

United States Sailing Association



February Board Meeting - Public Session

Wed Feb 1, 2023 3:30 PM - 4:30 PM EST

I. Call to Order and Roll Call

President Rich Jepsen called the meeting to order at 3:30 pm.

Present: Rich Jepsen, Charlie Arms, Henry Brauer, Pam Healy, Stan Honey, Sarah Lihan, Marie Rodgers, Judge Ryan. Alan Ostfield

On Zoom: Russ Lucas, Bill Ruh, Maggie Shea, Shiela Tolle, Paul Cayard

Excused: Tony Rey, Justin Shaffer

a. Conflict of Interest Disclosure

President Jepsen asked if there were any COI for any board members. None were reported

II. Announcements - President's Report

President Jepsen read the President's report

III. Consent Calendar

a. Minutes from Dec 5th Board Meeting

Approved

b. Minutes from Dec 12th Board Meeting

Approved

c. BAR 2023 0125 - Championship Approval

Approved as amended adding the 2022 Hobie 16 North American's in Alameda.

IV. CEO Report

a. Association Report

V. CFO Report

a. Treasurer's Report

VI. Secretary Report

a. Nominating Committee

Charlie Arms reported that there are two Director position to be nominated in 2023. The application to be considered is being worked on and will be put on the website.

b. Governance & Compliance Committee

1. BAR 2023 0124 - Bylaw change-Treasurer's duties

Approved

2. USOPC Audit Update

Charlie Arms reported on the preliminary findings for the audit and the plan going forward to meet with the auditors and complete a management action response document.

VII. Foundation Report

President Jepsen shared that a report was given in closed session.

VIII. Old Business

a. BAR 2023 0130 - Committee Member Approval

Approved.

IX. New Business

X. Adjourn



Wednesday, January 25, 2023

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR20230125

Staff committee liaison/contact: Nancy Mazzulli

Date of Submission (Today's Date) Wednesday, January 25, 2023

Submitted By: Charlie Arms

Your email: sailchas@gmail.com

Subject

Sunfish NA Championship Approval

Board Action Requested:

2023 Sunfish North American Championship

Dates of event

June 8-11, 2023

Name and address of host organization

Island Bay Yacht Club 76 Yacht Club Road Springfield, IL 62712

Link where Notice of Race can be found:

<https://www.sunfi.org/regattas/06/2023/June/01>

Name and email of class association contact person

Gail Turluck sunfi@shmidwest@gmail

Strategic Plan Alignment: n/a

Mission Impacts n/a

Member Impacts n/a

Will this proposal bring in new members? Unknown

Financial Impacts: none

Implementation Strategy/Ownership: n/a

I certify that this proposal has been checked. Governing Documents affected: Does not Apply



Tuesday, January 24, 2023

Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR20230124

Staff committee liaison/contact: Justin Sterk

Date of Submission (Today's Date) Tuesday, January 24, 2023

Submitted By: Justin Sterk

Your email: justinsterk@ussailing.org

Subject

Bylaw changes regarding Treasurer duties - Bylaws 312 & 513

Board Action Requested:

Approve Bylaw Changes

Part III Governance

Bylaw 312 Responsibility of Officers

Section 3 Secretary

Capitalize Publish under #1

Section 4 Treasurer

Replace #1 with: Be chairperson of the Finance Committee.

Bylaw 513 Finance Committee

Section 2 Duties Revise as noted below:

Replace old #2 with: Ensure management provides appropriate financial reporting at least quarterly.

Replace old #3 with: Provide oversight with management in regard to proper budgeting processes.

Replace old #4 with: Provide oversight for the Association's and Foundation's investments and their respective investment strategies

Replace #5 with: Provide oversight for the Association's and Foundation's risk management and insurance programs

Add new: Review all USOPC audit findings with the CFO as they may apply to financial and internal control matters.

Strategic Plan Alignment:

Improve organizational efficiency.

Mission Impacts

n/a

Member Impacts

n/a

Will this proposal bring in new members?

No

Financial Impacts:

n/a

Implementation Strategy/Ownership:

US Sailing's Bylaws will be updated pursuant to the BAR.

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

Bylaws

Additional documents to be included:

 US Sailing Bylaws 2.1.23 Re....docx

Section 2.

(a) President. The President shall be elected by the Board from among one or more nominees presented to the Board by the Nominating Committee at the first meeting of that Board following the Annual Meeting of US Sailing. Through November of 2024, the President shall be elected for a three-year term and may serve that term in addition to any time served on the Board prior to election as President. Effective in November of 2024, the President shall be elected for a four-year term and may serve that term in addition to any time served on the Board prior to election as President.

(b) Vice President. The Vice President shall be elected by the Board from among its at-large Elected Directors, the Sailor Athlete Directors, or the Independent Director at the first meeting of that Board following the Annual Meeting of US Sailing. The Vice President shall be elected for a one-year term

(c) Secretary. The Secretary shall be nominated by the Nominating Committee and elected by the membership for a four-year term, except that the Secretary elected in 2021 will serve a three-year term. The Secretary also serves as chair of the Governance and Compliance Committee. The Secretary shall be a voting member of the Board. A person may serve up to two terms on the board as Secretary and in whatever capacities may not serve on the Board for more than eight years consecutively.

(d) Treasurer. The Treasurer shall be nominated by the Nominating Committee and elected by the membership for a four-year term, except that the Treasurer elected in 2021 will serve a three-year term. The Treasurer shall be a voting member of the Board. A person may serve up to two terms on the board as Treasurer and in whatever capacities may not serve on the Board for more than eight years consecutively.

(e) Honorary Vice President. The Chair of the Government Relations Committee, who is appointed by the President subject to the approval by the Board, may also use the title "Vice President, Government Relations" as needed to fulfill his duties. The Chair of the Government Relations Committee, however, is not a member of the Board of Directors and is not an Officer of US Sailing.

Bylaw 312 – Responsibility of Officers

Section 1. President. (a) The president shall be the chair of US Sailing's Board of Directors and shall have the following responsibilities:

- (1) Preside at all meetings of US Sailing and the Board of Directors.
- (4) Fill by appointment any resigned or vacated seat among the Elected Directors, the Select Director, or the Independent Director until the next annual election as provided in these bylaws.
- (5) Appoint US Sailing's delegates to the General Assembly of World Sailing.

(b) In the event the President is unable to perform the duties of the office, the Board of Directors may designate a member of the Board to be interim President.

Section 2. Vice President. The Vice President shall assist the President in the performance of the President's responsibilities and shall preside at all meetings in the absence of the President or interim President.

Section 3. Secretary. The Secretary shall:

- (1) Publish on-line, within 15 days of a meeting of the Board of Directors, an executive summary and list of approved actions, however, this report shall not be considered a part of the record of the proceedings required of the association, unless approved by the Board of Directors.

- (2) Keep a record of the proceedings of all meetings of US Sailing and the Board of Directors and publish as approved minutes.
- (3) Keep an accurate roll of all members of US Sailing.
- (4) Conduct the correspondence of US Sailing, send out all notices and perform other duties as usually pertain to the position of Secretary.

Section 4. Treasurer. The Treasurer shall:

- (1) ~~Be chairperson of the Finance Committee. Oversee the collection and receipt of all moneys, the keeping of a correct account thereof and the deposit of said moneys in the name of US Sailing in such bank or banks as may be designated by the Board.~~
- (2) Annually submit a report in writing of the financial condition of US Sailing.
- (3) Be bonded at the expense of US Sailing and in such amount as the Board may determine.
- (4) Perform such other duties as usually pertain to the position of Treasurer.

PART IV – SAILOR ATHLETE REPRESENTATION

Bylaw 401 – Sailor Athlete Council

US Sailing shall have a Sailor Athlete Council. Any 10-Year or 10-Year+ Athlete may serve as a member of the Sailor Athlete Council.

Bylaw 402 – Responsibilities

The Sailor Athlete Council shall have the following responsibilities:

- (1) to provide effective communications between Sailor Athletes and US Sailing.
- (2) from time to time to review and recommend to the Board of Directors for its approval interpretations of the term “Sailor Athlete” as defined and used in these Bylaws to ensure that it complies with the definition of “Athlete” promulgated by the USOPC.
- (3) to make reports and recommendations to the Board of Directors about matters affecting Sailor Athletes.
- (4) to participate in the Nominating Committee as required by Bylaw 515 Section 1 to assure the nomination and election of sufficient Sailor Athletes to the Board of Directors.
- (5) to provide to the President the names of 10-Year and 10-Year+ Sailor Athletes as candidates for appointment to certain committees as provided in Bylaw 403.
- (6) to approve nominations of Sailor Athletes to the Board as set forth in Bylaw 304.
- (7) to provide to the President the names of (10-Year, 10-Year+, or Actively Engaged) Sailor Athletes as candidates for appointment to any other committee of US Sailing not listed in Bylaw 403.
- (8) to conduct the nomination and election process for the US Sailing Representative and Alternate Representative to the USOPC Athlete Advisory Council.
- (9) to host a meeting, open to all currently competing Sailor Athletes, at least quarterly.

Bylaw 403 – Selection of Directors and Committee Members

Section 1. The Sailor Athlete Council shall prescribe procedures, subject to the approval of the Nominating Committee, for the nomination of Sailor Athletes by Sailor Athletes to serve on the Board of Directors, having due regard for encouraging the best possible communication between Sailor Athletes and various interests within US Sailing.

Section 2. The Sailor Athlete Council shall recommend to the President the names of Sailor Athletes to be considered for appointment to US Sailing Committees as follows:

(c) 10-Year, 10-Year+, and Actively Engaged Sailor Athletes must comprise at least 33.34% of the members of all other committees not listed in Sections 7 (a) above.

Section 8. **Special Committees.** Special committees may be appointed by the Board of Directors or the President with the approval of the Board of Directors. Any special committee must meet the requirement of Section 7 (c) above.

Section 9. **Motion to Discharge.** The provisions of these bylaws notwithstanding, all standing and special committees shall be subject to the motion to discharge a committee.

Bylaw 512 – Appeals Committee

Section 1. **Composition and Appointment.** The committee shall be composed of a chairman and four additional members. The committee shall appoint a secretary who shall not be a member of the committee. The committee shall be appointed pursuant to Bylaw 403, Section 2(3)(a).

Section 2. **Terms.** Terms of the members of the committee shall be three years or until their successors are appointed. Such terms shall be staggered so that the terms of one or two members' terms expire each year. The chairman and the secretary each shall serve for a term of one year or until a successor is appointed.

Section 3. **Duties.** The committee shall decide in conformity with the Racing Rules of Sailing all appeals properly submitted to it, employing such procedures for handling appeals as are contained in the racing rules.

Section 4. **Precedence of Certain Appeals.** Appeals will be considered in the order received, except that appeals of decisions of a protest committee made under Rule 69.2 and requests by a protest committee for confirmation or correction of such decisions made under Rule 70.2, and expedited appeals made under Rule R8 take precedence over any other matters pending at the time.

Bylaw 513 – Finance Committee

Section 1. **Composition.** The committee shall be composed of the Treasurer as chair and six (6) members, three (3) voting members and three (3) non-voting members. 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)). The US Sailing Chief Financial Officer shall serve as non-voting ex-officio members of the committee. The USSF shall select from its board one (1) member to be a non-voting ex officio member of this committee.

Section 2. **Duties.** The committee shall

- (1) 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;
- (2) ~~Ensure management provides appropriate financial reporting at least quarterly; prepare a financial summary to the Board of Directors at least quarterly;~~
- (3) ~~Provide oversight with management in regard to proper budgeting processes; develop the process for budget preparation and review the budget before submission to the Board of Directors;~~
- (4) ~~Provide oversight for US Sailing's and USSF's investments and their respective investment strategies; perform the risk management function of US Sailing and make appropriate recommendations to the Board; and~~
- (5) ~~Provide oversight for US Sailing's and USSF's risk management and insurance programs;~~

(6) Review all USOPC audit findings with the CFO as they may apply to financial and internal control matters;

~~(5)~~(7) Perform other duties of a financial nature as the Board may direct.

Bylaw 514 – Governance and Compliance Committee

Section 1. Composition. The committee shall be composed of the Secretary as chair and at least four additional members selected for their experience in the governance of sports or volunteer-based organizations.

Section 2. Duties. The committee shall:

- (1) review all proposed amendments to these bylaws and the regulations and edit same for composition, draft amendment proposals when requested, have the right to originate amendments, and may consolidate similar amendments for joint proposal subject to acceptance by the proposers. The committee may also include its recommendation for action on any bylaw or regulation proposal.
- (2) receive the recommendations of the USOPC for structure and governance of US Sailing as a National Governing Body (NGB) and formulate proposals for compliance for Board approval;
- (3) receive the recommendations of World Sailing for compliance of US Sailing as a National Authority under World Sailing rules and formulate proposals for compliance for Board approval; and
- (4) Review the structure and governance of US Sailing and make recommendations to the Board for appropriate changes, both in structure and personnel.

Bylaw 515 – Nominating Committee

Section 1. Composition. The committee shall be composed of:

- (1) One member of the current Board who is selected by the Board, who is the Chair. This member of the Board may be an elected Director, the Secretary, or the Treasurer, but this member must not be eligible for re-nomination to that Board position. This member's term is one year, but they may be re-nominated if they continue to meet the requirements of this sub-section.
- (2) The most recent past president available.
- (3) Three At-Large Members who are selected by the Nominating Committee in staggered three year terms, one each year. These members must have experience in the areas of US Sailing listed in Section 2 of Bylaw 303. These members may be past Board members or Officers, and are expected to have a comprehensive view of US Sailing and its activities.
- (4) Three (3) Sailor-Athletes appointed by the Sailor Athlete Council in accordance with Section 7 of Bylaw 511 to staggered 3-year terms.
- (5) The President, with the approval of the Board of Directors, may appoint a non-voting legal advisor as a consultant for this committee in the area of compliance with New York not-for-profit law and the Sports Act, each as amended from time to time.

Section 2. Terms. Terms of the voting members of the committee shall be three years or until their successors are appointed, except as described in Section 1(1) of this Bylaw.

Section 3. Nominating Duties. The committee shall:

- (1) No later than 90 days before the annual meeting, nominate individuals for open seats on the Board of Directors as contemplated by Bylaw 304. The list of nominations by the



Action Request to the Board of Directors

Board Action Request Form

Request No. (Assigned by Secretary): BAR20230130

Staff committee liaison/contact: Andrew Clouston

Date of Submission (Today's Date) Wednesday, February 1, 2023

Submitted By: Charlie Arms

Your email: sailchas@gmail.com

Subject

Committee Members Approval

Board Action Requested:

Approve the committee members on the current committee list

Strategic Plan Alignment:

n/a

Mission Impacts

n/a

Member Impacts

n/a

Will this proposal bring in new members? No


Financial Impacts:

None

Implementation Strategy/Ownership:

Staff will ensure the committee list on the website is accurate. Committees who have not yet met the 1/3 Sailor Athlete representation will promptly work to become compliant.

I certify that this proposal has been checked. Governing Documents affected: Committee Terms of Reference, Bylaws, Regulations

Additional documents to be included:  Committee Chairs_Members_... .pdf

2023 US Sailing Committee Chair and Members

Committee	Staff Liaison	Position	Nominees	Sailor Athlete Categorization
Board OVERSIGHT/ Admin				
Following Committees require 33.3% mandatory 10 & 10+ Athletes				
Compensation	Heather Monoson	Chair	Henry Brauer Russ Lucas Katie Pettibone	10 year 10 year 10 year
		non-voting Ex Official	John Schoendorf Marie Rogers	
Ethics	Justin Sterk	Chair	Tom Hubbell	Actively Engaged
33.3 % 10/10+, at least half of those 10 yr		SAC Chair	Clerc Cooper Mary Molello	10 year
Finance Committee	Heather Monoson	Chair - Treasurer	John Schoendorf	
33.3 % 10/10+, at least half of those 10 yr			Stan Honey Katie Pettibone Tarasa Davis	10 year 10 year 10 year +
		Non- voting, Ex official	Johnny Lovell Henry Brauer Sheila Tolle Lou Sandoval	10 year + 10 year 10 year Actively Engaged
Governance and Compliance Committee	Justin Sterk	Chair - Secretary	Charlie Arms	Actively Engaged
Recommending body, not decision making			Clark Chapin Mary Molello	Actively Engaged
Bylaw 514, need five members			Rick Myers New Tarasa Davis-NEW	10+ 10+
Intl Selection Committee	Kate Drummey	Chair	JJ Fetter	10 year +
33.3 % 10/10+, at least half of those 10 yr			Maggie Shea Judge Ryan Bri Provancha Luther Carpenter Leandro Spina Sally Barkow Paul Cayard Charlie McKee Thomas Barrows Sarah Lihan Joe Morris	10 year 10 year 10 year 10 year 10 year + 10 year + 10 year + 10 year 10 year 10 year 10 year
Nominating	Katie Alley	Chair	Charlie Arms	Actively Engaged
33.3 % 10/10+, at least half of those 10 yr		Past President	Cory Sertl	10 year
		Member at Large 2yr	Martine Zurinkas	Actively Engaged
		Member at Large 3yr	Jeff Progelhof	10 year
		Sailor Athlete Representative	Elizabeth Kratzig	10 year
		Sailor Athlete Representative	Mike Easton	10 year +
		Sailor Athlete Representative	Allie Belcher - NEW	10 year
Review Board	Justin Sterk	Chair	Jim Walsh	Actively Engaged
33.3 % 10/10+, at least half of those 10 yr			Rick Doerr	10 year
4			Peter Gerard Patricia Lawrence Dawn Riley Genny Tulloch Peter Kellogg Priscilla Gettus Ashley Tobin Sam Veilleux NEED 10 YR	10 year + 10 year +
Sailor Athlete Council	Sally Barkow	Chair	Clerc Cooper	10 year
			Mike Martin Dave Hughes Katie Pettibone Tony Rey Maggie Shea Judge Ryan	10 year 10 year 10 year 10 year + 10 year 10 year
Below committees require: 33.3% of any athlete unless exempt				
Diversity Equity and Inclusion	Betsy Alison	Chair	Donald Lawson	
			Lou Sandoval Preston Anderson Rhonda Mintz Renae Mintz	Actively Engaged Actively Engaged