



USA Bobsled / Skeleton

National Governing Body for the sports of Bobsled and Skeleton

Minutes

Board of Directors Meeting

December 14, 2019

Lake Placid, NY

5:55 pm ET

A meeting of the Board of Directors (the "Board") of USA Bobsled / Skeleton occurred on Saturday, December 14, 2019. The Chair called the meeting to order at approximately 6:10 pm ET. The following members of the Board were present at the meeting's commencement: Bob Bergbauer, Mac Riley, Ryan Bosch, Jean Prahm, Jennifer Donnelly, Steve Langton, Chris Fogt, John Raftery, Savannah Graybill, Lorenzo Smith, Sherry Cushman, Jay Eichelberger, Rusty Buchanan, and David Best. The above members constitute a quorum of the Board under Bylaws Section 6.17.

USABS Interim CEO John Rosen and staff members Lisa Carlock and Michelle Knous, and AAC representatives Lauren Gibbs and Elana Taylor were also present, while Advisory director Mike Regan participated by conference call.

Lisa Carlock recorded the minutes.

1. Call to Order

Mr. Bergbauer called the meeting to order at 6:10 pm ET.

2. Management Report

Mr. Rosen updated the board on his transition into the CEO position, which was effective Sept 13, 2019. He began immediate work with Darrin Steele on Sept 1, though, engaging in comprehensive knowledge transfer in the two weeks preceding Mr. Steele's departure. Mr. Rosen noted that while he has been involved in various capacities for the past 22 years, his total effective knowledge of what is involved in our sports was doubled in the last 4 months, leaving him astounded at the number of moving parts and level of depth of operations.

Mr. Rosen addressed the following topics:

- a. Sponsorship relations – This has been Mr. Rosen's greatest area of focus and he has worked extensively on existing and new partnerships. He and Michelle Knous were successful in signing Omaze at a minimum \$100k/year commitment for the next 3 years, and Snap Fitness' official announcement is pending for January. Hammer Strength contributed \$25k in VIK with the potential for a future cash contract as well, in addition to \$6k in athletic performance-wear donated by Aexos. A \$10k agreement is pending with Flamingo and additional revenue is possible via a potential US Foods partnership and a fundraising event to be held by Matt Neuberger in Baltimore in mid-December.

Mr. Rosen reviewed the quality of relationships with current sponsors. KOA is strong and Amanda Bird is effectively managing the Under Armour partnership. He has begun the process of repairing the BMW relationship and it will receive additional re-energizing through the Omaze partnership.



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Member, U.S. Olympic Committee

- b. Financial condition of USABS – Lisa Carlock reviewed the November financial statements, first addressing restricted funding and positive variances due largely to Park City program cancellations. All savings of restricted funds will need to be reallocated to other USOPC-approved sport programs to be utilized by June 30. Reallocation decisions will be made by Mr. Rosen in concert with the appropriate coaches and staff members.

Ms. Carlock then reviewed unrestricted funding, highlighting new sponsorship revenue from Omaze and Snap Fitness that results in an improvement of \$120k to the bottom line. Currently anticipated cash on hand at fiscal year end is \$97k. The Giving Tuesday fundraiser was also discussed, noting that information on matching funds will not be available until mid-January.

- c. Partner relations – Mr. Rosen reviewed the status of USABS relationships with the USOPC, ORDA and UOLF, noting that USABS has not previously spent enough time in managing these. There has been a significant turnaround in the relationship with ORDA and there is a current sense of better cooperation and high rapport. The USOPC relationship is most important and Mr. Rosen credited Mr. Steele for establishing a high quality one. He also stressed the importance of the new CEO fully recognizing the importance of this relationship. The UOLF relationship needed some strengthening primarily due to a lack of communication, which led to confusion over ownership of equipment. UOLF has been responsive to Mr. Rosen's efforts. An integrated technology proposal with ORDA, UOLF, and USABS that will be presented to the USOPC is additionally helping to strengthen relationships between all parties.
- d. Media relations – This includes local, national and international media. Ms. Bird has cultivated relationships amongst national media that benefit USABS, such as obtaining early access to information that will have repercussions, either positive or negative, for USABS once made public. USABS is lacking relationships with local press, however, and outreach has begun to address this with Lake Placid and Park City reporters. USABS does not receive significant inquiries from international reporters but it was noted that they tend to create negative spin wherever possible.
- e. AAC relations – Mr. Rosen stressed the importance of the CEO and management effectively structuring the relationship with the AAC to be collaborative and positive. USABS needs to determine how to maximize the value of the AAC.
- f. Foundation Board relationship – Mac Riley is currently the point of contact between the Foundation and the governing board, but it is Mr. Rosen's belief that the CEO must be the direct liaison with the Foundation.
- g. Organizational topics - Mr. Rosen updated the board on progress made in several additional areas including solidifying the High Performance Director position, posting the available Team Operations Coordinator position, and conducting a roles and responsibilities clarification exercise that helped identify areas where decisions needed to be made. He noted the need to solidify all policies and procedures and currently has only addressed those most urgent going into the season. USABS' template employee contract is also being rearchitected. Mr. Rosen additionally pointed out the huge burden that management of our membership presents. The USOPC is offering support to incorporate Sport80 and Mr. Rosen intends to assist in its implementation.



- h. Audits/Audit findings – The USOPC has developed an audit culture and the audits USABS has undergone have been frequent and varied. Mr. Rosen pointed out the most shocking finding, which was a lack of compliance, or confirmation of, background checks and SafeSport training.
- i. Athlete topics – Mr. Rosen reviewed Kaillie Humphries' status as a USABS athlete. She is not a US citizen but has applied for citizenship. She is eligible to compete for USABS under IBSF rules though is not currently eligible to compete for the U.S. in the 2022 Olympics. The projected timeline for obtaining citizenship does not indicate it will be complete prior to the Games but Ms. Humphries is committed to competing for USABS thru 2026 regardless. Mr. Riley will attempt to help accelerate the citizenship process.
- j. Strategic Plan needs – 2010 was the last formal strategic planning session. Mr. Rosen stressed the importance of USABS planning further ahead than just quad-to-quad. A singular focus on 2022 is not sufficient and USABS must be consciously making decisions for 2026. "Six in 26" is Mr. Rosen's suggestion for a new strategic plan title and the plan should be focused on medaling in all 6 disciplines. Mr. Bergbauer informed the board that the USOPC has already agreed to provide \$10k towards strategic planning services and we have a placeholder for their planning support in spring 2020 when the new CEO is expected to be on board.

Mr. Rosen concluded his management report by noting that the organization was not as broken as the board may have thought, but he has been able to enhance discipline, structure, clarification, decision-making and enforcement. He also addressed the board's more recent level of involvement in management activities and stated that the organization should return to a more normalized relationship between the board and management as soon as possible.

3. AAC Update

The AAC is comprised of Steve Langton (USOPC rep), Elana Taylor (USOPC alternate), Nic Taylor, Chris Fogt, Savannah Graybill (co-secretary), Kendall Wesenberg (co-secretary) and Lauren Gibbs (Chair).

Mr. Fogt presented on behalf of the AAC and first reviewed the committee's mission which will focus on communication and collaboration. He then identified the AAC's priorities, to include the selection criteria, athlete handbook, continuity of the AAC, and enhancing the "total athlete". He informed the board of recent issues that have surfaced including national team selection and the fine structure associated with the code of conduct, and also suggested attention be given to creating standard operating procedures and roles and responsibilities for AAC members. The AAC has a new email address and Slack channel to increase communication, they are intending to rewrite their bylaws, and want to help bridge the relationship between the coaches/staff and athletes.

The board was updated on the USOPC AAC's consideration for independence from the USOPC. The USOPC board strongly stated that they would not support them independently and consequently the USOPC AAC dropped this effort. Mr. Fogt also informed the board that the USOPC AAC is working with Senator Gardner and his proposal for stricter oversight on the USOPC, NGBs and AACs.

The AAC proposed enhancing USABS' membership program by adding an "alumni" membership level. This would increase the pool of voting members for athlete issues. The AAC was tasked with researching the idea and drafting the necessary revisions to the bylaws in the event this proposal is adopted.



Elana Taylor was recently elected to the IBSF AAC. The board discussed USABS' relationship with the IBSF and noted the critical importance of maintaining a good relationship. Having a representative on the executive committee is likely the best means of doing so.

4. Executive Session

The board engaged in an executive session from 8:40 to 9:40 pm.

5. Financial Review

The board revisited USABS' current financial state and discussed in further detail the contract with Omaze. It was decided that the \$100k in revenue input for this fiscal year should be removed as the contract states a due date of Dec 31, 2020 for the initial payment by Omaze.

6. CEO Search Update

Ms. Donnelly informed the board that the search committee reviewed all applications in detail, conducted initial screenings, interviewed 6 finalist candidates, and narrowed the pool down to the top 3. Two candidates were in Lake Placid this weekend for in-person interviews.

Ms. Taylor expressed appreciation for allowing athlete involvement in the process. She also questioned the diversity of the applicant pool.

7. Bylaws Update

John Raftery offered support to the AAC on a potential bylaws amendment regarding membership.

8. Conflict of Interest Review

Mr. Bergbauer reminded the board of its need to vigorously review disclosed conflicts of interest to determine if they pose any real or perceived risk to the organization. Conflicts were disclosed via the USABS Board of Directors Conflict of Interest form by Ms. Cushman, Mr. Langton, Mr. Fogt, Ms. Graybill, Mr. Bob Hofbauer and Mr. Rosen. All were then discussed thoroughly and none were found to disallow participation on the board and/or its committees.

Mr. Buchanan orally disclosed his involvement in AAU-related business in China and that he will be serving on the Beijing Organizing Committee. Ms. Carlock will send another Conflict of Interest form to Mr. Buchanan in order to formally document the potential conflict so that it can be discussed and evaluated at our next board meeting.

9. Foundation Board Update

Mr. Riley updated the board on the Foundation meeting held in Park City on November 22. Attendees included Fran Kirley, Steve Yelland, Pete Piechoski, Mr. Rosen, and Mr. Riley (Mr. Bergbauer participated by conference call). Mr. Riley stated that the Foundation has raised \$1M in funds to date and currently has \$271k in their bank account. The Foundation approved \$125k in support for the development program this fiscal year.



The Foundation has engaged Ceil Folz as a consultant via funds provided by Mr. Tang and a USOPC special grant. Ms. Folz delivered her discovery report on November 22 which assessed the Foundation and where fundraising opportunities may exist. Her firm will help in implementation of the new fundraising initiatives. She recommended the Foundation hold 4 meetings per year with one joint meeting with the USABS governing board. She also proposed that the Foundation take over ALL fundraising activities for both the Foundation and USABS, and at sufficient scale, the Foundation could evolve to support athlete initiatives beyond just the emerging elite/developmental program. USABS would submit a proposal to the Foundation for areas of support.

The Foundation board nominated Mr. Piechoski, Mr. Schaaf and Mr. Riley as new Foundation members. A motion by USABS' board was duly made and seconded, and unanimously approved, to accept them to the Foundation board.

10. Board Meeting Planning

The March 14 board meeting will be held in Annapolis, MD. The June board meeting and annual membership meeting will be held on the 26th and 27th in Colorado Springs, CO.

11. Action Step Review

Mr. Bergbauer reviewed the list of action items created during the meeting and assigned owners and deadlines for each.

12. Adjournment

The meeting was adjourned at 11:03 pm ET.

This document constitutes a true and correct copy of the minutes of the Board of Directors meeting of USA Bobsled / Skeleton.

Lisa Carlock

Lisa Carlock
Corporate Secretary

January 24, 2020

Date

