



## Board of Directors Meeting Minutes

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

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

**Date of Meeting:** 12/16/2024  
**Date Approved by Board:**  
 12/23/24  
**Date Posted on Webpage:**  
 12/27/24  
*(within 30 days of Board approval)*

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

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

**Meeting agenda/objectives:**

- **Call to meeting:** Initiated via email invitations including agenda and attachments 12/12/24.
- **Call to order** and approval of agenda.
- **Agenda Item 1:** Introduction and vote for new board member Dan Ciscel
- **Agenda Item 2:** Update on February 2025 NGB application.
- **Agenda Item 3:** Presentation of 2025 proposed budget and vote to approve.
- **Agenda Item 4:** Review and vote for updated policies in preparation for NGB application.
- **Agenda Item 5:** Additional agenda items
- **Adjournment: At 8:05 pm ET**

**Attendees:**

*\*Unless indicated, member attended continuously.*

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

Board of Directors: <i>Representation</i>	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	-		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:
				4 years
<b>USAS CEO</b>	Becky Fleischauer Jewell	X		Ends:
	Sara Pflipsen	X		



Quorum: Yes: X No: Notes: 8/10 board members present and voting  
Conflicts of Interest: Yes: No: X Notes: No one declared a conflict of interest

## Minutes:

### 1. Call to order:

- Roll call and/or declaration of quorum.
  - Quorum was declared with 7/10 board members attending.
- Declared conflicts of interest (or not)
  - No conflict of interest was declared.
- Approval of agenda. Laura motioned to approve agenda. Dana Second. Vote: All were in favor of approving the agenda for today's meeting (7/7 board members present).

### 2. Agenda Items:

#### 1. Introduction of new board member and vote to approve:

- Rob introduced Dan Ciscel as the new board member addition.
  - Motion to approve: Dana, Second: Laura  
**Vote:** Unanimous approval of bringing on Dan Ciscel as our newest board member (7/7 board members present voted in favor) (Kayla was not in attendance for this vote)
  - **ACTION(S):**
    1. Rob will inform Dan that he is officially part of the board and CC Maja and Laura.
    2. Maja and Laura will initiate the official onboarding process.
    3. Becky will complete the onboarding process before our Strategic Planning process January 31<sup>st</sup>.

#### 2. Update on February NGB application and process and approval to submit:

- Becky introduced the history of the application and reasons we find it important to apply. She shared that we have budgeted for and retained Sara Pflipsen as our compliance officer/consultant to help us with the application. Rob shared that we are in competition with other organizations who are likely to also apply. Sara shared her opinion and experience about what is required to become surfing's NGB (including challenges if US Ski decide to apply). Rob reminded the board that we have a lot of support and people on our side and we are still pushing forward toward the application.
  - Motion to approve filing the NGB Application to reapply as the NGB for the sport of surf: Laura, Second: Liv  
**Vote:** All in favor 7/7 board members voted in favor (Kayla was not in attendance for this vote)

#### 3. Presentation of 2025 proposed budget and vote to approve:

- Laura provided a high level overview of the detailed 2025 budget for USA Surfing. Rob encouraged everyone to consider our fiduciary responsibilities as board members to protect the organization and spend our resources well. Dana raised concerns about admin costs being high in relation to the overall budget (he did not have concerns about the budget numbers themselves). It appears that several programming costs are inaccurately allocated as administrative expenses where they are truly programming costs. Laura and Dana will review categories to accurately reflect the category of the expense.
  - Motion to approve 2025 budget for USA Surfing: Rob, Second: Maja  
**Vote:** All in favor 8/8 board members voted in favor.
  - Motion to approve revised Finance Policy dated 12/16/2024 and approve Laura Bren, Treasurer of Board as signor: Maja, Second: Rob  
**Vote:** All in favor 8/8 board members voted in favor.
  - **ACTION(S):**



1. Laura and Dana will meet to evaluate admin and program categories to ensure expenses are coded with best practices.

4. *Review and approval of updated policies*

- Sara Pflipsen has reviewed and carefully updated the policies to align with all regulations and NGB application.
  - Motion to approve USA Surfing Code of Conduct Policy: Maja, Second: Dana  
**Vote:** All in favor 8/8 board members voted in favor.

5. *Additional agenda items*

- Becky invited all board members to the upcoming strategic planning process which is an in-person two-day event hosted in Oceanside, CA January 31st and February 1st. Maja will email invitations to all board members including links to attend virtually.
- Maja asked for updates on outstanding commitments from the October board meeting.
  - **ACTION(S):**
    1. Maja will send strategic planning invitations to all board members the in-person strategic planning meeting.

Meeting adjourned at 8:05 pm ET.

## Action Steps:

Action Steps:	Responsible Person:	Due Date: Completed Date:
<ul style="list-style-type: none"> <li>● Becky, Rob, and Brett will meet to discuss a communication strategy and share with the board outside regularly planned meetings.</li> </ul>	Becky/Rob/Brett	Completed: November, 24
<ul style="list-style-type: none"> <li>● Rob and Dana will meet to discuss how to best tap into possible opportunities for USA Surfing.</li> </ul>	Rob/Dana	Completed: December, 24
<ul style="list-style-type: none"> <li>● Liv will connect with Rob and Dana to provide updates or design a strategy for maximizing the opportunity for USA Surfing.</li> </ul>	Liv/Rob/Dana	Completed: November, 24
<ul style="list-style-type: none"> <li>● Rob informs Dan that he's an official member of the board CCing Maja and Laura</li> </ul>	Rob	Prior to 12/18/24 Completed:12/18/24
<ul style="list-style-type: none"> <li>● Maja and Laura executes the board member orientation</li> </ul>	Maja/Laura	Prior to 12/31/24 Completed:12/23/24
<ul style="list-style-type: none"> <li>● Becky completes the board member orientation</li> </ul>	Becky	Prior to 1/31/25 Completed:
<ul style="list-style-type: none"> <li>● Maja will send strategic planning invitations to all board members by first week of January. Becky to update invite with confirmed location.</li> <li>● Laura and Dana will meet to review expense categories.</li> </ul>	Maja/Becky  Laura/Dana	Prior to 12/18/24 Completed:12/18/24  Prior to 1/2/24 Complete: