

US SAILING Board of Directors Meeting
October 29, 2011
Lowes Hotel
Annapolis, MD

Present: Ed Adams, Dean Brenner, Walter Chamberlain, John Craig, Susan Epstein, Secretary Fred Hagedorn, Stan Honey, Vice President Tom Hubbell, President Gary Jobson, Treasurer Leslie Keller, Maureen McKinnon-Tucker, Dawn Riley and non-voting Ex Officio members Executive Director Jack Gierhart and House of Delegates Chair, Jim Walsh.

- 1) The meeting was called to order by President Jobson at 6:18 pm EDT.
- 2) Secretary Hagedorn called the Roll and announced that a quorum was present.
- 3) Consent Calendar
The approval of the Consent Calendar was **MOVED**, Seconded and APPROVED.
 - a) Minutes from October 27, 2011 are therefore approved as written
- 4) USSF Report – President Rosekrans reported that Planned Giving is always an opportunity for our members and friends. \$36,000 was awarded by the Trustees to US Athletes in non-Olympic athletes and educational initiatives. To date, the USSF has awarded over \$1,000,000 over its tenure of 25 years.
- 5) House of Delegates Requests for Action –
 - a) The HOD recommends that the Board of Directors schedule a Spring Meeting. This **MOTION** was MADE, SECONDED. After some discussion and commentary by President Jobson,

A SUBSTITUTE MOTION was MADE, SECONDED and APPROVED to name a Working Group to report back to the November 21, 2011 Meeting of the Board of Directors with its recommendation(s). The group would have one member named from each of the following groups: Board of Directors, House of Delegates, Council of Sailing Associations, Site Selection Committee and Staff.

Note: after the meeting adjourned, the following individuals were selected to serve on this working Group:

- Susan Epstein Board of Directors
- Brian Hawbolt House of Delegates
- Mark Hansen Council of Sailing Associations
- Joy Siegel Site Selection Committee
- Jack Gierhart Executive Director -- Staff

- b) The HOD recommends that the Board of Directors support the initiated Bylaw Change 2011-B, creating the Staff Position of Associate Executive Director – Olympic Programs as a non-voting member of the Board of Directors (see Attachment 1). This **MOTION** was MADE, SECONDED and APPROVED.

- c) The HOD recommends that the Board of Directors approve the recommendation of the US Men's and Women's Sailing Championships Committees to suspend the Men's and Women's Sailing Championships for at least one year.

The **MOTION** was MADE and Seconded. After discussion an

AMMENDMENT to the MOTION was MADE, SECONDED and APPROVED to limit the suspension of these two Championships to one year.

So, the **MOTION** that was ultimately APPROVED (with two votes in the negative) reads:

US Sailing will Suspend the Men's and Women's Sailing Championships for one year (2012).

6) Council Requests for Action – NONE

7) Committee Requests for Action –

- a) Development Committee – Chair Sarah Alger reminds all members that the Annual Appeal is in-process. The Goal is to raise \$85,000 and to date \$45,000 has been received, so we are off to a good start. Alger notes that membership dues pay for about 20% of our association's costs, and so the Annual Appeal is an essential part of our association being able to provide the benefits we all desire in our sport.
- b) Commercial Sailing Committee – Chairman Greg Norwine reported on the status of his committee and of the Commercial Sailing Schools. There are now 61 schools and businesses, an increase of 6. The Marketing Efforts of US SAILING are recognized and appreciated by the schools, and there was an increase in membership renewals. The committee recognizes the need for web-based Module Training capabilities in the association and looks to the organization to move us in that direction in the near term. The committee's report may be found on the US Sailing Website.
- c) Bylaws Committee – after providing members an opportunity to comment over the course of the weekend of meetings, the amendment to Regulation 8.09 was put forward for adoption. It was **MOVED**, SECONDED and APPROVED (with one vote in the negative) to adopt the new Regulation 8.09 (see Attachment 2).

8) Nomination of Committee Chairs -- President Jobson nominated the Chairs for the 2010-2011 year (see Attachment 3). It was **MOVED**, SECONDED and APPROVED.

9) Approval of Committee Members

It was **MOVED**, SECONDED and APPROVED to name the members of the Review Board for 2011-2012. (See Attachment 4)

- 10) Old Business – The following three **MOTIONS** were **MADE**, **SECONDED** and **APPROVED** that
- a) the audit report for the year ended 12/31/2010, consisting of the independent auditor's report, financial statements, and supplemental information, is accepted by this Board as presented.
 - b) the advisory letter dated 9/28/2011 from the independent auditor is accepted by this Board as presented.
 - c) the Forms 990 and 990-T for the year ended 12/31/2010 are approved by this Board as presented for filing with the Internal Revenue Service.

10) New Business –

11) The meeting was adjourned at 7:23 pm EDT.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Attachment 1

Approved Change to US Sailing Bylaws

The Board of Directors approves the following change to the US Sailing Bylaws:

PART III – GOVERNANCE

Subpart A – Board of Directors

Bylaw 301 – General Authority and Responsibility

(In Section 2, Insert a new # (10))

- (10) With the Executive Director, hire and oversee an Associate Executive Director – Olympic Programs and determine compensation.

(Current (10) becomes (11))

Bylaw 302 – Composition

Section 1. The Board of Directors shall consist of 13, or at its discretion 14 or 15 as may be required under Bylaw 304, voting members and 3 ~~2~~ non-voting members. Nine (9) directors elected by the General Members (the “Elected Directors”); the President elected by the Board, the Olympic Division Chair; the Treasurer, the Secretary, and one Select Member if selected by the Board. The non-voting members shall be as follows: The Chair of the House of Delegates, the Executive Director, and the Associate Executive Director - Olympic Programs.

Bylaw 303 – Eligibility and Conflicts of Interest

(In Section 5, Associate Executive Director – Olympic Programs)

Section 5. No officer or member of the Board of Directors of US SAILING may receive a salary or compensation from US SAILING, but nothing herein shall be construed to prevent an officer or member of the Board of Directors from receiving compensation from US SAILING for the duties performed on behalf of US SAILING other than in the capacity of an officer or a member of the Board of Directors. The Executive Director and Associate Executive Director – Olympic Programs is specifically excluded from these restrictions and serves at the pleasure of the Board.

PART VI – ADMINISTRATION

(ADD a NEW Subpart B)

Subpart B – Associate Executive Director -- Olympic Programs

Bylaw 606 – Designation

Section 1. US SAILING shall have an Associate Executive Director – Olympic Programs, who shall be the leader of Olympic Programs and vested with the authority to make decisions on behalf of the Olympic Division. Any candidate for Associate Executive Director – Olympic Programs shall be approved by the Board of Directors before US SAILING issues any offer of employment.

Section 2. The Associate Executive Director – Olympic Programs, shall be responsible for Olympic Program staff functions. The Associate Executive Director – Olympic Programs shall report to the Executive Director and shall oversee the hiring and firing of all Olympic Program staff and the staff's ethical and competent implementation of the Board's policies as implemented by the Executive Director. The Associate Executive Director – Olympic Programs shall, either directly or by delegation, manage Olympic Program staff functions; determine the size and compensation of, hire and terminate the professional Olympic Program staff in accordance with US SAILING compensation policies and guidelines (as established by the Board and implemented by the Executive Director); develop a strategy for Olympic Program success; be responsible for resource generation and allocation; act as spokesperson for the Olympic Program; prepare and submit quadrennial and annual budgets to the Executive Director; and perform all functions as usually pertain to the Olympic Program.

Bylaw 607 – Tenure

The term of employment of the Associate Executive Director – Olympic Programs shall be approved and established jointly by the Executive Director and the Board of Directors as they deem appropriate. The Associate Executive Director – Olympic Programs may be removed at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Associate Executive Director – Olympic Programs. If the Associate Executive Director – Olympic Programs has a contract of employment with US SAILING, the contract shall provide that the Associate Executive Director – Olympic Programs' employment may be terminated by the Executive Director with the consent of the Board, with or without cause.

Bylaw 608 – Responsibilities

1. Develop a strategy for achieving success at the Olympic, Paralympic and Pan Am Games, and the Youth World Championship, and other USOC Designated Events as adopted by US SAILING;
2. Prepare and submit quadrennial and annual budgets to the Executive Director;
3. Determine the staff needed to effectively carry out the mission, goals and objectives of the Olympic Program;
4. Oversee the hiring and termination of all Olympic Program staff per US SAILING guidelines as implemented by the Executive Director and the Board;
5. Be responsible for resource generation and allocation of resources for the Olympic Program;
6. Act as spokesperson for the Olympic Program;
7. Perform all functions as usually pertain to the Olympic Program.

Attachment 2

Approved Amendment to US Sailing Regulation 8.09

The Board of Directors approved the following change to US Sailing Regulation 8.09:

8.09 OLYMPIC SAILING FUNDS

The Olympic Windfall Fund originated from payments made to US SAILING from the surplus generated from the 1984 Olympic Games in Los Angeles. The Fund has been designated by the Board of Directors solely for the support of Olympic sailing, including training and development, and associated Olympic Sailing Division department and organizational overhead and operating expenses. Disbursements from the Fund are therefore restricted to these purposes.

- A. The Fund shall be invested to provide for long term appreciation and stability and use in perpetuity. The Board of Directors is responsible for carrying out this policy and may hire professional investment managers to provide investment services.
- B. The Olympic Sailing Division may request up to 4.5 % of the value of the Fund determined as of September 30th previous to the budget year in question, to be included in the Division's annual budget using the budget process of US SAILING, and may make such other requests directly to the Board as the Division considers necessary for the good of the Olympic sailing program. Approvals of funding requests not taken by the Olympic Sailing Division by the close of business December 31st each budget year shall expire and shall not carry forward to succeeding budget years.
- C. All disbursements from the Fund shall be approved by the Board, which shall determine if the disbursement is prudent based on considerations of the long term preservation of the Fund, economic conditions, the Fund's expected total return, other resources available for the same purpose, the importance of the activity the disbursement will support, and other considerations as deemed appropriate by the Board.
- D. Additional monies raised for the benefit of the Olympic Sailing Division shall not be used for any purpose other than for the benefit of the Olympic Sailing Division programs. These funds shall not be co-mingled with the general funds of the association but may be co-mingled with funds under the management of the U.S. Olympic Foundation.

Attachment 3

Approved List of Committee Chairs for the 2011-2012 Term

Administration Division Chair	Jim Muldoon
Budget	Nancy Glover
Development	Sarah Alger
Government Relations	Jim Muldoon
Marketing and Communications	Sarah Alger
Membership	Bill Kirk
Risk Management	Means Davis
Site Selection	Joy Siegel
Technology	OPEN
Web Liaison	Chris Luppens
Competition Division Chair	Jim Walsh
Inshore	
Match Racing	Dave Perry
Team Racing	Steve Wolf
Offshore	
ORC	OPEN
ORR	Peter Reichelsdorfer
PHRF	Bruce Bingham
IRC	OPEN
Portsmouth Yardstick	Carl Reigart
Offshore Teams	OPEN
Safety-At-Sea	Chuck Hawley
Championships	Shannon Bush
Trophy	OPEN
US Championship of Champions	Andrew Daugherty
International Women's Keelboat	Chafee Emory
US Disabled Sailing	Debra Frankel
US Match Race	Greg Kiely
US Men's Sailing	Linda Epstein
US Multihull	OPEN
US Offshore	Jon Siegel
US Singlehanded	Martine Rawlings Zurinkas
US Team Racing	Glenn Oliver
US Women's Match Racing	Susanne Leach
US Women's Sailing	Linda Epstein
US Junior Championships	Vicki Sodaro
US Junior Women's'	Danielle Richards
US Youth	Steve Wrigley

Attachment 3**Approved List of Committee Chairs for the 2011-2012 Term
(Continued)**

Competition Division (continued)

Race Administration	Hank Stuart
Appeals	Dave Perry
Judges	Don Becker
Race Management	Mark Foster
Rules	Rob Overton
Umpires	Bruce Cook
Classification	Jim Thweatt

Education Division Chair

Rich Jepsen

Training	Rich Jepsen
Commercial Sailing	Greg Norwine
Sports Medicine	Gino Botinno
Sportsmanship	Clark Chapin

Olympic Division Chair

Dean Brenner

Olympic Sailing Committee	Dean Brenner
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Recreation Division Chair

Tom Hubbell – Acting Chair

Community Sailing Center Sanctioning and Exchange Committee	Morgan Collins
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Non-Divisional Committees

Audit	Walter Chamberlain
By-Laws	Clark Chapin
Legal Committee	OPEN
Compensation Committee	Tom Hubbell
Investment Oversight	Mason Chrisman
Review Board	Carol Barrow

The following Committee Chairs were extended beyond the normal 4 year Term-Limit by unanimous vote of the Board of Directors:

Development	Sarah Alger
Government Relations	Jim Muldoon
Marketing and Communications	Sarah Alger
Risk Management	Means Davis
Web Liaison	Chris Luppens
Training Committee	Rich Jepsen
Bylaws	Clark Chapin

Attachment 4

Approved List of Committee Members for the 2011-2012 Term

Review Board

Carol Barrow, Chair

Robert Conner

Means Davis

Noel Field

Peter Kellogg

Timmy Larr

Charles Leighton

Genny Tulloch