



**National Archery Association
Board Meeting Minutes
Saturday, March 1, 2008
Chula Vista, CA**

7:00AM Breakfast at the Olympic Training Center Cafeteria

8:00AM Archery Range Tour
Meet & Greet with National Coach Kisik Lee; Rick Kramer, Resident Athlete Manager; and Resident Athletes

Attendees: Bill Corbin, Board Member
Brian Sheffler
Christine McCartney, Board Member
Darrell Pace, Board Member
Denise Parker, Board Member
Derek Davis, Board Member
Jane Johnson, Board President
Lloyd Brown, Board Member (non-voting)
Nancy Zorn, Board Member
Phyllis Shipman, Board Member
Randel Turner, Board Member
Sheri Rhodes, Board Member
Tom Green, Board Member

Brad Camp, Executive Director (E.D.)
Latoya Smith, Executive Assistant to E.D.
Terry Casey, NAA Staff

Absent: Belinda Foxworth, Board Member

Opening: Brad Camp introduced Sandra Hughes of Hughes Consulting, Inc. The meeting of the National Archery Association was subsequently turned over to Sandra Hughes.

9:30AM Final distribution of reference materials, including "Building and Institutionalizing A High Performance Board and Governance Structure – Emerging Trends and Insights in NGB Governance."

Topics of Discussion:

- Improper emails.

- Celebrating success and a strategic direction for the future

Topics of Discussion (continued):

- The Nonprofit Context – Understanding the NGB role
- USA Archery Board Evolution – Board work is a “team sport”
- Understanding the role and importance of the board/where the Executive Director “fits in”
- Conflict of Interest challenges - When the professional concerns of a board member or a staff member affect his or her ability to put the welfare of USA Archery before personal benefit, a conflict of interest exists.
- Three “Hats” for Board Members: Governance Hat, Implementation Hat and Volunteer Hat
- Individual Responsibilities vs. Collective Responsibilities
- Legal Responsibilities of a Nonprofit Board
- The “3 Duties” of the nonprofit board should be:
 1. Duty of Care,
 2. Duty of Loyalty, and
 3. Duty of Obedience
- Difference of Policy, Traditional and Governing Boards
 - a.) Strategic direction
 - b.) Board and E.D. Relationship
 - c.) Committee / Board Structure

NOTE: Add the “3 Duties” to the board manual along with Sarbanes-Oxley Act of 2002

- Board members should be mindful of their legal responsibilities

10:15- 10:30AM Break

Topics of Discussion (continued):

- Mission should be reviewed by board annually; the vision should be reviewed every decade.
- Board of Director policies and philosophy
- Board of Directors should: set policy and partnership, set a strategic direction (mission, vision and principles) and ensure financial resources (approve

sponsorship, approve budget). Promote sport and organization. Set expectations of staff performance, Hire (fire) E.D. and give E.D. annual performance reviews. Select auditor.

Conflict of Interest Discussion

- What is conflict of interest? When the professional concerns of a board member or a staff member affect his or her ability to put the welfare of USA Archery before personal benefit, a conflict of interest exists

Committee Definition vs. Task Force Appointments Discussion

- New chairman must appoint committee's task force as needed with approval of board
- Board should monitor all programs or services (not micro-manage)
- Identify, cultivate, select, orient, kick off and educate the legal, moral and group of the organization

NOTE: Board Manual additions:

- Sample of Whistleblower protection policy
- Sarbanes-Oxley Act addresses the retention and destruction of business records and documents

Noon to 1:00PM Lunch

1:00PM Conference call with Eric Parthen, NGB Programs & Services, High Performance discussion followed

1:30PM – 2:00PM

Roles and Responsibilities of the USA Archery Board Discussion

- Board should ensure accountability for each staff role
- Board should oversee E.D .and schedule a performance review
- Board should help carry out policy and procedures
- The organization should be responsible for business of the staff and/or investment risk
- A one year review should be made for: The Board as a whole and the E.D.
- E.D. should be assessed in a professional way, the board's duty is to add value and help future growth.

- The E.D. should prepare a draft consisting of 7-10 items of performance objectives, orientation, fundraising plans, staff plan and other communication.

2:00PM Break

2:15PM **Roles and Responsibilities of the USA Archery Board Discussion**
(continued)

- E.D. should draft agendas for each meeting and mail 45 days in advance
- Agenda formats were discussed
- A consent agenda was introduced to set up old business (minutes, E.D. reports, all committee reports, correspondence), followed by addressing 6-12 major issues, board development moment and wrap-up including what was accomplished, when closed session is next the E.D. and any staff leave room.

4:15 Break

4:15PM-6:00PM **Committees and Task Forces Discussion**

- Break down of committees and task forces
- Standing Committees
- How committees will operate and to whom they will report

6:00PM Dinner

7:00PM Board Chair Nominations: Sheri Rhodes, Denise Parker and Bill Corbin

- Bill Corbin elected Chairman of the Board
- Discussion: Olympic assistant coach, Don Rabska, to be reviewed by Athlete's and Kisik Lee.
- Staff to facilitate conference call in next 30 Days
- New Chairman gave re-cap of today's discussion. First task force is Board review new By-Laws (Phyllis Shipman, Lloyd Brown, Jane Johnson, Sandra Hughes and Brad Camp)
- New agenda to discuss Foundation Director's, two directors' are from the same organization need to be reviewed.
- Board Calendar-Upcoming events, conference calls and meeting have to be sent to whole board.

- Bitzenburger JOAD Bequest 2000-2001 needs to be requested by Gary Urie
office accountant

Closed Session called to order by Chairman Corbin. (CEO & staff not present)

Adjournment: Meeting was adjourned at 8:45PM by Bill Corbin. The next board meeting will be a conference call in approximately 30 days.

Minutes submitted by: Latoya Smith

Approved by: _____