

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
October 1, 2009
Charlotte, NC**

1. Call to order and determination of quorum

The meeting convened at the U.S. National Whitewater Center at 9:30 a.m. with the following directors present:

1. David Backer, Chair
2. Ross Flemer
3. Marian Hanson
4. Joe Jacobi
5. Fred Mechini
6. Richard Perlmutter
7. Humpy Wheeler

Peter Newton and Jenny Storms were absent.

The following staff members were present:

1. David Yarborough
2. William Irving
3. Stacey Hepp
4. Gerald Babao
5. Bennett Wetch
6. Silvan Poberaj, Head Coach, whitewater slalom
7. Cathy Hearn, Coach, whitewater slalom, canoe
8. Nathan Luce, Head Coach, flatwater sprint
9. Mac Hickox, Development Director, flatwater sprint

2. Reports from Directors

None

3. Comments from Members

Connie Hagler addressed the Board

4. Approval of Minutes of August 19, 2009 Board teleconference

Motion: Humpy Wheeler

Second: Marian Hanson

To approve the minutes of the August 19, 2009 Board teleconference.
Approved (7 yes; 0 no)

5. Report from the Executive Director

- a. Financial Report: the Executive Director reviewed the 2009 budget through 8/31/09
The Board repeated its two previous requests to be provided with access to detailed expense line-item breakdowns
- b. Anticipated 2010 Budget: the Executive Director presented a draft 2010 budget with the understanding that USA Canoe/Kayak does not yet know the amount of USOC funding for 2010
- c. Sponsorships: the Executive Director reviewed the status of various sponsorships
- d. Proposed procedure for establishing the schedule, location and contractual terms for major competitions

Motion: Ross Flemer
Second: Fred Mechini

To refer to the two Olympic Sport Discipline Committees the draft *Major Events Selection and Management Policy* with a request that the Olympic Sport Discipline Committees provide the Executive Director with comments for suggested changes no later than November 15, 2009.

Approved (7 yes; 0 no)

6. Item #21-2009: Amendment of Bylaws

Motion: Humpy Wheeler
Second: Richard Perlmutter

To amend the Bylaws of USA Canoe/Kayak as follows (deleted text is show in ~~strike-out~~; added text is shown in underline):

- 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~~7.7.”
- 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;”

Approved (7 yes; 0 no)

7. Item #22-2009: Receipt of Auditors’ Report prepared by Greer & Walker, LLP for years ending December 31, 2007 and 2008

Motion: Marian Hanson
Second: Ross Flemer

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.

Approved (7 yes; 0 no)

8. Item #23-2009: Request for review of fiscal controls by Audit and Ethics Committee

Motion: Marian Hanson
Second: Fred Mechini

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.

Approved (7 yes; 0 no)

9. Item #24-2009: Report by Executive Director and National Teams Director on the state of the Olympic sports

The Executive Director and the National Teams Director presented an overview of the state of the Olympic sports and the National Teams Director presented a summary of his goals as National Teams Director. The presentation included a discussion of the allocation of beds at the Chula Vista Olympic Training Center; the current request of the USOC is for 6 beds for men and 2 for women. USA Canoe/Kayak is investigating options and logistics for securing bed space in Oklahoma City for training at the Chesapeake Boathouse.

The National Teams Director will provide the Board with a written outline of his goals for the Olympic sports.

10. Item #25-2009: Discussion of goals, long-term objectives, guidance and strategic direction

At the invitation of the Board, Bill Endicott presented his analysis of USA Canoe/Kayak's Olympic medal performance, a comparison of sport size and medal performance of other USOC National Governing Bodies and various foreign national canoe/kayak federations, and his suggestions for a national talent identification program modeled on a program used successfully by USA Luge, for identifying and developing new elite level athletes.

At the conclusion of Bill Endicott's presentation, the Board meeting recessed at 12:30 p.m. for lunch.

The Board meeting resumed at 1:35 p.m. with Humpy Wheeler absent. Humpy rejoined the Board at 4:30 p.m. during the annual Assembly.

The Board discussed and created the following list of goals and objectives for USA Canoe/Kayak:

- Get Bigger
- Win Medals consistently; Get Faster
 - Foster and encourage successful development programs
 - Support OKC Training Center w/ training camps for U23 and Seniors
- Pursue Talent ID program
- Actively pursue athlete transfer
 - Leverage NGB relationships to engage athletes from other sports
 - Tap into Surf Ski community

- Create well-rounded athletes by promoting a positive atmosphere outside of competition and training
 - Adopt and promote value statements
- Create culture that gives athletes confidence that USA Canoe/Kayak listens to them and makes decisions with their best interests in mind
- Establish a short-term pipeline for sprint with a focus on 2012
- Find funding to design a 200m specific boat
- Promote creation of a standardized, affordable boat as a strategy for expansion
- Find new money
- Need more races
 - Provide value to existing race directors to encourage sanctioning through USA Canoe/Kayak
 - Conduct event training seminars
- Support, leverage and strategically direct volunteers
- Regional systems of clubs to help seed new clubs
- Youth-specific boats (ex: 420) for different age groups in \$400-500 price range
- Increase recognition of athlete success in order to encourage continued participation in the sport

Fred Mechini offered to organize the list, re-order it by category, and distribute the revised list to the Board. The Executive Director will develop a strategy for achieving the goals and objectives as outlined by the Board and will present the strategy to the Board for approval.

The Board meeting recessed at 2:55 p.m. for the annual Assembly.

The Board meeting resumed at 5:40 p.m. after the conclusion of the annual Assembly.

11. Item #30-2009 (taken out of order): Executive Session

Motion: Marian Hanson

Second: Ross Flemer

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

Approved (7 yes; 0 no)

Peter Newton participated in the Executive Session via telephone conference. The Board left Executive Session at 7:40 p.m.

At the conclusion of Executive Session, the Board meeting recessed for dinner.

The Board meeting resumed at 9:00 p.m. with Humpy Wheeler absent.

12. Item #26-2009: Approval of responsibilities of Sprint and Slalom Committees

Motion: Ross Flemer
Second: Fred Mechini

That the Board circulate to the Board members for additional comment and consensus approval the draft summary of the roles and responsibilities of the Sport Discipline governing committees. After consensus approval by Board members, the Executive Director shall distribute the roles and responsibilities to the members of the Sport Discipline governing committees.

Approved (6 yes; 0 no)

13. Item #27-2009: Approval of recommendations for appointment to the Sprint Committee

Motion: Joe Jacobi
Second: Fred Mechini

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.

Approved (6 yes; 0 no)

14. Item #28-2009: Approval of recommendations for appointment to the Slalom Committee

Motion: Marian Hanson
Second: Ross Flemer

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.

Approved (5 yes; 0 no; 1 abstention – Joe Jacobi)

15. Item #29-2009: Bylaw review

1. Diversity of Discussion (Section 7.3 Bylaws)

Motion: Ross Flemer
Second: Marian Hanson

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.

Approved (6 yes; 0 no)

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

Motion: Joe Jacobi
Second: Fred Mechini

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.

Approved (6 yes; 0 no)

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

During the Executive Session under Item #30 above (paragraph 11 of these Minutes), the Board established a protocol and timeline for evaluating the performance of the CEO.

4. Code of Ethics (Section 16.1 Bylaws)

Motion: Fred Mechini
Second: Richard Perlmutter

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.

Approved (6 yes; 0 no)

5. Establishment of Bylaw Review Committee

Motion: Marian Hanson

Second: Ross Flemer

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.

Approved (6 yes; 0 no)

16. Item #31-2009: Scheduling of next Board teleconference

Motion: Ross Flemer

Second: Marian Hanson

That the Board convene by teleconference on Wednesday November 4, 2009 at 5:00 o'clock p.m. EDT.

Approved (6 yes; 0 no)

17. Adjournment

Motion: Ross Flemer

Second: Fred Mechini

That the Board adjourn its meeting.

Approved (6 yes; 0 no) - 9:45 p.m.