



Conference Call to order: 7:30pm

In attendance: Board: President Bruce Burton, CEO Jack Gierhart, Treas. Steve Freitas, VP Cory Sertl, Sec. Martine Zurinskas, Clerc Cooper, Tarasa Davis, Rich Jepsen, Ron White, JJ Fetter, Malcolm Page, Gary Gilbert
Regrets: George Hinman, Sally Barkow, Jim Walsh
Guests: 13 guests on the call.

1. Announcements
2. Consent Calendar: **Vote #1 Motion to approve, unanimously approved.**
Minutes approved April 17 and April 25 minutes
Classifiers committee update
BAR20170508 Board Action Request J/111 World Championship, August 22-27, 2017, St. Francis YC, CA
3. President's Report Bruce Burton
Full summary of the report: <http://www.ussailing.org/about-us/board-of-directors/board-of-directors/presidents-reports/>
Highlights of reports:
Atlanta summary – great participation, Volunteer Connect, The FILTER is critical to our successes.
Productive meeting in Portsmouth with great staff participation and positive attitudes.
New US Sailing BLOG hope to engage membership positively.
4. World Sailing Update Cory Sertl / Gary Jobson
Summary of report by Gary and Cory
World Sailing offices moving to London, long term should be an improvement of services.
55 Women attended the Adam's Cup reunion – great history and memories shared and sailing.
Impressions of the Board work at WS is positive, good committee chairs and vice chairs were active and cooperative with common sense solutions.
Corpus Christi YC Youth Worlds in 2018, moving forward to support this event.
WS Submission deadlines due August 1st, delegation call in early June to review submissions needed.
5. Chief Executive Officer Report Jack Gierhart
Full Association Report at this link: <http://www.ussailing.org/about-us/board-of-directors/association-reports>
Stands as submitted; highlights – membership changes and need to direct focus on membership
Agreement with World Sailing on license agreement for online rules.
Office in full swing with busy season, prepping for move to RWU campus and digital upload.
Consultants – review the planning process and filter process.
Travelling to meet with donors and programs in next month.
Headed to AC35 – Reach initiative support; donors connection
Document solutions and reaching into next century before moving to RW facility.
Working hard with USOC to develop a plan for the international events.
Vote #2 BAR#20170520 B – Motion to fund the office and furniture loan, approved unanimously.
6. Monthly Staff Report, Youth & Adult
Adult – Karen Davidson – First Sail certificate, next steps of First Sail, Pins on the Map, Safety at Sea update – registration updates; currently time consuming if done by others; the sailor certifications are not timely. Huge time savings and support membership gain if can be accomplished.

Schedule & Call in details: <http://www.ussailing.org/about-us/board-of-directors/schedule-agenda>

Meeting Minutes: <http://www.ussailing.org/about-us/board-of-directors/meeting-minutes/>



US Sailing Board of Directors Meeting Minutes
May 22, 2017

Youth – Windy Key/John Pearce – Reach initiative, Educational partner at 35th Americas Cup. Sustainable lunch, Simple Machine Scavenger Hunt, Educational Student Exchange – 2 US candidates get participation drawn from REACH participants, great opportunity for US Sailing visibility.

7. Vice President's Report Cory Sertl
Busy month with World Sailing trip and focus on Youth Champs/Youth Worlds in 2018.
Adams Cup reunion in MD, 55 ladies and oldest participant raced in 1951.
Will be visiting RI in the next month.
 8. Treasurer's Report Steve Freitas
Review of the Budget process – started in December realignment with the new department structure took longer than expected but it is complete.
Reviewed the revenue and expenses as outlined in the 2017 Budget as presented.
Vote #3 Motion to approve BAR20170520 US Sailing Association 2017 Budget – motion approved.
 9. Olympic Report Bruce Burton/Malcolm Page
Malcolm:
Review the performance of the team and the activity at various events. New logo & gear well received.
Review the activity at the team, donor meetings, technology development, long/short range planning.

Jim Campbell:
Review the budgeting and reporting of the budget. Discussed the long term and short term strategy of the Olympic strategy and reviewing the expenses that are associated with the timeline of 2017.
Vote #4 BAR20170516 Windfall Fund request, motion approved.
Vote #5 BAR20170520 US Sailing Olympic Program Budget 2017, motion approved
 10. Old Business -
Strategic planning will occur next month and update in June.
 11. New Business –
October Board Meeting, in person, proposed date 10/19-21 Martine Zurinskas
Vote #6 BAR20170519 Offshore Official Measurers, motion approved.
 12. Executive Session – None.
 13. Motion to Adjourn, 9:29pm
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Action Request Form

Request No. ____ **BAR# 20170508**

Date Submitted: 5/8/2017

Submitted By: Lee Parks

Subject: Approval of World Championships in US

Action Requested:

Resolved, that the US Sailing Board of Directors gives its approval, pursuant to World Sailing Regulation 10.5(m), to the following world championships in the United States:

J/111 World Championship August 22-27, 2017 St. Francis YC San Francisco, CA

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

No impacts on members.

Will this proposal bring in new members?

☐ Yes, _____ Estimated Number

☒ No

☐ Unknown

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific): Encourages high-level competition in the US.

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

No impact.

Summary:

Please see attached NOR for further information.

I certify that this proposal has been checked. Governing Documents affected:

☐ Bylaws

☐ Committee Terms of Reference

☐ Championship Conditions

☐ Ted Stephens Act

☐ Regulations

Submitted by:

LEE Parks

US Sailing



Action Request to the Board of Directors

Request No. _____BAR#20170520 B

Date Submitted: 5/19/17

Submitted By: Donna Kane, Director of Finance

Subject: Short Term loan to purchase new office furniture and fixtures

Action Requested (word this in resolution form):

As presented when the Board approved the new office lease and move to Roger Williams University, US Sailing needs to furnish the new office space. The estimate at the time was \$300,000-\$350,000. The final bid for the furniture (attached) is for \$281,618.50. We are also purchasing flat screen monitors and white boards for the conference and meeting rooms, and scanners for our document management system. The total for these additions is approximately \$20,000.

We request that the Board approved a short-term loan (5-year amortization) up to \$300,000 for the purchase of these items. We are finalizing a fundraising campaign to pay for these items, which we plan on launching in June, and expect will cover most if not all of these expenditures.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

Any perceived positive effects:

The new office space, layout and furnishings are the final element of customer connect, and will provide a working environment that supports the new staff structure and will promote collaboration, innovation, sustainability and improve productivity.

Any perceived negative effects: *None*

Will this proposal bring in new members? Not directly.

☐ Yes, _____Estimated Number

☐ No

☒ Unknown

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific): *Provide the positive, productive work environment to support the US Sailing Mission and Vision.*

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

Positive effects

Negative effects: for the short and medium term, the loan will add approximately \$6,000 per month to our expenses. As we are at the point in the year when our cash flow is strong and have received several significant donations, we have the cash to cover this added expense until the fund raising campaign begins to produce results.

Summary: The Board of US Sailing authorizes the CEO to borrow up to \$300,000 to purchase office furniture, fixtures and equipment for the new office space on the campus of Roger Williams University. The intention is US Sailing will repay the loan from the proceeds of a fund raising campaign.

I certify that this proposal has been checked. Governing Documents affected:

☒ Bylaws

☐ Championship Conditions

☒ Regulations

☐ Committee Terms of Reference

☐ Ted Stephens Act

Respectfully Submitted by Donna Kane, Director of Finance. DonnaKane@USSAILING.ORG Direct: (401) 366-3110



Action Request to the Board of Directors

Request No. _____BAR#20170520 A

Date Submitted: 5/19/17

Submitted By: Jack Gierhart, CEO

Subject: 2017 Association Budget approval for Association and Olympic Program

Action Requested (word this in resolution form):

The Board of US Sailing to approve the 2017 US Sailing Budget for the Association and Olympic Program. The association budget projects a surplus of \$25,000. The Olympic program, with the additional funding from the Windfall Fund, is projected to break even. See supporting spreadsheets and assumption documents.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)
Any perceived positive effects:

Any perceived negative effects:

Will this proposal bring in new members? Not directly.

☐ Yes, _____ Estimated Number ☐ No ☒ Unknown

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific):

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

Positive effects

Negative effects:

Summary: *The Board of US Sailing to approve the 2017 US Sailing Budget for the Association and Olympic Program. These budgets were reviewed by the Budget Committee, which recommends approval.*

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--------------------------------------------------|-------------------------------------------------------|
| <input checked="" type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stephens Act |
| <input checked="" type="checkbox"/> Regulations | |

Respectfully Submitted by Jack Gierhart, CEO.



Action Request to the Board of Directors

Request No. BAR20170516

Date Submitted: 5/16/17

Submitted By: Donna Kane, Director of Finance

Subject: Windfall Fund

Action Requested (word this in resolution form):

Resolution giving permission to access the Windfall fund for \$750K to support the Olympic budget deficit. Withdrawals to be approved by US Sailing Treasurer and CEO.

The shortfall for 2017 is due to several factors: a \$750K reduction in sponsor revenue compared to 2016, a fundraising program that was initiated later due to a change in leadership, and an increase in personnel expense to support the new performance plan and revenue generation.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)
Any perceived positive effects:

Any perceived negative effects:

Will this proposal bring in new members? No.

☐ Yes, _____ Estimated Number

☐ No

☒ Unknown

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific):

No impact (be specific):

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

Positive effects

Will release financial stress on the Association.

Negative effects:

Summary:

Respectfully submitted by Donna Kane. For questions, please contact Donna.

Donna Kane, Finance Director US Sailing DonnaKane@USSAILING.ORG Direct: (401) 366-3110

I certify that this proposal has been checked. Governing Documents affected:

☐ Bylaws

☐ Committee Terms of Reference

☐ Championship Conditions

☐ Ted Stephens Act

☐ Regulations

Submitted by Donna Kane, Director of Finance



**Board of Directors
Action Request Form**
Board Action Request: BAR#20170519

Request No. BAR#20170519

Date Submitted: 19-May-2017

Submitted By: Bylaws Committee, Clark Chapin, Offshore Committee, and Nathan Titcomb (Staff)

Subject: Update Regulations to encompass US Offshore Certified Yacht and Sail Measurers

Action Requested (word this in resolution form):

Resolved, that the Board of Directors approves the following changes to Regulations 1.02, 2, and 14 contained in the following pages. Deleted text is ~~struck through~~. New text is underscored.

Member Impacts: Describe below the impacts (i.e. Will it be seen as a member benefit or not? Explain)

Any perceived positive effects: These regulations include a new group of people, "US Offshore Official Measurers" who are independent contractors performing yacht and sail measurements that are used for handicap rating certificates.

Any perceived negative effects: None.

Will this proposal bring in new members? Unlikely.

Mission Impacts: Describe below how and why this creates value.

Positive impact (be specific): Reflects US Offshore initiative regarding measurement.

Negative impact (be specific): None.

Financial Impacts: Describe below any expected financial impacts on US Sailing. Include figures.

No significant impact.

Summary:

Extends conflict of interest regulations to a new group, US Offshore Official Measurers, who are independent contractors.

I certify that this proposal has been checked. Governing Documents affected:

- | | |
|--------------------------------------------------|-------------------------------------------------------|
| <input type="checkbox"/> Bylaws | <input type="checkbox"/> Committee Terms of Reference |
| <input type="checkbox"/> Championship Conditions | <input type="checkbox"/> Ted Stevens Act |
| <input checked="" type="checkbox"/> Regulations | |

Submitted by Clark E. Chapin



**Board of Directors
Action Request Form**

Board Action Request: BAR#20170519

Revised Regulation 1.02

1.02 DEFINITIONS, ABBREVIATIONS, ACRONYMS

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US Offshore Official Measurer: An independent contractor, certified by US Offshore, who performs boat or sail measurement for purposes of determining handicap ratings.

Revised Regulation 2.02:

2.02 MEMBERSHIP REQUIREMENTS

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F. for Board members, for volunteers serving on US Sailing Committees, for US Sailing certified officials and US Offshore Official Measurers.

Revised Regulation 14.06

14.06 ACKNOWLEDGEMENT AND DISCLOSURE

A. Board members, committee members selected by the Board, and staff members selected by the Chief Executive Officer, shall acknowledge in writing that they have read and accepted the conditions of this Regulation 14. In addition, the nature and extent of any potential conflict of interest in a business relationship or in outside activities shall be fully disclosed and reported as follows:

1. Staff – to the Executive Director or ECO.
2. Volunteers - to the chair of the committee involved or ECO.
3. Independent contractors - to the chair of the committee or division director involved or ECO.
34. Chief Executive Officer, Board member, or committee chair – to the ECO.

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Revised Regulation 14.07

14.07 COMPLIANCE

A. Each employee, volunteer, independent contractor, and member organization has the obligation not only to abide by the Code of Ethics, but also to report violations of the Code when they become aware of them. Any retaliation or threat of retaliation against anyone who in good faith reports a suspected violation shall constitute a violation of the code.

B. Employees, volunteers, independent contractors or member organizations that violate or condone the violation of the Code of Ethics are subject to disciplinary measures including but not limited to expulsion from the Board or any committee, downgrading or revocation of certification or termination of employment.

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*Board of Directors
Action Request Form*

Board Action Request: BAR#20170519

New Regulation 14.09

14.09 US OFFSHORE OFFICIAL MEASURERS

A US Offshore Official Measurer shall:

- A. avoid conflicts of interest, whether actual or perceived;
- B. subordinate his or her personal and individual interests to the interests of the sport of sailing and the competitors therein;
- C. not participate in the measurement or processing of measurements of a yacht (wholly or partly) owned, designed, or built by the Measurer; or in which the Measurer is an interested party, has acted as a consultant, or has a vested interest.