

## U.S. SKI & SNOWBOARD BOARD OF DIRECTORS' MEETING MINUTES

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Wednesday, September 18, 2019, 10:00 a.m. – 12:00 p.m.  
Teleconference Dial In: 877-309-2073; Access Code: 913 847 365

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**Meeting Chairman:** Kipp Nelson

**Board Members Present:** Eric Resnick, Liz Arky, Rosie Brennan, Tricia Byrnes, Kenneth Graham, Cami Thompson Graves, Lisa Kosglow, Darryl Landstrom, Martina Lussi, Andy McLane, Dylan Omlin, Chris Seemann, Tiger Shaw, Steve Strandberg, Tom Wallisch, Tom Yaps, and Bryan Fletcher

**Ex-Officio Board Members Present:** Dexter Paine, Holly Brooks, and Hank Tauber

**Board Members Excused:** Heather McPhie Watanabe, Warner Nickerson, Andy Wirth, Nick Sargent, Kelly Pawlak, and Bill Marolt

**Management Team Present:** Brooke McAfee, Trisha Worthington, Andy McKeon, Michael O'Connor, Troy Taylor, Alison Pitt, Nicole Kendrick, Jesse Hunt, Jeff Weinman, Sheryl Barnes, Julie Glusker, Victoria Brown, Gareth Traynor

**Additional Attendees:** Suzette Cantin, Frankki Bevins, and Charlotte Moats

### 1. **Chairman Calls the Meeting to Order**

Mr. Nelson called the meeting to order at 10:05 a.m., mountain time.

### 2. **Roll Call & Establishment of Quorum: Alison Pitt**

Ms. Pitt made a roll call and noted that a quorum was present.

### 3. **Approval of Board Meeting Minutes from May 18, 2019: Alison Pitt**

Ms. Kosglow moved, and Mr. Strandberg seconded the motion to approve the meeting minutes from May 18, 2019. There was no comment and the motion passed unanimously.

### 4. **Nomination and Governance Committee Report: Lisa Kosglow / Steve Strandberg**

Ms. Kosglow reported on the actions of the Nomination and Governance Committee. Mr. Resnick moved from the Nomination and Governance Committee to the Finance Committee. Ms. Kosglow thanked him for his service. Ms. Kosglow and Mr. Strandberg are now co-chairs of the Nomination and Governance Committee and Mr. Nelson removed himself as a voting member of the Committee. Additionally, Ms. Arky was named by Mr. Nelson to the committee.

Ms. Kosglow reported on the Committee's recommendation and nomination of Ms. Frankki Bevins for election for a four-year term (at-large) to the Board. Ms. Kosglow mentioned that the Board met Frankki at our May meeting and that the Committee feels that Ms. Bevins is in a unique position to provide support to the organization on the athlete project.

Ms. Kosglow also reported that Mr. Noah Hoffman, a cross country athlete, has been nominated to be on the Ethics Committee.

Ms. Kosglow asked if there were any questions or comments.

***Mr. Landstrom moved, and Ms. Lussi seconded the nomination of Ms. Frankki Bevins to the Board for a four-year term. Ms. Bevins was elected by acclamation for a four-year term.***

***Mr. Fletcher moved, and Ms. Brooks seconded the nomination of Mr. Hoffman to the Ethics Committee for a two-year term. Mr. Hoffman was elected by acclamation for a two-year term.***

**5. Bylaw Amendment: Alison Pitt**

Ms. Pitt reported that amendments were proposed to the bylaws to make updates for the name change by the USOPC. There were no questions or comments. ***Mr. Graham moved, and Mr. Landstrom seconded approval of the amendments of the Bylaws as presented. The motion passed unanimously.***

**6. Code of Conduct Amendments: Alison Pitt**

Ms. Pitt reported that changes were proposed to the Code of Conduct to prohibit the use of nicotine by minors and to update the core values and references to the USOPC. Mr. Resnick mentioned that the prohibition should include all uses of nicotine by minors including cigarettes, chewing tobacco, vaping, gum, and patches. Mr. Nelson, Mr. Landstrom, and Mr. Fletcher agreed with the change.

Mr. Landstrom moved, and Mr. Resnick seconded approval of the amendments of the Code of Conduct. The motion passed unanimously.

**7. U.S. Ski & Snowboard Chairman's Report: Kipp Nelson**

Mr. Nelson reported on the progress since the May meeting. Mr. Nelson discussed Mr. Shaw's master plan and its key objectives and believes that it is a good road map. Mr. Shaw has adopted OKRs (objectives and key results) for measurement of progress. Mr. Nelson mentioned that the two main priorities with the athlete project revolve around the athlete experience and financial performance. Mr. Nelson discussed athlete funding, increased focus on content creation for athletes and sponsors, end-to-end mentoring, coach's education, communication—all to improve the athlete experience.

On financial performance, Mr. Nelson mentioned that Mr. Shaw and Ms. Worthington would provide further details on revenue from corporate sponsorship this quarter as well as trustee gifts. Mr. Nelson discussed expanding the Trustee board for growth and to support mentoring relationships. There are new candidates that are interested in joining. Mr. Nelson also mentioned the corporate sponsorships that include funding going directly to the athletes. Additionally, Mr. Nelson mentioned the major organizational development with the two new hires to directly respond to the athlete project: digital marketing effort and corporate sponsorship. Mr. Nelson introduced Mr. Andy McKeon and Mr. Michael O'Connor. Both have previously assisted the organization, but the new hires and reorganization should be effective for corporate sponsorship and digital marketing and the events department will report to Ms. McAfee.

Mr. Nelson provided background on the committees. The mission of the Finance Committee has changed to be forward looking—are we spending money in the most effective way supporting athletes and how can we be most effective generating revenue? The Compensation Committee was expanded to have a Culture Subcommittee. Mr. Graham will chair the Compensation Committee to align compensation for the whole organization with our philosophy. Mr. Nickerson is driving the culture process. This sub-committee is not formed yet, it will be comprised of members of all sports.

Mr. Nelson commented on governance and communications. Mr. Nelson would like open communication. Mr. Nelson prefers in person meetings for better engagement. The other option is

video conferencing. For the March meeting, Mr. Nelson requests that Board members join in person.

Mr. Nelson's final comments were on continuing to use the best external resources available. Mr. Resnick made a connection to Jack Jeffries to consult with the executive team. In addition, Mr. Graham made an introduction to Northwestern University to target and research potential sponsors. Mr. McKeon has hired a consultant to assist with digital marketing strategy.

Mr. Nelson and Mr. Shaw further discussed the event director reporting to Ms. McAfee. Mr. Nelson felt that this would provide better financial oversight. Ms. McAfee mentioned that it is a collaborative process with the team. Mr. Resnick mentioned that he thought the financial oversight will be helpful. Mr. Seemann mentioned that the prioritizing of some events has had an impact on some of the disciplines of sports.

Mr. Yaps mentioned that the marketing team will need assets to sell at our various events. Ms. McAfee noted the importance of our core events for the marketing team and meeting our sponsorship revenue targets. Key members of the executive team review and plan the events calendar over a few year term to maximize athletic impact, sponsorship revenue with attention to the costs of the event.

## **8. U.S. Ski & Snowboard Chief Executive Officer's Report: Gale "Tiger" Shaw**

Mr. Shaw stated that the state of the organization was the primary focus of today's meeting. Mr. Shaw said that we have been pivoting our organization this summer. Mr. Shaw said that we needed to improve and shift our culture and change in meaningful ways. Mr. Shaw flattened the organization and took the most important and actionable key items from the athlete project report and developed actions plans for marketing, digital, sales, foundation, and athlete initiatives. They are well-organized. Mr. Shaw thanked his sport directors and high performance leaders.

Mr. Shaw said that the feedback from the athlete project is to change. The OKR system is a process and framework with short- and long term-goals. The implementation deadline is October. The master plan provides our short-term roadmap. It will be updated and provided to the Board.

Mr. Shaw discussed the reorganization in response to the report in May. Mr. Shaw introduced Mr. McKeon. Mr. McKeon introduced himself and provided his focus on three main areas: 1) the athlete experience (capturing better stories, empowering athletes, and better distribution of our content), 2) drive value and revenue for existing partners and attracting and onboarding new partners, and 3) improving digital content and distribution.

Mr. Shaw mentioned that growing our sales is also part of the athlete project. Mr. Shaw introduced Michael O'Connor. Mr. O'Connor introduced himself and provided his background in the Olympic movement and strategic sales plans. Mr. O'Connor indicated that there are many opportunities for sales growth and restructuring relationships to be core to our athletes. Mr. Shaw thanked Mr. McKeon and Mr. O'Connor for their comments.

Mr. Shaw asked Ms. Worthington to provide an update on the efforts of the Foundation. Ms. Worthington mentioned that the gold passes sold out in May and that the principal giving program is doing very well. Additionally, a new donor gift is funding the cross-country team through Beijing.

Mr. Nelson asked Ms. Worthington about additional gold passes. Ms. Worthington said that the NSAA provided additional passes, but the additional passes will be sold at a higher dollar amount. Ms. Worthington mentioned that her task last year was to approach donors regarding the athlete travel gap.

Mr. Shaw closed with discussing our operational excellence and the efforts made by our high performance teams and sports directors. Mr. Shaw asked for questions. There was no further discussion.

## **9. Financial Report: Brooke McAfee**

Ms. McAfee discussed the 2019 fiscal year and the first quarter of 2020 fiscal year. The audit was completed with positive results. The balance sheet had net assets increasing by \$4.4M and the operating income was \$530K. The 2019 fiscal year closed with a clean audit.

Ms. McAfee then discussed 2020 Q1, which recently closed. Ms. McAfee mentioned momentum in principal giving. On marketing, the forecast has been reduced by \$310K because of the success of the Foundation. Overall in global partnerships, we have \$6.5M contracted to date for sponsorships.

Regarding membership, Ms. McAfee reported that we are on trend to meet goal.

Additionally, the USOPC funding of \$6M is secured and will be paid quarterly with final payment received by April 2020. Ms. McAfee asked for questions. There was no further discussion.

## **10. FIS and USOPC Update: Dexter Paine**

Mr. Paine reported that last week was the USOPC assembly in Colorado Springs. There was discussion on the legislative update. Mr. Paine chairs a taskforce on changes to the Ted Stevens Act, changes to the USOPC, and the bylaws of the NGBs. Mr. Paine provided an update on the efforts. Mr. Paine mentioned that one of the legislative changes is to require \$20M funding to the Center for SafeSport. Additionally, there are additional bills for equitable pay. Mr. Paine said that all the bills are unlikely to move forward quickly.

Mr. Paine reported that the likely changes to the USOPC bylaws that will impact us will be the required 33% athlete representation on the Board (up from 20%). Mr. Paine said that we can increase the number of our board for the additional athletes. As well, the definition of athlete may also change. Mr. Paine mentioned that Ms. Brooks has been involved with him to keep the NGB and the AAC aligned.

Ms. Brooks reported that the increase to 33% athlete representation has included expanding the definition of an athlete to over 10 years. Ms. Brooks thanked Mr. Paine for his advocacy on behalf of the Olympic movement as well as the support of his chief of staff, Ms. Kiki Laino. Ms. Brooks said that they are trying to set a precedent for funding of the Center for SafeSport of \$20M/year. The concern of the NGBs is that the funding of the Center will be pushed to all of the NGBs.

A big focus is on professionalism of the athlete advocacy. Ms. Brooks also reported that the AAC wants to hire an executive director. The AAC continues its efforts for Rule 40 and Rule 50—for the ability of athletes to market their sponsors during the games as well as an athlete's ability to protest (free speech on the podium). Ms. Brooks thanked Mr. Paine for his support.

Mr. Strandberg asked if there was any clarity if the 33% athlete representation would impact the foundation board. Mr. Paine indicated it is possible that any committee, task force, board may need to have 1/3 athlete representation; however, the definition of eligible athlete will most likely expand.

Mr. Paine said that the Fall FIS meetings are in ten days in Zurich. These meetings are focused on competition schedules and rules. Our organization submitted bylaw changes in the past and we will submit the similar bylaw changes again. We are advocating for gender balance by 2020 and at least three women on the council. Additionally, Mr. Paine noted that we will also focus our proposals on succession planning and the leadership of the organization. Mr. Paine indicated that Mr. Tauber will provide background on the succession planning. Mr. Paine thanked Mr. Tauber for his support. Mr. Tauber reported on the proposed governance changes and nomination committee. Mr. Tauber continues to meet with the working group to influence the succession planning.

**11. New Business: Freestyle Sport Committee: Chris Seemann**

Mr. Nelson thanked Mr. Tauber for his report and support and asked Mr. Seemann to discuss the Freestyle Sport Committee update. Mr. Seemann provided a summary of the proposed changes to the Freestyle Sport Committee that were proposed in the Board materials.

Mr. Seemann made a motion to approve the additional development position to the Freestyle Sport Committee and the changes to the Executive Committee as presented. ***Mr. Landstrom seconded the changes as presented. The motion passed unanimously.***

**12. Short & Long Term Strategy, Planning, and Discussion: Gale “Tiger” Shaw/Brooke McAfee**

Mr. Nelson introduced the discussion of the short- and long-term strategy and planning. Mr. Shaw referenced the Master Plan documents that were distributed to the Board. Mr. Shaw reported on the pivot in the organization. The immediate focus is on what we are changing and why we are changing to create our culture. Mr. Shaw said that he is managing short-term focus and longer-term priorities.

Mr. Shaw reported that the focus has always included five goals: 1) achieving athlete excellence which includes the athlete experience; 2) growing the visibility of sports and our brand with our athletes; 3) engaging, leading and growing our communities; 4) cultivating organizational excellence; and 5) achieving financially-sustainable growth.

The short-term plan focuses on one and five (athletic excellence and financially-sustainable growth). The long-term plan has incredible detail on the upcoming five years. Mr. Shaw said that we need to ask what we need to meet our strategic goals. We must focus on where we are today and the strategies and resources that we will need to meet our longer-term goals. Mr. Shaw said that the focus will remain on keeping the focus on our goals and the athlete experience.

Mr. Shaw asked Ms. McAfee to discuss financially-sustainable growth. Regarding achieving financially-sustainable growth, Ms. McAfee said that we need to achieve this goal to successfully achieve our other goals. Ms. McAfee reported on the prior efforts in the last few years addressing our debt, improving our balance sheet and that the pivot will now focus on the athlete funding gap. Ms. McAfee said that funding from key partners like the USOPC is essential. Marketing, foundation and membership programs and meeting key targets in these areas is essential to meeting this goal.

There was general Board discussion on the strategy narrative in the Board book.

**13. Floor Open for Member Comments/Questions**

Mr. Nelson asked if there were any questions. Ms. Kosglow asked about goal five and what feedback we have from the USOPC on the funding. Mr. Shaw responded that the relationship has been primarily with him and he has additional support from his sport directors. The focus is to keep the relationship strong and Mr. Shaw has an OKR to continue to secure (and increase) the funding. The funding is committed through Beijing.

Mr. Landstrom asked about the volunteer base, he indicated that it is becoming harder to find volunteers for events. Mr. Landstrom noted that, with the online education initiative, do we see an online training module? Mr. Traynor indicated that there is a high likelihood of having the online module and the efforts have started to create the content. The goal is to achieve it within the next five years.

Mr. Shaw provided comments regarding the Safety and Security report and his meeting with the CEO of the Center for SafeSport. The impact of the changes from the Center to our NGB is minimal.

Mr. Nelson asked if Mr. McKeon could further discuss the items that he discussed earlier. Mr. McKeon said that his program is to create better stories and improve the digital distribution of this content. Mr. McKeon did this previously for a sponsor at the Olympics. He said that he will also implement measurement tools so that athletes can see the feedback on their digital content. Mr. McKeon said that the plan is to assist all athletes. The program will also include technical and onboarding training. Mr. McKeon mentioned partnerships that he is exploring, which could also provide a source of athlete funding from the sharing of content that is created.

Mr. Graham discussed nurturing the triangle between the athletes, the sponsors, and the organization and the strategic steps that are being taken going forward. He indicated that he applauded the new approach. Ms. Bevins championed the change and additional support to the athletes to build our brand.

Mr. Yaps and Mr. Nelson asked Mr. McKeon about the planned content and Mr. McKeon provided that the plan is to touch all athletes to help equip them for their content. He discussed a few partnerships that he intends to pursue and said that his focus is on better content and improved distribution. Mr. Graham mentioned that there are great opportunities to continue to create stories on athletes.

Ms. Brennan asked about a recent fundraiser and direct athlete fundraising. Ms. Worthington responded to Ms. Brennan's questions on fundraising and Mr. Shaw responded to the USOPC's funding of DAS (direct athlete support), which is used to help defray the travel costs for some athletes. It varies by athlete and teams and we are interested in it being provided in a fair and equitable way.

Mr. Graham asked Mr. Shaw about the Apollo Project (coach education and leadership) from the Master Plan. Mr. Shaw reported that it has been successful and well-received by coaches. It is important to us that coaches realize that they lead our culture on the hill and the athletes will be able to measure and provide feedback with our barometer. This will give us a better process to measure our performance and all of the teams and camps.

Mr. Resnick mentioned the focus of the organization on the Master Plan.

Mr. Nelson thanked Board members and employees for their work and focus. There were no further questions.

**14. Future U.S. Ski & Snowboard Board of Directors' Meeting Dates: Kipp Nelson**

Mr. Nelson discussed the future Board meeting dates.

November 12, 2019 (Telephonic)  
March 17, 2020, Minneapolis, MN  
May 9, 2020, Park City, UT

**15. Closing Comments & Motion to Adjourn: Kipp Nelson**

There being no further business, Mr. Nelson moved to adjourn the meeting at 12:05 p.m.

Respectfully submitted.

/s/ Alison Pitt  
Alison Pitt, Secretary of Meeting