

USA Canoe/Kayak
Board of Directors
Meeting Minutes
April 15, 2009

The Board convened via a teleconference at 5:00PM EDT on April 15.

The following 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

Director Humpy Wheeler was absent.

The following staff members also participated:

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

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

Minutes of the April 1, 2009 teleconference Board meeting were approved (8 – 0).

The Board discussed the plans for its first meeting to be held in Charlotte on Friday, May 8 and Saturday May 9. The Board asked the staff to make the following arrangements for the meeting:

- The meeting will begin at 11:30 a.m. on May 8
- The Board is pleased to accept the offer of the US National Whitewater Center to host the meeting in one of its conference rooms
- One of the early items on the meeting's agenda will be an orientation for board members of non-profit corporations. The presentation, which is being provided by the USOC and at its expense, will be made by Anne Cohn Donnelly, Clinical Professor in Social Enterprise at the Kellogg School of Management, Northwestern University. She has agreed to provide reading materials ahead of the meeting so that her presentation can be made in no more than two hours. Lunch will be served during this presentation.
- The primary agenda item will be a comprehensive presentation on the state of the organization by David Yarborough and other staff members

- The meeting will be open until a closed executive session begins at about 4:30
- The directors are delighted to accept the invitation from Humpy Wheeler for a dinner party at his home on Mountain Island Lake
- The Board will reconvene its meeting, as an open session, on Saturday morning at 9:00; this will be held in a conference room at the Charlotte Chamber or somewhere else in or convenient to the Hilton Hotel
- The Saturday meeting will adjourn by noon.
- David Yarborough is to provide whatever written materials are available to allow the directors to be as informed as possible before the meeting

David Backer was elected (8 – 0) Chair of the Board. He asked that David Yarborough continue to preside over this meeting and indicated that he would work with him to prepare the agenda for the May 8 meeting.

The Board discussed the general issue of committee appointments with the following conclusions:

- In fulfillment of the requirement of Section 9.9(a) of the Bylaws, which requires the appointment of an independent director to the Audit and Ethics Committee, the Board appointed (8 – 0) Humpy Wheeler to serve as the independent director on the Audit and Ethics Committee. The Board will appoint the other members of the Audit and Ethics Committee, and its Chair, at a later date.
- The staff was asked to solicit interest from athlete members to stand for election to the new Nominating and Governance Committee, and then proceed with conducting the election of an athlete member in compliance with Section 9.11(b)(3) of the Bylaws
- David Yarborough was asked to request that the Initial Nominating and Governance Committee elect one of its members to serve as Chair of the new Nominating and Governance Committee, as required by Section 9.11(b)(1) of the Bylaws and to request that the Initial Nominating and Governance Committee select an individual who is independent to serve as a member of the new Committee, as required by Section 9.11(b)(2) of the Bylaws
- The subject of how best to construct the committees for the individual sport disciplines is to be added to the agenda for the May 8 meeting

David Yarborough described in some detail the process by which USA Canoe/Kayak requests, receives, expends and accounts for funding from the USOC to support its Olympic sports programs. He explained the background behind our 2009 funding submissions and the ongoing dialogue with the USOC about what programs will be supported.

The only funding approved so far this year by the USOC is for the employment of our two slalom coaches and our sprint coach and development director. We have submitted revised plans requesting funding to fill the vacant high performance director position, to provide some support for the athletes participating in international competitions, to assure

that our teams will have adequate support staff during competitions and to maintain our development programs for juniors.

David has been told that the resource allocation working group at the USOC has approved some amount of incremental performance funding but that the additional funding has not yet been approved by the new acting CEO of the USOC. Our new Sports Partner at the USOC, Chris Vadala, is aware of the need for us to learn as soon as possible what level of funding will be available given the fact that our team trials start within the next eight days, and is working to obtain the CEO's approval for the additional funding. David committed to inform the directors as soon as he learns additional information on the status of our request for additional funding from the USOC.

Fred Mechini, Peter Newton and Joe Jacobi indicated that they planned to attend the sprint team trials event in Chula Vista next week. David Y informed them that Chris Vadala from the USOC would likely be there for at least one day of the event and agreed to arrange for a meeting among them.

The meeting was adjourned shortly after 6:30PM.