



USA Climbing: Board of Directors Meeting – 4.16.19

Board Members in Attendance:

Patti Rube, President	Katie Felsen Di Pietro
Bruce Mitchell, Vice President	Dustin Skinner
Matt Roberts, Treasurer	Jeff Pederson
Avery Cook	Jesse Grupper
Joel Litvin	

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
Greg Padovani, Sr, Chair of Nominating and Governance Committee
("NGC")

The meeting commenced at 5:02 p.m. 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 March 10, 2019 were approved, with Mr. Litvin abstaining because of his absence from that meeting. Ms. Felsen Di Pietro abstained with respect to the portion of the minutes reflecting the topics covered after her departure from the meeting at approximately 1:30 pm. 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 ratified the following action previously taken via email vote:
 - i) Expansion of the Competition Task Force (CTF) from 10 individuals to 15 individuals.
- c) Mr. Padovani provided an overview of the NGC's process for soliciting members for the CTF & RTF and highlighted the impressive number of applicants for both task forces.

- d) Mr. Litvin updated the Board on action taken by the Ethics Committee via teleconference related to assessing the potential for perceived conflicts of interest of an individual who had expressed interest in serving on the CTF.
- e) Mr. Norman and Mr. Mitchell provided an overview of the experience and qualifications of the individuals who have submitted applications to serve on the CTF.
- f) On motions duly made and seconded, the Board approved the NGC recommendations of the following individuals to serve on the Competiton Task Force. Mr. Skinner and Mr. Mitchell abstained from the vote as two of the individuals recommended.
 - i) Chair - Bruce Mitchell
 - ii) Athlete 1 - John Brassier
 - iii) Athlete 2 -Kyra Condie
 - iv) Athlete 3 -Audrey Gawrych
 - v) Member 1 - Rosie Bates (also an Athlete if remains eligible by competing prior to December 31, 2019)
 - vi) Member 2 -Mike Bockino
 - vii) Member 3 -Kyle Clinkscales
 - viii)Member 4 - Dustin Skinner
 - ix) Member 5 - Matt Ornes
 - x) Member 6 -Craig Paiement, PhD
 - xi) Member 7 -Kristi Pikiewicz, PhD
 - xii) Member 8 - Rene Sepulveda
 - xiii)Member 9 -Shannon Siegle, PhD
 - xiv) Member 10 -Masami Middleton
 - xv)Member 11 -Wes Shih, JD
- g) On Motions duly made and seconded, the Board approved the NGC recommendation of Nicole Brandt to fill the vacancy of one position on the Realignment Task Force.
- h) Ms. Rube responded to questions from Ms. Cook about an individual who had applied for serving on the CTF and then withdrew from consideration.
- i) Ms. Rube brought attention to a provision of the USA Climbing Bylaws Section 9.11 that relates to individuals who are currently serving as volunteers on USA Climbing's Committees and who receive compensation for performing work for USA Climbing on an independent contractor basis separate from their work as Committee members (for example compensation for working as paid routesetters at USA Climbing sanctioned events).
 - i) On motions duly made and seconded, the Board approved compensation of the below volunteer committee members whose compensation relates to their separate work as independent contractors for USA Climbing:
 - (1) Bret Johnston, member of Routesetting Committee (for payment of standard compensation for working as routesetter for USAC events)

- (2) Ryan Sewell, member of Routesetting Committee (for payment of standard compensation for working as routesetter for USAC events)
 - (3) Chris Danielson, Chair of Rules Committee (for negotiated compensation for serving on independent contractor basis as Administrator of the USA Climbing Routesetting Administration Program, and as Technical Director for the National Cup Series, provided that (a) no compensation is paid to Mr. Danielson for his work on the Rules Committee, and (b) appropriately knowledgeable staff oversee the paid work, including to eliminate or manage any perceived conflicts of interest, and eliminate any actual conflicts of interest, arising from Mr. Danielson's professional work, including his work as a sales representative for certain climbing hold companies.
- ii) Mr. Norman proposed that, going forward, the Board would approve on an annual basis the standard compensation schedule for individuals working as routesetters on an independent contractor basis for USAC events, and that approval of that compensation schedule would also include approval of such standard compensation to individuals who serve as volunteers on USA Climbing committees, working groups and task forces. After discussion, the Board directed Mr. Norman to include that approval process on the agenda for the applicable Board meeting.
- j) Diversity, Equity & Inclusion (DE&I) Task Force Draft Charter
 - i) Mr. Grupper updated the Board on a draft DE&ITF Charter that he and Ms. Condie have been working on. Mr. Grupper and Ms. Condie have been actively requesting feedback from members of the community related to the language within the current draft Charter. Mr. Grupper reported that, based on the feedback received, the Charter would best be kept in draft form until the Task Force could meet and discuss any necessary modifications before the Charter takes its final form.
 - ii) A discussion ensued about the best way to communicate the anticipated mission and goals of the Task Force to prospective members without a Charter. The Board discussed whether sending out a draft Charter was best, or sending only a shorter summary of the Task Force's general mission.
 - iii) On motion duly made and seconded, the Board unanimously approved the creation of a DE&I Task Force. Ms. Rube encouraged Board members to work with Mr. Grupper if they would like to provide input in the process for soliciting Task Force members. Mr. Grupper will work with the NGC to begin the process of soliciting applications to serve on the task force, with the NGC being asked to recommend Task Force members for Board approval.
 - iv) Ms. Rube noted the expectation that all Board members, in addition to all members of the anticipated DE&ITF, will be asked to participate in DE&I training.

- v) Ms. Rube noted the expectation that all Board members, in addition to all members of the anticipated DE&ITF, will be asked to participate in DE&I training.
- II. CEO Summary
- a) Strategic Planning Discussion
 - i) Mr. Norman is working with the USOC to design a strategic planning session to take place May 8-9 in Colorado Springs facilitated by USOC staff and including approximately 20 key stakeholders of USAC.
 - ii) Mr. Norman informed the Board of a member survey developed by the USOC in coordination with USA Climbing, scheduled to be sent to all USA Climbing Stakeholders on April 17th to aid the Strategic Planning Discussion.
 - iii) Mr. Norman reported that he intends to select the participants for the Strategic Planning session in the interest of time, given that there is insufficient time to solicit participants through the NGC process. Mr. Norman invited Board members to suggest potential participants to him.
 - b) Mr. Norman updated the Board on current AAA arbitration proceedings. Mr. Norman has yet to receive the findings of the arbitrator but expects to receive them by April 24th.
 - c) Mr. Norman provided an update on the 2019 US Olympic Committee Compliance Audit. Mr. Norman will provide an update to the Board following the conclusion of the compliance audit.
 - d) SafeSport Update
 - i) Ms. Holland provided a summary of anticipated expansions to USA Climbing's SafeSport program, including due to the Minor Athlete Abuse Prevention Policies ("MAAP") issued by the US Center for SafeSport (the "Center"), as well as updates to the Center's Safesport Code.
 - ii) Ms. Holland provided an overview of changes to the Background Screening Procedures that have been implemented by the USOC. Mr. Norman and Ms. Holland responded to questions and suggestions from the Board related to the implementation of these new policies and the categories of people associated with USA Climbing that would fall under these changes.
 - iii) Ms. Holland provided an update on current outstanding claims with the Center.
 - iv) Mr. Norman and Ms. Holland provided a summary of draft FAQs as it relates to the new USA Climbing SafeSport Policies, the Center's Safesport Code, and MAAP. Mr Norman requested the Board provide feedback to him and Ms. Holland. Ms. Rube suggested that a separate set of FAQs be prepared as relates to the Collegiate Series.
 - e) Mr. Muse provided an overview of the administration of the Routesetter Program related to the scheduling of clinics, certification of routesetters, and the routesetting program.

- f) Mr Norman provided an update on the establishment of a USA Climbing Foundation and the launch of a new Circle of Gold campaign and the objectives / expectations he hopes the campaign to reach.

III. Financials / Audit Committee

- a) Mr Norman provided an overview of the YTD Financials.
- b) Mr. Jablon provided a brief explanation of the draft Employee Handbook. Mr. Norman invited Board members to send comments on the draft as soon as practicable.
- c) Mr. Norman provided an update on his plans for seeking review and approval of the budget for the 2020 Fiscal Year, including review by the Audit Committee and the full Board.

IV. High Performance Summary

- a) Mr. Muse provided an update on the results for the first two World Cups—Meiringen and Moscow — of the IFSC Competition Season.

V. Operations Summary

- a) Mr. Pedersen proposed questions as it relates to whether USA Climbing should develop lead belay criteria and/or criteria for minimum age standards for lead and top rope belaying on Youth teams associated with USA Climbing. After discussion, Mr. Norman suggested that these question be posed as part of the upcoming strategic planning discussion in Colorado Springs on May 8-9.
- b) Mr. Norman provided a summary of proposed changes to the current membership structure of USA Climbing and the transition to Sport80 as the new membership platform of USA Climbing.
- c) Mr. Muse provided an overview of a lead *climbing* attestation that was added to USA Climbing registration forms that required each registrant for a championship event to identify the facility at which the registrant received their most recent lead belay certification.
- d) Mr. Muse reported regarding an incident report form developed by the Risk Management Committee for use at events sanctioned by USA Climbing (whether at the local or championship level).
- e) Mr. Norman provided an overview on current membership trends.

The meeting concluded at 7:13pm. Executive Session with only Board of Directors followed.