



Member, U.S. Olympic Committee

USA Surfing Board of Directors Minutes
Zoom Teleconference Meeting
1 April 2020

Attending:

Andrea Swayne, Chair
Courtney Conlogue, Athlete
Kevin Schultz, Athlete
Christiaan Bailey, Adaptive Athlete
Randy Brecher, Treasurer
Kevyn Dean, High Performance/Medical Director
Chad Faulker, Independent
Charlie Setzler, Independent
Jason Velez, Independent

Greg Cruse, CEO
Steve Rosen, Counsel/Advisory member

Doug Beal, invited guest
Thomas Mistele, USOPC advisor
John Ruger, USOPC advisor

Tom Mistele and Doug Beal were introduced to the BOD
The Board unanimously approved both to participate in the Board meeting (Swayne)

The minutes of the 14 August 2019 BOD meeting were approved (Bailey motion, Velez second)
The minutes of the 11 November 2019 BOD meeting were approved (Bailey, Velez)
The minutes of the 20 December 2020 BOD meeting were approved (Bailey, Velez)
The “Actions Taken Without Meeting via Online Vote” dated October 25, 2018; Nov 6-7, 2018;
Nov 26-27 2018; Dec 6, 2018; January 9, 2019; Feb 28, 2019-March 7; May 31, 2019; August 19,
2019 were approved by the BOD (Schulz, Bailey)
The votes in the “Actions Taken Without Meeting via Online Vote” were ratified (Velez,
Brecher)

Cruse reported on the state of events in light of the COVID-19 outbreak

- Early season events were postponed under order of the State of California
- He proposed that USA Surfing Championships be moved to July but would need a waiver from the California State Parks for that period which is historically competition free
- An alternative date would be in September which is not ideal
- Prime events tentatively scheduled to begin in early summer
- The 2020 Olympic Games have been postponed one year will retain the title Tokyo 2020
- Athletes who qualified for Tokyo 2020 are still qualified
- Team house in Japan is moved back a year to the new dates under a MOA
- There is no contract between USA Surfing and the owner of the house/hotel in Japan
- Memo of understanding for house should be a contract and Cruse is pursuing
- ISA World Surf Games are postponed until late fall
- Greg expects current sponsorship to extend to next season

Cruse submitted a proposed 2020 budget and discussed some details and answered questions
A June 1st meeting with USOPC is scheduled to finalize the USOPC Grants for 2020

Swayne recommended provisional approval pending the inclusion of additional detail.
The Board gave provisional approval (Velez, Bailey) of the 2020 Budget providing Cruse produces details to specifically include:

- the addition of supporting details regarding any sponsorship adjustments
- any payments that would be characterized as prepayments
- any possible adjustment to membership dues
- written details on each budget line item
- any material changes to the budget

Subsequent to the vote, the Board asked (at the request of Brecher and Faulker) for Cruse to develop contingency budgets to reflect the virus effect on cash flow.

Cruse announced the office space agreement which is a sublease of a small suite in Dana Point for \$500/month on a month-to-month basis

The Board authorized the Compensation Committee to review candidates for the COO position and extend an offer if appropriate by April 8 (Brecher, Bailey)

The Board authorized Mistele, Ruger and Rosen to author an offer letter for the COO position if and when appropriate. (Brecher, Bailey)

Swayne described the terms of BOD members

Ten (10) member board with staggered terms

Swayne announced the terms of each BOD member

USOPC Audit Action Plan

The Board approved the following: Staff shall provide the Board with a monthly update on the progress related to items in the USOPC Audit Action Plan on the 15th of each month, beginning on April 15th. (Swayne, Dean)

Faulkner was appointed as the Interim Secretary of USA Surfing. (Swayne, Setzler)

The Board authorized a review of committees in the bylaws by Rosen, Ruger, Swayne, Mistele & Cruse

Swayne announced that BoardSpan CEO 360 (with funding from USOPC NGB Services) will be the method used for conducting the CEO review to commence as soon as possible.

Setzler reported Surf Expo was not well attended and he has yet to attend a SIMA meeting as a representative of USA Surfing.

Cruse announced Adidas will be the new clothing sponsor for USAS

Bailey summarized recent adaptive surfing competition

Brecher reported the annual independent audit has raised an issue that may result in a delay of the audit's completion. Rosen will lead an investigation into the issue.

Beal was relieved of his participation in the meeting and the meeting was closed, re-opened in closed session. (Swayne)

Motion passed to remove independent Board member [name removed], pursuant to USA Surfing Bylaw 6.12, from the Board of Directors subject to the option for {name removed} to resign within 10 days. (JValez, CSetzler)

Meeting adjourned.