



Call to order: 7:30pm EST

In attendance: Board: CEO Jack Gierhart President Cory Sertl, Treas., John Schoendorf, Sec. Martine Zurinskas, VP Rich Jepsen, Tarasa Davis, Charlie Arms, Ron White, Bruce Burton, Dave Perry, Tony Rey, Clerc Cooper, Sally Barkow, Russ Lucas
Excused: John Sangmeister

Guests: 16 guest call including staff.

1. Announcements and Presidents Report President, Cory Sertl
Presidents Report: Stand as submitted, can be found online at <https://www.ussailing.org/about/our-people/board-of-directors/presidents-report/>.
2. Consent Calendar: *Vote #1 Motion to approve, unanimously approved.*
Approve the minutes from the May 13, 2019 Conference Call.
3. Monthly Association Report CEO Jack Gierhart
Full Association Report at this link: <https://www.ussailing.org/about/our-people/board-of-directors/association-reports/>
Report stands as submitted; Dashboard shared. Updates regarding Siebel Sailing program, SailGP event, Youth Champs and partnership with American Magic, Skill Up App, & Digital Membership Card.
4. Treasurer's Report John Schoendorf/Donna Kane
Financial Report April financials – Dashboard is included in the Association report. Donna and John reports stand as submitted. Tarasa Davis, Audit Committee Chair, noted the audit was successful and came with no surprises. The report along with 990 tax form will be distributed to Audit committee to review and shared with Board prior to July meeting. Additionally, there will be FASB accounting updates for next year that will allow up us to fine tune the financial process. From the audit, we received good ideas and are looking into implementation on tracking of grants, pledges, inventory and expenses. Thank you's were given to the Audit Committee and Donna's department for working through this with the new vendor.
5. Division Report: Membership Update Josh Toso
Sail with US – has been a successful campaign so far and gaining good traction; already seen an increase in video viewership. Currently, developing communication plan for user generated video submissions. The 2nd phase is asking Board Members to spark the conversation with certain clubs to get them to actively participate. Clubs have access to a provided tool kit helping leadership communicate the Sail with US and membership message to their members. Staff is here to be as hands on or off as necessary, depending on the club's preference. Working on developing an incentive program revolved around this new membership drive.
6. Division Report: Olympics Offshore Update Malcolm Page/Greg Fisher
Update on training, and upcoming Olympic test events, Pan Am and World Cup Pre-qualifiers. A lot of big events leading into Tokyo 2020. Oakcliff clinic was very successful and well received. Leandro Spina will present an update on ODP during September's call. Continue to hit revenue targets and currently ahead of fundraising/sponsorship projections.
7. Division Report: Offshore Ron White/Nathan Titcomb
Draft of RFP process should be distributed to Offshore committee for comments by end of week. Busy time of year, YTD is 912 measurement certificates issued, bringing us ahead of 2018. This will be a positive impact to the budget.
8. World Sailing Update Cory Sertl/Gary Jobson
Cory Sertl gave update regarding mid-year WS meeting in London. Currently in process to finalize 2024 Olympic classes. Additionally, WS is dealing with governance reform. Fred H. is working on responding to survey. Our main question is regarding the high subscription fee.

Schedule: <https://www.ussailing.org/about/our-people/board-of-directors/board-meeting-schedule/>

Meeting Minutes: <https://www.ussailing.org/about/our-people/board-of-directors/meeting-minutes/>



**June 24, 2019 Conference Call
MINUTES**

Gary Jobson gave update on World Sailing finances and ethics complaint. WS has signed deal with Tokyo for 2020. Currently, reviewing windsurfing class. The deadline for Laser class is Aug 1st. The Combine World Champs will be in the Hague 2021 & 2022. Possible opportunities to host qualifier for Offshore Double Mix. Responded to questions regarding funding model and spending.

Gary also commented about the screening of film Maiden and thought there could be potential for support and partnership with this endeavor.

9. Vice President Report Rich Jepsen
Report stands as submitted. Diversity and Inclusion committee continues to work forward with some website updates and Terms of Reference updates. Working with Education department on the effort with California k-12 Educational STEM programs. "Sailing is a Lifetime Activity" working party wrapping project and will share with leadership and board. Working locally on blind sailors racing in the local LSO.
10. Secretary Report Martine Zurinskas
Volunteer Connect Update:
Board Guidebook – Will be available online to be used as a reference tool and help with volunteer onboarding process.
November Stakeholders Summit - Chicago Yacht Club, November 14th & 15th – board overview & rough draft of agenda.
World Sailing Rules Submission – Due August 1st
11. Old Business – nothing
12. New Business –
BAR20190620 Audit Committee Bylaw Update *Vote #2 Motion to approve, unanimously approved.*
13. Executive Session
BAR20190621 Nomination Committee Slate *Vote #3 Motion to approve, unanimously approved.*
14. Motion to Adjourn 10:13 pm – July 29th



Action Request to the Board of Directors

Action Request Form

Request No. BAR20190620 Date Submitted: 6-10-2019

Submitted By: Tarasa Davis, Audit Committee Chair

Subject: **Bylaw update to address the membership and role of the Audit Committee**

Action Requested:

We hereby ask that the Board approve updates to Bylaw 513, Sections 1 and 2 to enact the following changes:

- 1) Add a US Sailing Foundation member as a non-voting member of the US Sailing Audit Committee as the two organizations have merged. Move Chairman sentence to the beginning of the paragraph for clarity.
- 2) Clarify, as per Guidestar industry standards, that the Audit Committee should hire the independent auditors vs. simply recommending them
- 3) Explicitly list the tax form review responsibilities of the Audit Committee

Requested Update to Bylaw 513 is as per bold text below:

Section 1. Composition. The committee shall be composed of **six (6)** members, three (3) voting members and **three (3)** non-voting members. **The Chairman of the Audit Committee shall be an Elected Director.** 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 US Sailing Association Treasurer and Finance Director shall serve as non-voting ex officio members of the committee. **The US Sailing Foundation shall select from its board one (1) member to be a non-voting ex officio member of US Sailing Association's Audit Committee.**

Section 2. Duties. The committee shall ~~recommend hire~~ the independent auditors for US Sailing, review the report of the independent auditors, ~~tax forms~~ and management letter, and recommend action as needed. The committee shall investigate matters of fiscal controls and disclosure and such other matters as directed by the Board of Directors.

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

Any perceived positive effects:

None

Any perceived negative effects:

None

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):

Alignment to Guidestar industry standards and emphasis on independent oversight of US Sailing organization.

No impact (be specific):

n/a

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

Positive effects

Supports fiscal responsibility and integrity

Negative effects:

none

Summary:

We request that the Board approves updating the US Sailing Bylaws to include representation for the US Sailing Foundation and to also update Audit Committee responsibilities as per Guidestar standards that:

“The audit committee becomes an extension of the board to assure that proper financial management is in place. Committee members mentor senior staff as well as hire, evaluate and interact with the independent auditors and counsel.”

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 type="checkbox"/> Regulations | |

Submitted by _____ Tarasa Davis, Audit Committee Chair _____