



USA Surfing Board of Directors Meeting
November 8, 2017
5 p.m., The Outlets of San Clemente, San Clemente, CA

MINUTES

1. WELCOME/OVERVIEW

2. ROLL CALL

PRESENT: Greg Cruse (CEO), Andrea Swayne (Chair/Secretary), Kevyn Dean, Courtney Conlogue, Kevin Schulz, Michelle Sommers, Randy Brecher (Treasurer), Jason Velez, Shayna Marks, Christiaan Bailey, Charlie Setzler

Charlie Setzler agreed to serve on the Board and took his oath. All other BOD members recited it with him. (Board member expectations were agreed to upon acceptance of his Board seat prior to the previous meeting. See Section 6 attachment to prior meeting agenda for expectations.)

3. USA SURFING POLICY WITH REGARD TO BOARD MEMBERS WORKING EVENTS AND EXPENSE REIMBURSEMENTS

The BOD discussed whether it would be appropriate to

- Per Section 6.26 Compensation: “Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USA Surfing’s policies. Directors are disqualified from receiving compensation for services rendered to or for the benefit of USA Surfing in any other capacity.”
- Interpret this section and set a policy. (For example: Since Prime’s inception, Swayne has served as beach marshal for Prime events with compensation at prevailing rate, as well as making trophies at much less than prevailing cost of buying trophies, and reimbursed for materials.) Reimbursement is clearly acceptable per bylaws. Compensation for working events and trophy crafting needs clarification.
- **VOTE** (recommended action) to adopt new policy allowing compensation, at or below the prevailing rate, to be paid to directors for business / operational services not related to policy making.
- VOTE passed unanimously

4. USOC NGB BEST PRACTICES UPDATE

Cruse announced that USAS received a USOC NGB Board member training grant for \$10,000 and USOC NGB Board member training has been set for December 19, 2018 in the conference room at The Outlets at San Clemente.

The USOC NGB Board training is to be conducted by Dale Neuburger of TSE Consulting, who comes highly recommended by the USOC.

USOC funding includes money to be used for travel to bring Sommers and Bailey to the meeting.

Cruse announced USOC requirement to implement Safe Sport across all member organizations.

5. COMMITTEE NOMINATIONS UPDATES

- Audit (all directors, Randy will chair) (See 8.13)

AUDIT COMMITTEE		
CHAIR: Randy Brecher		

- Ethics (no directors, board appoints) (See Section 8.14) (Athlete reps selected per Section 8.4)

ETHICS COMMITTEE		
CHAIR: Collin McPhillips (AS)		

- Judicial (no directors, board appoints) (See Section 8.15) (Athlete reps selected per Section 8.4)

JUDICIAL COMMITTEE		
CHAIR:		

- Nominating and Governance Committee (board selects/appoints, no directors) (See Section 8.16)

NOMINATING/GOVERNANCE COMMITTEE		
CHAIR:		

- USA Surfing Athletes' Advisory Council (5 members, need nominations for election in November/December) (Section 9)
- **VOTE** to change Athletes' Advisory Committee rules (Section 9.3) re initial election to appointment by the Board. (recommended action)

- Section 9.3. Election.

Athlete representatives on USA Surfing's Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

The initial election shall take place at the USA Surfing Quarterly Board of Directors meeting in September 2017 by a majority vote of athletes casting a ballot.

Subsequent elections shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

USA SURFING ATHLETES ADVISORY COMMITTEE	CJ Hobgood (AS)	Brett Simpson (KD)
CHAIR: Courtney Conlogue	Kevin Schulz	

- USOC Athletes' Advisory Council (need one rep and one alternate) (Section 10)

USOC ATHLETES' ADVISORY	REP	ALTERNATE
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COMMITTEE	Courtney Conlogue	
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- Fundraising (Jason will chair) discuss: donors, events, board member contributions

FUNDRAISING COMMITTEE	Karen Kendrick (GC)	
CHAIR: Jason Velez	Amy Brantell (AS)	

- HPC Committee

HPC COMMITTEE	Joey Buran	
CHAIR: Kevyn Dean	Scott Kennaugh (AS)	

6. AFFILIATED ORGANIZATION COMMITTEE FUNCTION, BEST PRACTICES, ELECTION OF REPRESENTATION

- Affiliated Organization Director (initial representative appointed but bylaws require membership organizations elect their rep on the USA Surfing Board.) **NOTE:** Bylaws **do not** specify that each member organization's representative on the Membership Organization Committee must be the Executive Director.
- Affiliated Organization Director reports BOD actions/decisions/ to the Member Organization Board Chairs Committee (made up of the chair of each of the member orgs).
- Affiliated Organization Director reports BOD actions/decisions to the Member Organization Committee (made up of one rep from each of the member organizations' boards).
- Best practices: email, communication and meetings
- **VOTE** to hold an election via email sent to all member organizations asking their BODs to elect a representative to serve on the Affiliated Organization Committee and then have the Committee elect one member to serve as Affiliated Organization Director on the USA Surfing Board. (recommended action) **NOTE:** This vote may simply reaffirm the standing appointments.)

(Section 6.6c) Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization director.

7. MEMBERSHIP DUES ALLOCATION

8. USA CHAMPIONSHIPS / PRIME SLOT ALLOCATION

Discussion regarding both items (possible changes to method of calculation) was tied up together in discussion regarding whether Prime is redundant on the East Coast and whether the dues and slot allocations are fair (per Sommers).

It was decided to table the discussion and revisit it at the next meeting.

Sommers was charged with taking the discussion to the Affiliated Member Organization Committee members and come back with recommendations for possible solutions.

Cruse agreed to make a suggestion for slot allocation that Sommers can take to her Committee.

Cruse said he would ask all member orgs to send their 2016/2017 membership numbers as well as a count of how many of those members went to each org's regional championships.

Brecher agreed to take that information and provide a mathematical study of how dues should be charged.

9. HIGH PERFORMANCE CENTER / TRAINING UPDATE

Dean gave an update of USOC funding awarded and what it is earmarked for:

- Pressure plates
- Motion capture system
- Building/facility

Dean announced the nomination of Chris Gallagher Stone as the Elite Team coach.

10. ATHLETE AGREEMENT UPDATE

Athlete Agreement draft was presented, including new language added by Cruse and Swayne as a result of USOC NGB Best Practices conference.

Velez agreed to review the draft offline and bring back a report.

11. CEO CONTRACT UPDATE

Cruse left the room and the BOD discussed the proposed CEO contract (commissions percent, commissions cap, commissions exclusions from grants and donations, etc.)

Velez agreed to review the changes, do a legal check, and resubmit for BOD approval.

Brecher moved to vote to approve the contract. Setzler seconded.

The board voted unanimously to approve the contract.

Swayne later nullified the approval (via email) as she felt the approval was hasty and there were too many needed changes/corrections still to be done.

Contract was taken back to the drawing board, pending review by Velez.

It was determined that final review and vote would be done via email and should be concluded ASAP.

12. BUDGET/FUNDING/ACCOUNTING

Cruse announced that the USOC marketing assistance funding requested in the High Performance Plan was approved at about \$210K, most of which has been earmarked for specific things.

Per Cruse, the USOC took line items out of the USAS normal budget (such as coaches, traveling, sending world teams to ISA events, etc.) and funded them. We can continue to charge our athletes a participation fee to generate revenue to pay for other things.

Cruse requested a \$3K/month budget for training/office facility and was informed that USOC no longer funds facilities.

USOC funding for 2018 is about \$250K. USAS was the only new Olympic sport that got its membership application and High Performance Plan completed in time to apply for 2018 funding.

Cruse and Dean met in Japan with Olympic liaison Jon Omori to review housing logistics for 2020. USOC gave \$50K additional this year to secure housing (close to the event site) before any other country is able to take it.

Other items discussed:

- Board member outreach to possible donors
- Board member contributions / importance of having a board that is 100% giving
- Sponsorship sales person hired – Mark Carter (LucasOil, NBC Sports) for a flat 15% commission with no retainer
- Bookkeeper hired / update on progress of her work -
- Bookkeeper's accounting recommendations re acquired Surfing America debt
- Treasurer's update
- Line of credit (Is it time to apply?)
- Discuss possible fiscal year change

13. QUARTERLY MEETINGS

- ~~September~~ November 2017, December 2017, March 2018, June 2018 (changes?)

14. ADJOURNED

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

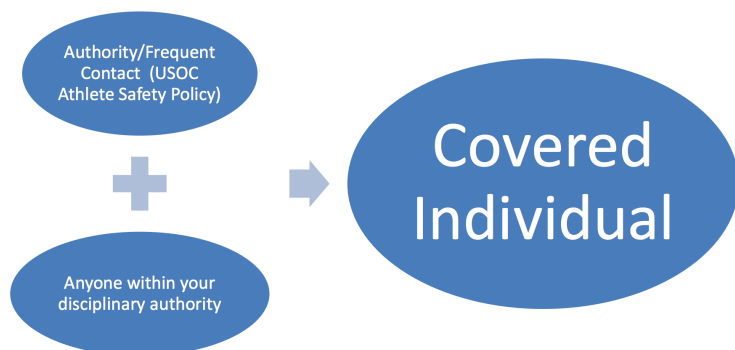
Best Practices Covered Individuals

- 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>

Attachment E

USA Surfing Director's Oath:

I, state your name, promise that:

- I will fulfill my responsibilities with loyalty and care, and will not advance my personal interests.
- I will understand and uphold, in letter and spirit, the laws, regulations and best practices that govern my conduct, my organization, the nonprofit sector and the United States Olympic Committee
- I will refrain from corruption, unfair competition or business practices harmful to my organization, the nonprofit sector and society.
- I will protect the human rights and dignity of all people affected by my organization, and I will oppose discrimination and exploitation.
- I will protect the right of future generations to advance their standard of living and enjoy a healthy planet.
- I will report the performance and risks of my USA Surfing accurately and honestly, and should I discover unethical practices and behavior within my organization, I will report that as well.
- I will invest in developing myself and others, helping the nonprofit sector to continue to advance and create sustainable and inclusive prosperity.

In exercising my professional duties according to these principles, I recognize that my behavior must set an example of integrity, eliciting trust and esteem from all those I serve, from clients to colleagues to donors to the public at large. I will remain accountable to my peers and to society for my actions and for upholding these standards.
