



USA Climbing: Board of Directors Meeting – 8/22/18 (via teleconference)

Board Members in Attendance:

Patti Rube, President  
Bruce Mitchell, Vice President  
Matt Roberts, Treasurer  
Avery Cook

Dustin Skinner  
Jeff Pederson  
Joel Litvin  
Kate Felsen Di Pietro

USA Climbing Staff and Consultants in Attendance:

Marc Norman, Chief Executive Officer  
John Muse  
Kyle Jablon  
Nick Smith  
Cole Erickson  
Zachary Brinchi

Also attending at the request of the Board of Directors and the CEO: Greg Padovani, Sr., Chair of the Nominating and Governance Committee (“NGC”) and Garrett Gregor, Chair of the Athletes’ Advisory Committee.

The meeting commenced at 5:03 p.m. MST. Mr. Brinchi acted as Secretary for the meeting. Ms. Rube presided.

I. Call To Order

- a) On motion duly made and seconded, the Board minutes from the meeting of July 16, 2018 were unanimously approved.
- b) Ms. Rube provided a report of the National Governing Body Board Chairs’ Summit meeting she attended in July 2018.
- c) Mr. Padovani provided an update on the election for the Athletes’ Advisory Committee and Athlete Director vacancies.
  - i) Currently there are nine candidates for two Athlete Director positions on the Board of Directors and 15 candidates for four positions on the Athletes’ Advisory Committee.
  - ii) Athlete candidacy participation is robust, and athlete voting is more active than in the past, each reflecting a welcome increase in athlete interest in participating in the organization’s governance.

- iii) Results of the elections will be announced on or about September 4<sup>th</sup>, 2018.
- II. CEO Summary
- a) Office Relocation
    - i) Mr. Norman provided an update on a proposal to relocate the office to Salt Lake City. The space in Boulder, CO is currently listed for lease. The expectation is for a majority of the staff to be in Salt Lake City by October 1<sup>st</sup>.
  - b) Media Agreement
    - i) Mr. Norman provided an update on ongoing conversations with a prospective media partner and conversations with prospective sponsors for the purchase of commercial broadcast inventory to help offset anticipated increased production costs of such a potential media arrangement.
    - ii) Mr. Norman will work with Ms. Di Pietro prior to the next Board meeting.
    - iii) Mr. Norman expressed an expectation that he will determine by the next Board meeting whether any agreement with the broadcast partner for the upcoming FY is desirable.
  - c) SafeSport Update
    - i) Mr. Norman reported on a minor update to USA Climbing's SafeSport Policy, made at the request of the USOC. The new Policy will be posted to the web site.
  - d) US High Performance Plan
    - i) Mr. Norman and Meg Coyne, High Performance Manager, will deliver a High Performance Plan to the USOC at end of the week.
    - ii) As Chair of the Athletes' Advisory Committee, Mr. Gregor provided an athlete perspective on the need for additional funding through the High Performance Plan to provide additional support to USA Climbing's high performing athletes.
  - e) Realignment Process Recommendation
    - i) Mr. Norman reported regarding his discussions with Tab Stevens, Chair of the Realignment Committee. With Mr. Norman's input, the Committee is considering making recommendations for certain changes for the FY beginning September 1, 2019 and other more significant changes for the FYs beginning 2020.
- III. Financials / Audit Committee
- a) Mr. Roberts informed the Board that the Audit Committee intends to review the proposed 2018-2019 Budget and make its recommendation to the Board at the Board's September 2018 meeting.
  - b) 2017-2018 Actual vs Budget
    - i) Mr. Jablon provided an update on the 2017-2018 Actuals vs. Budgets. Overall, the organization is still projected to meet the Reforcasted Budget approved at the January 17<sup>th</sup>, 2018 Board meeting

- c) 2018-2019 Budget Narrative
  - i) Mr. Norman outlined the major changes to the 18-19 Budget as compared to the prior year's budget:
    - (1) Revenues
      - (a) Increased High Performance Funding
      - (b) Increased Entry Fees Revenue
      - (c) Membership Changes
      - (d) Relocation Funding
      - (e) Increased Direct Athlete Support
      - (f) Increased Sponsorship
    - (2) Expenses
      - (a) Increased High Performance
      - (b) Increased Staffing (Non High Performance)
      - (c) Increased Venue Rental Fees associated with increased Entry Fees
      - (d) Increased Domestic Event Travel
      - (e) Increased Direct Athlete Support
      - (f) Increased Staff Travel, and increased Board member travel for international liaison activities
      - (g) Bouldering Nationals increased cost
      - (h) Contingency
- d) Budget Approval for 2018-2019
  - i) Mr. Norman and Mr. Roberts continued to report on plans for presentation of the budget for approval at the September Board meeting
  - ii) A discussion ensued regarding certain budget items scheduled to take effect prior to formal approval of the budget, including membership fees for the 2018-2019 season, updates to staff salaries, and presentation by Mr. Norman of the High Performance Plan to the USOC.

#### IV. Bylaws Amendments

- a) Mr. Muse provided an update on proposed amendments to the Bylaws regarding changes from Day-Memberships to Introductory Memberships, a copy of the amended & restated Bylaws having been provided in advance to the Board, and the topic of which had been discussed at the July Board meeting in concept.
- b) Ms. Cook requested one other change to the Bylaws to eliminate the requirement in the Bylaws that the registered office be in Boulder, CO.
- c) On motion duly made and seconded, the Board unanimously approved:
  - i) A waiver of the fifteen-day notice requirement for proposed changes to the Bylaws;

- ii) Modifications to the Bylaws for the change from Day-Memberships to Introductory Memberships, effective September 1<sup>st</sup>.
  - iii) a change to the Bylaws to replace Section 2.2 with new Section 2.2 as follows: The registered office of USA Climbing shall be maintained in such State in the United States as is approved by the Board of Directors. The registered office may be changed from time to time by the Board of Directors or by the officers of USA Climbing, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USA Climbing. The registered office may be, but need not be, the same as the principal office.
  - iv) Ratification of actions taken prior to, and in anticipation of, the foregoing, including the sale of any Introductory Memberships prior to September 1<sup>st</sup>.
- V. 2019 Events Update
- a) Mr. Muse provided an update on the 2018-2019 event schedule.
- VI. Miscellaneous
- a) Mr. Muse provided an update on the changes to the Rulebook currently being drafted by the Rules Committee in consultation with other committees, in anticipation of the 2018-2019 Rulebook going into effect September 1<sup>st</sup>, 2018. Ms. Rube asked the Board members to be available for an additional August meeting or email vote to review the proposed new Rulebook.
  - b) Mr. Muse reported that membership registrations for the 2018-2019 season became available on August 15<sup>th</sup>, 2018.
  - c) Mr. Norman provided an update on the draft Competition Belaying Working Group Charter.

Meeting adjourned at 6:55 p.m. MST.