



Member, U.S. Olympic Committee

USA Surfing, Inc.
1001 Avenida Pico
Suite C229
San Clemente, CA 92679
T – 949.391.1010
F – 949.203.6258
www.USASurfing.org

August 14, 2019

**USA Surfing Board of Directors Meeting Minutes
Teleconference - 7:00 PM**

ATTENDANCE AND DECLARATION OF QUORUM: Swayne

Board members: Andrea Swayne, Kevyn Dean, Courtney Conlogue, Kevin Schulz, Randy Brecher, Jason Velez, Christiaan Bailey, Chad Faulkner

Absent: Charlie Setzler

Staff and guests: Greg Cruse, CEO; Steve Rosen, advisory member/counsel

1. CLOSED SESSION

Rosen attended closed session and advised. Swayne tabled discussion pending final closed session matter vote.

2. FINANCIAL REPORT

Cruse provided an update on the status of USA Surfing's transfer to Altruic Accounting Firm. Brecher provided an update on vetting/bid status of independent audit firms, noting that two firms had been vetted so far and bids received. Swayne asked that, based on referrals from other NGBs, one additional firm be vetted and allowed to bid.

3. USOC AUDIT UPDATE

Swayne and Cruse reported the in-person portion of the audit is complete and advised on the next steps, from reviewing the draft report and identifying corrective actions, to final report.

4. CODE OF CONDUCT UPDATE (vote)

The newly updated Code of Conduct for All was posted for Board review as well as sent for review last week by the Ethics Committee. Updates were made with the assistance of Ruger, based on a longstanding Code written by him and adopted by the USOPC and in successful use by them for many years. Upon approval by the Ethics Committee the Board will also need to approve. The Board vote will be done online via unanimous written consent without a board meeting.

5. COACH CONTRACT UPDATE

The online vote by unanimous written consent without a meeting of the Board regarding the contract for Coach Stone was approved with no changes. Stone signed on and accompanied the 2019 Pan Am Games team to Lima, Peru and was well-received by the athletes. Peru proved a good opportunity for he and Cruse to work together.

6. PAN AM GAMES / OLYMPIC GAMES UPDATE

Swayne reported on the success of the USAS team in Peru: Six athletes returned with four medals. USAS team tied for second in medal count and ended up with an all-around fourth-place finish. Interaction between the team and the coach was mostly positive. The team worked well together. The event was well-run overall aside from a few details (seeding, scheduling and maybe a small amount of "home field" judging bias). Schulz concurred, noting Stone's work in Lima was solid and aside from a small lack of technical knowledge (SUP and SUP surf), Stone was a good addition to the team - calm and supportive. Also, the experience was a good indication (although on a smaller scale) of what the 2020 surfing athletes may find in Tokyo.

7. NEW BUSINESS

Brecher reported the Compensation Committee has been presented with a process for performing the CEO evaluation and needs to get on it ASAP. Swayne, per an earlier suggestion (before Brecher's framework was introduced) again suggested that she check into the possibility of utilizing USOPC NGB Services assistance via their partnership with Boardspan (the firm they paid to provide self-evaluation surveys for all NGBs back in Jan./Feb.) as the USOPC said come September they will also have access to Boardspan's CEO evaluation program. USAS doesn't necessarily have to use Boardspan but it's another option. The format Brecher introduced was approved by the Committee and the Committee agreed to commence ASAP. Swayne advised the need for an athlete member. Upon recommendation of the Compensation Committee Chair and upon a motion duly made and seconded, Bailey was appointed to fill the Committee vacancy as an Athlete Member. Cruse reported new sponsorships from Hydroflask and Blue Diamond Almonds.

8. RECESS / RECONVENE ONLINE

Swayne adjourned the in-person portion of the meeting to reconvene online for votes regarding approval of the newly updated Code of Conduct and further discussion regarding closed session items.