

**USA Canoe/Kayak
Minutes of Meeting of Board of Directors
August 27, 2010
Oklahoma City, OK**

1. Call to order and determination of quorum

The meeting convened at the Courtyard Marriott Hotel, 2 West Reno Avenue, Oklahoma City, OK at 8:30 a.m. with the following directors present:

1. David Backer, Chair
2. Ross Flemer
3. Fred Mechini
4. Peter Newton
5. Richard Perlmutter
6. Scott Shipley
7. Jen Storms was present via telephone conference call

Marian Hanson and Humpy Wheeler were absent

Also present was Joe Jacobi, Chief Executive Officer

2. Comments from Members

Seth Eisner, of Mercer Island, WA, was present and stayed through the discussion of Item #12-2010

3. Approval of Minutes of May 27, 2010 Board meeting teleconference and August 12, 2010 Board meeting teleconference

Motion: Fred Mechini

Second: Scott Shipley

To approve the minutes of the May 27, 2010 Board teleconference and August 12, 2010 Board teleconference
Approved (7 yes; 0 no)

4. Report from the Chief Executive Officer

Joe Jacobi deferred his report until the USA Canoe/Kayak Assembly at 7:00 p.m.

5. Item #10-2010: Approval of roles and responsibilities of Sprint and Slalom Discipline Committees

Motion: Richard Permuter
Second: Ross Flemer

That the Board approve the *USA Canoe/Kayak Sprint and Slalom Governance Committee Roles and Responsibilities* and the CEO distribute the *Roles and Responsibilities* to the Sprint and Slalom Governance Committees and post the approved *Committee Roles and Responsibilities* on the website of USA Canoe/Kayak.

Approved (7 yes; 0 no)

6. Item #11-2010: Approval of Strategic Plan (tabled from May 7, 2010 Board meeting)

After discussion, by consensus, the Board further tabled approval of the Strategic Plan. Jen Storms will revise the draft Strategic Plan and distribute it to the Board for further discussion at its next teleconference to be scheduled in September.

7. Item #12-2010: Discussion of strategic plan and growth strategy

Fred Mechini presented a Powerpoint outline of growth strategies for USA Canoe/Kayak.

No Board action was necessary after the presentation.

8. Item #13-2010: Creation of International Relations Committee

Motion: Scott Shipley
Second: Fred Mechini

That the Board approve the creation of the *USA Canoe/Kayak International Relations Committee* and appoint the following persons as the initial members of the Committee:

- Pam Boteler, President WomenCAN (Equality in Olympic Canoeing)
- Kristine Jackson, current member of ICF Freestyle Committee
- Eric Lokken, current member of ICF and COPAC Slalom Committees
- Jan Whitaker, President - Cape Ability Outrigger Ohana, Coach, USACK World Championships ParaCanoe Team, Member International Va'a Federation (major feeder for paracanoe)
- Gina Sanchez, current member of ICF Canoeing for All Committee

Pam Boteler shall serve as Committee Chair. USA Canoe/Kayak's CEO, who serves as Secretary General of USA Canoe/Kayak and who, in the capacity of Secretary General represents USA Canoe/Kayak in relations with the ICF and at international canoe and kayak functions and events, shall serve as an *ex-officio* non-voting member of the Committee and shall serve as an advisor to the Committee on matters of interest and import to USA Canoe/Kayak. Vacancies on the Committee shall be filled by the Board. The Committee shall:

1. Through its Chair, consult with and advise the CEO on matters of international import as deemed appropriate by the Committee or by the CEO
2. Through its Chair, present an annual report to the CEO and Board Chair by February 1 of each year with a list of goals for the Committee and areas/issues of strategic import for USA Canoe/Kayak for the calendar year
3. Promote, on behalf of USA Canoe/Kayak, issues and agendas as approved and directed by the CEO
4. Through its members, cast votes at international meetings and Congresses as recommended or directed by the CEO
5. Keep itself informed on matters of international interest and import to USA Canoe/Kayak
6. Present to the Board as requested by the Board Chair
7. Communicate with other National Federations as deemed appropriate by the Committee and as recommended or directed by the CEO

Approved (7 yes; 0 no)

9. Item #14-2010: Approval of recommendation for appointment of Ben Kvanli to the Slalom Committee

Motion: Scott Shipley

Second: Richard Perlmutter

That the Board approve the recommendation of the Nominating and Governance Committee for Ben Kvanli to serve as a member of the Slalom Discipline Committee to complete the original four year term of Scott Shipley.

Approved (8 yes; 0 no)

10. Item #15-2010: Amendment of Bylaws – Reference to “Non-Olympic” Sports Disciplines

Motion: Jen Storms
Second: Peter Newton

That all references in the Bylaws to the term “Non-Olympic” be changed to “World”.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (7 yes; 0 no)

11. Item #16-2010: Amendment of Bylaws – Addition of new Section 9.12

Motion: Scott Shipley
Second: Peter Newton

That a new Section 9.12 be added to the Bylaws as follows:

Section 9.12 Minutes of Meetings

The minutes of all meetings of each committee shall be published on USA CANOE/KAYAK’s website. Every reasonable effort will be made to approve and publish the minutes within thirty (30) days of the meeting. If approved minutes are not available for posting within thirty (30) days of the meeting, then minutes labeled as “draft” shall be submitted for posting on USA CANOE/KAYAK’s website pending the availability of approved minutes.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (7 yes; 0 no)

12. Item #17-2010: Amendment of Bylaws – Amendment of Section 7.23

Motion: Scott Shipley
Second: Peter Newton

That the following language be added to the existing Section 7.23 of the Bylaws:

If approved minutes are not available for posting within thirty (30) days of the meeting, then minutes labeled as “draft” shall be submitted for posting on USA CANOE/KAYAK’s website pending the availability of approved minutes.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (7 yes; 0 no)

13. Item #18-2010: Amendment of Bylaws – Amendment of Section 4.1.c.2.

Motion: Scott Shipley

Second: Peter Newton

That Section 4.1.c.2 of the Bylaws be amended as indicated below, with added text shown in underline.

c. Governance. The Sports Discipline governing committees shall represent primarily the interests of those USA CANOE/KAYAK members affiliated with that discipline, as well as USA CANOE/KAYAK disciplines as a whole. The governing committees shall develop and pursue a mission, program, and objectives that complement those of USA CANOE/KAYAK and other USA CANOE/KAYAK disciplines, and assist USA CANOE/KAYAK Management by:

. . .

2. performing an essential role in administrating the Sports Discipline under the supervision of USA CANOE/KAYAK staff, and in association with USA CANOE/KAYAK members, including, but not necessarily limited to the following areas

- *National Team selections, ranking systems*
- *Rule-making, including, for the Olympic Disciplines, an annual review, including appropriate modification of the rules and regulations deemed by the Sports Discipline governing committees to be necessary for the efficient management and operation of the sport, including athlete rankings, selection criteria, and National Team selection processes*
- *Event scheduling*
- *Officials assignments, nominations, and certification*
- *ICF and COPAC committee nominations*
- *Coach education and certification*

- *Development of clubs, Junior Olympics, and youth programs*
- *Trophies and awards*

If approved minutes are not available for posting within thirty (30) days of the meeting, then minutes labeled as “draft” shall be submitted for posting on USA CANOE/KAYAK’s website pending the availability of approved minutes.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Defeated (0 yes; 7 no)

The Board meeting recessed at 12:40 p.m. for a lunch hosted by the Oklahoma Convention and Visitors Bureau.

The Board meeting reconvened at 3:45 p.m.

14. Item #19-2010: Amendment of Bylaws – Amendment of Section 4.1.d.

Motion: Scott Shipley

Second: Richard Permuter

That the proposed addition of a new Section 4.1.d. be tabled to give the Board an opportunity to consider a formal protocol and procedure for rulemaking. Richard Perlmutter and Fred Mechini will work with Joe Jacobi to draft a proposed Bylaw provision for the Board’s consideration

Approved (6 yes; 0 no)

15. Item #20-2010: Amendment of Bylaws – Addition of new Section 4.1.d.

Motion: Fred Mechini

Second: Peter Newton

That Section 4.1.d. of the Bylaws be amended to read as follows:

d. The Sports Discipline governing committees for the Olympic Sports will initially consist of five (5) members. Four (4) of these will be appointed by the newly formed USA CANOE/KAYAK Board of Directors, and will assume office when so directed by the Board; the fifth will be an athlete elected to that position from among, and by, the athletes who are affiliated with that sports discipline, from the pool of

athletes defined by the Sports Act. The Board shall make its best effort to appoint members in such a way as to ensure appropriate diversity, including by gender, region, and role (e.g., coaches, officials, club leaders, etc.) to ensure that all the various types of knowledge and experience are available. The Board shall have the power to revise the number or makeup of the Sports Discipline governing committees without any amendment to these Bylaws.

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (6 yes; 0 no)

16. Adjournment

The meeting adjourned at 4:25 p.m.