
U.S. Ski & Snowboard Board of Directors' Meeting Minutes

Wednesday, September 16, 2020, 1:00 p.m. – 3:15 p.m.

Videoconference

Meeting Chairman: Kipp Nelson

Vice Chair: Eric Resnick

Board Members Present: Liz Arky, Frankki Bevins, Rosie Brennan (athlete), Alex Deibold (athlete), Kenneth Graham, Cami Thompson Graves, Lisa Kosglow, Darryl Landstrom, Martina Lussi, Andy McLane, Warner Nickerson (athlete), Dylan Omlin, Mike Page, Steve Shafran, 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, Brian Leach, and Hank Tauber.

Board Members Excused: Bill Marolt, Nick Sargent, and Bryan Fletcher (athlete).

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

Additional Attendees: Suzette Cantin, Patty Frechette, Victoria Brown, Ellen Adams, Hannah Kearney (athlete), Kikkan Randall (athlete), Steven Perelman, Amanda Black, Dillon Essley.

1. Chairman Calls the Meeting to Order

Mr. Nelson called the meeting to order at 1:05 p.m., mountain time.

2. Roll Call & Establishment of Quorum: Alison Pitt

Ms. Pitt made a roll call and noted that a quorum was present. Ms. Pitt requested that Directors declare conflicts concerning any item on the agenda at this time.

3. U.S. Ski & Snowboard May 13, 2020 Meeting Minutes' Approval: Alison Pitt

Mr. Landstrom moved, and Ms. Bevins seconded the motion to approve the meeting minutes from May 13, 2020. There was no comment and the motion passed unanimously.

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

Mr. Nelson discussed the Diversity, Equity, and Inclusion (DEI) efforts made by the organization as well as the DEI Committee.

Mr. Nelson turned to discuss the finances and the big turnaround since January. The budget needed to make an adjustment of \$2.5M and the Financial Stress Task Force reviewed the budget to address changes associated with the impacts of COVID-19. Mr. Nelson reported the current expenditures are meeting the budget and that Ms. McAfee would provide a full report later in the

meeting including the Paycheck Protection Plan received by the organization and the application for forgiveness.

Additionally, Mr. Nelson discussed the efforts from the Foundation and Marketing teams, including the Shiffrin Resiliency Fund and the corporate sponsorship renewals and new deals. Mr. Nelson noted that the organization has not had to pull any of the levers that were thought to likely happen under the Financial Stress Task Force review.

Finally, Mr. Nelson discussed the team's preparation for the upcoming season and the return to snow for most of the disciplines. Mr. Nelson thanked everyone for their dedication and efforts and noted that Mr. Shaw would provide additional details on the upcoming competition season.

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

Mr. Shaw introduced Jamie Nagle, the new Director of People and Culture for the organization.

Mr. Shaw mentioned that all of his comments will be centered around how COVID-19 has impacted our organization and our ability to train and compete.

Due to the pandemic, training in the Southern Hemisphere was not possible and summer training for the team consisted of dryland and U.S.-based on-snow training opportunities. Additionally, the cross-country team chose to train individually.

Approximately 50 team members are in Europe and it is expected to have over 100 team members in the next few days travelling to Europe for training. Training over the summer was challenging due to the pandemic but the teams are adjusting well to the changes.

The High Performance and Medical departments developed a COVID-19 compliance and protocol plan, which included testing and isolation as needed. More than 300 were involved in training following the rollout of these new protocols.

Regarding international travel, Austria has been the portal into Europe and the U.S. Ambassador has provided assistance when needed. Teams will mostly stay in central Europe for the season with a few traveling to Scandinavia. The goal is to reduce travel and exposure for events this year (below the World Cup competition level).

FIS pulled the Alpine World Cups from North America for the season; however, the remaining World Cup events are still planned for North America, although all efforts are subject to local rules and the scope and size will be dependent upon the state of the pandemic.

Discussions with NCAA on the impact of the pandemic on training and competition, including one-on-ones with athletes and coaches were shared and goals were exchanged. Ms. Bevens asked Mr. Shaw to provide additional details on the NCAA discussions and Mr. Shaw mentioned the options to assist with training and scheduling of NorAm events including improving communication and dialogue with the athletes. Mr. Nelson reiterated the importance of all athletes having an opportunity to get a college education and added that approximately 50% of the athletes competing are in high school and the focus remains on the whole athlete.

Mr. Graham asked about the PR efforts being made. Mr. Shaw discussed the calls to actions and the communication efforts to keep athletes engaged and advised that Ms. Adams will report on the DEI

Committee and the work with Henri Rivers. The last meeting had over 550 people in attendance with great engagement.

Mr. Shaw concluded his update to the Board with a focus on mental health. Mr. Shaw reported that the documentary, *Weight of Gold*, was recently released and several alumni athletes were involved in the project. The goal is to have resources for athletes to access available in one place and a partnership with The Speedy Foundation to have all personnel complete the QPR (Question, Persuade, and Refer) training they offer is in the works.

6. Nomination & Governance Committee Report: Steve Strandberg/Lisa Kosglow

Ms. Kosglow reported on the actions of the Nomination and Governance Committee in the September 2020 meeting. The Committee's recommendation and nomination are as follows:

- Nomination of Kikkan Randall as NGB representative to the United States Olympic and Paralympic Committee (USOPC) who shall serve on the Board for two years in a non-voting *ex officio* capacity. Ms. Randall shall serve until re-nomination or her successor is duly elected and qualified.

Mr. Nelson moved, and Mr. Nickerson seconded the nomination of Ms. Randall as the NGB representative to the USOPC on the Board for a two-year term. The motion passed.

Ms. Kosglow discussed the efforts with the AAC regarding the nomination of the USOPC athlete representative and noted that there are many qualified candidates. Ms. Brooks' replacement will take their seat at the November board meeting. The AAC will have a meeting to vote before then.

Finally, Ms. Kosglow briefly discussed the concept of increasing our Board to meet 1/3 athlete representation on the Board (20% 10 year athletes, 13% 10+ year athletes) and that such athlete representatives will need to be elected by the AAC. The Bylaws will be amended in the coming months to increase athlete representation.

7. Financial Report: Brooke McAfee

Ms. McAfee reviewed the organization's financial report. The last fiscal year closed with a \$64K profit. The audited financial statements were sent to Board and the organization received an unqualified opinion from their independent auditors. Ms. McAfee referred to the full Audit Committee report.

For current the fiscal year, there are a few reductions in revenue in marketing and membership which correspond with the impacts of the pandemic. As discussed earlier, the cancellation of Killington and Beaver Creek World Cup events has stepped down partnership revenue and TV rights revenue; however, there are site fee and prize fee savings with cancellations. The cancellations overall are neutral on the budget and the transfer of ownership of NASTAR was a financial benefit for the organization.

Regarding membership for the year, a more conservative approach has been taken with a forecast of a 15% reduction.

On the Payment Protection Program loan, the organization received a \$2.5M loan and submitted for the full loan forgiveness in July. A response is expected by the end of the year. Ms. McAfee advised that loans over \$2M are subject to audit and the organization will expect to be audited. Ms. McAfee will provide an update at the next Board meeting.

Finally, Ms. McAfee mentioned that Ms. Worthington would provide an update on the athlete resiliency fund and its projected support leading into Beijing.

8. Commercial Update: Michael O’Conor

Mr. O’Conor reported on key renewals (Comcast, Paul Mitchell, High West). Mr. O’Conor also provided a summary of the revenue impact from the Killington and Birds of Prey cancellation with NBC. The focus is on protecting the partners and still delivering and maintaining revenue opportunities. COVID-19 has been difficult on sport marketing industry as a whole; however, there are new opportunities in home health including the new partnership with Addaday.

Mr. O’Conor discussed the budget goals and that focus remains on telling “our story with branding and our sponsors telling our athlete’s stories as well”. Mr. Nelson confirmed that there is \$700K at risk for renewals. Mr. O’Conor confirmed that our partners are fantastic in the process and we are protecting the forecasted revenue but that the industry does not want to sign long-term deals (past three years). Mr. Graham commented about the conversations with sponsorships and the cancellation of North American World Cup events for the season. Mr. O’Connor responded that the relationships are strong, and he is working with the sponsors to protect the fulfillment.

Mr. Nelson and Mr. O’Conor discussed the new pitches and the data focus of the presentation. Ms. Bevins inquired about requests from sponsors. Mr. O’Conor mentioned the plans to broaden the content and broaden the audience.

Lastly, Ms. McAfee discussed the Digital Task Force and strategy overview which has four overarching goals across three areas of focus.

9. Foundation Update: Trisha Worthington

Ms. Worthington provided an update on four programs starting with the Gold Pass program, noting it is one of the biggest fundraisers with only 20 passes left. It is expected to sell out again this year. Kelly Pawlak and the leadership at Alterra and Vail have confirmed that all resorts will accept the pass this year, but they are working out the details of how they will accept the pass.

Ms. Pawlak commented on the program. Mr. Nelson thanked Ms. Pawlak for NSAA’s continued support and the value of the Gold Pass. Ms. Pawlak discussed a PSA that Mikaela assisted with to encourage everyone to wear a face mask.

Regarding the Board of Trustees, Ms. Worthington reported that the Board is at full capacity with 85 trustees. There are 14 new trustees including 3 new athletes. Many of the candidates are from diverse backgrounds. Ms. Worthington thanked Mr. McLane, Mr. Strandberg, and Mr. Paine for their efforts. With respect to the fall Board of Trustee meeting, the meeting will be held virtually on December 3.

The NY Gold Medal Gala will be reimagined as a live broadcast event this year and is scheduled for November 19th. Ms. Worthington reported that Fundraising is going well and that everyone can easily attend this year because it is virtual.

Ms. Worthington also provided an update on the Jeff Shiffrin Resiliency Fund which is going public on Monday. The campaign is unique in that it is supported by all of our marketing channels. The NY Times will do an article on the same day and Mikaela will be on the Today Show on Tuesday after the campaign. Mikaela also has an interview scheduled on CNN. Ms. Randall asked about the stories on

the grants and how the funds will be used. Ms. McAfee mentioned the funds will help to stabilize training through COVID-19.

There were a few questions regarding virtual fundraising and event planning going forward.

Mr. Resnick and Mr. Nelson thanked Ms. Worthington and the Trustees and donors.

10. Safety & Security Update: 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 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.

11. Diversity, Equity and Inclusion Update: Ellen Adams

Ms. Adams discussed the DEI Committee. The Committee was initially focused on improving the athlete experience by working on recruiting, developing, and retaining women in coaching and has now expanded its focus toward the broader issues of equality in our sports. The athlete panel has let the organization know that they want to see a commitment to action from the organization toward achieving gender and racial equity in the workplace and in winter sports. Ms. Adams added that it will take time to implement this change.

Ms. Adams summarized the six pillars that the Committee is focused on as well as the organization audit by the Inclusion Playbook. Ms. Adams discussed the engagement and collaboration with partners and like-minded organizations like the National Brotherhood of Skiers.

Mr. Nelson thanked Ms. Adams and reiterated that this is an important focus.

12. FIS Report and USOPC Report: Dexter Paine/Tiger Shaw

Mr. Paine provided the FIS update. FIS cancelled the Alpine World Cup events in the U.S. and Canada (North America). This means that our athletes will remain in Europe for an extended period of time. The FIS Council meeting is scheduled on the 9th of October. There was not a presidential election in May. The presidential election is scheduled to be held by FIS in Slovenia next May.

Ms. Randall reported on the USOPC assembly that will take place virtually including summarizing the governance changes, financial review, and scenario planning. Ms. Randall noted that athlete well-being and mental health has been at the forefront of services provided. Additionally, the USOPC has hosted discussions on equity and inclusion. They have created a diversity working group to review and plan.

Ms. Randall also discussed the review of Rule 50 and whether protests will be allowed around the Games. There is a current review of the rule and whether it needs to be amended. Finally, Ms. Randall discussed the efforts and changes discussed for the protection of clean sport internationally.

Mr. Shaw reported on the NGBC, where he is currently the Vice Chair and his term is ending and will not be running for Chair. He advised that the USOPC board candidate is Mr. Paine, who is running unopposed and will be seated in January.

Mr. Resnick thanked Ms. Randall for her engagement with the USOPC and Mr. Nelson thanked Ms. Randall, Mr. Shaw, and Mr. Paine for their reports.

13. Floor Open for Member Comments/Questions

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

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

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

Mr. Nelson discussed the future Board meeting dates.

BOD November 11, 2020 Teleconference at 1:00 p.m. – 3:00 p.m. Mountain time

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

A motion was made and seconded to close the meeting for the executive session. The motion passed.

At 2:40 p.m., the Board went into an executive session.

Respectfully submitted.

/s/ Alison Pitt
Alison Pitt, Secretary of Meeting