

USA Archery
March 2021 Board of Directors
Meeting Minutes
Saturday, March 20, 2021
Zoom Call

I. Welcome

Chair Julio Mazzoli opened the meeting at 8:06 a.m. M.T. on Saturday, March 20, 2021 and welcomed Board members.

II. Roll Call

The following USA Archery Board members were present: Chair Julio Mazzoli, Lia Coryell, Mike Cullumber, Dee Falks, Rob Kaufhold, E.G. LeBre, and John Stover. Chair Mazzoli informed the Board that Jennifer Rottenberg identified a work conflict during the scheduling of the meeting and her absence is excused. Additionally, Directors Cull and Pearce are attending the meeting as the overlapping National Indoor competition schedule permits.

The following USA Archery staff/guests were present: CEO Rod Menzer, Director of Finance and Operations Cindy Clark, Chief of Sport Performance and Organizational Development Mary Emmons, and guest USAA Ethics Committee Chair Andy Neville. Melanie Herman from the Non-Profit Risk Management Center was present to provide the training on governance.

III. Conflict of Interest Discussion/Disclosures

Chair Mazzoli reminded the Board members to identify any potential conflicts of interest they may have up front of the agenda item. Director Kaufhold announced that as a parent of a minor elite athlete he will abstain from voting on any agenda items that would potentially affect his daughter.

IV. Board Meeting Minutes

The minutes of the February 10th and February 25th Board conference calls were distributed to the Board members prior to the meeting. Chair Mazzoli subsequently distributed some redline edits to the distributed minutes.

Motion was made to accept the February 10 and February 25 Board conference call minutes as edited by Mr. Mazzoli. Motion was seconded and passed.

V. E-mail Vote Review

The results of Board of Director voting via e-mail conducted following the December 2020 Board of Directors meeting were reviewed.

As per the organization Bylaws, failure to respond by the time stated in the notice has the same effect as abstaining in writing by the time stated in the notice.

- a) **January 20, 2021:** Approval of PPP second draw loan application: Passed.
- b) **March 10, 2021:** Approval of providing up to \$20,000 for pre-Trials COVID testing for staff and athletes - 6 yes, 2 no (solely for exploring alternative funding sources first), 2 abstained (Directors Kaufhold and Coryell).

VI. Board Training- Board Duties and Ethics

CEO Rod Menzer introduced Melanie Herman, Nonprofit Risk Management Center and prefaced the training emphasizing the importance of this required training on governance duties of the Board and ethics, compliance, and conflicts of interest. Ms. Herman then conducted the training.

VII. Organization Review

CEO Menzer acknowledged the trending balance sheet Ms. Herman mentioned as a possible useful tool for Board member assessment of the financial standing of the organization. Staff will talk to the Audit Committee to research and make recommendations for what information should be provided to the Board. Discussion was held about how much detail should be included for specific programs.

a) ***Dashboard*** - CEO Menzer reported on the key metrics of the organization: **1)**

Membership- Collegiate individual memberships were hit especially hard as there were not enough active teams in some regions to hold events. Some restrictions have loosened to allow training, but most colleges are not allowing travel to events. Memberships for ages 24 and below has suffered the biggest drop. As things open up Mr. Menzer is hopeful that these numbers will increase and that there will be an additional bump in members around the Olympic Games; **2) Instructors and Coaches-** Level 1 Instructor and Coach certifications are down but once camps open up this summer, he is hopeful that these numbers will increase; **3) Events**- Participation in events is reduced but those who were able to participate were happy for the opportunity to compete safely. The revised Indoor Nationals format enabled athletes to participate within their own state (every state has different restrictions). When the organization returns to the former Indoor Nationals format there may be a couple of new locations added and hopefully lead to expanding state events; **4) Marketing/Social Media**- While overall web page views were down, Facebook followers were slightly up; **5) High Performance**- USA Archery athletes performed very well in the virtual World Archery Indoor Championship event winning 10 medals. USA Archery expects solid teams participating in both the Olympics and Paralympics. **6) Financial**-Finance Director Cindy Clark reported total assets, current assets, revenue, cost of goods sold, expenses and net income totals for 2020 and through January 2021. Regarding High Performance, Mr. Falks commented he would like to see more detail provided regarding specific programs to determine what is and is not profitable, whether a specific program should nevertheless be a loss leader, etc.

b) ***USA Archery COVID 19 Mitigation Plan for 2020 Olympic Trials-Archery, Stage 3 &***

4- The Board was provided the latest update for the Trials Mitigation Plan which reflects changes to dates to accommodate newly added requirements from the USOPC. The contents of the plan including the requirements for medical officers with local hospital privileges, pre-travel testing and contact tracing was directed by USOPC. Athletes will not be able to compete in another competition up to six days prior to the Trials. A Town Hall was held to address athlete concerns. USOPC has approved the Mitigation Plan.

c) ***Olympic Trials Event Viability Document & Contingency Plan***- This plan outlines factors that will be considered when determining the continuation of a Trials Event. If at any time the continued running of a Trials Event is deemed unsafe by the Medical Director or local health officials, the event may be paused and resumed when and if determined to be feasible and appropriate by USA Archery and the Medical Director.

d) National Events Update- 1) 52nd Indoor Nationals and 2021 JOAD Nationals- There are two weekends with thirteen events remaining from a schedule that started on January 1, 2021. Overall, USAA state associations and state coordinators will have held 44 state, 43 JOAD and 3 stand-alone national Qualifier events. Indoor Nationals currently has 1947 members registered with a budgeted projection in line with 2020 events. JOAD Indoor currently has 861 members registered. While many states are relaxing restrictions, special care is made to follow state and local guidelines; **2) 2021 USAT Events-** Member interest in USAT events is overwhelming. USAT organizers are creatively finding ways to maximize participation while keeping within the scheduled number of days. Discussion was held about how to add participation while still meeting the state and local guidelines; **3) National Indoor Proposal-** Currently collegiate archers participating in the National Indoor are ranked in both their collegiate category as well as in a corresponding Junior or Senior category. This allows them the benefit of competing for two titles for a single cost and shooting single score. This practice is not available to any other category. The proposal is a recommendation to end the option that allows collegiate archers to compete for two titles on one entry fee with one score submitted. Following a robust discussion about this proposal, Board consensus was to not make these changes.

VIII. DEI Task Force Update

Chair Mazzoli provided an update on the progress of the DEI Taskforce. The DEI Taskforce met on February 24th and was well attended. The purpose of the Taskforce is to make Archery more inclusive, and they will look to hire a DEI consultant to look at existing benchmarks and gaps in the plan. Mr. Mazzoli reminded the Board that USA Archery can do better looking through the filter of inclusivity and that a constructive approach to this end will be good for everyone at USA Archery. The Board was also informed that USA Archery is currently undergoing its first newly implemented NGB certification audit. NGBs are now required to complete certification by the USOPC every four years, as opposed to simply being recognized by the USOPC on a one-time basis as the national governing body for a particular sport.

IX. Committee Summary/Reports

The Board and Committee Summary was reviewed for upcoming end of terms and any Committee vacancies. The search continues to replace the Independent position on the Nomination & Governance Committee.

Audit Committee Report- Audit Committee Chair John Stover reported that Audit Committee members John Stover, Jennifer Rottenberg and Dee Falks participated in a review of the drafted 2020 Audited Financials with USA Archery's independent auditor, Jill Goodwin on March 16, 2021. Mr. Stover reported that Jill Goodwin reported a clean audit with only one end of year adjustment to move the PPP loan from a liability on the balance sheet to revenue following recent guidance on the treatment of a PPP loan that has met requirements and is expected to be forgiven. Jill also reported during the Audit Committee meeting that staff was very cooperative during the audit. The 2020 administrative costs were at 17%. While a little higher than in prior recent years, this percentage is still considered good.

X. Financial Review

Director of Finance and Operations Cindy Clark provided an overview of the 2020

balance sheet compared to prior year and 2020 budget variance reports sent to the Board for review prior to the meeting. Additional reports provided to the Board prior to the meeting included the 2020 and 2021 year-to-date payments to Board members and the U.S. Olympic Endowment 4th quarter 2020 report.

- a) **Balance Sheet- December 31, 2020** -Ms. Clark reported a \$3,000,145 2020 year-end liabilities & equity balance which represents a \$476,920 increase over the 2019 ending balance due to the receipt of the \$337,200 PPP loan and the USOPC refundable 2020 grant advanced. The USOPC refundable advances will be deducted from the 2021 Quarter 2 and Quarter 3 performance grant payments.
- b) **Budget Performance Report-2020**- Ms. Clark reported that while the 2020 budget projected a profit of \$11,604, actual net income through December was \$154,477. This net income is better than the projected year-end loss shared at the December 2020 Board meeting due to the \$337,200 recognition of the PPP loan revenue in 2020 rather than in 2021 and the U.S. Olympic Endowment fund unrealized gains of \$112,899 for November and December 2020. This net income of \$154,477 will offset the 2021 \$127,195 projected budget deficit. The 2020 actual gross profit was \$2,703,598, 75.7% of the \$4,892835 budget due to reduced income across revenue streams as a result of COVID-19 cancellations and restrictions. The 2020 expense total of \$3,549,121 represents 72.7% of the \$4,881,231 budgeted expense total.
- c) **Year-to-date 2021 Notes**- The Board will be provided full financials through March 2021 when they are finalized. USA Archery was awarded a second round PPP loan for \$310,369.92 on January 27, 2021 which is expected to be forgiven in 2021. The anticipated PPP revenue would result in a projected net income of \$163,175 taking into consideration the \$20,000 unbudgeted COVID-19 testing expenses approved by the Board. January and February coach and official certifications and coach certification packet revenue is significantly down (45% and 65% respectively) compared to budget for those periods. It is hoped that this revenue will pick up in subsequent months as people are waiting to see how things develop with COVID restrictions.

XI. Policy Updates

- a) **2022 MAAPP-Close in Age Clarification**-Chief of Sport Performance and Organizational Development Mary Emmons clarified the 2022 MAAPP “close in age language” as defined by the U.S. Center for SafeSport. Ms. Emmons reported that an NGB may adopt stricter guidelines than provided in the MAAP, but the NGB policy must meet the minimum requirements set forth by the United States Center for SafeSport policy.
- b) **National Para Classification Procedures**- The Board was provided the Para Classification procedures which included edits to align with World Archery and the procedures were also subsequently revised by USOPC.

**Motion was made to accept the National Para Classification Procedures as presented;
Motion was seconded and passed with all in favor.**

XII. Bylaws Update

Board Expansion - Board members were provided suggested Bylaws edits that would bring the total number of Directors to 15. Three Athlete positions are to be added, two At-Large athletes who meet the “Eligible-Athlete” qualification (as defined in sections 11.2 and 11.11 of the USAA Bylaws) of which at least one must be female and one Para

representative from the USAA Para Athletes; Advisory Council to bring the athlete representation on the Board to 30%. Two Independent director seats will be added to bring Independent directors to 25% representation. Discussion was held about possibly implementing the staggering of terms to seat one At-Large athlete elected with the highest number of votes for a four-year term and the second place At-Large elected athlete elected for a two-year term. The two-year term will be considered a full term. The Independent director seats added could also be selected to serve four-year and two-year terms to implement the staggering of the Independent seats.

Motion was made to add two Independent director seats, two At-Large Athlete seats and one Para Athlete seat to the Board bringing the total number of director seats on the Board to 15; motion was seconded and passed with all in favor.

XIII. Selection Procedures

a) ***Olympic Games Athlete Selection Procedures***– Ms. Emmons provided edits to the previously adopted Olympic Games Athlete Selection Procedures to comply with the new USOPC grievance process and to incorporated schedule changes. The actual format did not change but athletes will need to sign new agreements as a result of the changes.

Motion was made to accept the selection procedures as submitted; motion was seconded and passed. Board members Rob Kaufhold and Lia Coryell abstained from voting, citing a potential conflict of interest.

b) ***Paralympic Games Athlete Selection Procedures*** - Ms. Emmons presented the updates to the policy including the updates to the timeframe to shoot the minimum qualifying score (MQS) as well as the event names, dates, and locations of the Trials to be used as part of the selection process.

Motion was made to approve the Paralympic Games Athlete Selection Procedures as submitted; Lia Coryell abstained from the vote, citing a potential conflict of interest.

Motion was seconded and passed.

c) ***Para World Championships Selection Procedures***- Ms. Emmons provided the updated Para World Championships Selection Procedures which were also reviewed by the USAA Para AAC. Board members discussed modifying the procedures to clarify that athletes will be selected to the team based on the final rankings from the 2020 U.S. Paralympic Trials. Additionally, it was noted how visually impaired athletes would be selected to the Para World Championships team, since the visually impaired division is not included in the 2020 U.S. Paralympic Team Trails event.

Motion was made to approve the policy with discussed modifications; Lia Coryell abstained from the vote citing a personal conflict. Motion was seconded and passed with the remaining directors voting in favor.

XIV. Executive Session

Chair Mazzoli called the meeting into Executive Session at 2:34 pm, MT to discuss the planning for youth programs. The meeting was called out of Executive Session at 3:19 p.m. MT.

XV. New Business/Open Discussion

CEO Rod Menzer provided an update on Veterans Administration (“VA”) Adaptive Sports

Grant funding, noting that USA Archery currently has two VA grants for funding veterans and is applying for a third for the period of September 1, 2021 to September 30, 2022.

XVI. Adjournment of Meeting

Chair. Mazzoli thanked Board members for their participation and good, thoughtful discussion and adjourned the meeting at 3:27 p.m. MT.

Minutes were approved by the Board of Directors on May 13, 2021