



## USA Climbing: Board of Directors Meeting – 8.7.19

### Board Members in Attendance:

|  |                       |
|--|-----------------------|
| Patti Rube, President  | Brett Rogers          |
| Bruce Mitchell, Vice President<br>(until approximately 6:30pm<br>MT) | Kyra Condie           |
| Matt Roberts, Treasurer  | Joel Litvin           |
| Avery Cook   | Kate 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  
Sharlee Holland, Membership Services & SafeSport Manager  
Charles Lamb, Chair of Nominating and Governance Committee (“NGC”)

The meeting commenced at 5:00pm MT. Mr. Brinchi acted as Secretary for the meeting. Ms. Rube presided.

- I. Call To Order
  - a) Ms. Rube welcomed Brett Rogers, the new member of the Board appointed by the NGC on August 3, 2019 to fill a vacancy.
  - b) On motions duly made and seconded, the Board minutes from the in-person meeting of July, 15<sup>th</sup>, 2019 were approved, with Mr. Rogers abstaining as a new member of the Board. Ms. Rube instructed the staff to post the minutes to the web site of USA Climbing.
  
- II. President Remarks
  - a) On motions duly made and seconded, the Board approved the engagement of USAC independent auditor Middlemist, Crouch & Co., CPAs, P.C. The Audit Committee will consider for the following year the rotation of the audit partner or audit firm.
  - b) Ms. Rube provided an overview of proposed changes to the Charter of the Competition Belaying Working Group (CBWG). On motion duly made and seconded, the Board approved: (a) the extension of the CBWG’s term from August 31, 2019 to August 31, 2020; (b) the appointment of Ty Hardaway

- as Chair of the CBWG (with former Chair Matt Ornes continuing as a member of the CBWG but no longer Chair given Mr. Ornes' extensive commitments on the Rules Committee and Competition Task Force, and (c) amendments to the CBWG Charter, including to clarify that the CBWG's area of focus is Sport discipline belaying, and not Speed discipline belaying.
- c) Ms. Rube provided an update regarding additional potential changes to the USAC Bylaws. Ms. Rube encouraged the Board to provide any comments. Mr. Norman noted potential amendments to the Bylaws to align with best practices currently recommended by the USOPC. Ms. Rube noted that additional amendments to the Bylaws related to the establishment of the USAC Foundation would be considered in a subsequent set of amendments.
  - d) Mr. Norman and Ms. Rube provided an overview of the 2019-2020 proposed Board meeting schedule.
  - e) Ms. Rube expressed appreciation to Charles Lamb, Chair of the NGC, and to the full NGC, for selecting Mr. Rogers as a new member of the Board. Mr. Lamb provided an update on the solicitation and interview process, and on the separate recruitment process for open committee positions.

### III. CEO Summary

- a) Donor Update
  - i) Mr. Norman informed the Board of two grants that USAC recently received, including a Travel and Training grant from the Women's Sports Foundation. Mr. Norman also provided an overview of a proposal recently submitted to the USOPC by USA Climbing for an additional grant of significant size. Mr. Norman responded to questions from the Board regarding the anticipated use of these grants.
- b) Competition Task Force Update
  - i) Mr. Norman provided an update on the work of the Competition Task Force (CTF). The CTF has postponed its anticipated proposal for an independent Youth C&D Nationals event following the feedback received at the town hall at the Sport & Speed Youth National Championships, and to provide the CTF and staff more time to consider the proposal and prepare for implementation. Mr. Mitchell informed the Board that the CTF continues to receive positive feedback from the public and will continue to review possible proposals to be submitted to the Board in December 2019.
- c) Rulebook Update
  - i) Mr. Muse provided an update on the process for annual review and modification of the Rulebook for the upcoming 2019-2020 competition season. The Rules Committee has received suggestions from Staff, the Board, and other committees, working groups and task forces. The Rules Committee will work on updates to the Rulebook in stages, with amendments to such matters as national team selection procedures and Sport & Speed rules being addressed later in the season to enable the

Rules Committee to meet its deadline of September 1<sup>st</sup> for more time-sensitive sections.

- ii) Mr. Muse proposed that two matters previously addressed in the Rulebook be separated out from the Rulebook and instead addressed in different procedural documentation. Specifically, (1) Mr. Muse proposed that the sections of the Rulebook describing membership types, deadlines, and certifications, including with respect to Coach certification, be provided in other documentation available on the USA Climbing web site rather than being provided in the Rulebook; and (2) Mr. Muse proposed that the sections of the Rulebook describing national team selection procedures be provided in separate documentation on the USA Climbing web site rather than being provided in the Rulebook. Mr. Muse and Mr. Norman responded to questions from the Board, including to confirm that modifications to the membership types, certifications, and pricing structures, as well as procedures for team selection, would still require approval from the Board, as well as, in the case of team selection procedures, input from USAC athlete representatives including USA Climbing's USOPC Athletes' Advisory Council representative.
- iii) On motion duly made and seconded, the Board approved (w) removing topics of membership and certification from the Rulebook, (x) removing national team selection procedures from the Rulebook, (y) having each of those matters addressed in separate documentation, subject to Board approval, available on the USA Climbing web site, and (z) for national team selection, the concept of a new or updated Team Selection Committee to develop the national team selection criteria and to update it from year to year as needed. Mr. Norman and Mr. Muse will work with applicable committees and staff to implement these changes.
- d) Mr. Norman reported on the status of two regular compliance audits being conducted by the USOPC. Mr. Norman has received the draft compliance report regarding USA Climbing from the USOPC for 2019, which will be posted on the USOPC's web site when final. Mr. Norman noted that he received very positive feedback from the USOPC, and that he will continue to address areas for improvement. Ms. Rube noted that the following procedural updates would be made:
  - i) Board members will complete background checks;
  - ii) Mr. Norman will work with the USOPC to review the current authority of judges and determine the future roles and responsibilities of judges, which may impact the categories of judges who are required to complete background screens;
  - iii) Minutes of each committee, working group, and task force will be maintained as follows:
    - (1) Staff Liaison to prepare draft minutes (or oversee that draft minutes are prepared), and to oversee that a vote of approval is taken at the next meeting;

- (2) Staff Liaison to deliver approved minutes to Mr. Jablon for retention.
- iv) The Board also discussed procedures for retention of minutes of Executive Sessions of the Board of Directors.
- v) Mr. Roberts, in addition to Mr. Norman, would continue to review the requests of other Board members for reimbursement of expenses, and Ms. Rube, in addition to Mr. Norman, would review such reimbursement requests submitted by Mr. Roberts.
- e) Sponsorship / Circle of Gold / Foundation Update
  - i) Mr. Norman provided an update on the establishment of the USAC Foundation and on Circle of Gold.
- f) Mr. Norman provided an update regarding anticipated finalization of the USAC Strategic Plan.

#### IV. Financials / Audit Committee

- a) Mr. Norman provided an overview of the YTD Financials.
- b) Mr. Norman, Mr. Jablon, and Mr. Roberts provided a summary of the FY20 Budget and significant proposed changes as compared to the FY19 Budget. Mr. Roberts reported that the Audit Committee voted unanimously to recommend adoption by the Board of the FY20 Budget.
- c) The Board entered into an executive session with only members of the Board and Mr. Norman remaining on the call to discuss payroll contingency for the FY20 Budget.
- d) The Board resumed its full session. On motions duly made and seconded and upon the recommendation of the Audit Committee, the Board approved the FY20 budget.

#### V. High Performance Summary

- a) Mr. Norman reported that Mr. Muse submitted to the USOPC a proposed High Performance Plan, after having received Athlete input. Mr. Norman and Mr. Muse will present the plan formally in Colorado Springs on or about August 27, 2019. They expect to receive notification 4-6 weeks thereafter with regard to USOPC plans for providing USAC with high performance funding.

#### VI. Operations Summary

- a) NCS RFP Summary
  - i) Mr. Norman reported on the RFP process that was used for the upcoming season of the National Cup Series.
- b) Membership Report
  - i) Mr. Norman provided an update on the final membership trends for the 2018-2019 season.
- c) Sport80 Update
  - i) Mr. Muse provided an update on the implementation of the Sport80 system.
- d) 2019 – 2020 Season Schedule

- i) Mr. Muse provided an update on the tentative event schedule for the 2019-2020 season.
- VII. Executive Session – SafeSport
  - a) The Board entered into an executive session with only members of the Board, Mr. Norman, and Ms. Holland remaining on the call to discuss SafeSport matters.

The meeting concluded at 7:45 pm MTN.