

Minutes

Board of Directors Meeting
March 1-2, 2013
Chicago, IL
10:00 am, 8:00 am CDT

A meeting of the Board of Directors (the “Board”) of the United States Bobsled and Skeleton Federation (“USBSF”) occurred on March 1 and 2, 2013. The Chair called the meeting to order at approximately 10:00 am CDT on Mar. 1. The following members of the Board were present at the meeting’s commencement: John Rosen, John Donovan, Ted Offit, Don Schaaf, Curt Tomasevicz, and Jennifer Donnelly. Elana Meyers arrived at 10:40 am and BJ Hybl at 11:00 am. The above members constitute a quorum of the Board under Bylaws Section 6.17.

Participating in the meeting from the USBSF staff were Darrin Steele and Lisa Carlock. Hal Pittman was also present at the meeting’s commencement and Duane Bailey arrived at 11:00 am.

The minutes were recorded by Lisa Carlock, Corporate Secretary.

1. Call to Order – Day 1

The chairman called the meeting to order at 10:00 am, welcoming new and soon-to-be directors. He emphasized the importance of meetings being for discussing topics and issues rather than solely reporting on them.

2. Management Review

a. Athlete/Coaching update

Darrin Steele provided a recap of the 2012-13 season highlighting final FIBT rankings and World Championship results.

b. Technology update

A progress update on the bobsled technology program was provided to the board. The BMW 2man sled was shipped to Europe for unveiling at the Igls World Cup race where Steve Holcomb drove to a 14th place finish. More notable results were achieved at the World Championships where Holcomb clocked top speeds and earned a 4th place finish. The sled will undergo modifications in the post-season thru collaborative efforts of the USBSF’s technology partners, coaches and pilots with the goal of testing in Lake Placid prior to the close of the sliding season.

Steele informed the board that the FIBT is facing a challenge in regards to runner treatment. It is illegal for runners to be treated however there are allegations of countries engaging in such activities. The FIBT needs to determine how to address the situation and it will be a topic of discussion at the upcoming Sports & Materials Committee meetings and Congress in April and June, respectively.

USBSF sponsor Widia is exploring options for assisting with runner technology including new skeleton runner cuts.

c. FIBT update



The FIBT Congress is scheduled for June 19-22 in Poland. Steele expects new statutes, including recommendations that the US made last year regarding governance structure, will be introduced and voted on. Currently every executive position is up for re-election after the Games.

d. Sochi update

Steele reported that the Sochi Organizing Committee received poor press surrounding the international training week and world cup event. Quality ice was lacking during training sessions and track upkeep was poor due to a lack of track workers. Additionally foreign countries were restricted in their access to driving lines thru use of the track shades. The 1500-meter Sochi track has a vertical drop of 132 meters and includes 17 curves. It takes 27 minutes to reach the track from the village.

Qualification for the Games runs from Oct 15 thru Jan 19, 2014, after which the USBSF will name the Olympic team. Submissions are due by Jan 22.

e. Financial update

Lisa Carlock reviewed current financial statements noting the cash flow challenge USBSF will face at fiscal year end due to a shortfall in new sponsorship generation. A significant negative net income is anticipated for the year. The board needs to meet its fundraising goal for 2012-13 so the USBSF can secure an additional \$35,000 in revenue thru the USOC's Challenge Grant program. Additionally, USBSF needs to secure new sponsorship deals for 2013-14 with payments structured for immediate access to the revenue. The USBSF has two lines of credit available to manage any short-term cash flow issues. It was also recommended that the funds allocation of the Foundation be shifted to meet more operational needs in the short term and programming needs in the future.

Carlock also informed the board of additional USOC funds secured during the season to provide assistance for the USA III teams and technology programs.

3. AAC Update

Curt Tomasevich informed the board that he was re-elected to the USOC AAC rep position in a December election and a new alternate, Mickie Rzepka, was selected. He asked the USBSF to consider funding the alternate to USOC AAC meetings (2 per year) and funding was approved for the upcoming meeting in May. Current topics being addressed by the USOC AAC include WADA's rewriting of their code and the IOC's rule 40 pertaining to individual athletes branding themselves at the Olympics.

The FIBT AAC will be meeting in June in Poland. It was suggested that they conduct an end-of-year survey for FIBT athletes as currently the FIBT does not have much athlete influence, but to date one has not been administered.

The USBSF AAC will be working with the coaches and staff on the Olympic selection criteria and 2013-14 High Performance Plan. They will also be working to identify an athlete to fill a new at-large position on the expanding USBSF board.

4. Bylaws Revision

Ted Offit presented the board with 4 proposed amendments to the USBSF bylaws.



- a. Amendment #1 – to increase the size of the board and to change the constituency of the board.

The USBSF board is currently comprised of 10 members; 2 athlete, 1 technical, 1 club, 2 at-large and 4 independent. The proposal is to further increase the size of the board to provide for a minimum of 10 directors and a maximum of 15. The increase in size will require that the board have 3 athlete members to maintain 20% representation. It is additionally proposed that the majority of the 15 person board consist of members meeting the standard of an independent director and that National Organization Director position be eliminated as it has never been filled and there are no national organizations expressing any interest in becoming involved.

Discussion ensued and the benefits noted for increasing the size of the board include an increase in the talent and networking base, enhanced fundraising efforts and an opportunity to increase diversity. Adding track operators as directors was also discussed.

A motion is duly made and seconded to increase the board size to a minimum of 11 and maximum of 15 directors to be comprised as follows: 3 athlete, 1 technical, 1 club, at least 3 at-large, and at least 3 independent. It is unanimously approved. The AAC will select the new athlete board member while the NGC will identify candidates for the new at-large and independent positions.

- b. Amendment #2 – to eliminate term limits for the Chairman position and increase term limits for committee positions to 8 years.

The current bylaws provide for election of a chairman every 2 years with a term limit of 4 years. Based on experienced difficulty in finding qualified chairs it is proposed that the term limit for the chair position be eliminated. For committees the current term limit is 6 years. It is proposed that committee membership term limits be changed to 8 years to match the 8-year term limit for board membership. This will allow board members to serve on the same committee during their entire 8-year term.

- c. Amendment #3 – to reflect the current constituency of the Nominating and Governance Committee.

A self-perpetuating NGC, whereby members elected their own successors, was established in the bylaws however the board changed this a few years ago to provide for a split in the selection of members of the NGC. NGC members are now elected by athletes, the general membership and the USBSF board. The bylaws need to be amended to reflect the new selection procedures, which are as follows:

- 1 member of the NGC will be selected by the prior NGC.
- 2 members of the NGC will be selected by the board. Of those selected, 1 will be a current board member (and Chair of the NGC) and 1 will be a past board member.
- 1 member of the NGC will be selected by the athletes.
- 1 member of the NGC will be selected by the general membership of the USBSF.

The NGC has a current open position to be filled by an individual selected by the general membership. USBSF will advertise the position in the monthly newsletter.

- d. Amendment #4 – to add flexibility for the time and place of the Annual Assembly.

The current bylaws state that the Annual Assembly should coincide with a major competition and be held within 6 months of the end of the fiscal year. As athletes cannot devote the time to attend the Annual Assembly during a major competition it is proposed that the Annual Assembly be held in conjunction with the National Team Camp and the 6-month



time constraint be lifted. It is also proposed to amend the stipulation that the board meeting take place after the Annual Assembly and instead it be held before.

Offit will provide exact verbiage for the proposed amendments. A motion is duly made and seconded to approve all amendments as modified. It is unanimously approved. USBSF will need to mail all proposed bylaws amendments to the membership and a formal vote of approval will be conducted at the membership meeting during the Annual Assembly.

5. Club Representation/Track Representation

BJ Hybl updated the board on the NGC's search for a new club director. There are two candidates to be presented to the clubs for election.

Briefly discussed during the presentation of the bylaws amendments, the board revisited adding track operators as directors and it was decided that the Utah Olympic Legacy Foundation and the Olympic Regional Development Authority will be given ex officio positions to attend all board meetings in a non-voting capacity. John Rosen will communicate this to the tracks and ask that they assign an individual to the position.

6. Marketing and Branding

a. Foundation Board

Steele provided an update on development of the Foundation Board. In addition to Rahal and Tang, Archie Urciuoli has also signed a pledge to be a Foundation director. The goal is to have secured 6 to 8 directors by the 2014 Games. Also, the Foundation has formally been registered as an LLC, governing documents are being finalized and USBSF is establishing a Foundation bank account.

b. Other

Don Schaaf reviewed the Sliding2Sochi campaign and expressed optimism for it gaining traction with the Olympic season upon us. They are currently shooting their third promotional video. He has also helped to secure a new vendor for USBSF apparel and an e-commerce site is being built.

Schaaf presented the board with recommendations for team brand realignment beginning with a name change from United States Bobsled and Skeleton Federation to USA Bobsled/Skeleton. He also proposed changes to the icon and provided a variety of samples that could be used specifically by the National Team, official sponsors, athlete sponsors, and all athletes. Schaaf additionally suggested establishing a style/rule guide for athletes regarding the placement of personal images on sleds.

Other marketing and branding projects currently underway include an updated 2013-14 sponsorship prospectus, updated one-page fact sheet, ongoing research to better understand Olympic athlete sponsorships with more needed to identify competition, hurdles for purchase, agency sell cycles, etc, and letters from Carlos Diggs out to several companies to propose sponsorship. Schaaf recommended developing a qualified lead list and building a membership list that can be included in USBSF's sellable properties.

7. Fundraising Events



Led by John Donovan the board discussed using the Annual Assembly as a fundraising opportunity. Invitations can be sent out for the annual gala and a silent and live auction held at the event. Donovan will talk with Ashley Walden and ORDA about organizing the event.

The board requested that Steele determine the amount of funding necessary to hire 2 full time staff people to assist with marketing and fundraising for a year. They also asked him to provide dates that athletes can be present in DC or Baltimore for a fundraising event prior to the start of the season.

8. Board Development

Rosen represented the board with their performance survey results from last year, reviewing the lowest ranking responses and improvement opportunities. These included a lack of adequate orientation for newly elected board members, insubstantial committee agendas and lack of minutes for meetings, and diversity of board composition. Rosen and Jennifer Donnelly will work together to establish an official board orientation package with targeted completion prior to the August meeting. Elana Meyers will review the USBSF's Strategic Plan to see if committee structure is aligned and make recommendations to address any misalignment and engage inactive committees. Pete Piechoski and Hybl are building a skills profile for the board to identify any gaps that exist.

9. Retired Athlete Career Development

Steele informed the board of activity of the USOC's Athlete Career, Education and Life Skills Working Group which included a presentation to the USOC on initiatives they felt were necessary to support athlete career development. The USOC asked the group to specify a few key initiatives to pursue. Steele noted that Field Hockey, Track & Field and Bobsled & Skeleton have been selected to pilot the initiatives. Key issues that the group are trying to address are why athlete career development resources are not being utilized, whether or not the right resources are being made available, and how NGBs can help their athletes become engaged in career development.

Steele asked Donnelly to take ownership of the USBSF's Retired Athlete Committee and suggested she reach out to committee members Steve Mesler and Bethany Hart to get them involved.

10. Trust Update

Donovan provided an update on USBSF Trust activity, which included approval by the Trust to rewrite the portion of the bylaws pertaining to annual fund distribution. The amount to be distributed to USBSF annually will now be 5% of a rolling 3-year average of the Trust balance. This will allow USBSF to budget for a minimum distribution of \$65,000.

11. Board Member Removal/Resignation

Rosen presented the opportunity for board members to offer feedback and express any concerns over the process undertaken in the days preceding and following the November board meeting in which a director was removed from the board. The general consensus was that it was handled appropriately and transparency was maintained throughout the entire process.

12. Budgetary Framework Policy



Rosen gave a brief introduction to the main topic of discussion for day 2; that is, board-established broad principals thru which the CEO is to make decisions for allocation of funds.

13. Adjournment

The meeting was adjourned at 4:52 pm CDT.

1. Call to Order – Day 2

The chairman called the meeting to order at 8:01 am.

2. Paralympic Initiative Update

Rosen provided the board with an update on current Paralympic committee activity, explaining that the committee has a formal business plan with annual thresholds it must meet in order to continue its objective of Paralympic Bobsled being included in the 2018 Games. The committee's progress is evaluated by the IOC. Last year official schools were held in Park City and Igls and this year they have been conducted in Igls, Calgary and Park City, with one additional school pending in Sigulda. Next season the first 2 World Cup events will be held. The United States, Great Britain, Latvia and Canada are the nations actively engaged but the committee is looking to the FIBT to help integrate more national federations in the initiative.

3. Budgetary Framework Policy

Rosen led the board in discussing how USBSF should prioritize and assign finite resources against an infinite wish list. Steele explained that USBSF is funding for medal opportunities. His current strategy is to take care of the top athletes because without successful teams the USBSF can neither market nor recruit, while also aiming to balance long term needs of the athlete pipeline with heavier investments in development in years 1 and 2 of a given quad. Steele also explained that with roughly 70% of USBSF funding coming from the USOC, it is imperative that USBSF strategy aligns with the USOC's.

Discussion points included reviewing current spending strategies against the USBSF's Strategic Plan and the fact that if spending on athletes and programming is to increase, sponsorship, membership and fundraising will have to be the USBSF's source of the additional needed revenue. It is also noted that discretionary funding for the Paralympic sports will need to be pursued independently.

4. Annual Meeting Planning

The USBSF Annual Assembly is scheduled for Aug 9-11, 2013 in Lake Placid. The board should plan to arrive on Thursday with an all-day board meeting on Friday, the annual meeting on Saturday morning, the gala Saturday evening and a strategic planning meeting on Sunday.



It is noted that the board will have to approve the 2013-14 budget prior to June 30 so a telephonic meeting will be held in June. Additionally a new chair needs to be elected prior to June 30 however the board agrees to extend John Rosen as acting chair from July 1 until the Aug 9 meeting.

5. Youth Development

Hal Pittman presented the board with a plan for 2-day development camps targeting 13 to 19-year-olds. The camps would include a combine, training, and a social gathering. Pittman, who will serve as program director, has already begun coordinating the first event with the Utah Olympic Park and they are recruiting participants from schools within a 200-mile radius of Park City. The long-term plan is to create a calendar of events that will allow for progression in the sports.

6. New Business

Steele informed the board of his participation on the USOC's Diversity Advisory Council, noting that bobsled & skeleton is the most diverse group among winter sports. The council will be sending out a best practices document to NGB's shortly.

7. Review of Meeting

Board members provided feedback on positive and negative aspects of the meeting. It was suggested that measurements be made against old action items to ensure they have been addressed sufficiently. Action items from the current meeting were reviewed and include;

Steele	Contact Ludus Tours to ensure their preparedness to assist with Sochi arrangements Provide board with a dollar figure to fund 2 full time marketing/fundraising staff for a year Provide board with dates athletes can be in DC or Baltimore for fundraiser prior to season
Rosen	Communicate with tracks about ex officio positions on board Schedule June conference call for budget review/approval and Code of Ethics ratification
Donovan	Create one-page summary/description of what we require/how we define a club
Offit	Provide final versions of amendments Register new trademark Serve as lead contact with Ludus Tours
USBSF	Mail amendment proposals to membership New trade name registration Secure new URL – usabobsledskeleton.com Post open NGC position in newsletter Post Code of Ethics on website
Rosen/Donnelly	Create orientation package for new board members, target completion before August meeting
Donnelly	Review FIBT strategic plan



Meyers	Review USBSF strategic plan for alignment with committee structure Formulate ideas to energize inactive committees (whether related to strategic plan or not)
Hybl	Build skills profile for board and identify gaps Review ethics and judicial committee composition, confirm member commitments thru Sochi Create position description for NGC
NGC	Begin identifying candidates for 2 new board positions Elect club director
AAC	Identify new athlete board member
Carlock	Provide board with list of VIK including current and items wished for Close Donovan USBSF email account, add USBSF email accounts for Schaaf and Bailey
Rosen/Steele/ Carlock	Create measurements for action items and establish checkpoint prior to next meeting

8. Adjournment

The meeting was adjourned at 11:12 am CDT.

This document constitutes a true and correct copy of the minutes of the meeting of the Board of Directors of the United States Bobsled and Skeleton Federation.

Lisa Carlock

Lisa Carlock
Corporate Secretary

May 26, 2013
Date

