

USA CANOE/KAYAK Board of Directors Meeting
Via Teleconference
June 10, 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. Meeting Agenda items

Item #10-2009:

Approval of recommendations for appointment to the new Nominating and Governance Committee

Background: At the May 8-9, 2009 Board meeting, the Board approved the following resolution:

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 sprint, 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 June 1, 2009.

Approved (9 yes; 0 no)

The existing Nominating and Governance Committee has submitted the following recommendations for appointment to the new Nominating and Governance Committee:

- Elizabeth (Bunny) Johns - Independent
- Richard Hagler - Sprint
- John Pinyerd - Non-Olympic wildwater

The recommended individuals will join Sam Richie (the elected athlete member of the new Nominating and Governance Committee) and Jim Ingram (the designated member of the previous Nominating and Governance Committee, who will serve as Chair of the new Nominating and Governance Committee)

Recommended Motion: That the Board approve the recommendations of the previous Nominating and Governance Committee for the following persons to serve as members of the new Nominating Governance Committee: Elizabeth (Bunny) Johns – independent member; Richard Hagler – from the sprint membership group; and John Pinyerd – from the non-Olympic membership group (wildwater).

Item #11-2009:

Annual meeting planning

Background: At the May 8-9, 2009 Board meeting, the Board approved the following resolution:

That the USA Canoe/Kayak Assembly be held at the U.S. National Whitewater Center in Charlotte on the weekend of October 3 and 4, in conjunction with the slalom U.S. National Championships, followed by a meeting of the Board of Directors, with the Assembly and Board meeting to be held contingent upon the U.S. National Whitewater Center being able to provide the necessary meeting space.

Approved (6 yes; 1 no, Ross Flemer)

Since the approval of the resolution, the U.S. National Whitewater Center has confirmed its ability to host the Assembly and Board meeting on October 3 and 4, but three board members have noted potential scheduling conflicts that could prevent them from being able to attend a meeting the weekend of October 3 and 4.

The following is from Section 5.6 of the Bylaws:

“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."

The Board will discuss whether to continue its plans to hold the Annual Assembly and Board Meeting on October 3 and 4, or whether to re-schedule them for a different place and time to increase the number of Board members available to attend. [***Please have your calendars available for this discussion.***]

Item #12-2009:

Mission Statement/Strategic planning

Background: USA Canoe/Kayak's current Mission and Vision Statements are:

Mission Statement:

Recruit, retain and develop competitive canoe and kayak athletes, coaches and officials while fostering support through organizational members, spectators and sponsors.

Vision Statement:

Through strong organizational members and partnerships, USACK will recruit into the base of canoe and kayak athletes, coaches and officials.

Through development programs and competitive opportunities, USACK will retain talented athletes, coaches and officials.

Through targeted development planning and execution, USACK will develop internationally competitive athletes, coaches and officials.

The Board will begin its review the existing Mission and Vision statements with the goal of either affirming them or modifying them.

Item #13-2009:

Bank of America sponsorship – Executive Director update

3. Adjournment