

**USA Canoe/Kayak  
Minutes of Meeting of Board of Directors  
May 7, 2010  
United States National Whitewater Center  
Charlotte, NC**

**1. Call to order and determination of quorum**

The meeting convened at the U.S. National Whitewater Center at 8:40 a.m. with the following directors present:

1. David Backer, Chair
2. Ross Flemer
3. Marian Hanson
4. Fred Mechini
5. Peter Newton
6. Richard Perlmutter
7. Scott Shipley
8. Humpy Wheeler

Jenny Storms was absent.

The following staff members were present:

1. Joe Jacobi, interim CEO
2. Stacey Hepp
3. Gerald Babao

**2. Comments from Members**

No members were in attendance

**3. Approval of Minutes of November 23, 2009 Board teleconference and November 23, 2009 Board Executive Session teleconference**

Motion: Ross Flemer

Second: Humpy Wheeler

To approve the minutes of the November 23, 2009 Board teleconference and November 23, 2009 Board Executive Session teleconference  
Approved (8 yes; 0 no)

#### **4. Report from the Interim Chief Executive Officer**

- a. Financial Report: Joe Jacobi reviewed the draft 2010 budget and addressed Board members' questions about the draft budget.
- b. Sponsorships: Joe Jacobi reviewed the status of various sponsorships.

#### **5. Item #1-2010: Receipt of Report from CEO Search Committee**

Motion: Ross Flemer  
Second: Fred Mechini

That the Board acknowledge receipt of the report and recommendations of the CEO Search Committee, that the Board thank the members of the Search Committee for their work on behalf of USA Canoe/Kayak, that the Search Committee's work be deemed complete, that the Committee members be discharged from further responsibility, and that the Board interview the three recommended candidates (Peter Hughes, Joe Jacobi and David Schreff) in Executive Session.  
Approved (8 yes; 0 no)

#### **6. Item #2-2010: Executive Session – Interviews of CEO candidates**

Motion: Richard Perlmutter  
Second: Scott Shipley

That the Board enter Executive Session to interview the three candidates (Peter Hughes, Joe Jacobi and David Schreff) recommended by the CEO Search Committee and to consider and discuss other matters relating to personnel, budget, salary, or other sensitive matter as permitted pursuant to Section 7.22 of the Bylaws.  
Approved (8 yes; 0 no)

The Board entered Executive Session at 9:45 a.m. and continued until 2:15 p.m., then resumed Executive Session at 3:30 p.m. and continued until 6:10 p.m. At the conclusion of the Executive Session the follow Motion was presented:

Motion: Humpy Wheeler  
Second: Marian Hanson

That the Board employ Joe Jacobi to serve as Chief Executive Officer of USA Canoe/Kayak on employment terms to be negotiated between the Board and Mr. Jacobi, which terms shall be documented in a signed employment agreement.  
Approved (8 yes; 0 no)

**7. Item #3-2010: Presentation by Sutton Bacon – Nantahala Outdoor Center CEO regarding 2013 ICF Freestyle World Championship**

Sutton Bacon, the Executive Director of the Nantahala Outdoor Center (NOC) made a presentation to the Board about the mission and activities of the NOC, its plans to host the 2013 ICF Freestyle World Championship, and ways the NOC and USA Canoe/Kayak can support each other's mission and goals.

No Board action was necessary after the presentation.

**8. Item #4-2010: Approval of roles and responsibilities of Sprint and Slalom Committees**

Motion: Fred Mechini  
Second: Peter Newton

That the Board approve the roles and responsibilities of the Sport Discipline Governance Committees as modified and resubmit them to the Sprint and Slalom Governance Committees for their review and comment.  
Approved (8 yes; 0 no)

**9. Item #5-2010: Approval of Strategic Plan**

Motion: Scott Shipley  
Second: Fred Mechini

That the discussion and approval of the Strategic Plan be tabled until the next in person meeting of the Board to permit further development of the draft Plan.  
Approved (8 yes; 0 no)

**10. Item #6-2010: Scheduling of next Board teleconference**

Motion: Richard Perlmutter  
Second: Ross Flemer

That the Board convene by teleconference in Executive Session on Thursday May 20, 2010 at 6:30 o'clock p.m. Eastern Time for the purpose of discussing compensation and other employment terms for the Chief Executive Officer.  
Approved (8 yes; 0 no)

**11. Item #7-2010: Scheduling of next in person Board meeting and annual meeting of members**

Motion: Marian Hanson  
Second: Scott Shipley

That the next in person meeting of the Board of Directors and the USA Canoe/Kayak annual assembly of members be held in August, 2010 in Oklahoma City, in conjunction with the USA Canoe/Kayak Sprint Nationals, with the specific date of the meeting and assembly to be set after review of the Sprint Nationals competition schedule to maximize the opportunity for members to attend and participate in the meeting and assembly. The Chief Executive Officer shall provide notice of the assembly of members as required in the Bylaws after the date and time of the meeting and assembly are set.

**12. Adjournment**

Motion: Ross Flemer  
Second: Humpy Wheeler

That the Board adjourn its meeting.  
Approved (8 yes; 0 no) - 8:20 p.m.