

USA CANOE/KAYAK Board of Directors Meeting
US National Whitewater Center
Charlotte, NC
October 1, 2009

AGENDA

David Backer, Chair
Ross Flemer
Marian Hanson
Joe Jacobi
Fred Mechini
Peter Newton
Richard Perlmutter
Jenny Storms
Humpy Wheeler

1. Call to order and determination of quorum
2. Reports from Directors
3. Comments from members (20 minute limit)
4. Approval of Minutes of August 19, 2009 Board teleconference
5. Report from the Executive Director
 - a. Financial report
 - b. Anticipated 2010 budget
 - c. Sponsorships
 - d. Proposed procedure for establishing the schedule, location and contractual terms for major competitions
 - e. Other
6. Meeting Agenda items

Item #21-2009:

Amendment of Bylaws

Background: Section 20.1 of the Bylaws provides:

“These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any meeting duly called and at which a quorum is present. Any proposed Bylaws change must be published for comment by the membership for at least 30 days prior to such action.”

At the Board’s August 19, 2009 teleconference, the Board approved a Motion to amend the Bylaws of USA CANOE/KAYAK as follows (deleted text is show in ~~strike-out~~; added text is shown in underline) at the October 1, 2009 regular meeting of the Board of Directors:

- i. Section 7.6(a) of the Bylaws shall be changed as follows to correct an internal cross-reference:

“Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, four (4) Board directors from among individuals considered to be independent, as that term is defined in Section ~~8.77.7~~.”

- ii. Section 7.6(b) of the Bylaws shall be changed as follows to correct an internal cross-reference:

“Subsequent USA CANOE/KAYAK Boards of Directors shall be elected / selected in odd years the same manner as above, except that because of the staggered terms of the directors, only four (4) or five (5) director seats will be available to be filled at any one time. The terms of the directors are fully explained in ~~the Section 8.10~~Sections 7.8 and 7.9.”

- iii. Section 9.10(b)(2) of the Bylaws shall be changed as follows to correct a typographical error:

“identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on ~~hiring~~hearing panels;”

As required by the Bylaws, the proposed Amendments have been published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the October 1 meeting and the proposed Amendments are now ready for approval.

Recommended Motion: That the proposed Bylaw amendments, as detailed above, be approved.

Item #22-2009:

Receipt of Auditors' Report prepared by Greer & Walker, LLP for years ending December 31, 2007 and 2008

Recommended Motion: That the Board acknowledge receipt of the Auditors' Report prepared by Greer & Walker, LLP for calendar years ending December 31, 2007 and 2008 and that the Auditors' Report be referred to the Audit and Ethics Committee with a request that the Audit and Ethics Committee review the Auditors' Report and provide the Board with any appropriate recommendations for Board action no later than December 15, 2009.

Item #23-2009:

Request for review of fiscal controls by Audit and Ethics Committee

Background: Section 9.9(b)(2) of the Bylaws provides for the Audit and Ethics Committee to investigate matters of fiscal controls and disclosure and such other matter as directed by the Board.

Recommended Motion: That the Audit and Ethics Committee review and investigate the finances and internal financial controls of USA Canoe/Kayak, consult with the independent outside auditor, Greer & Walker, LLP, as necessary, and provide the Board with its report and any appropriate recommendations no later than February 15, 2010.

Item #24-2009:

Report by Executive Director and High Performance Director on the state of the Olympic sports

This is intended to be an opportunity for questions by Board members. No formal Board action is required, although appropriate Motions may be made to formalize any Board action necessary to respond to information presented by the Executive Director and the High Performance Director, either at this time or under subsequent Agenda Items.

Item #25-2009:

Discussion of goals, long-term objectives, guidance and strategic direction

Background: Section 7.2 of the Bylaws details the function of the Board:

“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.”

Section 12.1 of the Bylaws details the functions of the Chief Executive Office/Executive Director, and, among other things, includes a direction for the CEO to “develop a strategy for achieving USA CANOE/KAYAK’s mission, goals and objectives and present the strategy for approval by the Board.”

It is therefore the Board’s function to set and provide goals, long-term objectives, guidance and strategic direction to USA Canoe/Kayak and it is the CEO’s function to develop the specific strategies for achieving the goals and objectives as set by the Board.

This is a discussion by the Board, with participation by national office staff and other as invited by the Board. The discussion will include a presentation by Bill Endicott.

Appropriate Motions may be made to formalize any Board action necessary.

Item #26-2009:

Approval of responsibilities of Sprint and Slalom Committees

Background:

At the Board's meeting on May 9, 2009, the Board requested that the Executive Director prepare a written summary defining the roles and scope of responsibilities of the Sport Discipline governing committees. The Executive Director has prepared the summary for the Board's review.

Recommended Motion: That the Board approve the draft summary of the roles and responsibilities of the Sport Discipline governing committees.

Item #27-2009:

Approval of recommendations for appointment to the Sprint Committee

Background: Section 4.1(d) of the Bylaws establishes Sports Discipline governing committees for the Olympic Sports of sprint and slalom, with the committees each initially consisting of 5 members, 4 of whom shall be appointed by the Board, and a 5th who will be an athlete elected by the athletes who are affiliated with that sports discipline.

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

- Connie Hagler
- Louis R. Hanoian
- Missy Hill
- Michael J. Knopp

Recommended Motion: That the Board approve the recommendations of the Nominating and Governance Committee for Connie Hagler, Louis R. Hanoian, Missy Hill and Michael J. Knopp, to serve as members of the Sprint Committee with the elected athlete member of the Committee, and that the members of the Sprint Committee designate one of their members as Chair.

Item #28-2009:

Approval of recommendations for appointment to the Slalom Committee

Background: See Item #27-2009.

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

- Wayne Dickert
- Scott Shipley
- Karla Westcott
- Doug Wilson

Recommended Motion: That the Board approve the recommendations of the Nominating and Governance Committee for Wayne Dickert, Scott Shipley, Karla Westcott and Doug Wilson to serve as members of the Slalom Committee with the elected athlete member of the Committee, and that the members of the Slalom Committee designate one of their members as Chair.

Item #29-2009:

Bylaw review

1. 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 Board Chair appoint a committee of three persons, including at least one member of the Board, to begin the process of developing a policy of diversity to be considered by the Board and present a recommended draft policy to the Board no later than February 15, 2010.

2. 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 February 15, 2010.

3. 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 Board meet in Executive Session to establish a protocol and timeline for evaluating the performance of the CEO.

4. 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 the 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 February 15, 2010, and prepare a format for directors and employees to annually certify compliance with the Code.

5. Establishment of Bylaw Review Committee

Recommended Motion: That the Board Chair appoint a committee of three persons, including at least one member of the Board, to be known as the Bylaw Review Committee, to review the Bylaws and make any appropriate recommendations for changes to enhance the governance and administrative efficiency of USA CANOE/KAYAK. The committee members shall serve until replaced by the Chair or until the committee is disbanded by the Board and shall submit reports and recommendations for changes to the Bylaws on a frequency as

deemed appropriate by the committee or as otherwise requested by the Chair.

Item #30-2009:

Executive Session

Recommended Motion: That the Board enter Executive Session to consider and discuss any sensitive matters as permitted pursuant to Section 7.22 of the Bylaws.

Item #31-2009:

Scheduling of next Board teleconference

Recommended Motion: That the Board convene by teleconference on _____ at __:00 o'clock p.m. EDT.

7. Adjournment