



USA Climbing: Board of Directors Meeting – 9/24/18 (via teleconference)

Board Members in Attendance:

Patti Rube, President	Dustin Skinner
Bruce Mitchell, Vice President	Jeff Pederson
Matt Roberts, Treasurer	Kate Felsen Di Pietro
Avery Cook	Jesse Grupper
Kyra Condie	

USA Climbing Staff and Consultants in Attendance:

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

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

The meeting commenced at 5:04pm MST. Mr. Erickson acted as Secretary for the meeting. Ms. Rube presided.

I. Call To Order

- a) Welcome to new Athlete Board and AAC Members
  - i) Kyra Condie
  - ii) Jesse Grupper
- b) On motions duly made and seconded:
  - i) the Board minutes from the meeting of January 17, 2018 were approved (with Ms. Felsen Di Pietro, Ms. Condie and Mr. Grupper abstaining, having joined the Board after such meeting);
  - ii) the Board minutes from the meeting of August 22, 2018 were unanimously approved (with Ms. Condie and Mr. Grupper abstaining, having joined the Board after such meeting);
  - iii) the Board’s unanimous approval, by email vote on August 31, 2018, of the USA Climbing 2018-2019 Rulebook dated August 31, 2018, was ratified (with Ms. Condie and Mr. Grupper abstaining, having joined the Board after such vote).

- c) Chair Remarks
  - i) Ms. Rube indicated a new folder containing SafeSport training information, and conflict of interest, and confidentiality forms for all Board members to complete and return to Mr. Jablon. She noted that Board members (and Staff) are required to become familiar with USA Climbing's SafeSport policies, and to certify completion of the SafeSport online training program of the US Center for SafeSport. Even for Board members who are not expected to have interaction with our youth athletes, familiarity with SafeSport policies and current training materials will help the Board guide the organization in strategic planning.
- II. CEO Summary
  - a) Office Relocation
    - i) Mr. Norman provided updates on the USAC staff's intended transition to Salt Lake City, UT.
    - ii) Mr. Norman reported that Utah Sports Commission (USC) has provided a draft agreement describing terms for financial support of USAC's relocation to SLC, UT, as well as ongoing event support. If a final agreement is reached, a public announcement will follow shortly.
  - b) Mr. Norman reported that the IFSC is likely to require the Vail World Cup to be an independent event (i.e., not included within a multi-sport event) beginning 2020.
  - c) Media Agreement
    - i) Mr. Norman gave an update on a proposed agreement with a media outlet for broadcast of certain USAC adult competitions. Discussions are still ongoing, and Mr. Norman is continuing to explore whether at least one other media outlet is interested in an arrangement.
    - ii) The Board discussed the possibility of adding other sponsor opportunities.
    - iii)
  - d) High Performance
    - i) Mr. Norman reported on meetings held at the USOC to deliver USAC's High Performance Plan. Among other things, USAC had requested USOC resources to:
      - (1) Hire full-time year-round staff to comprise USAC High Performance branch.
      - (2) Provide support for elite athletes.
      - (3) Hold USAC team training camps.
    - ii) Plan for selection of international elite team to be delivered on or about Sep25.
    - iii) Mr. Norman discussed potential changes to schedule formatting for combined competitions.
    - iv) Mr. Norman discussed USAC athlete results from recent IFSC World Championships and Paraclimbing World Championships. Although results were positive, Mr. Norman expressed desire for improvement and belief in possibility of larger goals.

- v) Ms. Condie summarized athlete feedback from IFSC World Championships.
- e) Bouldering nationals
  - i) Mr. Norman reported that negotiations with Bend, OR were progressing positively, although additional local sponsors will continue to be sought. Plan would be to treat first year in Bend, OR as a trial year.
- f) Realignment
  - i) Mr. Norman reported on discussions with Tab Stephens, Chair of the Realignment Task Force. The current expectation is that the timeline for most or all of the Task Force's work and deliverables will be extended for at least one year in order to align with USAC's strategic planning.
  - ii) Mr. Norman expressed the intention to continue working with the Realignment Task Force to further align the competition calendar with future goals of USAC.
- g) USAC Rulebook
  - i) Mr. Muse provided an update on Rules Committee progress in proposing mid-season changes to the USAC Rulebook. The changes, anticipated for early October, 2018, will primarily surround US Team athlete selection processes.
- h) Sponsorship Agency Agreement
  - i) Mr. Norman reported on a proposed agreement to make a lump sum discounted payment to the sponsorship agency with which USAC had contracted to provide assistance in securing a multi-year executed sponsorship agreement.

### III. Financials

- a) 2018 Audit
  - i) Mr. Roberts reported that work on the audit for the year ending August 31, 2018 is ongoing.
- b) Form 990
  - i) Mr. Roberts reported that a new member of the Audit Committee, Mr. Voght, has brought specialized expertise in audit and tax work for non-profits. Mr. Voght had provided comments regarding USAC's previously filed Form 990, none of which necessitated amending the filing but which were instructive as to opportunities for improvement in financial and tax reporting.
- c) 2017 – 2018 Actual vs. Budget
  - i) Mr. Jablon reported that the books would be closed today (September 24) for the fiscal year ending August 31, 2018, with a loss of \$6651.
- d) Accrual-based accounting
  - i) Mr. Norman and Mr. Jablon reported regarding anticipated improvements in accrual-based accounting procedures that are expected to impact month-to-month practices but not year-to-year practices.
  - ii) .
- e) Budget Approval for 2018-2019 FY

- i) Mr. Norman and Mr. Roberts reported that 2018-2019 budget was presented to the Audit Committee in detail two weeks ago, with full Audit Committee review. Certain additional items were then added by Mr. Norman with the review of Mr. Roberts and circulation to the Audit Committee.
  - ii) Mr. Roberts reported that Audit Committee is pleased with the budget and recommends approval.
  - iii) On motions duly made and seconded, the Board unanimously adopted the Audit Committee's recommendation to approve the 2018-2019 budget, and therefore the budget is approved.
- f) Fiscal Policies & Procedures
  - i) Mr. Norman reported that he will provide an update on the Fiscal Policies & Procedures at the November Board meeting.
- g) NGC Recommendation for New Audit Committee Member
  - i) Mr. Padovani reported that the NGC recommended the appointment of David Landman as a new Audit Committee member to fill a vacancy on that committee, effective October 1, 2018. Mr. Padovani commented on Mr. Landman's professional background and qualifications as well as personal connections to climbing.
  - ii) On motions duly made and seconded, the NGC's recommendation was approved, and Mr. Landman was appointed to the Audit Committee effective October 1, 2018.

#### IV. Miscellaneous

- a) SafeSport Update
  - i) Mr. Norman reported regarding an increase in dues to the US Center for SafeSport for USAC and all other national governing bodies (NGBs), with the base dues to be set based upon each NGB's revenues relative to its peers. Mr. Norman provided a recap of the recent USOC National Governing Bodies Council assembly and reasons for the SafeSport dues increase.
  - ii) Mr. Norman reported that the NGBs had expressed concern that the SafeSport center is overloaded.
  - iii) Mr. Jablon provided a report regarding ongoing USAC SafeSport matters.
  - iv) Ms. Rube and Mr. Muse reported regarding additional increases in the categories of USAC officials and volunteers that will be required to complete SafeSport training going forward.
- b) Athlete Elections
  - i) Mr. Padovani reported regarding the increases in candidate interest and voter turnout in the recent elections, including the Athlete Director elections and the USAC Athletes' Advisory Committee election.
- c) Competition Belaying Working Group Charter
  - i) Ms. Rube and Mr. Muse provided background on the proposal for a Competition Belaying Working Group.
  - ii) On motions duly made and seconded, the Charter for the Competition Belaying Working Group was unanimously approved.

Meeting adjourned at 6:53pm MST.