

USA Archery
December 2020 Board of Directors
Meeting Minutes

Saturday, December 5, 2020
Zoom Call

I. Welcome

Chair Julio Mazzoli opened the meeting at 8:04 a.m. M.T. on Saturday, December 5, 2020 and welcomed Board members. Mr. Mazzoli thanked Board member Mike Cullumber for his generous contribution to USA Archery.

II. Roll Call

The following USA Archery Board members were present: Chair Julio Mazzoli, Mike Cullumber, 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 and Operations Cindy Clark, Chief of Sport Performance and Organizational Development Mary Emmons, and guest USAA Ethics Committee Chair Andy Neville. Easton Sports Development Foundation executives Greg Easton and Caren Sawyer joined for specific agenda items.

III. Conflict of Interest Discussion/Disclosures

Chair Mazzoli discussed the distinction between abstaining and recusing due to conflict of interest. Mr. Mazzoli noted that while a director must abstain from voting when a potential conflict of interest is present, recusal from the preceding discussion as well may not be necessary or even advisable. Often, particularly when discussing policies and procedures, the director with the potential conflict (e.g., Athlete, Coach, Judge, etc.) is precisely the Director most knowledgeable about the issue or the one with the most relevant perspective. No further conflict of interest was raised. Ethics Committee Chair Andy Neville commented that he thought that the Board is doing a good job recusing and abstaining.

IV. Board Meeting Minutes

The minutes of the March 31st Board Meeting and May 13th, May 22nd, June 3rd, and July 21st 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 minutes as amended; Motion was seconded and passed with all in favor.

V. E-mail Vote Review

The results of Board of Director voting via e-mail conducted following the March Board of Directors meeting were reviewed. Chair Mazzoli noted that 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) April 14, 2020:* Approval of PPA loan application: 9 yes, 1 abstained; Approval of Direct Athlete Support changes (reviewed by Ethics Committee Chair): 8 yes, 1 recusal, 1 abstain

- b) **June 26, 2020:** Olympic Games Athlete Selection Procedures (reviewed by Ethics Committee Chair) 8 yes, 2 recusals.
- c) **July 30, 2020:** Approval of Recurve Outdoor World Cup Athlete Selection Procedures: 7 yes, 3 recusals; Approval of 2019 Audited Financials: 10 yes.

VI. Selection Procedures

Ms. Emmons reviewed the presented procedure updates with the Board members for the following:

- a) **Outdoor World Cup and Other International Events**
- b) **Recurve World Archery Championships**
- c) **Compound World Championships**
- d) **World Archery Youth Championships**
- e) **Junior Pan American Games**
- f) **World Archery Para Championships**
- g) **United States Archery Team (USAT) Qualification Procedures**
- h) **National Ranking System 101**
- i) **Para National Ranking System 101**

Further discussion was held regarding the Compound World Championships; approval of the procedure was tabled to allow time for Ms. Emmons to check on the logistics of an additional qualifier with a full 2021 schedule of events.

Motion was made to pass all selection procedures with the exception of Compound World Championships; Motion was seconded and passed with all in favor.

VII. Organization Review

- a) **Lost members January thru November 2020-** CEO Menzer reviewed the lost membership report with the Board members. USA Archery experienced a large decline in ages 24 and under. This is most likely due to the cancellation of the JOAD National Championships in 2020. Overall, the decline in membership represents a 14% decrease bringing membership numbers down to numbers held in 2015. Mr. Menzer reported that the majority of NGBs experienced even more of a loss to their membership. Staff are looking at ways to bring these lost members back. Many members have left for financial reasons.
- b) **Dashboard-**CEO Menzer reported on other key metrics of the organization. 1) There has been a decline in JOAD club memberships. It is hopeful that as clubs begin to open up that memberships will be renewed. 2) Level one (camp instructors) numbers represent the biggest drop in Instructor/ Coach numbers which is expected to reverse when camps open up. 3) Mr. Menzer reported that athletes were happy to have the opportunity to participate in events. Attendance was down, which was a hit to the events budget. Positive feedback was received from the athletes, especially with SoCal organizers who set a good example of how to hold an event in a pandemic. 4) The dashboard Marketing/Social Media section illustrates there has been a decline in website page views while the Facebook follower numbers remain steady. Instagram and Twitter follower numbers are slightly up compared to last year. 5) Mr. Menzer reported on statistics for past live streamed events which indicate a lot of interest, 6) Ms. Clark reviewed the Dashboard preliminary financials through October 31, 2020. Although the dashboard reflects net income of \$187,151, much of this profit will be moved to refundable advances due to unspent USOPC grant expenses.
- c) **NGB Compliance USOPC Audit-** A copy of the December 12, 2019 audit report was

provided to the Board members for reference. Mr. Menzer stated that all items identified as a risk have been remedied. Additionally, a USOPC report for USA Archery reviewing the 2019 compliance checklist included a letter citing that there were no deficiencies found. CEO Menzer noted that USOPC has a new compliance officer to oversee the process of certifying NGBs in lieu of ratifying them. USA Archery will be audited in 2021.

VIII. Strategic Plan and Sub-Plans

CEO Menzer stated that since the strategic planning scheduled for 2020 was postponed until after the Olympics there is no active strategic plan. Mr. Menzer proposed that the strategic plan through 2020 be extended through 2021. Discussion was held regarding the creation of a Diversity, Equity & Inclusion task force to develop a plan for diversity and inclusion.

Motion was made to extend the 2020 strategic plan and subplans through 2021 and to form a diversity and inclusion task force to be headed by Chair Mazzoli for the purpose of developing a plan; motion was seconded and passed with all in favor.

IX. Executive Session

Chair Mazzoli called the meeting into executive session at 9:19 a.m. MT to discuss organization staff changes. The meeting was called back to order at 10:03 a.m. MT.

X. 2020 Gator Cup Incident/DEI Taskforce

Chair Mazzoli informed the Board of an incident at Gator Cup involving the display of a large retired Mississippi State flag by a competitor. The flag, which dates back to the Civil War, incorporates the Confederate battle flag and was retired as the official State flag effective July 1, 2020. An African-American tournament official engaged the competitor regarding the display of the flag, and a conflict quickly ensued involving the competitor's father and bystanders that ultimately resulted in the official removing himself from the tournament in order to de-escalate the matter. Mr. Mazzoli stated that the organization needs to learn from this to first, prevent any future recurrences involving displays of offensive symbols, and second, to better handle any incidents that do occur. Discussion was held about dress code revisions and the need to develop more concrete efforts to create a welcoming environment. Ms. Emmons reported that some groups are contracting out to outside groups for forming a DEI plan. Chair Mazzoli will develop a DEI task force to gather feedback regarding USA Archery's future DEI initiatives and how USA Archery should reply to violations. Discussion was held and consensus was that a more useful plan could be developed utilizing a 3rd party specialist. Staff will look for quotes for this service.

XI. Financial Review

Ms. Clark reported that the previously Board reviewed 990 and 990T forms were filed in November along with CA Forms 199 and 109. A link to a Dropbox folder containing the July financials was provided to Board members on October 3, 2020. Highlights of the September financial reports provided on November 6, 2020 to the Board were reviewed. The \$337,200 PPP loan along with the grant advances from USOPC have enabled the organization to avoid removing funds from its reserves in 2020. Staff is awaiting notification from the bank on when the PPP loan forgiveness application may be submitted. As of September 30, 2020, revenue is down about 38% overall and expenses

down 32% compared to the same period in 2019. A projection for year-end was shared with the Board which forecasts a loss of approximately \$275,000.

XII. 2021 Budget

Ms. Clark provided the Board members with key budget considerations for the drafted 2021 budget which projects a loss of \$127,200 for 2021. A major factor for this projected loss is that National Events programs are projected at a loss of \$111,168 due to projected continued lower participation levels. Membership levels are projected to remain the same as in 2020. Inventory sales are also projected at the lower 2020 levels. The budget also reflects a transition to online materials for level 1 and level 2 coach courses. Should the PPP loan be forgiven in 2021 as expected, the resulting revenue would cover the projected 2021 loss. A document showing the budget revenue by source and expense breakdown by activity was also provided.

Motion was made to approve the 2021 budget as presented; motion was seconded and passed with all in favor.

XIII. Bylaws Update

- a) ***Free Memberships-*** Ms. Emmons reviewed proposed additions to the free membership portion of the Bylaws offering free annual memberships (non-renewable) to Varsity Archery and Explore Archery Program members who have never been a member of USA Archery. Discussion followed about also adding a promotional membership to former members at the discretion of USA Archery to enable sharing communications. These promotional memberships would not provide eligibility for national ranking.
Motion was made to accept the addition of the free non-renewable memberships for Varsity and Explore Archery Program members who have never been members of USA Archery and to add a promotional membership category s to be offered to past members at the discretion of USA Archery; motion was seconded and passed with all in favor.
- b) ***Instant Runoff Voting-*** Ms. Clark reviewed the proposed option for instant runoff voting (IRV). Board members requested that this change to elections be tabled to research if there is the ability to develop parameters (within X%) rather than requiring a majority of the votes. Staff will return to the election vendor to see if the system can be customized.
- c) ***Board Chair Election-*** Ms. Clark reviewed the proposed changes to the timing of the election of the Board Chair. ***Motion was made to pass the Board Chair election edits as presented; motion was seconded and passed with all in favor.***
- d) ***Board Composition -*** CEO Menzer provided two options for expanding the Board of Directors: The first option increases the size of the Board to fifteen members increasing the number of independent members from two to four and athlete representatives from two to five. The second option is to increase the size of the Board to a total of twelve Directors adding two athlete representatives (total of four) to the Board. Discussion was held about the possibility of increasing the pool of elite athletes by submitting certain qualifying events to USOPC for approval. Further discussion was held about the addition of more diversity and inclusion to the Board. ***Board consensus was to go with a fifteen-member Board; however, the vote was tabled to further define the composition of the new athlete director slots and two additional independent director slots.***

XIV. Policy Updates

- a) ***International Event Participation Policy/Personal Coach Policy***– Ms. Emmons proposed edits to the cancellation policy for each of these policies to add that the policy will apply to events where the LOC cancels the event.
Motion was made to approve the addition with the clarification that the \$200 sanction fee will be returned; motion was seconded and passed. Two Board members abstained from voting, citing a potential conflict of interest.
- b) ***Athlete Stipends and Support Services*** - Ms. Emmons presented the proposed edits to the policy.
Motion was made to approve the proposed edits. Two members abstained from the vote, citing a potential conflict of interest. Motion was seconded and passed.
- c) ***Para Athlete Stipend and Support Services***- Ms. Emmons provided the proposed edits to the Para Athlete Stipend and Support Services policy increasing USOPC support and updating Appendix A for specific events. ***Motion was made to approve the policy with corrections; motion was seconded and passed with all in favor.***
- d) ***2021 Dress Code***- CEO Menzer provided a draft of proposed changes to the existing dress code.
Motion was made to accept the changes to the policy with one minor correction; motion was seconded and passed with all in favor.
- e) ***Financial Policy***- Ms. Clark presented proposed edits to the USA Archery Financial Policy adding the policy for payroll approval by the CEO and clarifying the exclusion of the payroll expense from the \$50,000 threshold for Board approval. The policy adds the requirement for Board approval of payroll expenses in excess of 10% of the monthly budget.
Motion was made to adopt the policy with the added clarification that either the Audit Committee Chair or Board Chair (or their designated alternate) may approve the payroll expense budget variance. Motion was seconded and passed with all in favor.
- f) ***Minor Athlete Abuse Protection Policy (MAAPP)***- the Board members were updated that the U.S. Center for SafeSport is requiring NGBS to submit policy revisions by Jan 31, 2021. USA archery will bring a revised MAAAP to the board once revisions have been approved, which must be implemented by 2022. USAA will need to look at how the MAAPP can be enforced at the club level.

XV. Committee Summary/Reports

The Committee Summary document was provided to the Board members highlighting 2021 changes to the Athlete Advisory Councils following the recent USOPC and USAA AAC/Para AAC elections. The Board members reviewed Committee vacancies also highlighted on the summary.

- a) ***Audit Committee***- Brady Ellison’s term as the USOPC AAC representative will conclude at the end of 2020. As a result, his position on the Audit Committee will need to be filled. Committee Chair John Stover submitted a report of 2020 Audit Committee activities on behalf of the Committee.
- b) ***Ethics Committee***- the Ethics Committee has an open slot. Discussion was held about potential replacements. Chair of the Ethics Committee Andy Neville provided an annual ethics review summary report for the Board.
- c) ***Board of Justice***- Board of Justice Chair Marty Swanson’s term is ending at year end. The Board approved for staff to invite Mr. Swanson to serve another term.

d) Nominating and Governance Committee (N&GC)- 2021 slots are open for the Independent and Athlete positions on the N&GC. Discussion was held regarding potential candidates, and that USOPC may be a resource for identifying a person to fill the independent slot. The Board members were provided a summary report prepared by N&GC Chair Bob Pian along with a copy of the drafted 2020 USA Archery Nominating and Governance Committee Guide.

XVI. Election Taskforce Update

Board member Dee Falks reported that the Election Taskforce has established recommendations for updating the N&GC guide to establish more clear deadlines and further standardize elections. The Election Taskforce will meet in the next couple of weeks to update the existing N&GC Guide for future elections. David Patterson, USOPC Associate Director of NGB Compliance will be invited to join the task force.

XVII. Executive Session-CEO Review

Chair Julio Mazzoli called the meeting into executive session to conduct the CEO annual performance review at 3:26 p.m. MT.

XVIII. Adjournment of Meeting

Chair. Mazzoli called the meeting out of executive session and adjourned the meeting at 4:06 p.m. M.T.

Minutes were approved by the Board of Directors on February 10, 2021