



USA Climbing: Board of Directors Meeting – 7.15.19
DoubleTree Hilton Valley Forge
Bridgeport, PA

Board Members in Attendance:

Patti Rube, President
Bruce Mitchell, Vice President
Matt Roberts, Treasurer
Avery Cook (by telephone)

Joel Litvin
Katie Felsen Di Pietro
Dustin Skinner

USA Climbing Staff and Others in Attendance:

Marc Norman, Chief Executive Officer
John Muse, High Performance Director
Kyle Jablon, Finance/HR Manager
Zachary Brinchi, Marketing/Communications Manager
Charles Lamb, Chair of Nominating and Governance Committee (“NGC”)
DA Abrams, consultant to the DE&I Task Force (by telephone for the portion of the meeting relating to the selection of DEITF members)

The meeting commenced at 8:30 am Eastern. Mr. Brinchi acted as Secretary for the meeting. Ms. Rube presided.

I. Call To Order

- a) On motions duly made and seconded, the Board minutes from the in-person meeting of April 16, 2019 were approved. Ms. Rube instructed the staff to post the minutes to the web site of USA Climbing.
- b) On motions duly made and seconded, the Board approved ratification of the following actions taken via email: the appointment of Charles Lamb as the Chair of the NGC and the appointment of JoAnne Carilli-Stevenson to fill the vacancy on the NGC arising from Greg Padovani, Sr. having reached the end of his final term. The Board reflected on the outstanding contributions of Mr. Padovani, Sr., and it thanked and welcomed Mr. Lamb, who was invited to this meeting and who would continue to be included as a non-voting invitee at Board meetings in order to continue the past practice of observation of Board meetings by the Chair of NGC in furtherance of the goal of best practice in organizational governance.

II. President Remarks

- a) Ms. Rube provided an update on the work undertaken by the NGB Task Force, including the Board Chair Working Group on which she served as a member. This was an independent effort without any financial support from the USOPC, worked alongside the Borders Commission, the USOPC, athletes and the United States Congress, and made recommendations to reform the governance and oversight structures under which Olympic and Paralympic sport in the United States are organized. The Task Force and Board Chair Working Group have concluded their reporting and submitted their recommendations to the members of the United States Congress.
- b) Ms. Rube encouraged the Board to review the first draft of proposed updates to the USA Climbing Bylaws. Ms. Rube requested that any questions or topics of discussion be submitted to the Board prior to the board meeting in August.
- c) Ms. Rube noted that additional proposed Bylaws updates would be expected to include information related to establishment of the USA Climbing Foundation Board. A discussion ensued with the Board, related to how the anticipated structure, direction, and expectations of the USA Climbing Foundation Board.
- d) Mr. Norman and Ms. Rube referred to draft Foundation documents that had been prepared by pro bono counsel Akin Gump, and they requested that Board members share any comments on the drafts.
- e) Ms. Rube provided an overview of the 2019-2020 proposed Board meeting schedule to cover 6 meetings including 4 telephone meetings and 2 in-person meetings. There being no objections, Ms. Rube requested that the updated Board schedule be posted to the USA Climbing website.¹
- f) Mr. Norman provided an overview of proposed changes to the Rules Committee's Charter and Routesetting Committee's Charter. Mr. Norman addressed concerns that have been raised by members of the Rules Committee regarding Mr. Norman's proposal for the two Charters to reflect an increasing role of USA Climbing Operations Staff when considering new changes. Separately, Mr. Muse provided an overview of his conversations with members of the Routesetting Committee to expand the size of the Routesetting Committee and to update the Committee's Charter.
- g) On motions duly made and seconded, the Board unanimously approved the updated Rules Charter and Routesetting Charter.
- h) Ms. Rube expressed appreciation for the annual reports submitted by USA Climbing's Committees, Task Forces and Working Groups. Ms. Rube encouraged members of the Board to review the annual reports submitted to gain an understanding of the excellent work being conducted by each group.

¹ Subsequently, the proposed event calendar for USA Climbing was updated, resulting in the need to reassess the in-person Board meeting dates.

- i) Ms. Rube and Ms. Cook brought attention to the report submitted by the Coaching Committee to consider the following, among other things:
 - i) a proposal to expand the size of the Committee from 7 to 8 members in an effort to secure representation from more Divisions of the country. The Board, having confirmed that the Committee's Charter already permitted up to 8 members, requested that the NGC recruit for an 8th member, with preference for that new member residing in a Division not yet represented on the Committee;
 - ii) a proposal for USA Climbing to employ a dedicated operations staff member tasked with the development of educational materials for coaches. The Board and Mr. Norman discussed this proposal, including whether to broaden the scope of any such position to include education not only for coaches but also for other constituencies such as judges and routesetters.
 - iii) a request for updates to the Rulebook to make the rules for coaching certification more clear and helpful. After discussion, Ms. Cook, as Board Liaison to the Coaching Committee, agreed to coordinate with the Committee to propose to the Staff and Rules Committee specific updates to the Rulebook;
 - iv) a suggestion that there be a regional representative for coaches (similar to the structure for having Regional Coordinators). After discussion, Ms. Cook agreed to continue conversations on this topic with the Staff and Coaching Committee, including to explore whether the new establishment of the National Coordinators might make such a separate coaches structure less necessary or desirable.
- j) Ms. Rube and Ms. Felsen Di Pietro provided an overview of the Collegiate Committee annual report.
 - i) The Board discussed, among other things, the importance of attempting to secure a Regional Coordinator for every Collegiate region. The Board asked the staff, among other things, to encourage current Youth Regional Coordinators to consider serving as Collegiate RCs, particularly for those RCs with their own children becoming Collegiate competitors in the near future.
 - ii) Mr. Muse reported regarding the process by which Collegiate competitors verify collegiate eligibility, and how that process is expected to change in the upcoming new season with the implementation of the Sport80 membership and registration system. The Board and staff discussed the possibility of a Team Captain role in Sport80 for Collegiate members, with no additional charge, so that administrative team captains can be targeted to receive certain types of outreach.
 - iii) Ms. Rube encouraged Mr. Skinner, Board Liaison to the Realignment Task Force (RTF), to address any Collegiate data-gathering tasks now, while waiting for the Competition Task Force to deliver other recommendations to the RTF.

- iv) Ms. Felsen Di Pietro and Mr. Brinchi reported regarding a survey to Collegiate competitors intended to be sent shortly.
- v) Mr. Muse noted how changes to USA Climbing's membership matrix could affect the the number and type of memberships required by collegiate teams and facilities.
- k) Ms. Rube highlighted ideas generated by the Adaptive Committee to continue the growth and success of USA Climbing's Adaptive Series. The Board discussed, among other things, that donations, if any, restricted for use in High Performance for Paraclimbing could be accepted if received. Mr. Norman reported to the Board with regard to the possibility of adding a staff position to be half-time dedicated to the Adaptive Series, which would assist with some of the Adaptive Committee's recommendations. Ms. Rube also noted the classification proposals raised by the Adaptive Classification Task Force.
- l) Mr. Litvin reported regarding the Ethics Committee, including that the Committee's plan going forward would be for the full Board to see all completed Conflicts of Interest Questionnaires, and for all Committee, Working Group and Task Force members to see all of the completed questionnaires for their respective Committee, Working Group, or Task Force.
- m) DE&I Task Force
 - i) Mr. Lamb provided a summary of the process undertaken by the NGC and Mr. Abrams to fill the positions necessary to convene the DE&I Task Force (DEITF).
 - ii) Mr. Abrams provided an overview of the applications received by the NGC.
 - iii) Mr. Lamb and Mr. Abrams fielded questions from the Board regarding the solicitation process and interview process.
 - iv) Mr. Lamb provided an overview of considerations raised by the NGC for the nomination of the Chair to the DE&I Task Force.
 - v) The Board discussed that one anticipated goal of the DEITF would be to improve access to competition climbing for adaptive climbers, whereas the organization also has a separate Adaptive Committee.
 - vi) On motions duly made and seconded, the Board voted as follows:
 - (1) approved the NGC recommendation that the DEITF have the following 11 members, with Ms. Zurek as Interim Chair unless and until the Board approves any Chair recommended by the DEITF:
 - (a) Interim Chair – Melanie Zurek
 - (b) Taimur Ahmad
 - (c) Joslyne Decker
 - (d) Malcom Mel Godoski
 - (e) Jon Hawk
 - (f) Connie Lightner
 - (g) Austin S. Lin
 - (h) Meagan Martin
 - (i) Meghan McDonald

- (j) Stephanie Ko Pount
- (k) Kareemah Batts
- (2) Directed the Interim Chair to inform the DEITF that any recommendations of the DEITF relating to adaptive climbing (paraclimbing) be made only after the DEITF consults with the Adaptive Committee.
- n) Mr. Skinner provided a summary of the annual report submitted by the Judges Committee, including long-term plans to create online training resources for judges..
- o) Ms. Rube reported that the Competition Belaying Working Group (CBWG) had prepared a first draft of a Handbook that is being reviewed by the Risk Management Committee. Mr. Rube noted that the CBWG planned to request either conversion to a committee or an extension of its Working Group term past August 31, 2019 to allow the Working Group to further develop best practices and minimum standards for belaying in competition.
- p) Ms. Rube provided an update on steps taken to address comments noted by Board members in the Boardspan Self-Assessment, including as relates to Diversity, Equity & Inclusion, succession planning, and new Board director onboarding.
- q) Ms. Rube expressed the Board's appreciation for the years of outstanding dedicated service of departing Board Member Jeff Pedersen and departing NGC Chair Greg Padovani, Sr.
- r) Ms. Rube informed the Board of the NGC's decision to renew the Board director terms of Ms. Cook and Mr. Skinner.
- s) On motion duly made and seconded, the Board approved the appointment of Steve Struthers to fill a vacancy on the Competition Task Force.

III. CEO Summary

- a) Mr. Norman reported regarding the status of the draft Strategic Plan. Ms. Rube requested that members of the Board submit any comments on the draft to Mr. Norman prior to the next August Board meeting.
- b) Mr. Norman and Mr. Mitchell reported regarding the open Town Hall meeting that the Competition Task Force (CTF) held during the recent weekend of the Youth Sport & Speed National Championship, including that there had been excellent attendance and robust feedback. They would continue with the CTF's plan to collect more feedback from members, including through broad surveys.
- c) Rulebook Updates
 - i) Mr. Norman reported that the Rules Committee is working with the staff on proposed changes to the 2019-2020 Rulebook.
 - ii) Mr. Norman noted that the Rulebook would likely not be ready for approval in advance of September 1, 2019 (the start of the competition season), and that it may be published more than once in the upcoming season as updates become ready.
- d) USOC Compliance Audit

- i) Mr Norman reported regarding the name change of the USOC to USOPC (United States Olympic and Paralympic Committee). Mr. Norman reported that USA Climbing has not yet received the results of the 2019 Compliance Audit.
- ii) Mr. Norman reported that the USOPC has begun its 2020 Compliance Audit.
- e) SafeSport expansion
 - i) SafeSport training update
 - (1) Mr. Norman provided an overview of changes to the US Center for SafeSport (the “Center”) training program.
 - (2) Ms. Cook urged that USA Climbing engage with current USA Climbing coaches to notify them of changes to the SafeSport training program. Ms. Cook also requested that the Board have further discussions to ensure the successful transition to the new SafeSport training platform. Ms. Cook offered to serve on a sub-group of the Board providing assistance to the staff in this area. Mr. Roberts and Ms. Rube also agreed to provide assistance as needed.
 - ii) Claims update
 - (1) Mr. Norman provided a summary of current SafeSport claims with the Center.
 - (2) A discussion followed relating to the process by which notification of the status of claims pending with the Center would be made to the parties involved.
 - (3) Mr. Norman provided an overview of the process and challenges that the U.S. Center for SafeSport (the “Center”) undergoes when receiving a new claim from a National Governing Body.
 - (4) The Board discussed considerations relating to the level of detail to be shared with the Board and the NGC Chair related to open SafeSport claims. In the interest of athlete safety and well-being, the Board expressed interest in certain additional information being shared regarding pending SafeSport allegations, provided that attendance during those portions of Board meetings be limited to Board members, the NGC Chair, the CEO, and such other staff members as are presenting or otherwise have a need to know the information.
- f) Committee Compensation Approvals
 - i) On motions duly made and seconded, the Board approved compensation of the below volunteer committee member whose compensation relates to his separate work as a staff member of USA Climbing and not to his volunteer work on the Committee:
 - (1) Josh Larson, member of Rules Committee (for payment of standard compensation as an employee of USA Climbing)
- g) Sponsorship / Circle of Gold

- i) Mr. Norman provided an update on the current Circle of Gold fundraising campaign. Mr. Norman strongly encouraged the Board to participate.
- ii) Mr. Norman provided an update on sponsorship in the following categories:
 - (1) Nutrition
 - (2) Automobile

IV. Financials / Audit Committee

- a) Mr. Norman provided an overview of the YTD Financials.
- b) Mr. Norman provided an update on the timeline for review and approval of the FY20 budget. Mr. Norman expressed his goal of having the FY20 budget finalized and approved by the end of August.
- c) Mr. Norman and Mr. Jablon highlighted the notable changes to the proposed FY20 budget.
- d) Mr. Norman, Mr. Muse, and Mr. Jablon responded to questions from members of the Board regarding proposed changes to the membership pricing structure for the 2019 – 2020 season. The Board encouraged Mr. Norman and Mr. Jablon to review and resubmit to the Audit Committee and the Board any modifications to the draft budget.
- e) Mr. Norman provided a summary of two new job positions to be added within USA Climbing – Development Director and Collegiate & Adaptive Manager – and their related requirements and responsibilities.
- f) Mr. Norman hopes to have these positions filled by the beginning of the 2019/2020 season.

V. High Performance Summary

- a) Mr. Muse provided a summary of the current status of the U.S. Overall National Team and reminded the Board of the upcoming recomposition that will take place following the IFSC Briancon World Cup.
- b) Mr. Muse shared with the Board his opinion on some of the challenges and success that the High Performance Division has experienced this season.
- c) Mr. Muse provided an update on the status of the 2020 High Performance Plan due to the USOPC by August 1st, 2019.
- d) Mr. Muse provided an update on the current status of the ANOC Beach Games and updated the Board on the change in location from San Diego, CA to Qatar.
- e) Mr. Muse updated the Board on the National Cup Series RFP selection process.
- f) Mr. Norman also informed the board of two proposed events that would take place in or about June 2020.

- VI. Operations Summary
 - a) Mr. Norman provided a summary of the proposed membership structure for the 2019-2020 season.
 - b) Mr. Norman provided an update on current membership trends, including anticipated relationship between these trends and the proposed 2019-2020 membership structure.

- VII. Ms. Rube offered to have a call with Mr. Grupper and Ms. Condie to fill them in regarding the matters discussed at this meeting. The two Athlete Board members had to miss the Board meeting due to competing in Europe on the World Cup circuit.

The meeting concluded at 3:18 p.m EDT and an Executive Session with only members of the Board of Directors immediately followed.