

Minutes

Board of Directors Meeting

June 22, 2019

Lake Placid, NY

8:00 am ET

A meeting of the Board of Directors (the "Board") of USA Bobsled / Skeleton occurred on Saturday, June 22, 2019. The Chair called the meeting to order at approximately 8:12 AM ET. The following members of the Board were present at the meeting's commencement: Bob Bergbauer, Mac Riley, David Best, Bree Schaaf, Jean Prahm, Steve Langton, Ryan Bosch, and Lorenzo Smith. John Raftery, Rusty Buchanan and Jen Donnelly participated by conference call. The above members constitute a quorum of the Board under Bylaws Section 6.17.

USABS CEO Darrin Steele, staff members Lisa Carlock and Michelle Knous, Advisory directors Javier San Miguel and Sherry Cushman, Chair Emeritus John Rosen, and AAC representatives Elana Taylor and Nic Taylor also participated in the meeting.

Lisa Carlock recorded the minutes.

**1. Call to Order**

Mr. Bergbauer called the meeting to order at 8:12 am ET. He welcomed the non-board AAC members in attendance and encouraged their full participation in this and all future meetings. He noted that the board would underwrite their meeting-related travel expenses for this and all future meetings. Mr. Bergbauer also recognized Don Schaaf, Pete Piechoski and Veronica Day, whose board terms are expiring.

Mr. Bergbauer then solicited impressions of, and takeaways from, the USABS Annual Meeting held on June 21. The most noted issues include a breakdown in communication, lack of clarity on expectations and policies, lack of awareness of resources available to athletes, and the need for a programmatic framework to include evaluations and debriefs, onboarding processes, and leadership training. Mr. Bergbauer documented this summary list for distribution to all athletes as part of the board's post-meeting message.

**2. Management Report**

a. Financial Update

Mr. Steele began with an estimated fiscal year-end income statement noting any significant variances to budget and the additional implications of year-end audit adjusting entries. USABS experienced a large reduction in cash on hand and will start the 2019-2020 fiscal year with limited cash resources.

Mr. Steele next presented a proposed budget for fiscal year 2019-2020. It includes break-even spending of USOC and Foundation support on sports programming and a potential approximate \$160k deficit on unrestricted revenue and expenses. This figure includes no estimate for anticipated newly generated sponsorship revenue; however, Mrs. Knous noted that the expected new sponsorship value is estimated to be \$162k and agreed to provide the board with an expected value spreadsheet supporting that estimate. Discussion was had on USABS' corporate sponsorship generation efforts in addition to how USABS could monetize the Lake Placid social event held with local community members on June 20.



Mr. Steele discussed possible contingencies should USABS not realize enough sponsorship revenue, to include tapping into the starting cash on hand, accessing cash from the Foundation and Trust reserves, utilizing the lines of credit with Wells Fargo and/or Community Bank, staff layoffs, and liquidation of assets. Mrs. Prahm requested the full detailed budget to review with a committee to identify areas for potential cutbacks. Additional ideas were raised to assist with budget savings and revenue generation, including working with alternate insurance brokers and obtaining the BMW database of contacts from the PyeongChang fundraising event.

Mr. Bosch, chair of the audit committee, informed the board that the committee met with Mr. Steele and Mrs. Carlock to review and discuss in detail the proposed budget. *A motion was duly made and seconded to defer approval of the 2019-2020 budget until completion of the research assignments established within the meeting action items with a July 10 deadline. The committee will consult with Mr. Steele and Mrs. Carlock to revise the budget and represent to the board for approval. The motion was unanimously approved.*

b. Sponsorship Update

Mrs. Knous reviewed changes to the supporting membership program. The website has been updated and staff is working on purchasing gear packages and confirming the fulfillment process.

The board requested that a Dropbox be set up to share sponsorship and donation tools, in addition to a calendar and board contact information. It was also suggested that the AAC send out board meeting recaps and host quarterly Webex meetings with the athletes to update them on progress within USABS and to present current topics of importance to the athletes.

c. High Performance Plan Update

Mr. Steele reviewed the funding request made to the USOC through the High Performance Plan. The grant award was minimally guaranteed to be flat from the 2018-19 season but USABS was able to secure additional funding to support the purchase of a BTC bobsled and attend homologation of the 2022 Beijing track.

d. Technology Update

Mr. Steele updated the board on bobsled technology initiatives underway. The BTC 2-man sled is currently being built with an expected delivery of Sept/Oct. USABS is also working on building a larger 2-man cowling through simultaneous projects with West Systems, Corvid and Debotech. West Systems is currently building a cowling and the install is expected to occur in October. Corvid is working on a new cowling design currently with expected build and install completion by Debotech sometime during the 2019-20 season.

e. Culture Improvement Update

Mr. Steele summarized recent steps taken toward culture improvement, including a meeting with an HR consultant regarding roles and responsibilities and a performance review process, individual coach and staff meetings, and a post-season athlete survey. The survey revealed improvements in all areas of engagement with the greatest gains at the development level. Discussion ensued on the survey results. Additional discussion focused on the AAC – its effectiveness, ability to be heard by the board, and level of influence. The AAC will look to professionalize its channels for input and output and establish an onboarding/training protocols for new AAC members.

f. Staffing Update

Mr. Steele reviewed recent staff changes, including Ashley Walden's resignation and Morgan Tracey's shift to interim Director of High Performance. He also addressed SafeSport's finding that Brian McDonald was not in violation of



SafeSport code and follow-up inquiries will be conducted internally. Mr. McDonald's future role is expected to be dependent upon the outcome of the follow-up inquiries.

### 3. Board Nominee and Election

Ms. Donnelly informed the board that the nominating committee interviewed Mike Regan as a potential new director and after reviewing his credentials, a motion was duly made and seconded to approve Mr. Regan as a new advisory board director. It was unanimously approved. An additional motion was duly made and seconded to accept Ms. Cushman onto the full board of USABS. It was unanimously approved.

### 4. Committee Reports

#### a. Alumni/Mentorship Committee

Mrs. Prahm confirmed that there is interest by alumni in a more active alumni community and Mr. Smith reported positively on the alumni event held last winter in Lake Placid. The committee would like to plan their next event as well as a fundraising effort around Giving Tuesday. Mrs. Prahm reviewed alumni survey results, which helped assess athlete perceived preparedness for life after sport and what athletes could have benefitted from while sliding to prepare for life after competition. She also noted that the alumni committee needs to elect a committee chair.

### 5. Bylaws Update

Mr. Raftery reminded the board of the USOC compliance audit that was reviewed during the March board meeting. The primary non-compliance item pertained to how AAC representatives were elected to the board. USABS needs to update its bylaws to mirror the USOC's, requiring that the athlete population instead of the AAC itself elect the AAC representatives to serve on the USABS board. The athlete members must approve this change to the bylaws and USABS is currently within the 45-day posting and review period. A vote will be conducted after the 45-day period closes.

### 6. Executive Session

The board conducted an executive session from 2:00 – 3:00 pm.

### 7. ORDA Update

Mike Pratt, CEO of ORDA, addressed the board, briefly reviewing the development of master plans for the ORDA venues to include completion of deferred maintenance. This includes improved refrigeration, lighting and shades at the track. ORDA has also identified new year-round activities that will generate more activity at the track, centered around the new icehouse facility that is currently under construction. The icehouse is projected to be usable during the winter of 2020 with completion of the lodge by summer of 2021. Mr. Pratt noted that ORDA intends to have a new track manager in place prior to the start of the coming season.

### 8. Executive Session

The board resumed the executive session from 3:25 – 4:20 pm.



#### **9. AAC Update**

Ms. Schaaf updated the board on the USOPC AAC's efforts to form an organization independent of the USOPC. This will be voted on in September. Its funding source is to be determined.

#### **10. SafeSport Update**

Mr. Bergbauer addressed the Brian McDonald case. He also reminded the board of the now-past April 1 deadline for all directors to have completed their mandatory SafeSport training and background checks and stressed the need for the board to achieve 100% compliance with these requirements.

#### **11. Foundation Update**

Mr. Riley summarized the Foundation meeting held on June 21. Mr. Riley, Mr. Bergbauer and Mr. Steele met with Mrs. Ceil Folz for consideration of her services as a consultant to the Foundation. As such her organization would assist in developing and implementing a plan to raise money for the Foundation and secure additional Foundation board members to support its efforts. The consulting agreement would be funded jointly by an additional donation from Oscar Tang and a USOPC grant. Mrs. Folz will provide the Foundation with a proposed contract. The question was raised as to whether she could additionally work for USABS.

#### **12. Board Meeting Schedule**

The next in-person board meeting will be held in Lake Placid during the World Cup event, December 13-15. It will also include a cocktail event with the local individuals who attended the June 20 social.

A March 14, 2020 meeting will be held in Chicago, preceded by a board dinner on March 13.

#### **13. Action Item Review**

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

#### **14. Adjournment**

The meeting was adjourned at 5:45 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

\_\_\_\_\_  
July 26, 2019  
Date

