

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
May 8-9, 2009
Charlotte, NC**

Friday May 8, 2009

1. Call to order and determination of quorum

The meeting convened at the U.S. National Whitewater Center at 12:30 p.m. with the following directors 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 were present:

1. David Yarborough
2. Stacey Hepp
3. Gerald Babao
4. Bennett Wetch

Other persons present:

- Jim Ingram, USA Canoe/Kayak Nominating and Governance Committee
- Anne Cohn Donnelly, Clinical Professor in Social Enterprise at the Kellogg School of Management, Northwestern University

2. Item #1-2009: Presentation by Anne Cohn Donnelly (taken out of order to accommodate the schedule of Dr. Donnelly)

The Board received a presentation by Anne Cohn Donnelly, a Clinical Professor in Social Enterprise at the Kellogg School of Management, at Northwestern University, on the principles of non-profit board governance. Dr. Donnelly's presentation was arranged and paid for by the United States Olympic Committee.

3. Report from the Chair

David Backer welcomed the Board members to their first in-person meeting, encouraged them to work together toward a common goal of increasing the

opportunities for a United States Olympian in the sports of canoe/kayak to attain a spot on the medal podium, to respect differences of opinion, to be open to changing the Board's course or direction if a decision that the Board makes does not appear appropriate in hindsight, and to "go slow to go fast" by taking time to get the early decisions right for the purpose of making greater headway later.

4. Reports from Directors

Fred Mechini and Joe Jacobi reported impressive performances from the 2009 Sprint Team Trials held April 24 to 26 at the Olympic Training Center in Chula Vista, CA.

5. Report from the Executive Director

The Executive Director deferred his report to his presentation later in the meeting.

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

Motion: Jenny Storms

Second: Richard Perlmutter:

To approve minutes of the April 15, 2009 Board teleconference.

Approved (9 yes; 0 no)

7. Comments from members

No members were in attendance to provide comments.

8. Meeting Agenda items

Item #3-2009: Committee assignments (taken out of order to accommodate the schedule of Jim Ingram, member of the previous Nominating and Governance Committee, and the appointed Chair of the new Nominating and Governance Committee, who was in attendance to report to the Board on the work of the Nominating and Governance Committee)

After a brief presentation by Jim Ingram of the work of the existing Nominating and Governance Committee, which work culminated in the appointment and election of the current Board of Directors, and an overview of the anticipated work ahead for the new Nominating and Governance Committee, the following Motion was presented:

Motion: Marian Hanson
Second: Jenny Storms

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)

Item #2-2009: Presentation by David Yarborough on the state of USA Canoe/Kayak, including an overview of the various sports within the governance of the organization, and its governance structure as a National Governing Body operating under the United States Olympic Committee and as a National Federation operating under the International Canoe Federation.

The meeting recessed at 4:30 p.m., with the Board meeting scheduled to resume in Executive Session at 8:30 a.m. on Saturday May 9 at the offices of the Charlotte Chamber of Commerce.

Saturday May 9, 2009

9. Executive Session

Board entered Executive Session at 8:40 a.m. at the offices of the Charlotte Chamber of Commerce with the following directors present:

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

The Board discussed matters related to the salary of the Executive Director and the staffing of the National Office.

10. Open Session Resumed

The Board resumed open session at 10:15 a.m. at the offices of the Charlotte Chamber of Commerce with the following staff members present:

1. David Yarborough
2. Stacey Hepp
3. Gerald Babao
4. Bennett Wetch

Item #2-2009: Continued presentation by David Yarborough on the state of USA Canoe/Kayak, with an overview of the organization's finances.

Item #3-2009: Committee assignments (continued from May 8)

a. Sports Discipline Committees

Motion: Richard Perlmutter
Second: Ross Flemer

That the Nominating and Governance Committee recommend to the Board four members to serve on each of the Olympic Sports Discipline governing committees (slalom and sprint), with the recommendations submitted to the Board no later than September 1, 2009.
Approved (8 yes; 0 no)

David Backer requested that the Executive Director prepare a written summary defining the roles and scope of responsibilities of the Sport Discipline governing committees and provide the written summary to the Board prior to its next Board teleconference in early June.

b. Audit and Ethics Committee

Motion: Fred Mechini
Second: Joe Jacobi

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 an Athlete member, with the recommendations submitted no later than July 1, 2009.
Approved (8 yes; 0 no)

c. Judicial Committee

Motion: Jenny Storms

Second: Fred Mechini

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 an Athlete member and at least one of whom shall be a lawyer, with the recommendations submitted to the Board by no later than September 1, 2009.

Approved (8 yes; 0 no)

Item #5-2009: Annual meeting planning

After discussion of options for satisfying the Bylaws' requirement for an annual meeting of the members and after taking into consideration needs of the different sport disciplines, and travel and logistical constraints, the following Motion was presented:

Motion: Humpy Wheeler

Second: Joe Jacobi

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)

Jenny Storms left the meeting at 12:38 p.m., before the vote on Item #5-2009.

Item #6-2009: Approval of hiring of accountants to perform annual audit

Motion: Humpy Wheeler

Second: Joe Jacobi

That the Board authorize the Executive Director to enter into a contract with Greer & Walker, CPAs, as USA Canoe/Kayak's auditor for calendar year 2008 and to complete the 2008 audit.

Approved (7 yes; 0 no)

Joe Jacobi, Richard Perlmutter and Humpy Wheeler left the meeting at a12.45 p.m., immediately following the vote on Item #6-2009.

The Board meeting adjourned at 12:45 p.m. as a result of lack of a quorum to continue with its business.