



Member, U.S. Olympic Committee

MINUTES

USA Surfing Board of Directors Meeting
6 p.m., August 30, 2017
San Clemente, CA

A meeting of the USA Surfing Board of Directors (the “Board”) convened in San Clemente, CA in the conference room at The Outlets of San Clemente. Notice was given pursuant to the USA Surfing Bylaws.

Invitees: Greg Cruse (CEO); Board members Andrea Swayne, Kevyn Dean, Courtney Conlogue, Kevin Schulz, Michelle Sommers, Randy Brecher, Jason Velez, Shayna Marks, Charlie Setzler, Christiaan Bailey and Joey Buran (head coach).

Attendance: Charlie Setzler was absent. Michelle Sommers, Kevin Schulz and Christiaan Bailey attended via telephone. All others attended in person. Nine of 10 voting members were in attendance, constituting a quorum under USA Surfing Bylaws. Minutes were recorded by Andrea Swayne, Secretary.

1. WELCOME/OVERVIEW

The meeting was called to order by Swayne. CEO, Cruse welcomed everyone and gave a briefing of USA Surfing’s establishment and overview of changes to the official roster for initial USA Surfing Board of Directors. (Surfing America was formerly the ISA-recognized NGB for surfing in the U.S. Upon application for USOC NGB status, it was decided that in order to fully comply with USOC requirements, Surfing America must be dissolved and a new organization, USA Surfing be created to function as the NGB. USA Surfing accepted assets and debts of Surfing America. USA Surfing is the ISA- and USOC-recognized NGB for surfing in the U.S.) Cruse explained that six of the former Surfing America Board members successfully vetted and invited on to the USA Surfing Board sent a letter declining USA Surfing Board positions after two former Surfing America Board members did not meet vetting standards and the former chairman was invited to stay on as a regular director, not chairman. (The two who did not meet vetting were not invited to join the Board, they too signed the letter, although unnecessarily as they were never intended to be USA Surfing Board members.) It was noted that the initial USA Surfing Board invitee list included 11 of 13 former Surfing America Board members, requiring some exceptions to USOC-recommended board member standards including the allowance of non-U.S. (in this case Australian) citizens (as a regular director but not in the position of chairman), a 14-member board instead of the recommended 7- to 10-member board, and a slightly lower than recommended percentage of independent members (50% to 40%).

2. ROLL CALL / OATH

A roll call of the 10 successfully vetted USA Surfing Board members was taken. (Nine of 10 were present.) Members were asked to review and update their bios. Board members were sworn in as a group by recitation of the USA oath after each, in turn, began with, “I (name), ...”

3. APPROVAL OF BYLAWS / BYLAWS AMENDMENTS

The initial USOC bylaws template was discussed (presented in advance for review by Board members) in order to compare with initial USA Surfing Bylaws. With respect to the issues experienced during initial Board establishment, Swayne and Cruse recommended changes to the bylaws reverting back to

USOC-recommendations. USOC-requested bylaws language changes were also presented at the USOC NGB Best Practices conference the prior week in New Orleans were also presented for a vote.

Upon motions duly made and seconded, the Board voted unanimously to:

- Re-ratify the initial USA Surfing Bylaws (Motion: Swayne, Second: Velez)
- Vote to revert bylaws back to USOC-recommended 7- to 10-member maximum board size (Bylaws Section 6.5) (Motion: Conlogue, Second: Marks)
- Vote to revert bylaws back to USOC recommended U.S. citizens only rule (add to Section 6.4) (Motion: Velez, Second: Brecher)
- Vote to add new USOC language regarding Safe Sport and language regarding eligibility to serve (Attachment A) (Motion: Swayne, Second: Dean)

Safe Sport training and background screening requirements were discussed, including the requirement reminder for the Board. Cruse also mentioned to Sommers that this should be something introduced immediately to membership organizations and we should do our best to encourage the addition of vetting of independent coaches as part of the “training culture” in our surfing communities.

NOTE: DUE TO TIME ZONE DIFFERENCES IT WAS DECIDED THAT ITEM NO. 8 BE MOVED UP IN THE AGENDA FOR EAST COAST ATTENDEES (SOMMERS AND SCHULZ)

8. CEO CONTRACT

Cruse was asked to leave the room while the Board discussed his CEO employment contract. Swayne updated the Board of Cruse’s status working as executive director of Surfing America, compensated but without a contract, but has yet to be paid by USA Surfing. The proposed contract was presented for Board review. Upon initial review, members of the Board identified a few inconsistencies and questions. It was decided that Velez, as an attorney, would be charged with reviewing the contract and an email chain not including Cruse be created in order to discuss questions/comments during the contract review. It was noted that the contract was written by Cruse using other NGBs’ CEO contracts as examples, had been initially reviewed by an attorney, reflective of Cruse’s responsibilities as Surfing America Executive Director.

Upon a motion duly made and seconded, the Board voted unanimously to approve the contract with respect to requested full-time base salary of \$60,000 per year, payable bi-weekly, effective July 1, 2017, pending legal review of all other aspects of the contract (other forms of compensation, benefits, and all other job description/requirements etc.) to be completed by Velez with a target completion date of September 15, 2017.

(Motion: Velez, Marks: Second)

A discussion regarding the upcoming need for other staff positions followed, along with the beginnings of a plan for adding paid staff in the future. It was agreed that the first steps, after securing a contract for the CEO, is hiring a bookkeeper and that Brecher will take the lead in overseeing the setup of accounting processes. Swayne gave an update regarding upcoming opportunities as a result of gaining USOC NGB status and returning Cruse to sponsorship sales—a duty he was removed from in the final months of Surfing America by the previous chairman, resultant in an approximately \$100,000 lower than usual sponsorship total at this point in the year. Swayne also mentioned the need for this Board to hit the ground running with regard to fundraising.

NOTE: SCHULZ LEFT THE CALL AT THIS POINT (7:23 P.M.) CRUSE RETURNED TO THE MEETING

4. USOC NGB BEST PRACTICES UPDATE

Swayne gave an update to the Board on USOC NGB Best Practices information including NGB responsibilities, the fielding of junior Olympic teams for world competitions, high performance training/coaching, development of sport for youth, and providing open access of sport for all. (See Attachments B and C)

Cruse gave an update on the emerging technology of wave pools that can open access to the sport to even more people and expand to land-locked areas, and adding to future possibilities of Olympic sport venues.

5. COMMITTEES

Swayne introduced the list of required committees (Audit, Ethics, Judicial, Nominating and Governance, USA Surfing Athletes' Advisory Council) their functions, suggested chairs where applicable, and instructions for the Board to start thinking about people to nominate/recruit for membership in these committees. It was decided that Brecher will chair the Audit Committee.

A list of suggested additional committees was also discussed, including Fundraising and HPC. It was agreed that Velez will chair the Fundraising Committee and Dean the HPC Committee.

Nominations/recruits will need to be made/ready for general quarterly meeting in September.

The function of the Affiliated Organization Committee was explained along with Sommers' duties as Affiliated Organization Director on the Board.

NOTE: SOMMERS LEFT THE CALL AT THIS POINT

6. HIGH PERFORMANCE CENTER / TRAINING / COACHING

Buran presented his "Vision 2020" coaching plan. Dean presented the High Performance Plan presentation made last week to the USOC to request funding for use in upgrading the USA Surfing High Performance Center training program, facilities and equipment.

Cruse noted that among the USOC-requested changes/additions to the plan were the identification of USA Surfing's top athlete hopefuls for 2020: Courtney Conlogue, Carissa Moore, John John Florence, and Kolohe Andino. He also noted the identification of additions to the Olympic coaching team have been identified and will also be approached to gauge their interest in joining the USA Olympic Surfing Team.

7. ATHLETE AGREEMENTS

A draft of the USA Surfing Athlete Agreement was presented to Board members in advance for review as well as additional information about the USOC NGB Athlete Agreements Policy (Attachment D). The draft document is in the process of being reviewed in detail by Velez and will be brought back to the Board after

9. BUDGET/FUNDING

Cruse presented a copy of the USA Surfing 2017-2021 Budget Projections to the Board for review and gave a report on the types of PR/marketing assistance (website, sponsorship funding, etc.) made available to NGBs by the USOC. Cruse announced plans to travel to Colorado Springs to meet with USOC marketing personnel for further clarification on how to make use of such assistance. It was also reiterated that a major function of the Board must be to begin outreach to possible donors and to consider what level of member contributions each director will be comfortable with making.

10. QUARTERLY MEETINGS

Swayne reminded the Board of the USOC requirement that NGBs hold (at minimum) quarterly board meetings and that this meeting was not to be considered a regular meeting of the Board. Because this first meeting was so lengthy, the first regular meeting will be scheduled in September 2017 as a teleconference. The main function of that meeting will be to confirm appointment of members to committees, provide updates on progress with regard to finalizing the CEO contract, hiring a bookkeeper, payroll/accounting processes setup update, and other new business. Following the quarterly schedule, the final meeting of 2017 will be scheduled for December 2017. Regular meetings for 2018 will be held in March, June, September, and December.

Swayne mentioned the change in initial Board membership resulted in the absence of a chairman of the board. Upon a motion duly made and seconded, the Board voted unanimously to elect Swayne to the post of chairwoman, with the understanding that she will continue to also carry the duties as secretary until a replacement for that post is identified/elected. The target date for choosing a new secretary was set for quarterly meeting in September.

(Motion: Velez, Second: Brecher)

With no further business to discuss, the meeting was adjourned by Swayne at 9:02 p.m.

This document represents a true and correct recap of the minutes of the August 30, 2017 USA Surfing Board of Directors meeting.

Andrea Swayne Andrea Swayne, Chairwoman/Secretary Date 8/30/17
(e-sign)

Attachment A

**Safe Sport Best Practices
Bylaws Changes/Additions**

Use the language provided in sample:

As a member National Governing Body of the United States Olympic Committee, [NGB] is required to adhere to the safe sport rules and regulations of the USOC. Additionally, USOC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOC, each NGB shall comply with the policies and procedures of the independent safe sport organization designated by the USOC to investigate and resolve safe sport violations. The USOC has designated the U.S. Center for Safe Sport as that organization. The current safe sport rules, policies and procedures are available at the offices of [NGB] or on-line at the following websites:

www.safesport.org

As a condition of membership in [NGB] and a condition for participation in any competition or event sanctioned by the [NGB] or its member organizations, each NGB member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in [NGB] or [NGB] events (whether or not an [NGB] member), agrees to comply with and be bound by the safe sport rules, policies and procedures of the U.S. Center for Safe Sport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for Safe Sport for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any [NGB] rule is inconsistent with the rules of the U.S. Center for Safe Sport, such rule is hereby superseded.

Note: Implement the U.S. Center for SafeSport Code by CROSS-REFERENCE

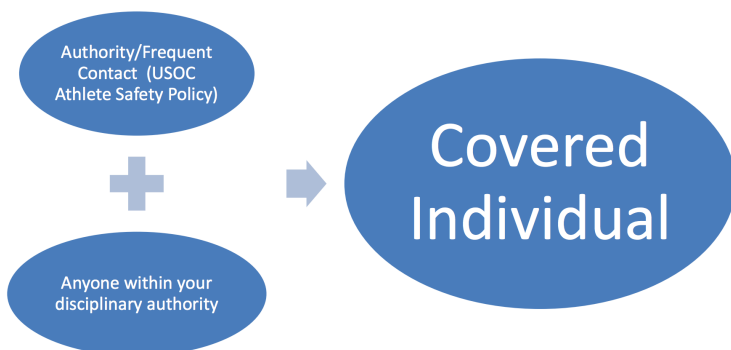
Best Practices Covered Individuals

- The requirements under who must complete a criminal background check and education component under the USOC’s athlete safety policy (2017) is

NARROWER

- Than who the Center has jurisdiction over, i.e., Covered Individuals

**Best Practices
Covered Individuals**





USA Surfing USOC NGB Authority / Responsibility

USA Surfing, the National Governing Body (NGB) for the sport of surfing in the U.S. has been granted official United States Olympic Committee (USOC) NGB status cementing its authority as the organization responsible for developing and fielding the first ever Olympic surfing team when the sport makes its debut in the Pan American Games in Lima 2019, and its Olympic debut in Tokyo 2020.

The Mission of USA Surfing is to promote the growth, competitive success, and positive image of surfing in the USA and to provide the best possible experience for all participants by encouraging, developing, advancing, and administrating the sport, while producing champions. The Mission includes commitments:

- to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American and Parapan American competition
- to promote and grow the sport of Surfing in the United States.
- to and work toward opportunity for all to participate by acting as an advocate for all Americans, by endeavoring to assure universal access to opportunities at all levels of the sport.

As the USOC-recognized NGB, USA Surfing must provide:

- **Sustained competitive International, Olympic and Paralympic Success.** Provide the opportunities and support necessary for our athletes at all levels of international competition, to reach the podium.
 - Operate, maintain and staff a High Performance Training Center
 - Recruit coaching, sports medicine and other training staff

Qualify, Select, Train and Field all official USA Surf Team for International and Olympic Competition including:

- Junior (U18) Team
 - Open (Olympic) Team
 - Masters Team
 - Stand Up Paddle and Paddleboard Team
 - Body Board Team
 - Adaptive (Paralympic) Team
 - Longboard (Pan American) Team
- **Participation, Program and Membership Growth:** Provide the opportunities and resources through available programs which develop and retain a steadily growing participation base and a membership that is increasingly diversified.

There are currently five member organizations that feed their top athletes into USA Surfing's USA Championships. They are: The [Western Surfing Association](#), the [National Scholastic Surfing Association](#), [Hawaiian Surfing Association](#), [Eastern Surfing Association](#) and the [Texas Gulf Surfing Association](#) .

USA Surfing is also charged with providing an advanced level of competition (for which junior division surfers qualify via the five member organizations, as well as national championship events, and sanctioning of national/international competitions (including Olympic qualifier events).

- Prime series (Pro-junior level competition series)

B2

- USA Championships, and ISA qualifier events

- **Resource Optimization:** Have a strategic and fiscally prudent financial plan that includes both resource cultivation and judicious allocation in support of our overall goals.
- **Marketing and Brand Affinity:** Increase brand awareness while expanding affinity for USA Surfing.

This includes all PR and marketing functions, as well as the development and maintenance of a USOC-compliant website

USA Surfing is committed to and works toward opportunity for all to participate. It is an advocate for all Americans-endeavoring to assure universal access to opportunities at all levels of the sport, and therefore must:

- Work toward provision of ample opportunity, quality opportunity and equality of access for every resident of the United States of America.
- Act to expand opportunity for under-represented groups and aggressively recruit participation from those groups.
- Make its daily decisions concerning resources, players, coaches, officials, administrators, and employees on the basis of individual merit and excellence of performance regardless of age, class, ancestry, color, national origin, race, religious creed, disability or handicap, gender, or sexual orientation.
- Exercise its corporate will to encourage constituent organizations to act in accordance with the foregoing principles.

USA Surfing shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Surfing. USA Surfing must:

- be autonomous in the governance of the sport of surfing, by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- maintain the managerial and financial competence and capability to establish national goals for Surfing relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Surfing;
- provide for individual and/or organizational membership;
- ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Surfing or who have represented the United States in an international amateur athletic competition in Surfing within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board or other governance body;
- be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or gender, with reasonable representation on the Board of both males and females;
- provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in Surfing competitions without discrimination on the basis of race, color, religion, age, gender, or national origin;
- not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
- provide procedures for the prompt and equitable resolution of grievances of its members;
- provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;
- agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in Surfing, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

- not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan American Games that are more restrictive than those of the international sports federation for the sport of Surfing recognized by the International Olympic Committee or the International Paralympic Committee;
- perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.
- Members of USA Surfing are under the jurisdiction of the World Anti-Doping Association Code, USADA protocol and the International Surfing Association anti-doping rules.
- provide athlete-support and coaching education programs.

The Chief Executive Officer duties:

- develop a strategy for achieving USA Surfing's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- determine the size and compensation of, hire and terminate the professional staff in accordance with USA Surfing's compensation policies and guidelines (established by the Board) to effectively carry out USA Surfing's mission, goals and objectives;
- prepare and submit quadrennial and annual budgets to the Board for approval;
- either directly or by delegation manage all staff functions;
- be responsible for resource generation and allocation of resources;
- coordinate USA Surfing's international activities
- with the Chair of the Board, act as USA Surfing's spokesperson; and
- perform all functions as usually pertain to the office of Chief Executive Officer.

USA Surfing must provide and administer individual and organization membership categories as follows:

Individual Membership Categories:

- Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Surfing.
- Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by USA Surfing.
- Judging members. Judging members are those individuals who register as active judges and who are certified as judges by USA Surfing.
- Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims and objectives of USA Surfing.
- Life members. Life members are those individuals who register as life members and who pay to USA Surfing a life membership fee.

Organization Membership Categories:

- Club members. Club members are those Surfing clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USA Surfing.
- Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a regional program or regular regional amateur athletic competition in the Surfing on a level of proficiency appropriate for the selection of amateur athletes to participate in USA Surfing Prime Series and/or USA Surfing Championships.
- Contributing Organization members. Contributing Organization members are those amateur sports organizations that register as contributing organizations and which conduct athletic programs or activities that further the sport of Surfing in the United States or which otherwise support the sport of Surfing in the United States.

American Development Model

The USOC, in partnership with the NGBs, created the American Development Model (ADM)⁵ to help Americans realize their full athletic potential and utilize sport as a path toward an active and healthy lifestyle. The ADM was inspired and informed by the principles that underpin the long-term athlete development (LTAD) model,⁶ which proposed seven stages of athlete development intended to achieve three outcomes (physical literacy, improved performance and lifelong participation). The ADM is an evolution of the LTAD model that fits the Team USA coaching context while promoting sustained physical activity, participation in sport and Olympic and Paralympic success (see figure 4.2).



FIGURE 4.2 American Development Model.

The ADM's ultimate goal is to create positive experiences for American athletes at every level of sport participation. Sport administrators, coaches and parents who subscribe to the model help to maximize athletes' abilities to their full potential and improve the health and well-being of future generations in the United States.

The USOC and its NGBs embrace the ADM and strive to use it for full benefit to the athletes, coaches, teams and organizations they represent. In doing so, the USOC advocates these five principles:

1. Universal access, to create opportunity for all athletes
2. Developmentally appropriate activities that emphasize motor and foundational skills
3. Multisport participation
4. Fun, engaging and progressively challenging atmosphere
5. Quality coaching at all age levels

These principles are consistent with research-based recommendations for quality sport experiences in the American sport context. For example, the Project Play initiative in the United States has translated these principles into eight strategies for building a strong foundation of early, positive sport experiences:

1. Ask kids what they want
2. Reintroduce free play
3. Encourage sport sampling
4. Revitalize in-town leagues
5. Think small
6. Design for development
7. Train all coaches
8. Emphasize prevention

By promoting these types of strategies and the concepts found in the ADM, the USOC aspires to keep more children engaged in sport longer, in order to achieve four key outcomes:

1. Grow both the general athlete population and the pool of elite athletes from which future U.S. Olympians and Paralympians are selected
2. Develop fundamental skills that transfer between sports
3. Provide an appropriate avenue to fulfill an individual's athletic potential
4. Create a generation who loves sport and physical activity and who transfers that passion to the next generation

Source: USOC Quality Coaching Framework

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NGB Athlete Agreements – USOC Goals

- Balance athlete rights and NGB rights
- Clarify and separate agreements that an NGB can require of athletes (Participation Agreements), and those which may only be entered into mutually and voluntarily by athletes and NGBs (Commercial Agreements)
- Never condition an athlete’s right to participate on agreeing to a Commercial Term or signing a Commercial Agreement

Athlete Agreements

Terms of Participation	Code of Conduct	General Media Release	Nat'l/Event Agreement	Commercial Terms
<ul style="list-style-type: none"> • Eligibility requirements • Compliance w/ Anti-doping and SafeSport • Passport • Physical exam <ul style="list-style-type: none"> • Competitive readiness • Injury disclosure 	<ul style="list-style-type: none"> • Regulates behavior • Defines to whom it applies • During what period of time 	<ul style="list-style-type: none"> • In connection with membership, team, event • May cover team-featuring images by NGB and commercial partners to promote NGB/sport • May not cover athlete-featuring images for commercial use (or implied commercial use) 	<ul style="list-style-type: none"> • Defines additional obligations such as training, camps, competitions, travel gear, curfews, conduct, attendance at team functions • Outlines basic services common to everyone such as coaching, travel, support, nutrition, sports medicine 	<ul style="list-style-type: none"> • More \$\$ or services in exchange for additional rights granted • Attending non official team functions • Athlete-featuring images for commercial purposes • Rights of first negotiation or refusal • May NOT tie to participation or receipt of basic services
<p>May be Required of Athlete to Participate</p>				<p>Optional/ Negotiable</p>

Example: NGB Agreement Language Excerpts

- Athletes are requested to give strong consideration to participating in [NGB] marketing activities as described below.
- Failure to comply with these rules and responsibilities will jeopardize the funding and support an Athlete receives from [NGB] and potentially from USOC, as well as their membership...
- Athletes shall not allow their name, likeness, and image to be utilized and/or promote, advertise, or endorse any deals with any personal sponsor that is in competition with [NGB] sponsors deemed “Category Exclusive”...

- Category Exclusive partners maintain exclusive rights with BOTH [NGB] as well as with every athlete on the team. Some exceptions within category exclusivity exist, and are laid out below.

USOC NGB Athlete Agreements Policy

- Replaces existing 2012 “Policy Regarding NGB Commercial Agreements”
- Substantively similar; extensive clarifications and reference updates
- Policy Structure
 - o Balanced rights and obligations generally
 - o Agreements that may be required of athletes
 - Participation Agreement
 - Code of Conduct
 - General Media Release
 - National Team/Event Agreements
 - o Commercial Agreements
 - o Specialized Equipment
 - o Key Concepts Defined
- Available at <http://www.teamusa.org>