

**MINUTES**  
**USA CANOE/KAYAK Board of Directors Meeting**  
Oklahoma City, OK  
September 30, 2011  
8:00am CENTRAL

In attendance:

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

The meeting convened at 8:00 am Central time with the following directors present:

1. Scott Shipley, Acting Chair
2. Ross Flemer
3. Jean-Louis Guinchard
4. Peter Newton
5. Robert Lally
6. Mike Knopp
7. Richard Perlmutter (By Phone)

Chief Executive Officer, Joe Jacobi

**2. Approval of Minutes of August 9, 2011 Board meeting via Teleconference**

To approve the minutes of the August 9, 2011 Board Meeting via teleconference.

Motion: Robert Lally

Second: Peter Newton

Motion Approved (7 yes; 0 no)

**3. Opening Remarks by Joe Jacobi**

- a. State of Sport Update
- b. Introduction of the Strategic Implementation Plan
  - i. Fund the Vision
  - ii. Grow the business
  - iii. Achieve international success
  - iv. Support and champion the capital investment in paddlesport
  - v. Empower bold leadership
  - vi. Foster diversity
  - vii. Global import

**4. Overview of Meeting Agenda items—Scott Shipley**

**5. Item #1-2011: Appointment of New Chair**

**The Board considered Item # 1-2011 in Executive Session:**

Upon motion, second and discussion, the Board approved the following:

That the Board accept the Resignations of David Backer, Marian Hanson and Jennifer Storms.

Motion: J.L. Guinchard

Second: Robert Lally

Approved (7 yes; 0 no)

That the Board appoint Robert Lally as the Chair.

Motion: J.L. Guinchard  
Second: Ross Flemer  
Approved (7 yes, 0 no)

Note: Scott Shipley continued to Chair the meeting after the appointment of Robert Lally as new Chair.

#### **6. Item #1a-2011: Conflicting Bylaw Language Regarding the Resignation of the Chair**

Upon motion, second and discussion, the Board approves the following:

To strike the language in section 7.12 that states that the chair shall submit his resignation to the CEO and maintain the language in Section 8.5 that states that the chair shall submit his resignation to the Board of Directors.

Motion: J.L. Guinchard  
Second: Robert Lally.  
Approved (7 yes, 0 no)

#### **Section 7.12 Resignation, Removal and Vacancies**

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any director shall resign at any time by giving written notice to the Chair of USA CANOE/KAYAK. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director who fails to participate in more than two (2) consecutive meetings during the course of one twelve-month period in person shall be automatically removed from the Board, unless the Director has good cause for missing the meetings and 2/3rds of the Board vote to retain such Director. Directors shall also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the directors to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). .

#### **7. Item #2-2011: Proposed Changes to Slalom and Sprint Governance Composition – Scott Shipley**

Upon motion, second and discussion, the Board approves the following:

That the Board dismiss Item #2-2011.

Motion: Robert Lally  
Second: J.L. Guinchard  
Motion Approved (7 yes; 0 no)

#### **8. Item #3-2011: Section 5.4 Discussion/Clarification- Scott Shipley**

Upon motion, second and discussion, the Board approves the following:

That this item be tabled for further review by Board Member Mike Knopp, Esq. Scott Shipley and Joe Jacobi noted the need for there to be a comprehensive and cohesive Code-of-

Conduct policy that includes a standardized code-of-conduct, inquiry and adjudication process, and then a cohesive link between reprimands and actions taken at the committee level directly to the member's status at USACK. Mike Knopp will work to develop this policy and policy language for presentation at a subsequent meeting.

That the Board assigns this task to Mike Knopp for further review and the development of recommended actions.

Motion: J.L Guinchard  
Second: Peter Newton.  
Motion Approved (7 yes, 0 no)

#### **9. Item #4-2011: ACA/USACK Partnership Committee Update – Mike Knopp**

The Board was updated by members of the partnership committee on the status and pending actions. The Board was further informed to expect updates directly from Joe Jacobi and Wade Blackwood, Director of the ACA

#### **10. Item #5-2011: Audit Discussion- Jean-Louis Guinchard**

J.L Guinchard presented a summary of the findings of the audit conducted for USA C/K. J.L noted that no irregularities were found in any of the findings but that there were some concerns about the manner of record keeping. Recommendations were shared with staff.

Joe will present J.L with a copy of next year's budget both as-is, and as-desired for use in working with sponsorship opportunities.

#### **11. Item #6-2011: International Relations Committee – Peter Newton**

Upon motion, second and discussion, the Board approves the following:

That the Board study the effectiveness of the International Relations Committee and recommend actions to ensure that the USACK is best positioned to manage its International Relations in a positive manner.

Motion: J.L Guinchard  
Second: Ross Flemer  
Motion Approved: (7 yes; 0 no)

#### **12. Item #7-2011: Dragon Boat Governance – Scott Shipley**

That the Board rejects Dragon Boat USA's bylaws and request they submit a redrafted version of these bylaws by Nov. 1.

Motion: Robert Lally  
Second: J.L Guinchard  
Motion Approved (7 yes, 0 no)

That the Board require Dragon Boat USA's communications to its members be forwarded to USACK for posting to the website and distribution to its members.

Motion: J.L Guinchard  
Second: Robert Lally  
Motion Approved (7 yes, 0 no).

### **Lunch/Update from Joe and Mike on USOC opportunities**

#### **13. Issue #8-2011: Discussion with Ludus Tours regarding opportunities for USA Canoe/Kayak**

Ludos Tours provided a summary of their company's capabilities and of possible partnership opportunities within the Canoe/Kayak family.

#### **14. Issue #10-2011: Discussion of Sprint Related and Other Issues – Open to Board Members**

- Sponsorship
- Sprint High Performance Plan- Discussion of having a Sprint representative in the process
- Roles and Responsibilities of different committees to USA Canoe/Kayak Board and staff members
- Sprint National Team coach and funding

Discussion with Sprint Committee chair Connie Hagler, regarding the need for the board to work closely with the committees and to focus on transparency, communications and trust. Connie further cited these needs specifically with regards to strategies and objectives such that the message can be apparent at all levels of the effort.

### **Adjournment of Board of Directors Meeting**

### **Open Annual Meeting**