

USA Archery
December 2019 Board of Directors
Meeting Minutes

Saturday and Sunday, December 7-8,
2019
Salt Lake City, UT

I. Welcome

Chair Julio Mazzoli opened the meeting at 8:05 a.m. M.T. on Saturday, December 7, 2019, welcomed Board members and congratulated newly re-elected Board members Mike Cullumber, Rob Kaufhold, Jennifer Rottenberg and John Stover.

II. Roll Call

The following USA Archery Board members were present: Chair Julio Mazzoli, Bruce Cull, Mike Cullumber, Brady Ellison (via phone), Dee Falks, Rob Kaufhold, E. G. LeBre, Jennifer Rottenberg, John Stover and Reo Wilde.

The following USA Archery Staff/Guests were present: CEO, Rod Menzer, Director of Finance & Operations, Cindy Clark and Chief of Sport Performance and Organizational Development, Mary Emmons, and Guest Greg Easton, Easton Sports Development Foundation.

III. Future Meeting Dates

Chair Mazzoli led the Directors through the selection of future meeting dates:

- 2021 – 2028 Strategic Plan: September 30 through October 1st or 2nd. Location: Colorado Springs, CO.
- Spring 2020 Board Meeting: March 7-8, 2020; Location: Salt Lake City, UT; and
- Fall 2020 Board Meeting: Tentative date December 5-6, 2020; Location TBD.

IV. Minutes, October 8, 2019 Conference Call

Draft minutes of the October 8, 2019 Board Conference Call were distributed prior to the Board meeting for review. Motion was made to accept the minutes with a correction noted of the attendance of a Board member. Motion was seconded and passed with all in favor.

V. Conflict of Interest Discussion/Disclosures

Chair Mazzoli led the Board Members in a discussion on how they can do a better job identifying any conflict of interest they may have. Newly revised forms have been developed modeled on the USOPC policy and form. It was noted that USA Archery Board meeting minutes should reflect when Directors are declaring a conflict and recusing themselves from a vote. The Board member should disclose a potential conflict at the start of the meeting and the Board members should allow/disallow voting based upon the disclosure. Staff disclosures will go to CEO Rod Menzer (or designated supervisor) for review and Board of Directors disclosures will go to the Ethics Committee for review. It was stressed that thorough disclosures are important. A link to a Dropbox folder was provided prior to the meeting which allows Board members to access Board member disclosures. As the Board members progress through the agenda it is the obligation of each Board member to identify potential conflict with an agenda item based upon personal benefit.

VI. Executive Session

Chair Mazzoli called the meeting into Executive Session at 9:10a.m. during which guest Greg Easton addressed the Board of Directors. The meeting was called back into session at 9:45 a.m.

VII. Executive Session-

Members went back into Executive Session for further discussion at 9:50a.m. which concluded at 10:00 a.m.

VIII. Election of Board Chair

Motion was made to nominate Julio Mazzoli to serve for a second term as Chair of the Board of Directors; Motion was seconded, and Mr. Mazzoli was elected with all in favor.

IX. Organization Review

- a) ***Dashboard-*** CEO Menzer reported on the key metrics of the organization noting that memberships overall were up 10% and, although requirements for clubs have increased, club memberships have grown another 10% from 2018. Also noted was the additional requirements for coach credentialing when looking at the numbers of instructors and coaches. Discussion was held regarding setting goals to build a quality pipeline of instructors and coaches. CEO Menzer reported that participation in Target Championships was up 4% while National Events participation was up across the board. Updates to Indoor Collegiate were announced including a Collegiate Indoor Finals. Also noted was that the press release following World Championships had a huge following and that the high-performance team earned 52 medals in 2019. Ms. Emmons informed the Board members that phase 2 of USA Archery's website launched activating a new login feature @ usarchery.org. A demonstration of the single sign on feature followed. The membership dashboard will display various resources for Athletes, Judges, Coaches and Clubs.
- b) ***Tactical Plan-*** The 2020 Tactical Plan was provided to Board member review prior to the meeting. CEO Menzer noted that this tactical plan flowed from the Strategic Plan for 2017-2020. The Strategic plan for 2021-2028 will be developed during the September October Strategic Planning session.
- c) ***2019 NGB Compliance Checklist-*** Board members were provided the 2019 NGB Compliance Checklist showing full USA Archery compliance.
- d) ***USOPC Audit Draft-*** Board members were provided a copy of the USOPC audit draft for review. Board members were informed that the USOPC will be moving toward formal certification of NGBs. The additional compliance requirements could be budget impacting.

X. 2019 Financial Review/Policy Updates

(Including 3rd Quarter United States Olympic Endowment fund report provided to Board members.)

- a) ***2019 Year to Date reports-*** The 2019 Balance sheet and Profit & Loss statements compared to prior year through October 31, 2019 were provided along with variance notes to the Board members prior to the meeting. Ms. Clark reported that the \$2,939,335 ending liabilities and equity balance as of October 31, 2019 represented an increase of \$54,415 compared to October 2018. The 2019 Budget vs Actual report was also provided to the Board along accompanied by variance notes.

- b) ***Employee Handbook /Document Retention Policy Updates-*** Edits to the USA Archery Employee Handbook and the Document Retention Policy were provided to the Board members prior to the meeting for review. The request was made to also add the prohibiting of the use of e-cigarettes (vaping). ***Motion was made to approve both the revised Employee Handbook including the addition of prohibiting vaping and the submitted document retention policy. Motion was seconded and passed with all in favor.***

XI. Executive Session

The meeting was called into executive session at 1:00 p.m. M.T. and back in session at 1:20 p.m. M.T.

XII. 2020 Budget

Board members were provided a copy of the 2020 budget draft along with budget notes and a slide breaking the revenue out by source and expenses out by activity. Discussion was held considering the increase of some membership dues with additional costs related to compliance screenings and member benefits. Discussion was held about other various costs.

XIII. Event Bid Process

Discussion was held about events and the bid process to host an event. CEO Menzer will create a task force to look at how bids are collected and how events are chosen. The task force will consist of at least 3 Board members. Mike Cullumber, Reo Wilde and Dee Falks volunteered to be part of the task force.

XIV. Executive Session

Chair Mazzoli called the meeting into executive session at 2:23 p.m. M.T. and called the meeting back into session at 2:35 p.m. M.T.

XV. 2020 Budget, Cont.

Discussion about potential membership rate increases continued. Ms. Clark also presented a budget discussion item regarding sales tax liability and whether to budget for the assistance of a sales tax attorney. ***Motion was made to accept the 2020 budget as presented with additional discussed program increases and to add the cost of contracting with a sales tax attorney to provide a matrix of requirements for the 46 states that charge sales tax. Conflict of interest was discussed, and it was decided that no one person would need to recuse themselves from the vote. Motion was seconded and passed with all in favor. Future budget reports will include the projected changes.***

XVI. Bylaws Updates

- a) ***Article V-*** Edits remove ASA from Partner Association members and adds a category of Free memberships to be used for Volunteer, Media, and Vendors needing to obtain a range pass to be on the field of play. This membership allows them access to SafeSport training. Changes also include a free one-year memberships for S3DA, OAS and NASP members who have never been a member of USA Archery.
- b) ***Article VII.2-*** Adds responsibility of the Board to develop a review process for conflict of interest forms and timelines for the Ethics Committee to follow.
- c) ***Article VII.4 –*** Proposed changes to expand the composition of the BOD. Discussion was made about the timing and how much to expand the Board. This decision was tabled for further consideration.

- d) **Article IX- Standing Committees-** Clarifies (other than the Nominations and Governance Committee) the right of the Board to designate or remove a Committee Chair. Also corrects that designation of committee members will be made as terms expire.
- e) **Article XI-**Edits regarding selection of a Para seat on the Board of Directors.
Motion was made to approve the Bylaws changes as written excluding those deferred for future consideration (Article VII.4 and Article XI); Motion was seconded and passed with all in favor.

XVII. Policy Updates

Ms Emmons provided updated policies for 1) USA Archery Code of Conduct; 2) Code of Ethics; and 3) updated Athlete and Non-Athlete pledge forms. The Athlete and Non-Athlete pledges contain references to the Conflict of Interest policy and Code of Conduct.
Motion was made to accept the Code of Ethics policy which adds a bullet to reference the Code of Conduct; Motion was seconded and passed with all in favor. A second motion was made to accept the changes to the updated Athlete and Non-Athlete pledge forms as presented; Motion was seconded and passed with all in favor.

XVIII. Policy Updates, Cont.

- a) **International Event Participation Policy-**A draft of the International Event Participation Policy was provided for review prior to the meeting. ***Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.***
- b) **Policy for Missing a Required USAT Event-** Following review and discussion a ***motion was made to accept the policy with the change from a personal contact e-mail to highperformance@usarchery.org; motion was seconded and passed with all in favor.***
- c) **Para Athlete Support Programs-** The Para Athlete support draft policy was provided for review and discussion. This policy defines the support services available for the Para athlete as well the requirements for this support. ***Motion was made to accept the policy; motion was seconded and passed with all in favor.***
- d) **Athlete Support Programs-** The Athlete Support Programs defines the eligibility guidelines for Direct Athlete Support eligible to recurve athletes as well as Direct Athlete Support provided by USA Archery to eligible United States Archery Team (USAT) members. ***Motion was made to accept the policy as written; motion was seconded and passed. Board member Reo Wilde (Compound Athlete) abstained from the vote.***
- e) **Personal Coach Policy** – The task force approved policy was presented for Board approval which included the personal coach request form. Discussion followed regarding revisions needed. Motion was made to accept the policy with required changes; motion was seconded and passed. Board members Dee Falks and Rob Kaufhold, who also serve as personal coaches, abstained.

XIX. Executive Session-

Chair Mazzoli called the meeting into Executive Session at 5:00p.m. to conduct the CEO annual review.

XX. Adjournment of Meeting

Chair Mazzoli adjourned the meeting for the day at 6:00 p.m.

XXI. Meeting Called to Order

Mr. Mazzoli called the Board meeting back to order at 8:01 a.m. M.T. on Sunday,

December 8, 2019. Board members Brady Ellison and Rob Kaufhold participated via conference call.

XXII. Old Business

Chair Mazzoli led the Board members through re-visiting the make-up of the Board of Directors. Options were discussed included adding more athletes to the Board and about the benefit of adding independents including the opportunity of connections to outside networks. The topic of discussion was tabled for future consideration.

XXIII. Code of Conduct-

Ms. Emmons provided a draft policy which includes language to reflect Center for SafeSport and the USOPC new background screening policy. Ms. Emmons informed the Board members that criteria changes must be implemented by 12/31/19 which requires an amended contract with USA Archery's third-party background screening contractor. The cost of the background screening will rise as a result. USOPC guidelines will be shared with the Board of Justice. The request was made to add a process to appeal the background screening and a timeline for review. *Motion was made to accept with this addition; motion was seconded and passed with all in favor.*

XXIV. Selection Procedures

Drafts of selection procedures were provided to the Board members prior to the meeting.

- a) *Olympic Staff Selection Procedures-* Updates were made to reflect the global USOPC update to the Statements of Performance Support (SOPS). *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- b) *NRS 101-* Changes were made to the policy to reflect changes to the World Archery requirements. It was recommended the International event bonus points be reduced by ½ and World Cup Final points be modified to include -1 point for top 3 finishers only. Potential conflict of interest was discussed before a motion was made and it was decided that there was not a personal benefit to any so all should vote. *Motion was made to accept the policy to reflect the discussed changes; motion was seconded and passed with all in favor.*
- c) *Para NRS 101-* Policy updates included a change to the non-citizen language to match World Archery's policy. *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- d) *World Archery Field Championships-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- e) *Outdoor World Cup-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- f) *World University Games-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- g) *USAT-* *Motion was made to accept the policy with proposed revision to the qualification process; motion was seconded and passed. Board member Kaufhold was opposed.*

XXV. Committee Summary Review

- a) *Audit Committee-* Following review of the vacancies on the Committee, motion was made to replace Julio Mazzoli as the termed-out Chair with John Stover and add independent director Jennifer Rottenberg to the Committee; motion was seconded and passed with all in favor.
- b) *Nominating and Governance Committee (N&GC)-* The N&GC provided notes from

the 2019 election to the Board for review.

c) ***Ethics Committee-*** Board members reviewed the 2020 vacancies on the Ethics Committee and discussed several possible candidates. Andy Neville was contacted live during the meeting and agreed to serve on the Committee. Holly Stover was also contacted live during the meeting and indicated that she was willing to serve. ***Motion was made to appoint Andy Neville and Holly Stover to the Committee; motion was seconded and passed. Board member John Stover abstained from the vote. Motion was then made to appoint Andy Neville as Chair of the Ethics Committee; motion was seconded and passed with all in favor.*** Collin Klimitchek was then contacted live to see if he would be willing to serve as the athlete member on the Ethics Committee.

Following Collin's consent, the ***motion was made to accept the addition of Collin to the Ethics Committee; motion was seconded and passed with all in favor.***

d) ***Officials and Rules Committee-*** Board consensus was to change the title of the Officials and Rules Committee to Official and Rules Advisory Council to differentiate it from Standing Committees. ***Motion was made to approve the slate of recommended Advisory Council candidates, Kristy Wapniarski, Jennifer Laux, Andy Neville and Erin Mickelberry; motion was seconded and passed. Board member Mike Cullumber abstained from the vote.***

e) ***National Archery Association Foundation-*** Board member Rob Kaufhold provided a report on Foundation activities. The Board noted that four members on the Foundation Board will expire at the end of 2019. ***Motion was made to accept continued terms for Greg Easton, Robert Pian, Tom Stevenson and Karen Griffin; motion was seconded and passed with all in favor.***

f) ***Para Athlete Advisory Council-*** It was noted that the terms of the recurve athletes were changed to two consecutive two-year terms to implement staggering of terms.

XXVI. IT Update

Board members were provided a copy of an urgent USOPC e-mail indicating that the number of cyber-attacks against organizations in the Olympic movement ahead of the upcoming Olympic and Paralympic Games in Tokyo were expected to increase. The USOPC Cyber Security and Security teams have been in contact with the FBI and Department of Homeland Security regarding recent attacks against NGB's. Ms. Clark reported that the organization will be utilizing its IT contractor to implement recommendations of dual authentication and employee training on internet security.

XXVII. New Business/Open Discussion

Discussion was held regarding coach selection for the International Team Staff.

XXVIII. Adjournment of Meeting

Mr. Mazzoli adjourned the meeting at 11:47 a.m. M.T.

Minutes were approved by the Board of Directors on March 7, 2020