

USA Archery
September Board of Directors
Meeting Minutes

Thursday, September 23, 2021
Zoom Call at 5PM Mountain

I. Welcome

Chair Julio Mazzoli opened the telephonic meeting at 5:06 p.m. M.T. on Thursday, September 23, 2021.

II. Roll Call

The following USA Archery Board members were present: Chair Julio Mazzoli, Mike Cullumber, Dee Falks, Rob Kaufhold, E.G. LeBre, Paige Pearce, Jennifer Rottenberg and John Stover.

The following USA Archery Board members were absent: Lia Coryell (family medical emergency) and Bruce Cull.

Guest Present: Andy Neville, USA Archery Ethics Committee Chair

The following USA Archery Staff were present: CEO Rod Menzer, Director of Finance and Operations Cindy Clark and Chief of Sport Performance and Organizational Development Mary Emmons.

III. Review of Agenda for Board Member Potential Conflict of Interest

Chair Mazzoli began the review of the agenda for potential conflict of interest. Mr. Mazzoli requested that Board members identify any potential conflict of interest as the meeting progresses through agenda items. A question was raised to Andy Neville, Ethics Committee Chair regarding discounts from a company owned by a Board member.

IV. Meeting Minutes Approval

Meeting minutes were provided to Board members prior to the meeting for review.

a) May 13, 2021, Conference Call-

Motion was made to approve the May 13, 2021, minutes; motion was seconded and approved with all in favor.

b) June 24, 2021, Executive Session-

Motion was made to accept the meeting minutes as presented; motion was seconded and passed with all in favor.

c) September 14 Annual Assembly-

Chair Mazzoli noted that a recording of the Annual Assembly was posted on the USA Archery website. ***Motion was made to accept the meeting minutes as written; motion was seconded and passed with all in favor.***

V. Electronic Voting

Chair Mazzoli reviewed the results of the following e-votes:

a) June 9, 2021- Outdoor World Cup Selection Procedures: 7 yes, 3 abstained (Cull, Kaufhold, Pearce)

b) June 29, 2021- 2020 Revised Audited Financials: 7 yes, 3 abstained (Falks, Pearce and

- Kaufhold)
- c) August 19, 2021-NRS 101: 8 yes, 2 abstained (Kaufhold and Coryell)

VI. Election Update

Chair Mazzoli informed the Board members that the election closing date noted in the Board of Directors Election Policy was extended one day to allow for the required 30-day voting period.

VII. Financial Update

Ms. Clark provided a financial and insurance update.

- a) The USOPC Endowment Fund 2nd Qtr. report and YTD Board of Director Payments through September 13, 2021, were provided to Board members for review prior to the meeting
- b) The June 30, 2021, Balance Sheet compared to prior year as well as variance notes were provided. Ms Clark noted that the June 30, 2021, cash balance increased over the June 30, 2020, balance by over \$500,000. USA Archery staff applied for and received a second PPP loan which was forgiven by the SBA on July 30, 2021. Also contributing to the higher cash balance was that cash was moved from the Edward Jones Insured Bank reserve account to obtain more favorable interest rates. The \$3,918,788 total ending liabilities and equity balance on June 30,2021 represented an increase of \$921,971 over the balance held at the end of June 2020.
- c) June 20, 2021, Budget Performance Report, and variance notes were provided for review. Ms. Clark reported that the actual Net Ordinary Income through June exceeded budgeted Net Ordinary Income through June 30,2021 by approximated \$150,000 due to better than projected revenue from inventory sales, membership dues, camp registrations and online course registrations. Additionally, investment revenue year to date exceeded budget projections. Expenses through June 30, 2021 were approximately 90 % of the projected expense budget through June 30, 2021. The variance report provided highlighted the reasons for the decrease in expenses.
- d) The June 30, 2021, Profit and Loss Compared to Prior Year report along with variance notes were provided to Board members prior to the meeting for review.
- e) Based upon USA Archery's financial position, Mr. Kaufhold proposed that consideration be given to USA Archery prospectively funding travel to the Youth World Championships, as had been done in the past, opining that since his daughter Casey was aging out effective January 1, 2022, he had no conflict of interest in raising the issue. Mr. Menzer noted that for 2021, at least, such funding was not budgeted.
- f) Insurance Update- Ms Clark reported that USA Archery's current liability insurance carrier has declined to renew NGB policies for 2022. USA Archery's broker will look to receive other bids from the marketplace but has cautioned to expect around a 20% increase to the premium.

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

VIII. Staffing Updates

Mr. Menzer updated the Board regarding various staffing additions and proposed

changes. A discussion ensued regarding the USOPC's allocation of non-athlete credentials to USA Archery for the Tokyo Olympics.

IX. Bylaws' Updates

Proposed Bylaws edits were provided for Board member review. *Motion was made to accept the Bylaws edits subject to anti-doping language clarification by the USOPC and the addition of one proposed edit; motion was seconded and passed with all in favor.*

X. Policies and Procedures Updates

Mr. Menzer and Ms. Emmons presented various policy and procedure updates:

- a) *Code of Conduct-* The drafted code of conduct presented was created to make a stand-alone policy to eliminate confusion, Board members requested clarification on one section. Staff will provide such clarification at a later date.
- b) *Disciplinary Proceedings and Grievance Policy-* Board consensus was to defer action until after the Board of Justice Committee reviews the policy.
- c) *Whistleblower Policy-* The current policy was revised to add retaliation language. *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- d) *Safe Sport Policy and Background Screen Criteria and Review Policy-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- e) *Sportspersonlike Conduct Policy-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- f) *Anti-Doping, Drugs and Alcohol Policy-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- g) *Code of Ethics-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- h) *Conflict of Interest Policy-* *Motion was made to accept the policy as presented; motion was seconded and passed with all in favor.*
- i) *Ethics Committee Conflict of Interest Review Process Guidelines-* Board member consensus was to defer action on the guidelines pending Ethics Committee review
- j) *Board Member Policy-Following discussion the motion was made to accept the document as presented but to replace "Policy" in the title with "Guidelines;" motion was seconded and passed with all in favor.*

XI. USAT Event Structure

CEO Rod Menzer provided information to aid in the discussion on separating the Youth Outdoor Target USAT events (Cadet and Junior) from the Senior and Master USAT circuit. Included in the reasoning for separation were 1) two of the USAT series events are in the Spring and during the school year; 2) Event space is getting close to maximum which has caused some classes to be moved to contrasting times or fields. Discussion was held about how this would affect event organizers. Consensus was that there would not be a move toward this in 2022 but will re-address after the Strategic Planning Session in October.

XII. Executive Session

Chair Mazzoli called the meeting into executive session at 8:08 p.m. Mountain to provide a brief status update regarding an ongoing USOPC investigation. The meeting was called out of Executive session at 8:15 p.m.

XIII. Adjournment of Meeting

Mr. Mazzoli adjourned the meeting at 8:15 p.m. M.T.

Minutes were approved by the Board of Directors on December 4, 2021