



USA Climbing: Board of Directors Meeting – 10.22.19

Board Members in Attendance:

Patti Rube, President	Joel Litvin
Bruce Mitchell, Vice President	Kate Felsen Di Pietro
Matt Roberts, Treasurer	Dustin Skinner
Avery Cook (remained until 6:36pm)	Jesse Grupper
Brett Rogers	Kyra Condie

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) On motions duly made and seconded, the Board minutes from the meeting of August 7, 2019 were approved with Mr. Grupper and Ms. Condie absent at the time of the vote. Ms. Rube instructed the staff to post the minutes to the web site of USA Climbing.
- b) The Board discussed the process for taking and retaining minutes of closed and executive sessions of the Board.
- c) On motions duly made and seconded, the Board approved the following actions taken via email vote:
 1. Collegiate Committee:
 - a. Email vote of 8/29/19 approved NGC recommendation:
 - i. JoAnne Carilli-Stevenson approved as Committee Chair (effective 8/29/19);
 - b. Email vote of 9/4/19: Approved updated Collegiate Committee Charter after review by Committee Chair.

2. Rules Committee:
 - a. Matt Ornes approved as Chair (Email vote of 8/29/19 approving NGC recommendation, and effective 9/1/19);
 - b. Alex Johnson approved as Athlete on Rules Committee to replace Josh Larson (Email vote of 9/21/19 approving NGC recommendation) and note AAC Approved (9/21/19).
3. Rulebook: Approved September 3, 2019 version of Rulebook (email vote of 9/4/19 approving Rules Committee recommendation).
4. Routesetting Committee: Approved Revised Routesetting Charter (Email vote of 9/17/19 approving Staff recommendation after consultation with Chair of Committee).
5. Other approvals of NGC recommendations (Email vote of 9/17/19):
 - a. Audit Committee:
 - i. Approved Danny Popowski as Athlete representative on Audit Committee for a two year term effective 9/17/19 (AAC having approved);
 - ii. Approved renewal of Brad Voght for second two-year term effective as of August 24, 2019;
 - iii. Approved renewal of Joel Litvin for second two-year term effective as of September 1, 2019 (Joel Litvin abstained).
 - b. Collegiate Committee:
 - i. Approved renewal of JoAnne Carilli-Stevenson for second two-year term beginning 12/1/19;
 - ii. Approved renewal of Matt Rube for second two-year term as an Athlete representative beginning 12/1/19 (Patti Rube abstained) (and note AAC approval 10/7/19);
 - iii. Approved renewal of Rosie Bates for second two-year term beginning 12/1/19.
 - c. Ethics Committee:
 - i. Approved renewal of Joel Litvin for second two-year term beginning September 1, 2019 and that Mr. Litvin remain as Chair (Joel Litvin abstaining);

- ii. Approved renewal of Pete Torcicollo for second two-year term beginning September 1, 2019 (Pete Torcicollo having abstained from NGC's vote to recommend);
- iii. Approved renewal of Dan Carey to second two-year term beginning October 1, 2019;
- iv. Approved renewal of Ann Berry to second two-year term beginning October 1, 2019.

d. Judges Committee:

- i. Approved renewal of Jaime Ray to a third and final two-year term effective as of July 1, 2019;
- ii. Approved renewal of Mark Vasta to a third and final two-year term effective as of July 1, 2019.

II. President Remarks

- a) On motions duly made and seconded, the Board approved the following items:
 - i) Approval of an Amended & Restated Charter for the Paraclimbing Committee (formerly known as the Adaptive Climbing Committee)
 - ii) Approval of an Amended & Restated Judges Committee Charter
 - iii) Approval of a final DEITF Task Force Charter after consideration and recommendation by the DEI Task Force.
 - iv) Approval of an Amended & Restated Coaches Committee Charter
 - v) Approval of a Competition Belaying Handbook, subject to one suggestion for the Competition Belaying Working Group and Rules Committee to consider in relation to options for belay devices in top-rope belaying, and subject to the Working Group discussing with USA Climbing staff and with the Risk Management Committee a process for follow-up monitoring, incident reporting, and the like.
- b) Mr. Lamb, Chair of the Nominating and Governance Committee provided an update on current committee vacancies and renewal considerations and the current pool of applicants that have applied to fill these positions and the current pool of existing members seeking to serve renewal terms.
- c) On motions duly made and seconded, the Board approved the following recommendations of the Nominating & Governance Committee:
 - i) Appointment of Chad Morgan to fill a vacancy and to serve a two-year term on the Risk Management Committee.
 - ii) Renewal terms for the following members of the Paraclimbing Committee: Maureen Beck, Scott Baird, Ziva Petrin, and Colin Torpey for second terms starting October 1, 2019, and that Maureen Beck remain Chair.

- iii) Appointment of TJ Stanford and Francesca Caiazzo to fill vacancies and to serve two year terms on the Coaching Committee, with Mr. Grupper abstaining.
- iv) Mr. Lamb noted that formal and informal efforts to recruit an athlete member for the Ethics Committee and Judges Committee had not been successful, and he encouraged Board members to recommend any prospective athlete members for those committees.
- d) Ms. Rube thanked Mr. Lamb and the NGC for excellent work in governance matters.
- e) Ms. Rube requested the Board to review the Updated USA Climbing Bylaws that had been made available to Board members, to and provide any comments.
- f) Mr. Norman provided a overview of the proposed 2019-2024 USA Climbing Strategic Plan. A conversation ensued between members of the Board and Mr. Norman regarding the implementation of the strategic plan.
- g) On motions duly made and seconded, the Board approved the 2019-2024 USA Climbing Strategic Plan. The Board congratulated Mr. Norman and the Strategic Planning Working Group for its successful efforts.
- h) Ms. Rube thanked the Board for its full compliance with Board compliance responsibilities, including SafeSport training, successful background screens, and submission of conflict of interest questionnaires.

III. CEO Summary

- a) Mr Norman updated the Board on an anonamous donation received to USA Climbing, previously reported to the Board and for which he had additional information.
- b) Mr Norman provided an update on the creation of a new staff position that would focus on educational initiatives.
- c) Mr. Norman provide an update on the timeline and actions taken by the Competition Task Force. Mr. Skinner and Mr. Mitchell provided additional comments on the work of the CTF. The Board expects that CTF recommendations will be a significant discussion item for the Board's in-person meeting in January 2020.
- d) Mr. Mitchell informed the Board of the creation of an online "forum" where USA Climbing stakeholders can submit feedback to the organization. The forum is in testing and will be introduced to the membership after the testing phase.
- e) Mr. Norman welcomed Kelly Feilke, as the new VP of Marketing, Communications & Development and Rachel Owens, as the new Collegiate & Paraclimbing Series Manager. Mr. Norman also noted the promotion of Mr. Muse to VP of Sport.
- f) Mr. Norman provided a summary of the 2019 Final USOPC Compliance Audit and the 2019 USOPC Compliance Audit Checklist. Mr. Norman also noted that the compliance audit reports for other NGBs can be found on the USOPC's web site.

- g) Mr. Norman provided an update on sponsorships, Circle of Gold, and the creation of a USA Climbing Foundation. Mr. Norman thanked the Board for 100% participation in USA Climbing's most recent fundraising program.
- h) Mr. Norman informed the Board of his intention to create an annual report of USA Climbing to be shared publicly. A discussion ensued between members of the Board regarding the timeline of creation of the report, which information USA Climbing thinks is important to include, and its connection to the strategic plan.
- i) Mr. Norman provided comments regarding the insurance information that had been provided to the Board. A discussion ensued regarding the possible role of the Audit Committee in review insurance proposals.
- j) Mr Norman upated the Board on a voluntary recall of a vendor's auto-belay device widely used within the United States and which also is used as the IFSC's official auto-belay device for international competition. Mr. Norman confirmed that no injuries had been reported in connection with the recall. Mr. Norman noted that he expected to receive additional information and would keep the Risk Management Committee informed.

IV. Financials / Audit Committee

- a) Mr. Jablon provided an summary of the FY19 unaudited Financials. Mr. Jablon also provided an updated on the FY19 audit timeline.
- b) Mr. Norman provided an overview of the FY 20 YTD Financials through September 30, 2019.

V. Sport Summary

- a) Mr. Muse reported on the successful qualification of the first-ever USA Climbing athlete for the 2020 Olympic Games. Mr. Muse and Mr. Norman also provided an update on the High Performance Plan recently submitted by USA Climbing to the USOPC.
- b) Mr. Muse provided a review of USA Climbing's partnership with the city of Hachioji, Japan, which served as USA Climbing's host city during the 2019 IFSC World Championships, providing hotel and transportation assistance. Ms. Condie provided comments on that partnership from the perspective of the athletes in attendance.
- c) Mr. Muse updated the Board on the current world rankings, identifying the athletes currently likely to qualify for the Toulouse Olympic Qualification Event scheduled for November 2019.
- d) Mr. Muse provided an update on the cancellation of the 2019 IFSC Youth PanAmerican Games, noting that the event was subsequently rescheduled for December 3-8, with the location remaining in Ibarra, Ecuador.
- e) Mr. Muse invited comments on the latest draft updated Rulebook that had been made available to the Board, noting that the draft is expected to be ready for Board approval, subject to any comments, by early November.
- f) Mr. Muse provided an update on improvements to USA Climbing's scoring system that are being tested.

g) Mr. Muse updated the Board on the locations of the 2020 National Championship events.

VI. Membership Update.

a) Ms. Holland provided an update on current membership trends.

VII. Executive Session

a) The main portion of the meeting ended at approximately 7:10 pm MTN, and the Board then entered into an executive session with only members of the Board, Mr. Lamb, Mr. Norman, and Ms. Holland remaining on the call to discuss SafeSport matters.