval of Board Meeting Minutes from September 18, 2019: Alison Pitt**

Ms. Pitt asked if there were any questions or comments on the draft minutes. There were none.

*Mr. Landstrom moved, and Mr. Wirth seconded the motion to approve the meeting minutes from September 18, 2019. There was no comment and the motion passed unanimously.*

### 4. **New Business: Alison Pitt**

#### Foundation Bylaw Amendments

Ms. Pitt reported that amendments were proposed to the bylaws by the Foundation to: increase the members of the Foundation Nominating and Governance Committee from eleven (11) members to fifteen (15), include the Chairman of the Board of Directors as a

non-voting ex officio member of the Nominating and Governance Committee, and increase the Board of Trustees from seventy-five (75) trustees to eighty-five (85) trustees.

Mr. Strandberg offered to answer any questions. Mr. Paine commented that these changes address comments from the athlete project report from last spring. Mr. Strandberg confirmed that the recommendation was to increase the number of Trustees. The Nominating and Governance Committee size increase will assist with the additional duties and the Chair's ex-officio role will also be helpful.

There were no questions or comments.

*Mr. McLane moved, and Ms. McPhie Watanabe seconded approval of the amendments of the Bylaws as presented, pending Board of Trustees' approval at the December 6, 2019 Trustee meeting. The motion passed unanimously.*

#### Freeskiing Sport Committee Operating Procedures: Tom Yaps

Mr. Yaps presented proposed changes to the Freeskiing Sport Committee Operating Procedures including changes to the Skicross Subcommittee composition. Mr. Yaps asked if there were questions or comments. There were no questions or comments.

*Mr. Seemann moved, and Ms. Lussi seconded, approval of the amendments to the Freeskiing Sport Committee Operating Procedures as presented. The motion passed unanimously.*

### **5. Background Screening Policy & Review Panel: Alison Pitt**

Ms. Pitt reported that updates to the Background Screening policy and criteria as well as the establishment of a review panel are recommended to further align the organization's policy and review process with the USOPC's policy and process. Currently, the organization does not have a review process for certain offenses where there has been a lapse of time since the offense occurred. The USOPC has a review panel that provides for review of certain offenses. The review panel will be internal and consist of at least four people and one athlete representative. The Ethics Committee will have oversight of the review panel. There was discussion among the board members.

*Mr. Nelson moved, and Ms. Thompson Graves seconded approval of the amendments to the Background Screening Policy and establishment of a review panel as presented to the Board for the organization's policy to be in-line with the USOPC's policies and procedures, to establish a review panel, and to establish a working group to assist with the revisions. The motion passed unanimously.*

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

Mr. Nelson introduced Ms. Moats and discussed her skill set and new role. Mr. Nelson reported on the successful fundraiser at the NY Gala and also reported on his attendance at Sölden. Mr. Nelson discussed the athlete experience, our finances, and our two main priorities. On the athlete experience, there are twelve APIs for improving experience. Mr. Nelson reported that he has received positive feedback from athletes and coaches on the changes. The organization has committed to more athlete education.

Mr. Nelson discussed the forecasted revenue and his review with Mr. O’Conor and reported that there is currently a gap. He reported on the efforts by the Foundation as well as the additional efforts from Mr. O’Conor but that there will most likely be expense cutting to meet budget before the fiscal year end.

Mr. Nelson also reported on Mr. Shaw’s OKRs and the addition of Ms. Moats to help leverage Mr. Shaw’s role.

Mr. Nelson discussed a few procedural items. First, he recommends having certain motions be done by written consents. Second, he would like to have sport committees be available to be present at each meeting. Third, he thanked everyone for completing their conflict of interest forms and that they will be reviewed by the Ethics Committee this week. Finally, he is looking forward to the in-person meeting in March 2020.

## **7. Nomination and Governance Committee Report: Lisa Kosglow / Steve Strandberg**

Mr. Strandberg discussed that Mr. Gross has other commitments so Mr. Leach has been nominated to take the Vice Chair position. Mr. Gross will remain on the Investment Committee. Ms. Kosglow asked if there were any questions or comments. There were none.

*Ms. Watanabe moved, and Mr. Nickerson seconded the motion to ratify the change from Phil Gross to Brian Leach as Vice Chair of the Investment Committee. The change was ratified by acclamation.*

## **8. U.S. Ski & Snowboard Chief Executive Officer’s Report: Gale H. “Tiger” Shaw**

### Athletics Outlook

Mr. Shaw reported that there have been a significant number of podiums since the beginning of the season. Additionally, we are improving integrating injured athletes back to the team during their recovery as part of the athlete experience.

Mr. Shaw also reported that we had excellent training in Copper, Colorado with exceptional conditions. It has been the best training that we have had at Copper.

Additionally, Mr. Shaw confirmed that the liaisons and athlete mentors are in place.

Regarding the aerials team, they have continued to improve under their new head coach. The team jumped 86 days at the Olympic Park this summer.

For cross-country, Chris Grover is in China scouting and planning for the Olympics. Mr. Shaw reported that three cross country athletes ran the New York marathon and all three had sub-three hour races. Mr. Shaw mentioned that Kikkan Randall was exceptional at the NY Gala.

The alpine team had exceptional results in Sölden for both the women and men. It is always a good indicator for the season. Mr. Shaw discussed the efforts from Mr. McKeon, Mr. O’Conor, and Ms. Meghan Leaver on developing a marketing experience for the alpine

team at Copper. Finally, Mr. Jesse Hunt has circulated his criteria and had a committee review with an updated injury protocol.

### State of the Organization

Mr. Shaw indicated that Ms. McAfee will report on the financial position, but noted that there is a gap. Mr. Shaw reported that we are heavily focused on partnerships as well as the Foundation. Mr. Shaw directed the Board to the updated organization chart and the second quarter OKR review and that his directs have been successful in rolling out the OKRs and having short- and long-term goals and periodic reviews.

### Update on Objectives / Key Results

Mr. Shaw reviewed his OKRs and their status. He also directed the Board to his APR Priority Initiation Dashboard and the twelve initiatives and their status as well as the next steps that will be taken toward completing such initiatives. Mr. Shaw mentioned the use of the barometer, which is a survey for the teams to provide rapid feedback. It is an important feedback mechanism to use with the athlete liaisons.

Additionally, Mr. Shaw reported on the alumni programs and the upcoming tail-gate reunion in Killington and social at Beaver Creek. Ms. Moats is assisting with this project.

## **9. Financial & Revenue Report: Brooke McAfee / Michael O'Connor / Trisha Worthington**

Ms. McAfee discussed the forecast and the gap. Membership and competition revenues are on trend to meet forecast. The USOPC is tracking above forecast due to incremental funding for our alpine program. As we look at expenses, the new expense forecast is tightening expenses. Ms. McAfee discussed the contingency plan if the gap cannot be met.

Ms. Worthington reported on the successes from fundraising: 1) NY Gala, 2) the Gold Passes (we received 25 additional Gold Passes from the NSAA and 11 sold at the NY Gala), 3) Inner Circle gifts, 4) grants, 5) Champions Club, and 6) the Bill Marolt campaign. Ms. Worthington asked for questions. Mr. McLane asked to connect with Ms. Worthington for planning for Vail.

Mr. O'Connor reported on sales and his efforts to address the revenue. He provided a summary of the renewal categories. There are several significant renewals in process as well potential partners that he is approaching. Mr. O'Connor thanked the Board and the Trustees for their support.

Mr. O'Connor mentioned a sponsor will be partnering for naming rights of the COE. Mr. O'Connor also mentioned another partner that has agreed to the terms of another partnership that will be finalized shortly.

Mr. Nelson asked for questions. Ms. Bevins asked about the gap. Mr. Shaw provided the background on the forecast and discussed Mr. O'Connor's new approaches for renewals and seeking partners. Ms. McAfee mentioned that the restructure of the leadership team should also be positive with Mr. O'Connor's focus on revenue.

Mr. Resnick mentioned that the organization is more coordinated than it has been in the past and that we are improving on recognizing gaps and addressing them earlier than we did in the past. Mr. McLane asked about the organization chart and the number of Mr. Shaw's direct reports. Mr. Shaw mentioned that he leverages Ms. Moats to assist and that he has spent more time at the office than at events. There was no further discussion.

#### **10. SafeSport and Security Update: Alison Pitt**

Ms. Pitt reported that for the first three quarters of calendar year 2019, SafeSport has had 26 total cases for our NGB. Of these 26 cases, 14 have been closed and 12 cases are open. For the cases from July 1, 2019 to September 30, 2019, the Center had four cases, one of the cases was delegated to our organization for investigation. The Center's timing from intake to preliminary inquiry is approximately eight days and they have asserted that they are through their back-log of cases.

Ms. Pitt provided an update on the Audit. Mr. McLane asked about cases for the quarter and Ms. Pitt provided a brief summary of the cases. There was no further discussion.

#### **11. FIS Update: Dexter Paine**

Mr. Paine mentioned that the fall meeting is in one week and that the FIS Chair indicated that he will mention his succession at the meeting. Mr. Tauber reported that the succession and planning meeting is scheduled to be held on November 23<sup>rd</sup> and that the committee expects the Chair to make his announcement.

Mr. Paine mentioned that Mr. Wirth will be attending the FIS sustainability forum with Mr. Paine and Mr. Tauber and will provide feedback to the organization.

#### **12. USOPC Update: Tiger Shaw / Dexter Paine**

Mr. Paine reported on Congress and the efforts being undertaken to prevent another Nassar incident. The USOPC is updating their bylaws and there is a lot of activity in Congress. Mr. Paine summarized the reports and efforts.

Mr. Paine reported on the changes to the USOPC bylaws. There have been recommended changes to the bylaws and they were approved by the Board. The change that will impact our NGB is that we will be required to have one-third athlete representation. There will be direct election of the athletes.

Additionally, there will be required certification of NGBs. There is a second set of bylaws changes that will likely be implemented in the next six months and it will require us to look at our board and increase athlete participation. Twenty percent of the athlete representatives must be athletes that have competed in the prior 10 years. The other thirteen percent will have a broader definition.

Mr. Paine discussed the new bill for empowering amateur athletes. The bill was sponsored by Senators Moran and Blumenthal. It is likely to go to the Senate floor in a week. This bill also requires one-third athlete representation on the Board. It requires \$20M to the Center from the USOPC and the NGBs and also has whistleblower

protections and reporting requirements. Mr. Pained thanked Ms. Brooks and Ms. Randall for their support.

Ms. Brooks also reported on her efforts. Ms. Arky asked questions about the funding and Mr. Paine outlined the proposals and the expected funding. Ms. Arky also asked about the additional athlete requirement for the Board and committees. Mr. Paine discussed the one-third requirement and mentioned that we will need to restructure and that we should form a task force to address the issue.

Mr. Paine further discussed the changes in operations and governance and the certification requirement that we will need to address.

Mr. Nelson thanked Mr. Paine for his summary.

**13. Floor Open for Member Comments/Questions**

Mr. Nelson thanked Board members and employees for their work and focus. Mr. Nelson encouraged everyone to attend the next Board meeting in March. There were no further questions.

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

Mr. Nelson discussed the future Board meeting dates: March 17, 2020, 8:00 a.m. Mountain, 9:00 am Central, Minneapolis, MN, at the Hewing Hotel; May 9, 2020, 8:30 a.m. Mountain, Park City, UT, at the DoubleTree Hotel.

**15. Closing Comments & Motion to Adjourn: Kipp Nelson**

There being no further business, Mr. Nelson moved to adjourn the meeting at 4:30 p.m.

Respectfully submitted.

/s/ Alison Pitt  
Alison Pitt, Secretary of Meeting