



## Minutes

### November Board Meeting

📅 Fri November 6th, 2020

🕒 1:00pm - 5:00pm EST

📍 <https://us02web.zoom.us/j/88545107581?pwd=RVIGTHU3dWVzOXBSZDNIR3JZdEIOUT09>

#### 👤 In Attendance

Charlie Arms, Henry Brauer, Bruce Burton, Clerc Cooper, Jack Gierhart, Rich Jepsen, Russ Lucas, Dave Perry, Katie Pettibone, Tony Rey, Bill Ruh, John Schoendorf, Cory Sertl, Martine Zurinskas

#### I. Call to Order and Roll Call

Excused: Briana Provancha

Guests: 14 including staff

#### II. Announcements - President's Report

#### III. Consent Calendar

**Decision:** Vote #1: Motion to approve consent calendar unanimously approved

##### a. Minutes from Oct 19th meeting

#### IV. Old Business

##### a. Bylaw & Regulation Update BAR20201106 V2

These documents were presented via email on October 20th for the board to review before the meeting.

1. **Addendum Items 5,6,8,12 to be included in the Bylaw Update BAR20201106 V2**

Changes including Addendum items will take effect at the end of the Annual Meeting. Updated Regulations and Bylaws can be found here: Regulations 11/2020 (<https://cdn.ussailing.org/wp-content/uploads/2019/11/US-Sailing-Regulations-2020-11-06.pdf>) & Bylaws 11/2020 (<https://cdn.ussailing.org/wp-content/uploads/2019/11/US-Sailing-Bylaws-2020-11-06.pdf>). Major updates included:

1. BYLAW 302 Sec 1 - USOPC requirements for Sailor Athletes including Athlete Advisory Council Athlete on Board of Directors
2. BYLAW 305 Sec 1 - Aligning Board term with the quad cycle, 4-year terms. Alignment will be achieved by 2024.
3. BYLAW 305 Sec 8 - Foundation Chair will have a permanent seat on Board of Directors
4. BYLAW 305 Sec 9 - Adding Independent Director per USOPC requirement
5. BYLAW 312/501 Sec 4 - Elimination of Olympic Sailing Committee
6. BYLAW 403 Sec 2 - Sailor Athlete requirement of 33.34 % on committees to maintain athlete voice.
7. BYLAW 515 - Only current board member not eligible for re-nomination can serve as Chair of the Nominating Committee.
8. BYLAW 518 - Updates to Compensation Committee
9. REGS 4.08 - Updated committee list in Management division
10. REGS 4.09 - Updated International Section Committee
11. REGS 7.02 - Updated logo policy to include Foundation information

Dave Perry had a friendly amendment to regulation 12.03B asking that where it states "The US Sailing Prescriptions to rules 60.3, 63.2 & 63.4", 63.4 should be removed and replaced with 63.1 instead. Martine accepted the friendly amendment and Rich seconded. The Board will continue to review and discuss additional changes and updates that were presented in Q1 2021.

**Decision:** Vote #2: Motion to approve BAR20201106 V2, unanimously approved.

b. **Review Board updates Regulation 15**

Justin Sterk shared an overview of the redline version of Regulation 15 that will be distributed to the Board prior to the December board meeting. He discussed the upcoming changes that are being proposed with the goal to clarify the process. Ongoing discussion and questions arose around the selection and training of those serving on the Review Board. This is an action and priority for the ExComm to address for the next steps. Target final draft for 12/7 meeting.

v. **Implementation Plan 2021**

a. **Presentation of Implementation Plan**

Jack and the Directors gave an overview of the strategic priorities and core business initiatives that are planning to be implemented during 2021. This will translate into the budget process that will be approved in December for 2021. The staff is expecting additional updates and developments surrounding DEI and Project Pinnacle. Additionally, a quick demonstration of the new Rulebook App was showcased. Due to time constraints, Peter will provide via email an update regarding sponsorship activity and Blair will give a Siebel program update during the December Board meeting.

## VI. **New Business**

### a. **Compensation Committee Document update**

#### 1. **BAR20201030 - Compensation Committee Bylaw 518 Update**

**Decision:** Vote #3: Motion to approve BAR20201030, unanimously approved.

#### 2. **BAR20201031 - Compensation Committee TOR**

**Decision:** Vote #4: Motion to approve BAR20201031, unanimously approved.

### b. **Committee Chair Approval**

Due to time constraints, this will be tabled until the Annual Meeting.

## VII. **Executive Session**

## VIII. **Adjourn**

Motion to Adjourn at 5:05 pm.



## Action Request Form

**Request No.** \_BAR20201106 Version 2 (11/6/2020)      **Date Submitted:** ~~16-Oct-2020~~11/6/2020

**Submitted By:** Bylaws Committee (Andrew Cole, Clark Chapin) and Fred Hagedorn

**Subject:** Bylaw and Regulation Revision and re-write to address NGB, USOPC, and Sailor Athlete Issues

**Action Requested** (word this in resolution form):

So it be resolved that the Board of Directors adopts the attached Bylaw and Regulation revisions with Addendum 1 dated 6-Nov-2020 with an effective date at the end of the Annual Meeting of 7-Nov-2020.

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

Any perceived positive effects:

Impacts primarily to A-Level and B-Level Sailor Athletes, enabling fuller participation in US Sailing committees and activities.

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):

Moves the Bylaws into alignment with the Mission and Strategic Plan

No impact (be specific):

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

Positive effects

None

Negative effects:

**Summary:**

This Bylaw and Regulation revisions will align to our Strategic initiatives, the mandates from USOPC and consistency of operations.

**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 checked="" type="checkbox"/> Ted Stephens Act  |
| <input checked="" type="checkbox"/> Regulations  |   |

**Submitted by** Andrew Cole and Clark Chapin, Bylaws Committee

# Board Action Request Form



**Request No.** BAR20201030 Bylaw 518 (assigned by Secretary

**Date:** 10/30/2020

**Submitted by:** Henry Brauer

**Subject:** Bylaw 518 – Compensation Committee

**Action Requested** (word this in resolution form:

The Board of Directors approves the following Bylaw change. Added text is underlined and deleted text is ~~struck through~~.

## **Bylaw 518 – Compensation Committee**

Section 1 Composition. The committee is composed of a Board member as chair ~~and two additional Board members,~~ the Vice President, and one additional A-Level Sailor Athlete as voting members and the Treasurer as an ex officio non-voting member. Each member selected must have experience as a professional manager or executive or other relevant experience.

Section 2. Terms. Except for the chair, terms of the members of the committee shall be three years or until their successors are appointed and approved. The terms shall be staggered on a schedule such that one member's term expires each year.

Section 3. Duties regarding Chief Executive Officer. The committee shall:

- (1) Develop procedures and criteria for evaluating the performance of the Chief Executive Officer which must be approved by the Board;
- (2) Annually evaluate the performance of the Chief Executive Officer using these procedures and criteria;
- (3) Periodically meet with the CEO during the year to guide the CEO regarding the performance standards and criteria; ~~and~~
- (4) Report to the Board of Directors after each meeting with the CEO; and
- (5) As preparation for the annual budget approval, review with the CEO all proposed salary increases, incentive awards, and bonus awards for reasonableness. The Chair shall report the result of this review and any comments to the Board

...

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

No member impact, aside from assuring that compensation and awards are reviewed as part of the budget process.

Any perceived negative effects? No

Will this proposal bring in new members:  Yes. Estimated Number: Click or tap here to enter text.

No  Unknown

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

Positive impact (be specific): Compensation Committee will now always include an A-Level Sailor Athlete.

No impact (be specific): Click or tap here to enter text.

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

Positive effects: Adds additional discipline to the budget process.

Negative effects: Adds an additional step to the budget approval process.

*Board Action Request Form*



**Summary:** [Click or tap here to enter text.](#)

I certify that this proposal has been checked and the following governing documents are affected:

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

Submitted by: *Henry Brauer*

# TERMS OF REFERENCE FOR THE US SAILING COMPENSATION COMMITTEE



## 1. PURPOSE

- 1.1 To serve as an extension of the Board for the purpose of reviewing the performance of the Chief Executive Officer (“CEO”). The mission of the Compensation Committee shall include recommending to the Board the annual Goals and Objectives for the CEO, perform an annual review of the CEO’s performance compared the approved Goals and Objectives; to recommend the incentive compensation to be awarded as a percentage of the maximum available as stated in the current contract; and any increase in annual salary and benefits.
- 1.2 To review recommendations for annual increases in salary and bonuses for all staff including the CFO and CDO with the CEO

## 2. COMPOSITION

- 2.1 The committee shall be composed of members as described in US Sailing Bylaw 518.
- 2.2 To the extent possible, the members of the committee should represent a cross section of the Board and have prior experience in management of senior executives including annual review and awarding of incentive compensation. The objective is to have a committee that meets the DEI goals of the Association while following the mandate of USOPC.
- 2.3 Per US Sailing Bylaw 518, Section 2, terms for committee members, including chairs, shall be three years staggered as noted except for the treasurer, or until their successors are appointed.
- 2.4 Per US Sailing Regulation 6.01, committee chairs shall serve no more than four (4) consecutive terms in office unless exception is approved by the US Sailing Board of Directors.

## 3. ROLES AND RESPONSIBILITIES OF THE COMMITTEE

- 3.1 The Committee chair works with the President and members of the Executive Committee to coordinate the annual review process and to solicit input concerning the CEO’s performance during the fiscal year.
- 3.2 The Committee chair along with committee members, will on a quarterly basis solicit performance comments from other members of the Board to provide the CEO with a comprehensive quarterly update.
- 3.3 The Chairman will set periodic meetings with the CEO during the year to discuss performance and other issues deemed pertinent by members of the committee to help the CEO perform the duties of the position at the highest possible level. These meetings should be no less than quarterly and preferably every month.

## 4. COMMITTEE FUNCTIONS

- 4.1 Meet at once per quarter during the first three quarters of the year to discuss issues that may arise specific to the CEO’s performance. The committee shall endeavor to schedule a monthly meeting during the final quarter of the calendar year to begin the process of reviewing the CEO’s performance. This includes soliciting input from members of the Executive Committee and other Board members. The goal is to finalize the CEO’s formal review by February 15, of the new year or no later than two weeks after the staff receives their final review.
- 4.2 Make reports and recommendations as prescribed to the Board of Directors.
- 4.3 Review annual goals and objectives to ensure alignment with the Strategic Plan, approved annual budget and any new initiatives the Board approves.

## **TERMS OF REFERENCE FOR THE US SAILING COMPENSATION COMMITTEE**



- 4.4 Pursuant to 1.1 above the committee shall endeavor to present its recommendations of any adjustments in salary or benefits and any incentive compensation as well as the proposed Goals and Objectives for the new year to the Board for approval, at its March meeting,
- 4.5 75% of the CEO's incentive compensation will be awarded based on a review of the results of the 360 review process as conducted by USOPC Boardspan, or a similar program approved by the Executive Committee, and the success demonstrated by the CEO in the execution of his duties, in leading the organization in the management and achievements of the staff, meeting the needs of the members and working with the Board to implement various initiatives adopted to improve service and performance to meet the major Goals and Objectives of the Strategic Plan.
- 4.6 25% of the CEO's incentive compensation will be awarded based on meeting specific numeric goals generated by the Compensation Committee, accepted by the CEO and approved by the Board.
- 4.7 The Compensation Committee will simultaneously, with the recommendation of incentive compensation to be awarded, recommend to the Board any increase in annual salary or other benefits that it deems appropriate for the CEO.
- 4.8 The Compensation Committee will refer to the annual compensation study performed by ACES (Association of Chief Executives for Sport) or another service delivering similar data as approved by the Executive and Compensation committees.

## **5. REFERENCE**

- 5.1 US Sailing Bylaw 511 and 518
- 5.2 US Sailing Regulation 4.09, F and 6.01
- 5.3 The Compensation Committee reports to the US Sailing Board of Directors.

*(The Terms of Reference can be defined as the Job Description for the Committee and should include details such as Roles and Responsibilities of Chair, Responsibilities of Committee, meeting frequency, term limits for chair and members, recruiting initiatives, and annual review of objectives as they align with US Sailing.)*