

US SAILING Board of Directors Meeting
Sunday, March 28, 2009

Present: Dick Allsopp, President Jim Capron, Susan Epstein, Vice President Tom Hubbell, Gary Jobson, Leslie Keller, Patty Lawrence, Jerry Montgomery, Jim Tichenor and non-voting Ex Officio member, Secretary Fred Hagedorn.

The meeting was also attended by many members of the House of Delegates and other attendees of the Committee Meeting Weekend in Denver. In particular, Walt Chamberlain was in attendance.

- 1) The meeting was called to order by President Capron at 6:12 pm MDT.
- 2) Secretary Hagedorn called the roll and announced that a quorum was present.
- 3) A **MOTION** to approve the Consent Calendar was made, seconded and approved.
 - a) Minutes of the March 26, 2009 meeting of the Board of Directors
- 4) President Capron reported on the state of the association to the House of Delegates at their meeting just prior to the Board of Directors' meeting. Please see the 3/28/2009 House of Delegates minutes.
- 5) Treasurer's Report – Treasurer Leslie Keller reported on the strong cash flow position of the association at the House of Delegates meeting just prior to this Board of Directors' meeting. Please see the 3/28/2009 House of Delegates minutes.
- 6) US SAILING Foundation Report – USSF Vice-President Fred Hagedorn reported that the USSF Trustees had awarded \$18,000 to eight classes in support of international competition with a particular focus on youth, and \$4,000 to support the ISCA in sending a USA Team on tour in England, for a total distribution of \$22,000.
- 7) Report of the House of Delegates and Requests for Action – Chairman Walt Chamberlain reported that the House had met earlier in the afternoon and had the following Action Requests:
 - a) The HOD presented an Action Item originated by the National Offshore Council which presented a request that the Board formally respond to action requests in writing forwarded through the HOD within 3 months of receiving it.
 - i) The HOD did recommended disapproval.
 - ii) It was noted that all Action Requests are included in the Minutes of the Board of Directors and that those are posted on the Association's website. An independent audit of this had confirmed this.
 - iii) The Request was Made, seconded and NOT APPROVED.
 - b) The HOD presented an Action Item to maintain a Spring Meeting of US SAILING to include the Board of Directors, the House of Delegates, the Council of Sailing

Associations Executive Committee, and other committees and councils as they respectively see fit.

- i) The HOD recommended approval.
 - ii) Discussion of this item was combined with the item postponed from the Board's March 26, 2009 Meeting in which the motion had been made to suspend the holding of a spring meeting for the years 2010 and 2011.
 - iii) Board members wanted more information from staff on the implications of each approach.
 - iv) A **MOTION** was made, seconded and APPROVED to POSTPONE this topic to the April 20, 2009 meeting.
- c) The HOD presented an Action Item from the Safety-At-Sea Committee reflecting a sense of the meeting that Safety is an integral part of our association and that the presence of "safety" should be seen on the home page of the association's website.
- i) The HOD recommended approval.
 - ii) Discussion reflected the diversity of aspects of the association that wish to be on the home page, and recognition that "safety" is one of our prime strengths.
 - iii) A **MOTION** was made, seconded and APPROVED to provide the sense of the meeting, that "safety" is an important part of our mission and that the presence of "safety" should be prominent on the association's website, and to refer this issue to the staff to determine how best accomplish this goal. It was noted that safety is also integral the Education Division and that aspect should be included in this future endeavor.
- d) The HOD presented an Action Item from the Community Sailing Council, the Cruising Council and the Recreation Division that the association initiate the Community Sailing Council plan for certifying community sailing centers, creating a sailing exchange program, and creating a community sailing membership in US SAILING, as each step becomes viable.
- i) The HOD recommended approval.
 - ii) Discussion focused on the fact that this was a great blueprint and vision, along with the realization that staff would need to support volunteers in developing actual business plans in support of each of the three items, and that this would probably be accomplished at various times over the next few years. Each business plan and the subsequent use of additional monies will require future action by the Board of Directors. In support, the Education Division Director expressed interest in developing the business plan for the certification program.
 - iii) A **MOTION** was made, seconded and APPROVED to initiate the Community Sailing Council plan for certifying community sailing centers, creating a sailing exchange program, and creating a community sailing membership in US SAILING, as each step becomes viable, with an appropriate business plan for each to be presented to the Board as it is ready.
 - iv) It was further noted by the Board that the Community Sailing Council, and in particular Morgan Collins, should be commended for providing such a well written and comprehensive proposal to the Board.
- e) The HOD presented an Action Item from the Bylaws Committee proposing a change to Bylaw 525 pertaining to the Nominating and Governance Committee's composition that had been duly initiated by the Board of Directors. In particular, this

change would add a member to the Nominating and Governance Committee appointed by the Board of Directors from the Board of Directors.

- i) The HOD recommended disapproval.
 - ii) The discussion centered on the themes that although this made sense for the “nominating” aspects of the committee, it was perceived as inappropriate for the governance and ethics functions of the committee.
 - iii) With 8 voting at this point in the meeting, Bylaw 801 Section 4 (b) required that 7 votes be cast in the affirmative for the motion to pass.
 - iv) The **MOTION** was made, seconded and DISAPPROVED by a vote of 0-8-0.
- f) The HOD presented an Action Item from the Bylaws Committee proposing changes to Bylaws 303 and 525 pertaining to the composition of the Audit Committee that had been duly initiated by the Board of Directors. In particular, this change would place members of the Board of Directors on the Audit Committee and permit the chairman to be a member of the Board of Directors. This approach was agreed to by the USOC staff and is similar to the provisions that Sarbanes-Oxley places on For-Profit corporations.
- i) The HOD recommended approval.
 - ii) A **MOTION** was made, seconded and APPROVED by a vote of 6-0-2, to adopt the Bylaw Amendments (please see Attachment A). The abstentions were Board Members who had been slated to be on the Audit Committee.
- g) The HOD presented a Report by the HOD ad hoc Committee on Membership initiatives. The HOD was forwarding it for the Board to consider these conceptual ideas.
- i) The HOD forwarded the 13 ideas without comment, with the exception of recommendation #1, which the HOD did not recommend – this dealt with the current pricing of dues and suggested that dues be rolled back to 2007 levels.
 - ii) A **MOTION** was made, seconded and APPROVED that the Board and House ad hoc Committees on Membership work together and review all of their respective ideas and report back to the Board of Directors with their combined recommendations no later than the August 17, 2009 meeting of the Board of Directors.
- 8) Report of Committees – The Nominating and Governance Committee reported, via President Capron, that it intends to nominate Gary Jobson for the office of President of US SAILING at the Annual Governing Meeting of the Board of Directors that will be held in League City, TX, October 21-25, 2009.
- 9) OLD BUSINESS – The Motion to Suspend the Spring Meeting for 2010 and 2011 that was postponed from the March 26, 2009 meeting of the Board of Directors was further postponed to the April 20, 2009 meeting of the Board of Directors (please see Item 7(b) of these minutes.
- 10) NEW BUSINESS
- a) Gino Bottino suggested that the Board consider having the Nominating and Governance Committee be split into its three functional parts (nominating, governance and ethics) as all three are very different from each other and should

require different skill sets. It should be noted that Dr. Bottino is an ethicist as well as being a medical doctor.

- i) A **MOTION** was made, seconded and APPROVED to forward this suggestion to the Bylaws Committee for its study, review and recommendations.

11) Announcement

The 2009 Annual Meeting of US SAILING will be held at League City, TX, October 21-25, 2009. League City is just south and east of Houston.

Houston has two major airports, Hobby and Intercontinental (George Bush).

The SOUTH SHORE HARBOR RESORT provides limited complimentary pick-up and delivery to **HOBBY International Airport**, which is based on a specific schedule and availability. Katie will be posting their schedule on the Annual Meeting Website (<http://www.ussailing.org/events/Meet09fall/index.asp>) shortly.

Transportation outside of the scheduled runs or to Intercontinental Airport can be arranged for a fee.

Airlines that service Hobby include:

- Airtran
- American Airlines
- Delta
- Jet Blue
- Southwest

12)The meeting was adjourned at 7:02 pm MDT

Respectfully submitted,

Frederick H. Hagedorn
Secretary

The next meeting of the Board of Directors will be held on April 20, 2007 at 8pm EDT

Attachment A

The Board of Directors Initiated, the Bylaws Committee reviewed and recommended, the House of Delegates recommended approval, and the Board of Directors adopted the following amendments to the Bylaws of the US Sailing Association on March 28, 2009:

Bylaw 523 (Audit Committee) is hereby amended to read as follows:

Section 1. Composition. The committee shall be composed of three (3) voting members and two (2) non-voting members. At least two (2) of the three (3) voting members shall be Elected Directors (Bylaw 302). At least one (1) of the three (3) voting members shall be a sailor Athlete (Bylaw 105(2)), who may also be an Elected Director. The Treasurer and Finance Director shall serve as non-voting *ex officio* members of the committee. The Chairman shall be an Elected Director.

The last sentence of Section 6 of Bylaw 303 is hereby amended as follows:

...This prohibition does not apply to committees of the Board such as the Audit Committee, Compensation Committee or the Investment Committee or such other special committees of the Board as may be established by the President for specific tasks.

REASONS for the Change:

To meet the recommendations of the USOC. For-profit corporations are required to have similar type provisions by Sarbanes-Oxley. The change in Bylaw 303 merely adds the Audit Committee to the list of committees of which a Director may act as Chairman.