

USA Canoe/Kayak
Board of Directors
Meeting Minutes
April 1, 2009

The 2009 Board convened its first meeting via a teleconference at 5:00PM EDT on April 1. All the directors were present:

1. David Backer
2. Ross Flemer
3. Marian Hanson
4. Joe Jacobi
5. Fred Mechini
6. Peter Newton
7. Richard Perlmutter
8. Jenny Storms
9. Humpy Wheeler

The following staff members also participated:

1. Gerald Babao
2. Stacey Hepp
3. David Yarborough

Since the new Board has not yet elected its Chair, David Yarborough presided and prepared these minutes as well.

Following a general welcome, David recognized Eric Parthen, Director of NGB Development for the US Olympic Committee. Eric expressed the appreciation of the USOC for the great work that had been undertaken by the 2008 Board of USA Canoe/Kayak, the Governance Review Task Force, the Initial Nominating Committee and the staff that has culminated in the creation of this dynamic new Board of Directors. He also thanked each of the directors for their willingness to contribute to the Olympic movement through their service to USA Canoe/Kayak and pledged the full support of USOC to helping this Board achieve its objectives for this organization. Eric then left the meeting.

David led a discussion of the immediate organizational steps that the Board needs to take in compliance with our Bylaws.

- The Board will need to elect a Chair from among its four independent directors. It was agreed that the independent directors would discuss this among themselves informally prior to the next meeting of the Board.
- It became clear during this discussion that the Nominating Committee had not notified all directors which of them had been appointed or elected to 2-year or to 4-year terms pursuant to the transition provisions of the new Bylaws. David apologized for this and provided the following confirmation:

- Four-year terms:
 - David Backer (appointed as Independent Director)
 - Ross Flemer (elected)
 - Joe Jacobi (elected)
 - Fred Mechini (elected)
 - Jenny Storms (appointed as Independent Director)
- Two-year terms:
 - Marian Hanson (appointed as Independent Director)
 - Peter Newton (elected)
 - Richard Perlmutter (elected)
 - Humpy Wheeler (appointed as Independent Director)
- Pursuant to the Bylaws, the Board is required to appoint one of its Independent Directors, with financial expertise, to the Audit and Ethics Committee. David emphasized the importance of establishing a competent and engaged Audit and Ethics Committee as this has been identified as an area of weakness in the past.
- Since all of the members appointed by the Board to the Judicial Committee and many of the members appointed to other committees will not be from among the directors, the early creation of a Nominating and Governance Committee to replace the existing Initial Nominating Committee is of great importance. Under the Bylaws, the Initial Nominating Committee is to elect one of its members to serve as Chair of the next Nominating and Governance Committee. After some discussion of the options, it was agreed that David would formally request the Initial Nominating Committee to propose to the Board its recommendations for persons to be appointed or to stand for election as members of the new Nominating and Governance Committee as provided in the Bylaws.
- The agenda for the Board's first meeting will include an orientation to Board service and a review of the ethics compliance obligations. This is required under the Bylaws and the USOC guidelines for NGB governance. USOC will engage a third-party corporate governance consultant to conduct this session. The directors unanimously expressed the view that each has been through numerous such orientations before and that while this is both necessary and important, this Board does not require a full-scale orientation that might require a half-day or more. The Board requested that David explore with USOC the use of written materials for review prior to the session and/or web-based training tools that might be used to make it possible to fulfill this requirement in a more time-efficient manner.

The Board then discussed the schedule of its future meetings.

- The Board agreed to hold its first formal meeting in Charlotte on Friday, May 8. The directors agreed to arrange their arrivals so that the meeting can start around mid-day. An evening social event will be planned and the meeting may be continued into Saturday morning depending on the departure plans of the directors. David agreed to inform the directors as soon as possible about hotel and other arrangements for the meeting and to prepare the meeting agenda.
- The Board also agreed to hold another teleconference on April 15 at 5:00PM. David was asked to report on the condition of the organization, including the status of 2009 funding, changes at USOC, etc. at that time.

- There was discussion around the topic of scheduling Board meetings in conjunction with the organization's major competition events. It was generally acknowledged as a good idea that not only provides directors with insights into our sports, but also raises the visibility of our leadership and promotes governance transparency by creating opportunities for members to attend and participate in the Board's meetings and interact with the directors and national office staff.
- An overview of the main events on the calendar for this year was given and everyone was encouraged to try to make it to those events that might fit the directors' schedules.
- There was also a discussion of the degree to which the meetings of the Board should be open to the membership. It was the general view that having meetings as open as possible would go far in building trust among the members. It was agreed that meetings should in general be open as provided in the Bylaws and that the Board should adopt policies that will promote and permit member participation at the Board's meetings.
- The issue of the organization policy regarding the reimbursement of expense incurred by directors was raised. David explained that the existing policy is to reimburse expenses only for the Athlete Directors and that accordingly, that is all that has been provided for in the current budget. In response to a question, he further explained that background for the current policy is that the inclusion of representation by the Athletes, as defined in the Ted Stevens Olympic and Amateur Sports Act, is statutory and it is generally acknowledged that the Athletes so elected can not be required to meet the expenses of fulfilling this role. It was agreed that the subject of whether the current policy should be changed will be discussed at a subsequent meeting.

Ross Flemer raised the question of obtaining business cards for directors, expressing his view that this would be very helpful in their fund-raising role. This was generally agreed to be a good idea and David was asked to investigate their production.

As the time approached 6:30PM, several directors expressed their regrets that they would have to depart the meeting and it was agreed to adjourn the meeting until the next call on April 15.

Approved April 15, 2009