



Board of Directors Meeting Minutes

Minutes for *(list type of board meeting):*
General Meeting:

Time *(consistent with location of Chair of Board):*
7:00pm EST

Date of Meeting: 10/07/2024
Date Approved by Board: 10/18/24
Date Posted on Webpage: 10/18/24
(within 30 days of Board approval)

Location *(if virtual, share physical location of Chair of Board):* **Maine, EST**

Venue *(in-person, virtual, email):*
Virtual Zoom

Meeting agenda/objectives:

- Call to meeting: Initiated via email invitations 09/20/24.
- Agenda Item 1: Call to order and approval of agenda and previous minute meetings.
 Approvals: All previous meeting minutes were approved (July-September 2024)
- Agenda Item 2: Key Updates
- Agenda Item 3: Treasurer’s Report
- Agenda Item 4: Secretary’s Report
- Agenda Item 5: Committee Formations *(tabled for separate special meetings)*
- Adjournment: 8:37pm 10/07/2024

Attendees:

**Unless indicated, member attended continuously.*

Officers:	Name:	In Attendance:	Recused*:	Term:
Chair of the Board: Independent	Rob Pendergist	X		Ends: 2028 4 years (x 2 terms)
Treasurer: Independent	Laura Bren	X		No term limit
Secretary: Independent	Maja Magnusson	X		No term limit

Board of Directors: Representation	Name:	In Attendance:	Recused*:	Term:
General Dir.	Christine Benedetto	-		Ends:2028
10Y	Dana Cummings	X		Ends: 2026
Affiliate	Kayla Durden	X		Ends: 2028
10Y	Kaleigh Gilchrist	X		Ends: 2024
General Dir.	Karin Moran Kendrick	X		Ends: 2026
General Dir.	Brett Simpson	X		Ends: 2028
10Y	Liv Stone	X		Ends: 2028
10Y (Vacant)				Ends: 2028

Additional Attendees:	Name:	In Attendance:	Recused*:	Term:
USAS CEO	Becky Fleischauer Jewell	X		Ends: 4 years

Quorum: Yes: X No: **Notes: 9/10 board members present and voting**

Conflicts of Interest: Yes: No: X **Notes: No one declared a conflict of interest**



Minutes:

1. Call to order:

1. Welcome & introductions
 1. New Board Member short introductions (Maja, Brett, and Liv)
 - Quick intros completed by Maja, Brett, and Liv
2. Roll call and/or declaration of quorum.
 1. Quorum was declared with 9/10 board members attending.
3. Declared conflicts of interest (or not)
 1. No conflict of interest was declared.
4. Approval of agenda, All were in favor of approving the agenda for today's meeting.
5. Approval of minutes (previous meetings)
 1. 7/24/24 meeting minutes
 - Motion to approve: Laura, Second: Rob.
 2. 08/08/24 2022 990 Tax Forms and Filing
 - Motion to approve: Rob, Second: Kayla.
 3. 08/24/24 meeting minutes
 - Motion to approve: Laura, Second: Rob.
 4. 09/11/24 meeting minutes
 - Motion to approve: Laura, Second: Rob.

2. Agenda Items:

1. Key Updates:

1. USOPC Legal Communications:

- Rob invited discussions and questions regarding the communication titled: USA Surfing's Request for Re-Certification as an NGB.
- Laura asked about what the next steps are based on a letter from USA Surfing's lawyer laying out the board's position when USA Surfing voluntarily decertified to spare USOPC and USAS legal costs. It was clear that recertification would be considered and the board would not have agreed to it under any other circumstance. The letter was received 2.5 weeks ago and USOPC has not responded to-date, despite their promise to respond by last Friday. She also noted that surf stakeholders want to know how to help. Becky said we are planning for 2-3 scenarios. We're focusing on the strong support from surfers at all levels and we're focusing on communicating with them, so they are in the know.
- Both skate and surf IF's are opposed to US Ski NGB and have communicated this to USOPC. They are not appreciative of a process lacking in transparency, violating the Ted Stevens Act and shutting out the NGBs serving as IF currently and doing it well without funding.
- Collaborating and coordinating and sharing assets and knowledge of athletes is an excellent idea. Handing over governance and athlete/sport agency in decision making is not.
- Brett has been part of outreach to agents and athletes and will continue to be going forward.
- **ACTION(S):**
 1. Becky, Rob, and Brett will meet re continued communication strategy and share with the board outside regularly planned meetings.

2. Enforcement of Conflict of Interest and Disclosures

- Clarification about why the conflict of interests and disclosures are particularly important as we move forward. It's essential to declare a potential conflict of interests. Not declaring them is a challenge and we might be held liable as a board, which we want to avoid.

3. Board members changes (covered in previous point)

4. Change in title from Executive Director to CEO

- Effective immediately, Becky's title is now CEO to comply with our USA Surfing Bylaws.

5. Proposed BOD Meetings dates/times

- Second Tuesday of new quarter: Jan 13, April 14, July 14, October 13 (7:00 pm ET, 4:00 pm PST)



6. ISA Updates - Paralympics, SUP race, Masters

- Becky provided updates including:
 1. **SUP Race World Championships:** USA Surfing team competed in Copenhagen – ranged in age from 50 to 15 – Don and Soryn won Bronze medals, the team placed 6th in the world (which is up four places over last year). Tiana Pugliese and Seychelle came in fifth in prone and SUP distance races respectively. Soryn was 10th in the SUP distance race at just 15-years old. Bodie von Allmen was 18th and Campbell Carter 20th. Uniforms – super sharp, licensing deal. There is a commission spearheaded by USA athletes Candice and Connor to get SUP in the Olympics.
 2. **Masters Team Oct. 18 – 24:** Tom Curren, Ben Bourgeois, Allen Sarlo, Siri Cota, Nicole Gredeksy.
 3. **Para Surf Nov. 3-9:** Now a roster of 21 surfers looking for their third team gold in four years. Elected team captains and vice captains, engaged support team for coaching. There were some updates in classification – no more short stature and prone 2 can get assistance if ISA deems conditions warrant it. Fundraising needs help. Northrup Grumman. Want to create something similar to what Laura did with U18s. Personal asks. Board can model that. Serious disappointment that para surfing isn't yet included in the 2028 Paralympics. Petition has 40k signatures, wave pool exhibition planned, upcoming ISA world's can be the best show on earth in the LA media market. A wave pool would create a lot of opportunities for LA28 – safe, efficient, TV-friendly venues. Still plenty of B-roll and promo of CA beaches/ocean surfing.

7. New Prime Season and staffing structure

- Becky provided updates including:
 1. **East/West structure with overarching oversight by Brillo Productions** reducing travel costs dramatically, but also investing locally. There are pre-defined and approved budgets creating shared accountability for staying on budget. Slight increase in membership and reg fees.
 2. **“Local Love” Crowd-funding campaign** with each surfer actively doing outreach in their communities – lemonade stands to surf schools. We are getting restaurants, surf shops, surf clubs, electrical supply, law offices, and Netflix, which did an employee match. \$50k is the goal. It is not only raising money, it's strengthening the community. And we're learning more about that community – a dad lawyer helping with licensing contract language, HNW fundraiser., etc.
 3. **USA Surfing Power Your Performance workshops** give surfers access to top experts in sport performance, training, nutrition, breathwork and safety for bigger wave hold down conditions, injury prevention and rehab, sports psychology, working with agents, filmmaking, roundtable sessions with judges to talk criteria and priority and more. The season started with a Zoom with Coaches Courtney Conlogue and Ryan Simmons providing guidance for planning your season and setting yourself up for success. Both season openers will have workshops on injury-proofing and understanding judge criteria and priority.
 4. **Expanding Prime series in Hawaii.** Began conversations and thinking through opportunities, working within and with local power brokers, recognizing that only so much room at Lower Champs and we have separate junior national teams. Would be great to have similar conversations with para.
 5. **Season Openers will be broadcasted this month.** We're testing it as a means of revenue support/something to pitch sponsors and a huge value added – growing our audience, giving surfers and coaches a learning tool, as well as judges.

8. New Sponsors/activations + donor outreach

- Becky provided updates including several new sponsors:
 1. Altius Vision, Yeti, Hoag, American Wave Machine (pool time, travel, accommodations), NC Outdoors. Smaller – Visit Oceanside, Coach's Oats, (collab with Hurley), Dryrobe, Got Milk, Jersey Mikes – 2025 will be the last year of the



current gift. Continuing conversations renewal opportunities, demonstrating how we've leveraged and will leverage for the future.

2. We are also in conversations with HNW donors – prior supporters, Rob's network, parents opening doors.
- Rob asked that board members be wary of those seeking to leverage relationships with USA Surfing for their own financial gain. We are aware of former leaders misrepresenting themselves. This violates numerous ethical, legal and bylaws. Laura shared that there were important conflict of interest issues which board members should excuse themselves from entering.

9. Wave pool training time donation/new era of differentiation

- Becky provided updates including:
 1. **Seeing a lot of movement after a stalled period.** Not coincidental – key court cases deciding intellectual property of the technologies that power the waves. And strong interest in being the pool for LA2028 Olympics. Period of differentiation and proving themselves.
 2. **Rip Curl Grom Search event showed pool in a great light -**
 3. **American Wave Machines** (2019 and 2021 Pre Olympic Games camp). They are positioned as the older, wiser technology with a solid track record that provides the best high-performance wave experience.

10. Dana Cummings update on adaptive event

- Dana provided an update on his speaking engagement at Surf Park Summit, a presentation of owners of surf parks.
- **ACTION(S):**
 1. Rob and Dana will meet to discuss how to best tap into possible opportunities for USA Surfing.
 2. Liv mentioned her attendance at a surf day in Palm Springs to advocate for parasurfing's inclusion in the 2028 Paralympics. She will connect with Rob and Dana to provide updates or design a strategy for maximizing the opportunity.

11. Judicial Committee action

- Becky shared that there were two issues that have been handled and resolved expertly by the judicial committee. Our surfers feel heard and respected and we maintain a very high standard for professionalism.

0. Treasurer's Report:

1. Tax filings
 - Motion to approve all outstanding 990s by Rob, Second: Kayla
2. Insurance Updates
 - LAURA shared these updates:
 1. D&O + EPLI policy coming up for renewal – 12/22
 2. WC audit was completed in August – \$1,752 AP
 3. We're adding \$10,000 in property insurance
3. Fundraising Committee
 - Laura shared great results from grassroots fundraising.
 - **ACTION(S):** Laura will reach out to Liv to discuss options for fundraising for Parasurfing.
4. Approval of 990 financial reports
 - Motion to approve all outstanding 990s by Rob, Second: Kayla
5. Financial Reports:
 - Laura reviewed and shared the spreadsheet. Highlights included:
 1. September income: \$8,500. Expenses \$39,500, Profit -\$31,000
 2. YTD Income \$659,700. Expenses \$529,800, Profit -\$129,800.
 3. Projected year end (actual + budget), Income \$803,000, Expenses \$650,000, Profit - \$153,000.
 4. Wrote off \$11,971 of bad debt that was an old journal entry (pre 2021) from USA bodyboarding.



5. Wrote off \$25,000 accounts receivable from PHX Surf Pool which was delayed and they were not giving the second part of the sponsorship.
- Rob mentioned that active or outstanding legal bills are not recorded, but should be considered to defend our status. The board members will be kept informed and disclosed about where the money goes.
- Rob mentioned that Laura and Becky have addressed significant financial issues and we are now able to have complete transparency and clarity about our true financial situation.

- Laura reviewed the financials to explain how it is important to understand that we're in a positive position which we haven't historically been.
 1. 2024 Actual versus Budget – through September
 2. P&L by Month
 3. Balance Sheet
 4. Accounts Payable
 5. Loan receivable

6. New Items:
 - Laura provided these updates:
 1. **ACTION(S)**: She will be working with Becky on 2025 budget to present to the board for approval in Dec
 2. We reduced the QBO subscription by 50% by advocating for the non-profit
 3. Storage unit was cleaned out and is being moved to Oceanside closer to Becky.

0. Secretary's Report:

1. Compliance audit and action steps taken including:
 - Master task list for reaching compliance:
 1. Maja shared the complete spreadsheet outlining what has been done and is still outstanding to meet USOPC and USA Surfing bylaw compliance. A link to the spreadsheet will be shared with these meeting notes so all board members can review and volunteer to tackle specific points based on their expertise.
 - Formalized onboarding process for new board members
 1. To be in compliance, a new formal onboarding process has been created. Liv was the first board member to be taken through the process which she shared was helpful. All notes and actions from the onboarding process have been recorded and can be accessed at any point by future compliance directors.
 - Expectations and responsibilities for future and current Board Members
 1. Maja shared that to be in compliance and meet the expectations Rob has set for this board, each board member has clear standards and expectations for their participation. The intention is to create an active board where we are going "full speed ahead without taking our foot off the breaks."
 - Annual performance review for Executive Director
 1. Becky and Maja are working on the final job description (especially important with the new title change to CEO) and are waiting to hear back from David at USOPC for their requirements regarding their preferred vendor for a performance review.
 2. **ACTION(S)**: An update will be presented at the January 2025 board meeting.

0. TABLED FOR SPECIAL MEETING: Committee Formations:

1. Bylaw requirements:
 1. Must designate Chairperson
 2. No term limit (except ACC, 4 year x 2 max)
 3. Attend at least 50% of meetings
 4. Must take minutes
 5. Non-compensated
 6. Committees needed or reconfirmed and Chair persons assigned:
 1. Audit, Finance & Budget
 2. Ethics



3. Judicial
4. Compensation & Review
5. Nominating & Governance
6. Athlete Advisory Council (AAC)

Meeting adjourned at 8:37pm ET.

Action Steps:

Action Steps:	Responsible Person:	Due Date: Completed Date:
<ul style="list-style-type: none"> • Becky, Rob, and Brett will meet to discuss a communication strategy and share with the board outside regularly planned meetings. 	Becky/Rob/Brett	Prior to X Completed: X
<ul style="list-style-type: none"> • Rob and Dana will meet to discuss how to best tap into possible opportunities for USA Surfing. 	Rob/Dana	Prior to X Completed: X
<ul style="list-style-type: none"> • Liv will connect with Rob and Dana to provide updates or design a strategy for maximizing the opportunity for USA Surfing. 	Liv/Rob/Dana	Prior to X Completed: X
<ul style="list-style-type: none"> • Laura will reach out to Liv to discuss fundraising opportunities for Parasurfing. 	Laura/Liv	Prior to 10/14/24 Completed: 10/12/24
<ul style="list-style-type: none"> • Maja and Becky will update the CEO job description and match an annual performance evaluation to match at the January 2025 board meeting. 	Becky/Maja	Prior to January board meeting Completed: X
<ul style="list-style-type: none"> • Maja will send out meeting minutes for email vote to approve and post on website. 	Maja	Prior to 10/15/24 Completed: X
<ul style="list-style-type: none"> • Becky will send out calendar invites for all upcoming 2025 board meetings with Zoom link: Jan 13, April 14, July 14, October 13 (7:00 pm ET, 4:00 pm PST) 	Becky	Prior to 10/31/24 Completed: X
<ul style="list-style-type: none"> • Laura and Becky will meet to create 2025 budget and present to the board by December 	Becky/Laura	Prior to 12/31/24 Completed: X

