

Minutes

Board of Directors Meeting  
March 14, 2020  
Annapolis, MD  
8:30 am ET

A meeting of the Board of Directors (the "Board") of USA Bobsled / Skeleton occurred on Saturday, March 14, 2020. The Chair called the meeting to order at approximately 8:30 am ET. The following members of the Board were present at the meeting's commencement: Bob Bergbauer, Chris Fogt, John Raftery, Sherry Cushman, Jay Eichelberger, and David Best. Savannah Graybill, Steve Langton, Jennifer Donnelly, Ryan Bosch, Lorenzo Smith, Jean Prahm and Mac Riley participated by conference call. The above members constitute a quorum of the Board under Bylaws Section 6.17.

USABS CEO Aron McGuire, staff member Lisa Carlock, and AAC representative Lauren Gibbs were also present, while Advisory directors Javier San Miguel and Mike Regan, and AAC representatives Kendall Wesenberg, Nic Taylor and Elana Taylor participated by conference call.

Lisa Carlock recorded the minutes.

**1. Call to Order**

Mr. Bergbauer called the meeting to order at 8:30 am ET. He requested the full attention of everyone participating in the meeting despite distractions from the rapidly evolving news around the COVID-19 pandemic.

**2. Management Report**

Mr. McGuire briefly introduced himself to the board and gave a short history on his involvement in sport and his path to USABS. He stressed his desire to ensure consistency within USABS to provide athletes with what they need to be successful year after year and to elevate USABS' standards and results to become the best in the world.

Ms. Carlock reviewed the current financials and projections through the end of the fiscal year. There are restricted funds available for reallocation within sport programs and Ms. Carlock will work with Mr. McGuire and the coaches to determine if we have appropriate programs to spend them on at this time or if a rollover should be requested from the USOPC.

Unrestricted funds remain short despite new sponsorship revenue generated this year. USABS has formally requested issuance of grants from the Foundation and the Trust that were previously approved by both entities to help with the currently projected negative balance at year-end.

Board discussion ensued regarding revenue generation. The board requested a contract matrix detailing current sponsorships and would like to establish a contract negotiation review group whose involvement would be triggered whenever a contract with a potential sponsor reaches a pre-set monetary threshold. The board also discussed helping



populate Omaze's database for their upcoming fundraising campaign and how we can increase website traffic to increase our USOPC marketing agreement payout.

Mr. McGuire next summarized his first three weeks on the job, noting his attendance at World Championships, results of meetings conducted with athletes and coaches, participation in the USOPC Winter Sport Planning meetings, review of sponsorships, and discoveries through one-on-one meetings with coaches and staff and distribution of an employee engagement survey. Upcoming initiatives include operational planning, strengthening sponsor relationships and identifying new sponsors, updating the org chart, and establishing job descriptions and an annual performance review process. Strategic planning sessions have also been scheduled in June. Additional updates were provided on national championships, IBSF Congress and the Lake Placid start facility.

### 3. Foundation Board Update

Mr. Kirley briefly updated the board on the Foundation's partnership with Ceil Folz and CFC Collective to create growth goals and improve operations of the Foundation. He also announced Bobby Rahal's appointment as Chair Emeritus of the Foundation.

Ms. Folz reviewed CFC's recently completed discovery process, outcomes and recommendations. Recommendations and goals include establishing clear delineation between NGB and Foundation board responsibilities, reduction in Foundation board annual contribution requirements, expansion of board size, channeling all individual and event fundraising efforts through the Foundation, and establishing an annual grant process whereby USABS would request Foundation support for specific programs. Under this model, USABS would retain its present responsibilities for securing and managing corporate sponsorships. She discussed fundraising campaign ideas including the already launched "Team Bob" and potential sponsorship opportunities for USABS to pursue. She also noted that under its contract, CFC is responsible for implementing these recommendations. CFC's current contract with the Foundation ends October 15, 2020.

### 4. Executive Session

The board conducted an executive session from 12:35 pm until 2:15 pm. Present in the room were Bob Bergbauer, Chris Fogt, John Raftery, Sherry Cushman, Jay Eichelberger, and David Best. Savannah Graybill, Steve Langton, Jennifer Donnelly, Ryan Bosch, Lorenzo Smith, Jean Prahm and Mac Riley participated by conference call. Topics addressed included the Foundation board proposal, committee assignments and meeting minutes requirements, board recruitment needs, recent ethics complaints and employment matters.

### 5. AAC Update

Mr. Fogt briefed the board on the AAC's goals, which include improving relationships with coaches and staff, formalizing specific roles and projects for AAC members, increasing interactions with athletes, and producing a post-season survey prior to April 15. He also discussed the USOPC's movement to address athlete well-being, its new tiering system that will help determine where funding and benefits are allocated, and its process for responding to athlete violations.

Ms. Gibbs called attention to several current hot topics within USABS, including the number of athletes named to the national team, preservation of resources for top athletes, the need to address technology and innovation, and the need to reinitiate strategic planning.



Additional topics addressed included the new USOPC maternity policy, the continued participation of athletes implicated in the McLaren Report, IBSF's proposal for scheduling of monobob competitions, and the need to enable athletes to voice concerns without fear of retribution.

## **6. Conflict of Interest Review**

Mr. Bergbauer informed the board that conflict of interest disclosure will be a standing agenda item for all board meetings and that disclosure is an ongoing, not just annual, requirement. He requested that all directors be stringent and thorough in what they disclose and noted that everything will be fully evaluated with discussions documented in meeting minutes.

Mr. Buchanan submitted a conflict of interest form stating part ownership in a company that is building alpine venues for the 2022 Olympic Games. After discussion it was decided that there was insufficient information to render a decision and Mr. Bergbauer agreed to follow up with additional questions for Mr. Buchanan, who was unable to participate in the meeting. The question was posed if future disclosures should be reviewed and voted on by the Ethics Committee rather than by the board. Mr. Bergbauer agreed to ask the Ethics Committee if they are willing to take on this responsibility.

## **7. Bylaws Update**

Ms. Taylor is working on proposed changes to membership bylaws in order to create an option for retired athletes. She also requested more stringency on enrollments in the athlete membership category, noting that individuals who are technically ineligible are registering. It was noted that proposed bylaws changes affecting membership rights will have to be posted and voted on by affected membership classes.

## **8. Compliance Focus**

Mr. Bergbauer reviewed the USOPC's new NGB certification policy which was created to ensure that NGBs meet USOPC audit standards in areas of governance and compliance, financial and reporting practices, athlete protection and rights, and sport and operational performance. He reviewed USABS' recent audit findings and stated that we must achieve and maintain 100% compliance with USOPC standards and recommendations.

Mr. Bergbauer also reviewed board member compliance with SafeSport refresher training requirements and requested that those not currently up to date complete their refresher courses immediately.

## **9. Alumni Committee**

Ms. Prahm noted that the alumni committee will reconvene group meetings prior to June. She also mentioned an individual coming forward with interest in helping to organize another alumni event.

## **10. Audit Committee Report**

Mr. Eichelberger informed the board of the audit committee's conference call with Jill Goodwin to review USABS' 2018 990 and 2018-2019 audited financials and recommended that the board approve them for filing. He noted that the only recommendation by the auditors was to ensure that Foundation meeting minutes were recorded. *A motion was duly made and seconded to approve the 990 and audited financials. It was unanimously approved.*





# USA Bobsled / Skeleton

National Governing Body for the sports of Bobsled and Skeleton

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The audit committee will continue to review financial statements on a monthly basis.

## 11. Action Step Review

Mr. Bergbauer reviewed the list of action items from the December board meeting to confirm completed and open items, and then reviewed new items created during this meeting and assigned owners and deadlines for each. He agreed to send out the final list via email.

## 12. Adjournment

The meeting was adjourned at 4:25 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*

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Lisa Carlock  
Corporate Secretary

April 3, 2020  
Date



1631 Mesa Avenue, Copper Building – Suite A  
Colorado Springs, CO 80906  
P: 719.636.1513 | F: 719.520.3212  
visit us at [bobsled.teamusa.org](http://bobsled.teamusa.org)



Member, U.S. Olympic Committee