# USA CANOE/KAYAK Board of Directors Meeting
# US National Whitewater Center
# Charlotte, NC
# May 8-9, 2009

- David Backer, Chair (independent director)
- Ross Flemer (non-Olympic sport director)
- Marian Hanson (independent director)
- Joe Jacobi (slalom athlete director)
- Fred Mechini (sprint sport director)
- Peter Newton (sprint athlete director)
- Richard Perlmutter (slalom sport director)
- Jenny Storms (independent director)
- Humpy Wheeler (independent director)

1. Call to order and determination of quorum

2. Report from the Chair

3. Reports from Directors

4. Report from the Executive Director

5. Approval of Minutes of April 15, 2009 Board teleconference

6. Comments from members (20 minute limit)

7. Meeting Agenda items

**Item #1-2009:**

Presentation on best practices for National Governing Body Boards, by Anne Cohn Donnelly: Dr. Donnelly received a B.A. degree in sociology from the University of Michigan, an M.A. in Medical Sociology from Tufts University and M.P.H. and D.P.H. degrees in health administration and planning from the University of California (Berkeley) School of Public Health. She is a Clinical Professor in Social Enterprise at the Kellogg School of Management, Northwestern University in Evanston, Illinois. She has expertise in nonprofit governance and teaches nonprofit management with a focus on board governance in the graduate program and through the school's Executive Education programs. She also serves as the Academic Director of the

school's Board Fellows Program and she works with a number of nonprofits on issues of child abuse and child well being.

Dr. Donnelly was the Executive Director of Prevent Child Abuse America (formerly the National Committee to Prevent Child Abuse) from 1980 to 1997. Prior to this, she served as a White House Fellow and Special Assistant to the Secretary of the Department of Health and Human Services. She was a Congressional Science Fellow in the office of the Honorable Albert Gore, Jr. sponsored by the American Association for the Advancement of Science.

*No formal Board action is required after Dr. Donnelly's presentation. This is an educational/training presentation for the Board.*

**Item #2-2009:**

Presentation by David Yarborough, Gerald Babao and Stacey Hepp on the state of USA Canoe/Kayak (where we are and how we got here) including:

- Financial report, with 2009 budget and outlook
- Staffing
- Membership
- Competitive analysis of our sports
- Marketing
- Media/Communications
- USOC relations
- ICF and COPAC relations
- Important partners and alliances
- Key initiatives

*This is intended to be an opportunity for questions by Board members on a wide range of topics affecting USACK. No formal Board action is required after the Executive Director's presentation, although appropriate Motions may be made to formalize any Board action necessary to respond to information presented by the Executive Director.*

**Item #3-2009:**

Committee assignments

1. Sports Discipline governing committees (Section 4.1(d) Bylaws)

> *"The Sports Discipline governing committees for the Olympic Sports will initially consist of five (5) members. Four (4) of these will be appointed by the newly formed USA CANOE/KAYAK*

*Board of Directors, and will assume office when so directed by the Board; the fifth will be an athlete elected to that position from among, and by, the athletes who are affiliated with that sports discipline, from the pool of athletes defined by the Sports Act. The Board shall make its best effort to appoint members in such a way as to ensure appropriate diversity, including by gender, region, and role (e.g., coaches, officials, club leaders, etc.) to ensure that all the various types of knowledge and experience are available."*

Recommended Motion: That the Nominating and Governance Committee recommend to the Board four members to serve on each of the Sports Discipline governing committees, with the recommendations submitted to the Board no later than _____, 2009

2. Audit and Ethics Committee (Section 9.9 Bylaws)

*"The Board of Directors shall appoint the members of the Audit and Ethics Committee and its chair."*

Note: no minimum number specified; per Bylaws Section 9.3, no more than five persons shall serve on standing committees
Note: On 4/15/09 the Board appointed Humpy Wheeler to serve as the independent director member of the Audit and Ethics Committee

Recommended Motion: That the Nominating and Governance Committee recommend to the Board four members to serve on the Audit and Ethics Committee, at least one of whom shall be at Athlete member, with the recommendations submitted to the Board no later than _____, 2009

3. Judicial Committee (Section 9.10 Bylaws)

*"The Board of Directors shall appoint the members of the Judicial Committee and its chair. Members of the Judicial Committee shall satisfy the standards of independence for "independent directors" as set forth in these Bylaws and shall include at least one Athlete member in accordance with the USOC's standards. No director of the Board shall be appointed to the Judicial Committee."*

Note: no minimum number specified; per Bylaws Section 9.3, no more than five persons shall serve on standing committees

Recommended Motion: That the Nominating and Governance Committee recommend to the Board five members to serve on the Judicial Committee, at least one of whom shall be at Athlete member,

and at least one of whom shall be a lawyer, with the recommendations submitted to the Board no later than _____, 2009

4. Nominating and Governance Committee (Section 9.11 Bylaws)

> *". . . Nominating and Governance Committees shall be selected as follows:*
>
> *1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;*
>
> *2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;*
>
> *3. one (1) athlete as elected by the athlete members of USA CANOE/KAYAK and who shall otherwise qualify as an athlete in accordance with the USOC's standards; and*
>
> *4. two (2) individuals who shall be selected from the other appropriate USA CANOE/KAYAK membership groups--sprint, slalom, and non-Olympic--as defined by USA CANOE/KAYAK."*

Recommended Motion: That the members of the existing Nominating and Governance Committee select an individual who is independent to serve on the new Nominating and Governance Committee and recommend to the Board two individuals who shall be selected from the spring, slalom and existing non-Olympic membership groups to serve on the new Nominating and Governance Committee, with the selection and recommendations submitted to the Board no later than _____, 2009

**Item #4-2009:**

Review of existing mission, goals, strategic, operating and business plans

Recommended Motion: That the Executive Director develop a strategy for achieving USA CANOE/KAYAK's mission, goals and objectives and present the strategy to the Board of Directors for approval no later than _____, 2009 and that the strategy be presented to the members for comment at the 2009 annual meeting of the members

**Item #5-2009:**

Annual meeting planning

*"1. Purpose. There shall be an annual meeting of USA CANOE/KAYAK's individual and organization members, which shall be held at a time and place, fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as may come before the meeting. The annual meeting will generally be referred to as the "USA CANOE/KAYAK Assembly." At the USA CANOE/KAYAK Assembly, the Chair of USA CANOE/KAYAK or his or her respective designees shall report on the activities and financial condition of USA CANOE/KAYAK. In addition, the individual and organization members shall consider and act upon such other matters as may be raised consistent with the notice requirements of this section. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response. The USA CANOE/KAYAK Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though it, or some of it, may be involved in some appropriate way in the nomination of individuals to serve on the Board as otherwise set forth in these Bylaws. The Board shall determine the agenda of the annual USA CANOE/KAYAK Assembly.*

*2. Time. The USA CANOE/KAYAK Assembly shall be held in conjunction with a meeting of the Board of Directors. The Board meeting shall take place after the USA CANOE/KAYAK Assembly. If practicable, the annual USA CANOE/KAYAK Assembly meeting shall also be held in conjunction with a major USA CANOE/KAYAK competition.*

*3. Notice. Notice of the USA CANOE/KAYAK Assembly stating the place, date and time of the meeting shall be sent to individual and organization members via e-mail no fewer than thirty (30) days before the meeting. Notice of the USA CANOE/KAYAK Assembly shall also be posted on the website of USA CANOE/KAYAK no fewer than thirty (30) days before the date of the meeting."*

Recommended Motion: That the next in person meeting of the Board of Directors be held on _____, 2009 in _____, in conjunction with _____, and that the USA CANOE/KAYAK Assembly be held immediately prior to the meeting of the Board. The Executive Director shall provide notice of the Assembly as required in the Bylaws.

**Item #6-2009:**

Board meeting expense reimbursement policy (Section 7.24 Bylaws)

> *"Directors of the Board of Directors shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA CANOE/KAYAK's policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA CANOE/KAYAK in any other capacity, with the sole exception of athlete directors who may receive athlete funding from USA CANOE/KAYAK."*

Recommended Motion: That the members of the Board be reimbursed for their reasonable travel and hotel expenses incurred in conjunction with attendance of Board meetings, with a detailed reimbursement policy to be prepared by the Audit and Ethics Committee and submitted to the Board no later than _____, 2009.

or

Recommended Motion: That the members of the Board be reimbursed for their reasonable travel expense incurred in conjunction with attendance of Board meetings, with a detailed reimbursement policy to be prepared by the Audit and Ethics Committee and submitted to the Board no later than _____, 2009.

or

Recommended Motion: That the current Board reimbursement policy remain unchanged at the present time.

**Item #7-2009:**

Bylaw review

1. Function of the Board (Section 7.2 Bylaws)

> *"The USA CANOE/KAYAK Board of Directors shall represent the interests of the canoe and kayak community for USA CANOE/KAYAK in the United States and its athletes by providing USA CANOE/KAYAK with policy, guidance and strategic direction. The Board shall oversee the management of USA CANOE/KAYAK and its affairs, but it does not manage USA CANOE/KAYAK. The Board shall select a well-qualified and*

*ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USA CANOE/KAYAK. The Board shall focus on long-term objectives and impact rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:*

*a. implements procedures to orient new Board directors, educates all directors on the business and governance affairs of USA CANOE/KAYAK, and evaluates Board performance.*

*b. selects, compensates, and evaluates the Chief Executive Officer and plans for management succession;*

*c. reviews and approves USA CANOE/KAYAK's strategic plan and the annual operating plans, budget, business plans, and corporate performance;*

*d. sets policy and provides guidance and strategic direction to management on significant issues facing USA CANOE/KAYAK;*

*e. reviews and approves significant corporate actions;*

*f. oversees the financial reporting process, communications with stakeholders, and USA CANOE/KAYAK's legal and regulatory compliance programs;*

*g. oversees effective corporate governance;*

*h. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;*

*i. reviews and approves financial statements, annual reports, audit and control policies and upon the recommendation of the Audit Committee, selects independent auditors;*

*j. monitors to determine whether USA CANOE/KAYAK's assets are being properly protected;*

*k. monitors USA CANOE/KAYAK's compliance with laws and regulations and the performance of its broader responsibilities; and*

*l. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis."*

2. Diversity of Discussion (Section 7.3 Bylaws)

*"USA CANOE/KAYAK's Board shall be sensitive to the desirability of diversity at all levels of USA CANOE/KAYAK, including among its athletes. USA CANOE/KAYAK's Board shall develop and implement a policy of diversity at all levels of USA CANOE/KAYAK, supported by meaningful efforts to accomplish that diversity. USA CANOE/KAYAK Board shall develop norms that favor open discussion and favor the presentation of different views."*

Recommended Motion: That the Chair appoint a committee of three members of the Board to begin the process of developing a policy of diversity to be considered by the Board and present a draft policy to the Board no later than thirty days before the next in-person Board meeting.

3. Qualifications (Section 7.4 Bylaws)

*"Directors shall inform the Board of any changes in their employment responsibilities or other constraints on their time in order for the Board to determine whether it is appropriate to recommend that the Board director step down from continuing his/her Board service."*

4. Director Attendance (Section 7.10 Bylaws)

*"Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate by any means of communication by which all directors participating may simultaneously hear each other during the meeting."*

5. Director Access to Management and Outside Auditors

*"USA CANOE/KAYAK's senior management team shall be available to Board directors outside of meetings but Directors shall direct contact with members of the USA CANOE/KAYAK's management team through the Chief Executive Officer, unless requested otherwise specifically by the CEO. This requirement is not intended to curtail the ability of the auditor or legal counsel to*

*advise the board (as opposed to individual Board directors) directly of appropriate matters."*

6. Chief Executive Officer/Executive Director (Section 12.1 Bylaws)

*"The Board shall hire and oversee the Chief Executive Officer . . . .*

*The Chief Executive Officer shall, either directly or by delegation, manage all staff functions; assist the Board of Directors or other authorized body in establishing compensation of USA CANOE/KAYAK employees and executives and, hire and terminate the professional staff in accordance with USA CANOE/KAYAK compensation policies and guidelines (established by the Board)*

Recommended Motion: That the Audit and Ethics Committee review any existing compensation and employment policies and guidelines and make recommendations to the Board for any appropriate changes, with the recommendations submitted to the Board no later than thirty days before the next in-person Board meeting.

7. Tenure of the Chief Executive Officer (Section 12.2 Bylaws)

*"The USA CANOE/KAYAK Board will evaluate the performance of the CEO on an annual basis."*

Recommended Motion: That the Chair appoint a committee of three members of the Board to begin the process of evaluating the performance of the CEO and report its evaluation to the Board no later than thirty days before the next in-person Board meeting.

8. Code of Ethics (Section 16.1 Bylaws)

*"USA CANOE/KAYAK shall adopt a Code of Ethics and Conflict of Interest Policy (the "Code") applicable to all USA CANOE/KAYAK, employees, Directors of the Board, committee members, and volunteers. The Code shall be approved by the USOC. Each USA CANOE / KAYAK director and employee shall annually certify compliance with the Code."*

Recommended Motion: That the Audit and Ethics Committee review any existing Code of Ethics and Conflict of Interest Policy and make recommendations to the Board for any appropriate changes, with the recommendations submitted to the Board no later than thirty days

before the next in-person Board meeting, and prepare a format for directors and employees to annually certify compliance with the Code.

**Item #8-2009:**

Executive Session

Recommended Motion: That the Board enter Executive Session pursuant to Section 7.22 of the Bylaws to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matters.

**Item #9-2009:**

Scheduling of next Board teleconference

Recommended Motion: That the Board convene by teleconference on _____, 2009 at 5:00 p.m. EDT.

8. Comments from members

9. Adjournment