

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

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Tuesday, March 17, 2020, 8:00 a.m. Mountain  
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, Michael O'Connor, Alison Pitt, Charlotte Moats, and Nikki Kendrick; Additional Attendees: Sheryl Barnes, Amanda Black, Steve Perelman, Carlos Lamadrid, and Patty Frechette

### 1. Chairman Calls the Meeting to Order

Mr. Nelson called the meeting to order at 8:05 a.m., mountain time. Mr. Nelson wished that everyone is well and in a safe place with the spread of the corona virus.

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

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

### 3. Motions for Approval: Alison Pitt and Sheryl Barnes

#### a. Approval of Board Meeting Minutes from November 12, 2019: Alison Pitt

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

*Mr. Landstrom moved, and Ms. Kosglow seconded the motion to approve the meeting minutes from November 12, 2019. There was no comment and the motion passed unanimously.*

#### b. Corporate Resolution and Officer Authority: Alison Pitt

Ms. Pitt asked if there were any questions or comments on the draft minutes. Ms. Watanabe asked if the resolutions were standard. Ms. Pitt responded that the Board would be asked annually to grant authority to the identified, authorized officers.

Mr. Wirth moved, and Ms. Thompson Graves seconded the motion to approve the corporate resolution and officer authority as presented. There was no comment and the motion passed unanimously.

**c. Club Minimum Standards Revision: Sheryl Barnes**

Ms. Barnes provided a summary of the updates to the Club Minimum Standards to better reflect the updates in SafeSport. The three items that have changed are: (1) the clubs must confirm that they are apprised of the MAAPP requirements, (2) clubs must provide their board member lists so that it may be audited by Membership, and (3) clarification to the clubs on who must register. Ms. Barnes asked if there were any questions? There were none.

**d. Member Dues & Fees: Sheryl Barnes**

Ms. Barnes explained the dues changes and merging of some categories. There are a few price increases which are driven by increases in the general liability insurance policy. There were no questions or comments.

*Ms. Kosglow moved, and Ms. Lussi seconded the motion to approve the Club Minimum Standards as presented for the 2020-21 season. There was no comment and the motion passed unanimously.*

*Mr. Landstrom moved, and Mr. McLane seconded the approval of membership dues, fees and categories as presented for the 2020-21 season. The motion passed unanimously.*

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

Mr. Nelson said that he thought we have moved forward with success on the Athlete experience. In the November meeting, we discussed the financial gap. Management has spent a lot of time pivoting resources as well as the challenge of the season being shut down shortly.

Regarding the virus, Mr. Nelson mentioned that it has been scary for athletes and staff to be overseas with travel restrictions and anxiety around not being able to compete and the possible financial impact. Mr. Nelson thanked management for their excellent job on assisting athletes to return home as well as dealing with organizers on the cancellation of events. Mr. Nelson expressed that he was sorry that the Minneapolis World Cup and other events were cancelled. These were good decisions that were made and timely—before they were mandatory and in the best interests of athletes and staff.

Mr. Nelson also briefly discussed finances, which will be discussed in more depth by Mr. Shaw and Ms. McAfee. We are nearly \$3M below budget on marketing, which was inherited by Mr. O'Connor. Mr. Nelson commended Ms. McAfee and Mr. O'Connor on their efforts to meet budget.

Mr. Nelson discussed a change in forecasting on the budget. There have been difficulties in the past five years with budget forecasting, but Mr. Nelson addressed changes that need to be made regarding expenses and programming. For the upcoming year, we will be cutting expenses. The last quarter of this fiscal year has seen a pivot and the cuts made in the quarter will continue. We will make every effort to not cut into athletic programming.

Mr. Nelson also discussed measuring the API and where we have made progress and where we have further steps to take. Additionally, Mr., Nelson discussed measuring the Athlete

experience in 12 different ways and the OKRs, including how the process has helped set organizational objectives and our goal for medals. Finally, Mr. Nelson mentioned the inspiration that he feels from the hard work of our athletes and it's why he works hard. It's why we are here.

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

### **a. State of the Organization**

Mr. Shaw discussed the Minneapolis World Cup and the chance for Jessie Diggins to have an opportunity to compete in her hometown. With the travel restriction announcement made by President Trump, our team came into the office late on Wednesday night and changed tickets for 88 athletes who made it home safely. The team nailed the test and rose to the occasion. The COVID-19 impact continues with our office closing and all meetings going virtual.

Mr. Shaw discussed how the Athlete Experience has allowed for change. We have continued to flatten the organization and make changes in marketing and sales. We have had a lot of success with events; however, a few misses financially. Mr. Shaw discussed that the loss of the end of the season was difficult on our athletes, staff, and our events. We are not without our issues and gaps, but we had a decent year.

A big focus of this year was to breakeven, but COVID-19 has changed this. Mr. Shaw mentioned that we will have further detail from Ms. McAfee in the financial discussion, but that we will come out of this leaner. Mr. Shaw commended the Communications team, which doubled their output with over 200 pieces of original content. Their efforts are taking care of partners and increasing athlete content. Additionally, the content is expanding into women empowerment and increasing our female athlete content. This is a major focus of our marketing and branding.

Mr. Shaw continued to outline the new state of the organization, the ACE services, and the key items delivered. There will be changes in the staffing of ACE, but the services will remain in academic, career/transition, and the alumni network. Mr. Shaw thanked Ms. Glusker, Ms. Black, Ms. Anderson, and Ms. St. Onge for all of their efforts. Mr. Shaw mentioned that we are often the primary source for our high school-aged athletes. We will not turn anyone away and intend to remain their primary source.

### **b. Athletics Update**

Mr. Shaw discussed the results from the season for the sport disciplines. The cancelation of the end of the season was difficult on our athletes who were unable to have their championship competitions.

### **c. Update on Objectives / Key Results**

Mr. Shaw discussed the API dashboard and the Athlete project report. There are 12 distinct initiatives (APIs) to address the athlete experience. Mr. Shaw mentioned the significant feedback mechanisms and the athlete liaisons and the goal to have direct, frank feedback from their team. The athlete barometer is a 60-second survey for the athletes to complete daily on their Smartphones to provide rapid feedback to coaches and staff.

Mr. Shaw thanked his staff for everyone that leaned into OKRs and setting objectives and measuring ourselves on the athlete experience, organization excellence, and financial performance. Mr. Shaw echoed Mr. Nelson's statements that it has added a level of professionalism for our staff.

Mr. Shaw discussed the change in cultural leadership in our staff and the amazing effort. He also recapped the excellence shown by our athletes for the season.

#### **6. Culture Committee Update: Ken Graham / Warner Nickerson**

Mr. Nickerson explained the background of the Culture Committee. It is focused on the culture of athletics. It is a subcommittee of the Compensation Committee and focuses on the athlete. Its goal is to be supportive and collaborative with coaches and staff to come up with new ideas and solutions to assist athletes.

Mr. Graham is the co-chair and Ms. Edith Thys-Morgan has brought a great deal of information to it. The Committee intends to do a deep dive into ACE and to make sure that there are not any losses to athlete support. Additionally, Mr. Graham mentioned that the Committee represents the Board's focus on the athlete experience including the coaches' education effort (how are coaches selected, trained, and mentored). The Committee meets quarterly and they are open to receiving ideas.

Mr. Nelson thanked Mssrs. Graham and Nickerson.

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

Ms. Kosglow mentioned that Ms. Byrnes stated last year that she would be stepping down. Ms. Kosglow commended Ms. Byrnes for her deep knowledge of the sport and thanked her for her service. With one year left on her term, the Nomination & Governance Committee nominates Alex Deibold for the athlete representative for snowboard for the remainder of Ms. Byrnes' term.

*Mr. Nickerson moved, and Ms. McPhie Watanabe seconded the motion to the change of the Snowboard Athlete Representative from Tricia Byrnes to Alex Deibold for the remainder of the term. The change was ratified by acclamation.*

Mr. Nelson thanked Ms. Byrnes for her service and welcomed Mr. Deibold. Mr. Payne also thanked Ms. Byrnes for her service and her passion for our sports.

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

Ms. Pitt provided the quarterly SafeSport report and summarized the number of cases with a breakdown of the cases that the Center accepted exclusive jurisdiction as well as those that were assigned discretionary jurisdiction to our NGB. Additionally, Ms. Pitt provided information regarding the Center's launch of an adjudication log for the NGBs to have access to current, open cases among all of the NGBs. The Membership team also currently checks the Center's Centralized Discipline Database daily.

There was discussion on the number of total cases open for our NGB as well as the time from the report to resolution. Additionally, there was discussion on the types of cases assigned to the NGB for resolution. Several board members asked about the open cases and the types of parties involved in the complaints. Ms. Pitt provided information regarding the steps taken by the Education and Club Development team to assist clubs with SafeSport compliance.

Ms. Pitt also provided an update on the snow safety awareness program. Ms. Pitt reported that Gar Trayner, in coordination with BRASS and the Utah Avalanche Center, has developed online avalanche courses. At present, all member coaches will be required to take the course as part of the Level 100 curriculum. Beginning in the 2021-22 membership year, every coach must certify at Level 100 and thus will be required to take the training. Membership is working with IT to launch the short version avalanche safety online modules of the training for FY21. All members/parents will be required to complete training. We funded the development of this training.

For the athletic summit, BRASS presently has a slot on the program for Lindsay Mann to do education allowing BRASS to reach coaches and program staff across all sports. However, given the current coronavirus situation and travel restrictions, BRASS is aware that the training might need to be offered on an online webinar.

Finally, Ms. Pitt reported on the emergency preparedness plan. Raymond Mey, from our Safety & Security Committee, and Wyn Rigg have worked with other leaders in the Quinns Junction area to develop the Quinns Junction Emergency Working Group. They have held several meetings and are working with Park City Municipal's emergency manager coordinator. On this past Sunday, the system was activated and we received notice from the County Health Department regarding the Public Health Order.

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

Mr. Paine summarized the last few weeks with FIS cancelling all events occurring after March 1. It created a chaotic end to the season and many of the organizing bodies experienced significant losses from the cancellations, but it was in the best interest of athletes' safety and health.

Mr. Paine asked Mr. Tauber to provide an update on the Congress in May and the election of the FIS President. Mr. Tauber discussed the resignation of the FIS President. Congress will be postponed to a later date. The closing date for nominations is thirty days prior to Congress. There will likely be 3-4 or more candidates. The President's current term will continue until a new Congress day is set. To Mr. Tauber's knowledge, there are no official candidates for President.

*Mr. Landstrom moved, and Mr. Nelson seconded the motion approve the U.S. representatives to the FIS Congress as proposed. The motion carried.*

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

Mr. Shaw discussed the committee of the NGBs. Currently, Max Cobb of Biathlon is the chair of the national governing bodies. Mr. Shaw is the vice-chair of the group. They provide feedback to the USOPC. Mr. Shaw announced that he is not taking the chair position. This body generates nominees for the USOPC seat from the NGBs. Mr. Marolt's seat on the

USOPC board terms this December. We will be nominating a new person for this seat in the fall.

Regarding the virus, the USOPC held multiple calls to discuss the impact on event cancellations.

Mr. Paine mentioned that the election for the NGB position on the USOPC board will be a direct election. On the Ted Stevens Amateur Sports Act, Mr. Paine reported that the updates are moving forward, which are improvements to the existing act by increasing athlete representation on boards to 33% and increasing funding to the U.S. Center for SafeSport. Mr. Paine mentioned that it will be a very long time before this bill moves forward. However, the President has mentioned that he would sign it. The USOPC has started to amend its bylaws in anticipation of the changes to the Act. Mr. Paine mentioned that it is early for us to start to restructure our Board, but we should start to consider the changes that we will make.

Mr. Paine mentioned that the Rodchenkov Anti-Doping Act (RADA Act) passed and allows for criminal charges on doping. USADA's funding was also approved for last year. From an anti-doping perspective, Mr. Paine reported that these are two very positive steps out of the US Congress last month.

Mr. Nelson thanked Mssrs. Shaw and Paine for their report.

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

Ms. McAfee provided the summary of the reports that would be provided and Mr. O'Connor provided the FY19 commercial summary. He discussed the new partnerships that were secured as well as the current partnership renewals as well as the upsells.

Commercial Sales: Mr. O'Connor outlined the targeted partnership structure and the formalized partner tier structure and the steps taken to optimize revenue growth and provide better value for our existing and future partners to activate around marketing assets. He discussed his focus on our asset matrix. For the next season, he has engaged his partnership discussions. We are taking a conservative approach on our strategy.

For FY20, Mr. O'Connor discussed the priority categories and renewals and the key categories and partnerships that are expiring. He is focused on renewals as well as identifying potential new partners for open categories. He is actively engaged with several potential partners for the Olympic movement.

Mr. Leach asked about the tracking of the net dollars and how we track the media impact. Mr. O'Connor discussed the tracking of impressions and values that we perform on KPIs. He discussed the global tracking that we perform. Mr. Leach requested more information on the reach value and Mr. O'Connor agreed to provide it.

Foundation: Ms. Worthington discussed the FY20 Highlights. She mentioned that COVID-19 is creating a few challenges for Foundation. They have a few Champions Clubs that they are holding until the travel restrictions are removed as well as selling the Gold Passes.

Ms. Worthington thanked Mssrs. Strandberg and Shaw for their support which impacts their success. She also thanked her team for controlling expenses.

Regarding the FY21 outlook, Mr. Strandberg asked about the Gold Passes remaining to be sold. Ms. Worthington discussed the remaining pledges and mentioned that we will most likely not need to do a marketing effort for it this season.

Operating Budget Comparison: Ms. McAfee discussed the budget comparisons from the budget vs. the year-end forecast and the variances. The net income is scheduled to be balanced.

Regarding COVID-19, we have identified our estimated losses with the cancelled events. Ms. McAfee reported that we have been able to recoup most of our expenses, but we have costs incurred with the Minneapolis World Cup and Alpine Nationals. We are working to recover some of the expenses with the cancellations of the events.

Additionally, we have lost revenue from the cancellations of some events. For instance, NASTAR participation and head tax. However, we will have some savings from the cancellation of team travel, the April staff meeting, and the Foundation Trustee meeting.

Mr. Shaw asked the Board about the Club Excellence conference and the Congress scheduled in May and considering moving to virtual meetings over the in-person meetings. Mr. Nelson asked about the costs and cancellations. Mr. Shaw outlined that the hotel is willing to accept the cancellation. Summit County is currently in a lockdown, which might be lifted in time. However, we do not know when it will be lifted and if we will be able to move to a virtual meeting at the last minute. There was discussion and agreement among the Board members to move to online/virtual meetings. Mr. Shaw asked for a motion to move the meetings to virtual.

*Ms. Kosglow moved, and Ms. Thompson Graves seconded the motion to move the FY20 Congress to virtual meetings. The motion carried.*

Mr. Nelson asked Ms. McAfee to continue with the revenue and FY20 variance analysis.

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

Mr. Nelson asked if there were any questions. There were no questions.

## **13. Motion to Adjourn into Executive Session: Kipp Nelson**

There being no further business, Mr. Nelson moved to adjourn the meeting into the executive session at 10:10 a.m.

Respectfully submitted.

/s/ Alison Pitt  
Alison Pitt, Secretary of Meeting