



USA Climbing: Board of Directors Meeting – 1/13/20
Summit Climbing, Yoga, and Fitness
Plano, TX

Board Members in Attendance:

Patti Rube, President	Joel Litvin
Bruce Mitchell, Vice President	Kate Felsen Di Pietro
Matt Roberts, Treasurer	Dustin Skinner
Avery Cook	Kyra Condie
Brett Rogers	

USA Climbing Staff and Others in Attendance:

Marc Norman, Chief Executive Officer
John Muse, VP of Sport
Kyle Jablon, Finance/HR Manager
Kelly Feilke, VP of Marketing, Communication, & Development
Zachary Brinchi, Marketing/Communications Manager
Sharlee Holland, Membership Services & SafeSport Manager
Rebecca Ingraham, Education Manager
Rachel Owens, Collegiate & Paraclimbing Manager
Meg Coyne, National Teams Manager
Josh Larson, National Team Head Coach
Charles Lamb, Chair of Nominating and Governance Committee (“NGC”)
Matt Ornes, Chair of Rules Committee and Member, Competition Task Force (“CTF”)
Steve Struthers, National Coordinator and Member, CTF
JoAnne Carilli-Stevenson, National Coordinator
Rene Sulpeveda, Member, CTF (1/13/20 only)
John Brosler, USA Climbing elected representative to the USOPC Athletes’ Advisory Council, and Member, CTF (1/13/20 only)

The meeting commenced at 7:00am MT (with some business conducted during a preliminary dinner meeting the previous evening, as indicated below). Mr. Brinchi acted as Secretary for the meeting. Ms. Rube presided.

I. Call To Order (1/12/20)

- a) On motions duly made and seconded, the Board minutes from the meeting of October 22, 2019 were approved. Ms. Rube instructed the staff to post the minutes to the web site of USA Climbing.
 - b) Ms. Rube thanked the Board for participating in a call in December, 2019 addressing two topics: progress report from the CTF and SafeSport.
 - i) With regard to the CTF, members of the CTF provided a report on the CTF's work, preliminary recommendations, and anticipated timeline. An update on the IFSC Rules sub-group was provided by Dustin Skinner, an update on the Schedule/Format sub-group was provided by Rene Sepulveda, and an update on the Youth C/D sub-group was provided by Steve Struthers in light of the unavailability of sub-group head Rosie Bates.
 - ii) With regard to SafeSport, the Board welcomed the participation on the call of representatives from the USOPC and the U.S. Center for SafeSport, who responded to Board member questions.
 - c) Ms. Rube noted that a draft updated set of USA Climbing Bylaws had been made available to Board members, and she welcomed any comments. If no comments are received after the applicable notice period, the Board will proceed to a vote.
- II. Presentation by Mr. Feilke
- a) Mr. Feilke delivered a report to the Board with regard to marketing, communications, and development efforts. Among other things, he provided an overview of sponsorship arrangements, viewership of event broadcasts, and social media involvement. Mr. Feilke responded to questions from the Board.
- III. Presentation by Mr. Muse
- a) Mr. Muse provided a report with regard to recent USA Climbing events and an overview of upcoming championship events.
 - b) Mr. Muse reported that there were no Red Cards issued for the applicable period.
 - c) Mr. Muse reported with regard to one exercise of Competition Discretion under Rule 2.2 with regard to invitations to the upcoming Youth Bouldering Divisional Championships due to an inconsistency identified in the breaking of ties across Regions at the recent Youth Bouldering Regional Championships.
 - d) Mr. Muse reported that there was no exercise of Sport Discretion under Rule 2.3 for the relevant period and therefore that no report to the Rules Committee of any such exercise of discretion was necessary.
- IV. President Remarks (1/13/20)
- a) On motions duly made and seconded, the Board ratified the following actions having previously been taken by email vote:
 - i) Collegiate Committee: Email vote of 12/16/19 approving NGC recommendation:

- (1) Katherine (Katie) Lamb appointed to the Collegiate Committee (effective 12/17/19), with approval of the USA Climbing Athletes' Advisory Committee ("AAC") having previously been obtained for Ms. Lamb to serve as an Athlete member of the Committee;
 - (2) Blake Green appointed to the Collegiate Committee (effective 12/17/19).
- ii) Ethics Committee: Email vote of 11/6/19 approving NGC recommendation to appoint Kerry Scott to the Ethics Committee, with approval of the AAC having previously been obtained for Ms. Scott to serve as an Athlete member of the Committee. Mr. Grupper abstained from the vote due to close friendship with the candidate.
 - iii) USA Climbing Rulebook:
 - (1) Email vote of 10/28/19 approving a change to the Youth Regionals Registration period;
 - (2) Email vote of 11/26/19 approving version two of the 2019-2020 Rulebook;
 - (3) Email vote of 1/6/20 approving version three of the 2019-2020 Rulebook subject to any final immaterial proofing changes, and approving a draft of the Speed Certification Document (referenced in the Rulebook) to be made publicly available as a working draft.
 - iv) Paraclimbing Classification Task Force: Email vote of 12/16/19 approving extension to the Paraclimbing Classification Task Force to April 1, 2021.
 - v) CEO Compensation and Goals: Email vote of 12/20/19 approving Mr. Norman's bonus with respect to the Fiscal Year ending August 31, 2019, as well Mr. Norman's salary, bonus target, and goals for the Fiscal Year beginning September 1, 2019.
 - vi) Bylaws: Email ratification of Amended & Restated Bylaws on November 6th, 2019.
 - vii) Competition Belaying Handbook: Email vote of 1/6/20 approving an updated draft of the Competition Belaying Handbook.
- b) Routesetting Committee:
 - i) On motions duly made and seconded, and on the recommendation of the NGC, the Board approved the following:
 - (1) new members of the Routesetting Committee to fill vacancies on that Committee, effective January 13, 2020, with certain new members identified as Athlete members having previously been approved for such roles by the AAC:
 - (a) Michael Bockino
 - (b) Sydney McNair
 - (c) John Oungst (athlete)
 - (d) Kasia Pietras (athlete)

- (e) Flannery Shay-Nemirow
- (f) Brad Weaver
- (2) Ratification of Bret Johnston for a third and final term on the Routesetting Committee commencing July 1, 2019, with the AAC having previously approved of Mr. Johnston continuing to serve as an Athlete member of the Committee.
- ii) Ms. Rube thanked Avery Cook for agreeing to serve as Board Liaison to the Routesetting Committee, and John Muse for agreeing to serve as Staff Liaison to the Routesetting Committee, with the possibility of an additional Staff Liaison being introduced by Mr. Muse to assist. Given the significant re-population of this Committee and its important roles in the organization, Ms. Rube asked Ms. Cook and Mr. Muse to work with the Committee on a re-launch with a focus on the identification by the Committee of the short-term and long-term goals of the Committee, the routesetting administration and certification program, and related matters.
- c) Other Committee Business: Ms. Rube noted that the Rules Committee continues to have one vacancy. She reported that the Committee has expressed a preference for that vacancy to be filled by a routesetter with international routesetting experience if possible, particularly given the likelihood that USA Climbing will adopt the IFSC competition rules for the competition season beginning September 1, 2020. Ms. Rube and Mr. Lamb noted that none of the existing candidates for the Committee who responded to the NGC's public solicitation are experienced in this regard, and that additional efforts would be needed to identify candidates. Ms. Rube also noted that the Judges Committee continues to have a vacancy that must be filled by an Athlete member. No Athlete candidates had expressed interest in response to a public solicitation, and Ms. Rube urged Board members and observers to recommend suitable candidates.
- d) Closed Session and Report: The Board went into closed session to discuss and vote on a Board succession plan in light of the Ms. Rube anticipating the end of her final permitted term as a Board member under the Bylaws as early as August 31, 2020 and no later than December 31, 2020. Following that closed session, Ms. Rube reported that the Board had successfully and enthusiastically voted to approve Mr. Mitchell's election to President of the Board and Ms. Cook's election to Vice President of the Board, each effective September 1, 2020, for a term not to exceed the maximum term that each may remain as a director on the Board.

V. CEO Summary

- a) Mr. Norman shared an update on creation of the Annual Report for the year ending August 31, 2019. He noted that he had planned to publish the Annual Report (when finalized) together with the final Strategic Plan of USA Climbing that had previously been approved. He noted his revised

- plan to publish the Strategic Plan on its own if the Annual Report is not ready shortly.
- b) Mr Norman updated the Board on the anonymous donation committed to USA Climbing and previously reported to the Board.
 - c) Mr. Norman updated the Board on the efforts underway to identify a Medical partner.
 - d) Mr. Norman welcomed three additional new members to the USA Climbing staff:
 - i) Rebecca Ingraham as new Education Manager
 - ii) Mason Sorey as the new National Events Manager to replace Nicholas Foster, who parted ways with the organization in December 2019.
 - iii) Bree Robles as the new Events Manager, who will replace Cole Erickson at the end of January 2020. Mr. Norman and the Board thanked Mr. Erickson for his commitment to continuing in his position through January, particularly given his important role with regard to the Youth Bouldering Divisional Championships.
 - e) Mr. Norman provided a summary of various “friends and family” packages and timelines available for the 2020 Tokyo Olympics. Mr. Norman also shared an update on the partnership with Hachioji, Japan for 2020.
 - f) Mr. Norman provided an update on the formation of the USA Climbing Foundation. The officers of the Foundation Board at the time of establishment of the Foundation will be Ms. Rube, Mr. Mitchell, and Mr. Roberts.
 - g) Mr. Norman provided a summary of the final 2019 USOPC Compliance Audit Checklist with regard to USA Climbing. Mr. Norman also noted that the compliance audit reports for other NGBs have now been posted to the USOPC’s web site.
 - h) Mr. Norman and Ms. Holland provided an update to the Board with regard to the extensive and successful work that had been undertaken to dramatically increase the pool of USA Climbing members required to complete SafeSport training, and among those members a significantly increased number required to undergo background screening, with the background screening process having been further enhanced to meet updated USOPC guidelines. Mr. Norman updated the board with regard to the final 2019 SafeSport Compliance Audit. Mr. Norman provided a summary of results, including that USA Climbing was found to have “Fully Implemented” six of the seven aspects of the updated U.S. Center for SafeSport’s compliance requirements. USA Climbing was found to have “Partially Implemented” one of the seven requirements. Specifically, he reported that certain USA Climbing members had not timely completed the SafeSport training course. Mr. Norman reported that the applicable members had thereafter completed the training course. Mr. Norman and Ms. Holland described additional controls being implemented through the Sport80 system to identify any deficiencies in the future and to remove members who fail to complete the necessary requirements in a timely manner.

- i) Mr. Norman discussed plans for a USA Climbing Annual Meeting, to be scheduled for the fall of 2020, to allow important stakeholders of the organization the opportunity to interact with the broader USA Climbing community.
- j) Mr. Norman provided an update on the development of a National Training Center in Salt Lake City, UT.

VI. Competition Task Force Preliminary Recommendations

- a) Mr. Mitchell & Mr. Skinner provided a summary of the significant changes expected to be recommended by the Competition Task Force in February 2020:
 - i) Sub-Group for Adoption of IFSC Rules
 - (1) Mr. Brosler and Mr. Skinner provided a summary of significant changes to the speed discipline, team selection procedures for the Speed National Team, and advancement from Divisionals to Nationals. Many of these updates have already been approved by the Board and incorporated into version three of the 2019-2020 Rulebook. Mr. Brosler and Mr. Skinner responded to questions from the Board.
 - (2) A discussion ensued regarding effective communication of the changes to the Speed series with the membership, Regional Coordinators, and host facilities for the Youth, Collegiate, and Open series.
 - ii) C/D Sub-Group
 - (1) Mr. Struthers provided a summary of significant changes to the structure of Youth C and Youth D, including the creation of a C/D Climbing Festival.
 - (2) Mr. Struthers also recommended the creation of a recreational series, to allow additional avenues for competitors to participate in the sport, who might not have an interest in attending high-level competitions.
 - (3) Mr. Struthers responded to questions from the Board.
 - iii) Competition Season Sub-Group
 - (1) Mr. Sepulveda provided an update on recommended changes to the competition seasons for all series.
 - (2) Mr. Sepulveda responded to questions from the Board.
 - (3) The Board requested that the Competition Sub-Group seek the recommendation, within the next two weeks, of the USAC Athletes' Advisory Committee with respect to the proposed Open competition schedule, and the recommendation of the Collegiate Committee with respect to the proposed Collegiate competition schedule.
- b) Mr. Norman reported that he had solicited the feedback of the Diversity, Equity & Inclusion Task Force with regard to the CTF Proposals, and that he expected to receive any feedback by later in the month.
- c) Mr. Mitchell reported on the activity of the USA Climbing Forum that launched in November.

VII. Closed Session

- a) The Board held a Closed session with Mr. Lamb, Mr. Norman, and Ms. Holland, including to discuss SafeSport matters. The other staff members as well as guests and observers, departed the meeting.
- b) The Board thereafter resumed its open session, although given the passage of time the staff members (other than Mr. Norman and Ms. Holland) and observers (other than Mr. Lamb) had departed.

VIII. Financials/Audit Committee

- a) Mr. Roberts reported good progress on the audits of the financial statements for the Fiscal Year ending August 31, 2019 and on the draft Form 990. He noted that the Audit Committee and the auditors were communicating well with regard to final updates.
- b) On motion duly made and seconded (with Ms. Felsen Di Pietro having departed the meeting before this vote was taken), the Board approved for the current Fiscal Year the standard compensation schedule for individuals working as routesetters on an independent contractor basis for USA Climbing events, with approval of that schedule being appropriate approval of such standard compensation being paid to individuals who serve as volunteers on USA Climbing Committees, Working Groups and Task Forces under Section 9.11 of the Bylaws.
- c) Mr. Norman and Mr. Roberts reported that there were no other matters requiring approval under Section 9.11 of the Bylaws.

IX. Closed Executive Session

- a) The Board held a Closed Executive Session with only Board members present.