

USA Archery

April 2018 Board of Directors Meeting Minutes

Saturday and Sunday, April 14-15, 2018

Chula Vista, CA

I. Welcome

Chair Julio Mazzoli opened the meeting at 8:12 am PT on Saturday, April 14, 2018 and welcomed Board members

II. Roll Call

- a. The following USA Archery Board members were present: Chair Julio Mazzoli, Mike Cullumber, Dee Falks, Brady Ellison, Rob Kaufhold, Jennifer Rottenberg, John Stover and Reo Wilde. The following Board members were excused from attendance: Bruce Cull (weather-related travel disruption) and E.G. LeBre (pre-existing conflict).
- b. The following USA Archery Staff were present: CEO Rod Menzer, Director of Finance & Operations Cindy Clark and Chief of Sport Performance Mary Emmons.
- c. Guest: Melanie Lockwood Herman, Executive Director, Nonprofit Risk Management Center.

III. Board of Directors Governance Training

Mr. Mazzoli introduced Melanie Herman, Executive Director, Nonprofit Risk Management Center. Ms. Herman provided a ½ day governance training for the Board of Directors. This training included the principles and three modes of governance, USA Archery's Mission and the Board's role, governance themes, and legal duties of Nonprofit Boards. The training concluded with a Board self-assessment exercise.

IV. Minutes

- a. Minutes from the August 2, 2017 meeting were previously distributed to the Board members for review. ***Motion was made to accept the minutes as submitted; motion was seconded and approved with all in favor.***
- b. Minutes from the September 6, 2017 Board of Directors conference call were also distributed prior to the meeting for review. Some discussion was held regarding the means of communicating with membership about the Dress Code Policy. ***Motion was made to accept the minutes as presented; motion was seconded and passed with all in favor.***
- c. Minutes from the December 7, 2017 Board of Directors meeting were distributed prior to the meeting for review. ***Motion was made to accept the minutes as presented; motion was seconded and passed with all in favor.*** Board members acknowledged the need to publish the minutes on a timelier basis. Board members agreed that future meeting minutes should be approved soon after each meeting, on a stand-alone basis if necessary, rather than waiting until following Board of Directors meeting to review and approve them. Every effort will be made to get the minutes published as quickly as possible.
- d. Chair Mazzoli added for the record that a survey was distributed to Board members in January to select the USAA representative on the National Archery Association Foundation Board. The survey resulted in the appointment of Tony O'Brien to the National Archery Association Foundation's Board of Directors.

Chair Mazzoli also added that the absence of USAA Board member Bruce Cull was excused because of weather-related travel disruptions. Fellow Board member E.G. LeBre's absence was also excused, due to a pre-existing coaching conflict he identified prior to the scheduling of the Board meeting date; Mr. LeBre nevertheless graciously agreed to the proposed meeting date as an accommodation to the other participants.

V. CEO Review

- a. **Dashboard Highlights** – CEO Menzer reviewed the Dashboard reflecting key activities of the organization.
 - i. **Memberships** – Overall memberships are flat compared to the last couple of years. A new staff position (SafeSport and Membership Services Coordinator) is being added to assist with more follow-up with lapsed memberships. Discussion was held regarding the utilization of State Associations and the movement toward using State Coordinators to grow state championship event opportunities for members.
 - ii. **Social Media** – Mr. Menzer pointed out the social media success reflected on the dashboard; these numbers provide a marketing story for sponsors. USA Archery has had success with increased and improved video content and YouTube views to date are already higher than for all of last year. Discussion was held regarding possible options that can make an additional impact on marketing and advertising.
 - iii. **Instructors/Coaches** – Around 1,200 instructors and coaches are in a “suspended” status because they have not completed all mandatory requirements. Discussion was held about these suspended certifications; USA Archery staff will send reminders to these individuals regarding what they require to become current.
- b. **Open USAA Position: Director of Sponsorship and Donor Engagement** – Mr. Menzer announced that he is working on finalizing candidates for this open position. USA Archery's grant income will be reduced after the year 2020, so this position will be needed to identify new sources of revenue.
- c. **National Events** – Arizona Cup revenue is slightly up compared to 2017. Arizona Cup and Gator Cup initiated a change in event format for 2018.
- d. **SafeSport** – Mr. Menzer reported that USA Archery staff, especially Ms. Emmons, devoted significant time responding to separate requests for information by Committees of the U.S. Senate and U.S. House of Representatives investigating USOC and NGB SafeSport issues. Mr. Menzer commended Ms. Emmons and staff for their efforts in collecting the information requested, which in some cases dated as far back as 2015. Mr. Menzer further reported on federal legislation authorizing the expansion of the purpose of the U.S. Center for SafeSport, copies of which as provided to Board members for review. The legislation includes additional requirements for youth-serving amateur sports organizations, including NGB mandatory reporting and penalties for failure to comply. Board members were also provided a copy of the USA Archery SafeSport reporting form, which will be used to report alleged incidents of bullying behavior, emotional or physical misconduct, harassment and hazing. Cases involving sexual misconduct will be handled by the U.S. Center for

SafeSport, though the Center has the option to send these cases back to the NGB. The Board discussed the publication of prior suspensions and whether a more comprehensive listing that includes expired suspensions should be provided.

- e. **Diversity & Inclusion** – The USA Archery Diversity and Inclusion Plan for 2017-2020 was provided to the Board for review, along with the USOC 2016 Diversity & Inclusion Scorecard for USA Archery. Ms. Emmons reviewed the various benchmarks contained in the scorecard.
- f. **Digital Marketing Agreement** – USA Archery has a Digital Marketing Agreement with the USOC to host the USA Archery website on the USOC platform. This agreement has allotted USA Archery \$75,000 funding per year based upon visits to the website. Before the last agreement expired at the end of 2016, the Board had requested that the CEO obtain an extension through the end of 2018 to allow time to evaluate whether moving off the platform made sense for the organization. USOC granted this extension. Mr. Menzer stated that moving from the USOC platform and paying for the development of a USA Archery platform would enable USA Archery to provide live streaming of events on the site and collect various sponsorships to support his effort. Mr. Menzer presented that there would be some financial risk but anticipates that this transition to a new format would help to increase member satisfaction. *Motion was made to leave the USOC platform in 2019 and to build USA Archery's new website; Motion was seconded and passed with one member voting against.*

VI. 2018 Financial Review

- a. **2017 Board member payments and budget reports** – Ms. Clark reviewed USA Archery financial reports beginning with the 2017 Board of Directors payments and the 2017 P&L Budget versus actual reports. These reports and budget variance notes were provided to the Board members prior to the meeting for review. USAA ended 2017 with net income of \$138,698, which was above budget, mainly because of investment gains attributable to favorable market conditions.
- b. **2017 Audited Financials** – Ms. Clark reported the audited financials had been presented by the independent audit firm at the Spring meeting in prior years, but the timing of this year's meeting did not work well being held the last couple of days before a tax deadline. Ms. Clark noted that Jill Goodwin, a partner at USAA's independent audit firm, informed Ms. Clark during a recent phone conversation that the 2017 audit report for USAA represented a clean audit with no adjustments or management recommendations. Ms. Clark provided the draft 2017 Statement of Financial Position (Balance Sheet) as of December 2017 and the profit and loss compared to prior year through December 31, 2017. The final audited financials will only vary slightly because of rounding issues. Ms. Clark will coordinate a meeting between the USAA Audit Committee and Jill Goodwin to review the audited financials. A follow-up conference call will be scheduled to present the audited financial statements to the full Board of Directors. The fourth quarter 2017 U.S. Olympic Endowment Investment Performance Analysis was provided to the Board members prior to the meeting for review.
- c. **2018 Year to Date reports** – Ms. Clark reviewed the 2018 balance sheet and Profit & Loss statements compared to prior year through February 28, 2018, along

with variance notes, which were provided to the Board members prior to the meeting. Ms. Clark reported that the \$2,676,619 ending liabilities and equity balance as of February 23, 2018 represented an increase of \$365,971 compared to prior year. This is partially resulting from an increase in retained earnings, but largely because of timing of recognizing grant revenue between 2016 and 2017.

VII. Bylaws/Updates

A summary of proposed Bylaws edits was provided prior to the meeting for Board members to review. Ms. Clark went over the suggested edits for Board member and Athlete Advisory Committee elections, candidate and voter qualifications and the Para AAC member tenure. Ms. Clark noted that most of these proposed changes were in furtherance to previous Board discussion and some were made to assure that USAA Bylaws were aligned with NGB requirements stated in USOC Bylaws. Ms. Emmons reviewed the proposed edits adding SafeSport language submitted to ensure compliance with SafeSport policies of the USOC and U.S. Center for SafeSport.

Motion was made to approve the Updated Bylaws to include Board suggested edits; motion was seconded and passed with all in favor.

VIII. Adjournment of Meeting

Mr. Mazzoli adjourned the meeting for the day at 6:48pm.

IX. Meeting Called to Order

Mr. Mazzoli called the Board meeting back to order at 8:00am PT on Sunday, April 15, 2018.

X. Policy Updates

- a. Code of Conduct** – Ms. Emmons reviewed the suggested changes to the Code of Conduct policies, which sets background screening to a minimum of every two years and updated the categories of individuals who are subject to background screening and SafeSport training. Additional information for SafeSport reporting was added to direct reports to either the U.S. Center for SafeSport or to USAA, and the filing fee was further clarified.
- b. Service Animal Policy** – Mr. Menzer reviewed the suggested Service Animal Policy, which defines the differences between emotional support animals and service animals. Emotional support animals are not permitted on the field of competition. The policy lists the specific rules related to service animals and states that the service animal must be under control.
- c. Travel Policy Update** – Ms. Clark reviewed the changes suggested for the updated travel policy provided earlier to the Board members for review. Suggested updates to the policy include:
 - i.** Bringing the policy up to date with current airline pricing, allowing the purchase of fares exclusive of non-refundable, non-changeable economy fares;
 - ii.** The requirement for motor vehicle reports for drivers of rental vehicles on USA Archery business;
 - iii.** Reference to the new USAA company car policy for those driving a vehicle owned by USA Archery (Easton Foundations recently donated a van to USA Archery);
 - iv.** References added to the athlete and contractor travel stipends; and

- v. Updated timeliness of expense reports. Upgrades for priority boarding and check-in will not be reimbursed. Any upgraded seating will only be allowable if pre-approved by staff designated to coordinate the travel; otherwise this expense will not be reimbursed.
- d. ***Motion was made to approve the Code of Conduct, Service Animal and Travel policies as presented; motion was seconded and passed with all in favor.***

XI. Selection Procedures

- a. Ms. Emmons provided the Board selection procedures for review:
 - i. Para National Ranking System 101;
 - ii. Para World Championships Selection Procedures;
 - iii. World Archery Qualification System for Tokyo 2020; and
 - iv. International Paralympic Committee System for Tokyo 2020
- b. ***Motion was made to accept the Para National Ranking System 101 and Para World Championships selection procedures; motion was seconded and passed with all in favor.***

XII. Committees

Mr. Menzer reviewed the progress made structuring USAA Committees as shown on the Committee Summary.

- a. **Ethics Committee** – Four of the five committee members ended their terms at the close of 2017. Each of these four have agreed to serve an additional term on the committee.
- b. **Nominating and Governance (N&G) Committee** – The Board appointed Bob Pian to serve as an independent member of the Committee and Mr. Pian has agreed to serve. Mr. Ellison announced that the USAA Athlete Advisory Committee has appointed Braden Gellenthien as the athlete representative on the N&G Committee.
- c. **Audit Committee** – Mr. Ellison agreed to serve on the Audit Committee.
- d. **Athletes Advisory Council (AAC)** – Discussion was held about the new Bylaws requirements for recurve and compound athletes on the Council. The Board consensus was to request that the AAC provide a proposal on how best to bring the balance to the AAC.
- e. **Collegiate Archery Program Committee Report** – The Collegiate Committee program report was provided for Board review.

XIII. High Performance Program Updates

Ms. Emmons provided a 2018 Tactical Plan Update as related to High Performance and Program Development.

XIV. National Events

- a. **Indoor National Categories** – Providing the National Event Program Policy as a reference for the Board, Mr. Menzer submitted the National Indoor Category recommendations to remove Crossbow and Compound Fingers from National Indoor. ***Motion was made to drop Compound Fingers Master Male and Compound Fingers Master Female from the National Indoor program; motion was seconded and passed with all in favor. Motion was made to drop Crossbow Senior Male and Crossbow Senior Female from the National Indoor program; motion was seconded and passed with 7 votes in favor and 1 vote opposed.***

- b. Outdoor Compound Event Distance Surveys** – Ms. Emmons led the Board members through the outdoor compound event distance survey results: 1) Compound Bowman survey results, 2) Compound Cub survey results, 3) Compound Bowman and Cub results as completed by club leaders, and 4) Compound Bowman and Cub results as completed by State leaders. After careful consideration of the survey results and feedback, the Board consensus was to leave the Compound Cub and Bowman distances as they are and to publish the survey results.

XV. Executive Session

Mr. Mazzoli called the Board meeting into Executive Session at 9:23am PT.

XVI. Meeting Called to Order

Mr. Mazzoli called the meeting back to order at 10:39am PT.

XVII. Other Business

- a. Dress Code** – Discussion was held about the current USA Archery dress code. A revised draft of the dress code will be prepared for the Board members to consider at the next Board meeting.
- b. Next Board Meeting** – Discussion was held about the best dates to hold the next in-person Board of Directors meeting. A survey will be distributed to gather the best dates for meeting during the 4th quarter of 2018.

XVIII. Adjournment of Meeting

Mr. Mazzoli adjourned the meeting at 11:00am PT.

Minutes were approved by the USA Archery Board of Directors on June 13, 2018