




Minutes

May Board Call - Public Session

 Wed May 11th, 2022

 6:30pm - 8:00pm EDT

 Zoom Conference Call

In Attendance

Charlie Arms, Henry Brauer, Paul Cayard, Clerc Cooper, Stan Honey, Rich Jepsen, Sarah Lihan, Russ Lucas, Briana Provancha, Tony Rey, Bill Ruh, Judge Ryan, John Schoendorf, Maggie Shea

I. **Call to Order and Roll Call**

Excused: Justin Shaffer

Guests: 29 including staff

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

President's Report stands as submitted. To view, click [HERE](#).

III. **Consent Calendar**

Decision: Vote #1: Motion to approve, unanimously approved.

a. **Approved via e-vote**

1. **BAR 2022 0328 - Amend Prescriptions**

b. **Minutes 3.21.22**

c. **BAR 2022 0512 - Championship Request MNA Approval**

IV. CEO Report

a. Association Report

The Association report stands as submitted. The full report can be found, [HERE](#).

Alan Ostfield, CEO, shared that departments are continuing to have meaningful and productive discussions around their department budgets. He noted these conversations will improve as we upgrade our technology. He shared numerous personnel actions that have occurred including the hiring of the following positions: Membership Director, SVP of Partnership & Membership, and Finance Manager. Additionally, he commented we continue to grow the offshore department by hiring a new Head Measurer, an Offshore Coordinator, and will have two interns joining. He feels optimistic that the organization is coming together from a structural point of view. He noted that membership continues to be top of mind and has been a slower process than he hoped but with our new Membership Director, he feels confident that there will be an uptick in activity. Lastly, he gave a brief sneak peek into the upcoming activity surrounding the 125th anniversary.

V. CFO Report

Heather Monoson, CFO, provided a snapshot of March's revenue and expense numbers and year-to-date. She noted the underspend in meeting, supplies, travel, and salary expenses are due to timing and the expenses will catch up as the year continues. Rich asked about the below budget numbers in program revenue. She noted this was due to NSPS cancellation and offshore certificates. The adult and youth department program revenue has helped to close the gap. Additionally, she noted the expense savings that occurred due to NSPS cancellation. Lastly, she shared that cash flow is positive with 2.6 months of operating cash on hand.

a. Treasurer's Report

John Schoendorf, Treasurer, commented on the dramatic increase in pledges and noted his confidence that they will not fall through. Additionally, he commended Heather on the improvement in the monthly reporting.

VI. Vice President's Report

Henry Brauer, VP, shared a recap of his attendance to the Sailing Museum opening. He noted he was very impressed with the space, and exhibits. He highly recommends anyone to visit when in Newport and is excited to see it come together.

VII. Secretary Report

a. Nominating Committee Report

Charlie Arms, Chair of Nominating Committee, gave an overview of the three open board seats for the 2022 election. She noted one of these seats will be for an independent director. She shared the process and tools the nominating committee is taking for recruiting and interviewing prospective board members. She noted the Nominating Committee will be rolling out an application process.

1. **BAR Bylaw Board Director Addition**

After discussion, it was proposed to add another board seat to the Board in order to align with the strategic plan to focus on organizational effectiveness and allow for more diversity on the Board. The motion to implement a bylaw change to add the seat was made.

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

VIII. **Governance and Compliance Committee Report**

Justin Sterk shared that the staff and committee are in the middle of reviewing the implementation guide to prepare for the USOPC Audit. This will give an opportunity for a holistic overview and review of our bylaws and regulations.

a. **BAR 2022 0510 - USOPC Audit Compliance; Bylaws and Regulations Updates**

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

IX. **Old Business**

X. **New Business**

XI. **Adjourn**

Motion to Adjourn at 7:12 pm ET.



Monday, March 28, 2022

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR20220328

Staff committee liaison/contact: Matt Hill

Date of Submission (Today's Date) Monday, March 28, 2022

Submitted By: Matthew Hill

Your email: matthewhill@ussailing.org

Subject

Amendment to US Prescription to RRS 76.1 - Exclusion of Boats or Competitors

Board Action Requested:

Resolved, that the Board of Directors amend the US Sailing Prescription to RRS 76.1 as follows (second paragraph is added to the existing prescription):

US Sailing prescribes that an organizing authority or race committee shall not reject or cancel the entry of a boat or exclude a competitor eligible under the notice of race and sailing instructions for an arbitrary or capricious reason or for reason of race, color, religion, national origin, gender, sexual orientation, or age.

However, an organizing authority or race committee may exclude a competitor who is a citizen of, or holds a World Sailing ID as an MNA member of, a country listed on the US Sailing website at <https://www.ussailing.org/exclusion>.

=====

Process notes:

US Sailing staff will create a web page that be identical in structure to the ones cited in the rulebook for topics such as PFDs, Indemnification, or Simple Sailing Instructions (<https://www.ussailing.org/competition/rules-officiating/racing-rules/> - under "Further information about the prescriptions"). The topic "Exclusion" will be added to that list and linked to the new page.

The web page will contain the following information:

1. The full text of the amended prescription
2. A list of countries/MNAs from which a competitor may be excluded (currently the Russian Federation and the Republic of Belarus)
3. A description of the process US Sailing will use to amend the list:
 - a. Add or delete countries or MNAs; amend or discontinue the exclusion list
 - b. Changes would likely be aligned with World Sailing's policy on exclusion
 - c. Changes to this prescription will be approved by the US Sailing Board of Directors
4. Guidance to organizing authorities and race committees on deciding whether to exclude, for example:
 - a. Citizens of Russia and Belarus
 - b. Dual citizens of the United States and another country
 - c. Permanent Residents (green card holders) who are in process of applying for US citizenship
 - d. Coaches and race officials described in 4.a-c

Additionally, a document titled Changes and Corrections Made by US Sailing to The US Sailing Prescriptions for 2021-2024 will be posted on the US Sailing website at <https://www.ussailing.org/competition/rules-officiating/the-racing-rules-of-sailing-2021-2024/>. (A formatted Word document with the amended prescription and process notes will be sent separately by email.)

Strategic Plan Alignment:

From US Sailing's Strategic Plan:

"Our mission is to increase sailing participation and excellence through education, competition, and equal opportunity while upholding the principles of fair play, sportsmanship, and safety."

This action is intended to demonstrate that there is no room in our sport for sailors who represent a country that does not value those principles.

Mission Impacts

This action aligns US Sailing's policy with that of World Sailing and should be seen by US Sailing's members as an appropriate response to Russia's aggression against a sovereign state.

Member Impacts

There is no direct member benefit.

Will this proposal bring in new members?

No

Financial Impacts:

No significant financial impacts are expected.

Implementation Strategy/Ownership:

Staff will complete drafting the web page content and post it to the linked page following BoD approval. We will announce the policy on our website and to sailing media, via directed email communications to member organizations and race officials, and through inclusion in the Weekly Lift (general membership) and the Quarterdeck (member orgs).

The policy will be supported by guidance for OAs and RCs concerning implementation, particularly in gray areas such as deciding on the participation of dual citizens or permanent residents who seek to become naturalized US citizens.

Primary responsibility for development and implementation of this policy will fall to the Race Administration Director.

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

Does not Apply



Wednesday, May 11, 2022

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR 2022 0512

Staff committee liaison/contact: Betsy Alison

Date of Submission (Today's Date) Wednesday, May 11, 2022

Submitted By: Betsy Alison

Your email: BetsyAlison@ussailing.org

Subject

Request Approval to Host a NA, WOrld Championship

Board Action Requested:

There are 12 requests to host North American, National, International or World Championships for this meeting. All classes and host orgs have been confirmed as current members of US Sailing. I request that the BOD approve all of the respective events listed below.

J-24 2022 J/24 North American Championship Oct 26-30, 2022 "Severn Sailing Association 311 First Street Annapolis, MD 21403"

J 30 J 30 North American Championship September 23 - 25, 2022 "Eastport YC 317 First Street, Annapolis, MD"

Tasar Class 2022 Tasar World Championship September 17-25, 2022 North American Tasar Association 10040 163rd Ave NE Redmond WA 98052

North Haven Dinghy Mill River Race: North Haven Dinghy National Championship 16-Aug-22 North Haven Casino Yacht Club 44 Main Street, North Haven, ME 04853

Viper 640 2022 Viper 640 North American Championship, 2022 Viper 640 Women's and Youth North American Championship Womens/Youth - 10/15-16/2022, Open - 10/19-23/22 Gulfport Yacht Club 800 East Pier Gulfport, MS 39501

Y-Flyer Y-Flyer International Regatta July 13 - 15, 2022 Saratoga Lake Sailing Club 163 Manning Rd Ballston Spa, NY 12020

Sunfish Sunfish Women's North American Championships Sept. 23-25, 2022 Lake Bluff Yacht Club
PO Box 292 Lake Bluff, IL 60044

Day Sailer 2022 Day Sailer National Regatta July 26, 2022 - July 31, 2022
Eugene Yacht Club, 26126 Bangs Rd, Junction City, OR 97448

Sunfish 2022 Sunfish North American Championship June 15 - 18, 2022 Hyannis Yacht Club 490
Ocean St, Hyannis, MA 02601

Ultimate 20 Ultimate 20 North American Championship September 9, 2022 to September 11,
2022 Richmond Yacht Club 351 Brickyard Cove Rd., Richmond, CA 94801

Star 2024 Star World Championship August or September San Diego Yacht Club 1011 Anchorage
Lane San Diego, CA 92106

Strategic Plan Alignment:

Hosting a Continental or World Championships aligns with supporting racing sailors and organizations.

Mission Impacts

Supports the Mission of US Sailing through increasing sailing participation and excellence through education, competition and equal opportunity, while upholding the principles of fair play, sportsmanship and safety.

Member Impacts

Class associations and Host organizations/clubs must be members of US Sailing. With World Championships, all competitors must be members of their respective member national authority.

Will this proposal bring in new members?

Unknown

Financial Impacts:

None, except for some membership renewals

Implementation Strategy/Ownership:

Confirmation of approval will be sent to the class and host org post approval by the BOD by US Sailing staff. Any support asked by One Design class of staff will be answered.

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

Does not Apply



Wednesday, May 11, 2022

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR 2022 0511

Staff committee liaison/contact: Justin Sterk

Date of Submission (Today's Date) Wednesday, May 11, 2022

Submitted By: Charlie Arms

Your email: sailchas@gmail.com

Subject

Adding a board director position

Board Action Requested:

Approve the addition of a board director position nominated by the nominating committee and voted on by the general membership. Bylaw 302 Sec 1.

Strategic Plan Alignment:

Will improve the organizational effectiveness and allow for more diversity on the board.

Mission Impacts

Will strengthen our organization for the future and proactively modernizing our business, member, and athletic practices to push forward on the path to excellence while meeting governance requirements.

Member Impacts

Give another member the opportunity to serve on the board.

Will this proposal bring in new members? No

Financial Impacts:

a minor increase in the cost of stewardship for the board members.

Implementation Strategy/Ownership:

Nominating Committee will be tasked with recruiting a new board member who fills the gap in our diversity and board expertise.

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



Tuesday, May 10, 2022

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR 2022 0510

Staff committee liaison/contact: Justin Sterk

Date of Submission (Today's Date) Tuesday, May 10, 2022

Submitted By: Justin Sterk

Your email: justinsterk@ussailing.org

Subject

USOPC Audit Compliance; Bylaws and Regulations Updates

Board Action Requested:

Section 801(1) of the USSA Bylaws requires the USSA Board of Directors to initiate all Bylaws amendments and present such proposed amendments to the Governance and Compliance Committee for review.

US Sailing will be undergoing a audit conducted by the USOPC starting in October 2022. To ensure compliance with all USOPC governance requirements as listed in the USOPC's audit implementation guide (attached), USSA's Governance and Compliance committee is conducting a full review of the relevant USSA governance documents, including its Bylaws and Regulations.

The Governance and Compliance committee is in the process of performing its own internal audit of the Bylaws and Regulations and identifying all provisions that may need to be updated prior to the October audit.

Examples of necessary policy revisions identified so far include updates to US Sailing's Code of Conduct, Anti-doping, and Ombuds' Policy and the need to implement/codify a Gifts and Entertainment Policy and whistleblower/anti-retaliation policy. Additionally, we have areas within the USSA committee landscape that must be updated to comply fully with USOPC athlete representation standards.

Other revisions to US Sailing's governing documents are being identified and will be implemented as necessary prior to this USOPC audit.

Strategic Plan Alignment:

USOPC audit compliance is a necessary component to remaining certified by the USOPC as the national governing body for the sport of sailing in the United States.

Mission Impacts

Aligning USSA governance and organizational efficiency/effectiveness with USOPC best practices will further US Sailing's overall mission as the NGB for the sport of sailing in the United States.

Member Impacts

Aligning USSA governance and organizational efficiency/effectiveness with USOPC best practices will positively impact members.

Will this proposal bring in new members?

Unknown

Financial Impacts:

None.

Implementation Strategy/Ownership:

The Governance and Compliance committee intends to have all necessary Bylaws and Regulations updates completed prior to August 1, 2022. US Sailing's Staff Counsel and Compliance Manager will have ultimate responsibility for leading the governance and compliance committee's efforts.

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

Bylaws

Regulations

Ted Stevens Act