



Member, U.S. Olympic Committee

USA Surfing, Inc.
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**USA Surfing Board of Directors Meeting
Minutes
May 14, 2020
6:14 p.m., via Zoom-Teleconference Meeting**

I. CALL TO ORDER – 6:14 p.m. - Chair Beal

a. Welcome-

Beal welcomed attendees and thanked all for their time and attendance. He advised that he welcomes any BOD to reach out and contact him at any time with any questions or concerns.

Introductions - Beal introduced new BOD Don Schaaf. Don comes to us after two terms on the USA Bobsled/Skeleton board and appreciate his expertise and contributions. Don gave a brief introduction of himself and a brief biography was shared. Beal then introduced new staff member Kim Tilly. Kim is the new Administrative Coordinator. Kim gave a brief introduction of herself and a brief biography was shared.

b. Roll Call- Tilly

Directors (BOD): Doug Beal, Chair; Chad Faulkner, Secretary; Randy Brecher, Treasurer; Kevyn Dean, Courtney Conlogue, Kevin Schulz, Jason Velez, Charlie Setzler, Christiaan Bailey, Don Schaaf

Staff: Greg Cruse, CEO; Andrea Swayne, COO, Kim Tilly, Administrative Coordinator

Guests: Steve Rosen, Advisor/Counsel); John Ruger, USOPC Advisor; Tom Mistele, USOPC Advisor

Absences: None

Declaration of Quorum: A quorum was declared present.

II. BOARD ADMINISTRATION

a. Approval of Minutes – April 16, 2020 - Beal

Discussion: Please go to the SLACK account ‘Board Business’ to keep up to date on the Board Business

Motion made by Velez to accepted the Minutes as presented: seconded by Faulkner, Motion approved.

b. Approval of 5-14-20 Agenda - Beal

Motion made by Brecher to accept Agenda as presented; seconded by Schaaf, Motion approved.



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III. ATHLETE REPORTS

Beal encouraged athlete BOD representatives to bring a wide-ranging perspective to the Board and raise any issues on their minds or the minds of other athletes.

a. **USOPC AAC Athlete Rep. Report - Conlogue**

AAC/USOPC is planning on expanding the required number of athletes on NGB BODs from 20% to 33% in the near future. A provision should be passed very soon that will remove 10-year rule qualifying athletes to serve on BODs. She feels this will strengthen the BOD and provide a wider range of prospects for us in expanding athlete BOD participation from 20% to 33%.

No adjustments for grants in direct athlete funds for 2020 due to COVID crisis will be made. If the crisis is prolonged, the USOPC will look at alternate funding sources should the Tokyo Games be canceled.

Conlogue has reached out to the Olympic Team athletes. She reported the Olympic Team requested more frequent communication. They have interest in surf team training trips (in conditions similar to what they will be facing in Tokyo but as locally as possible to minimize extended and additional travel) and team building with coaches as a means to build team spirit and team relationships.

She will continue to liaise between USAS and the Olympic Team to assist with communications.

Dean then noted he spoke with sports psychologist Dr. Gervais who reached out to the Olympic Team. He offered to help work with the team to build a more cohesive team spirit and relationship for the Tokyo Games.

Schulz offered communication with team should be less about surf training and more about team spirit and cohesiveness.

b. **Para Athlete Rep. Report - Bailey**

Adaptive/Para team's entire year is now on hold. The team finished the 2020 ISA World Para Surfing Championship earning a team silver medal and the following individual medals: four gold, two silver, two bronze, and two copper just two days before COVID-19 restricted travel and training began. Bailey agreed with Conlogue that more team building should be scheduled between now and the Tokyo Olympics.

c. **AAC Athlete Rep. Alt. Report - Schulz**

Suggested that USAS step in to provide provide/assist/facilitate additional domestic WSL QS opportunities, possibly in the form of a domestic tour.



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Cruse reported he has for some time been in discussion with WSL officials regarding QS lower level domestic tour events to possibly be held in conjunction with USA Surfing Prime events.

Schulz noted every competitive surfer wants to get back to it and now is a good time to do it domestically. athletes should be able to qualify for the tour within their region.

IV. CEO REPORT- Cruse

- a. **Sponsor update** – He is in conversations with all sponsors. Discussions included extending contracts to accommodate the need to reschedule events. All sponsors have reported the desire to move forward despite the COVID-19 disruptions to the schedule. He also mentioned being in talks with a few new sponsors that may have opportunities to also extend to athletes for individual sponsorships.
- b. **Website** – He demonstrated the new USAS website noting it's near completion going live in a few months.
- c. **Event calendar** – Event scheduling remains TBD pending COVID-19 restrictions being lifted at city, state and county beaches along with easing of travel restrictions.
- d. **Insurance** – We are awaiting quotes for new USOPC insurance requirements as well as D&O Insurance.
- e. **Membership / Sport 80** – USAS has contracted with Sport 80, a membership technology company that encompasses registration and qualification management. They work with many NGBs. SafeSport and NCSI tracking will be set up within the system and automated. We are currently focusing on setting up the Sport 80 interface to include all membership types and automate the system to prompt users to provide necessary training and qualification requirements (including insurance, nonprofit status, licenses/certifications, etc.) upon signup.

Swayne then observed that staff has taken into account the several past working groups' recommendations and have directed Sport 80 to build those into the site pursuant to our specs. Issues relating to compliance requirements (for organization membership, surf camps, event sanctioning, etc.) still need to be delineated through USOPC. The full membership structure change proposal will be brought to the BOD in June for discussion/approval. The target start date for the new membership structure and Sport 80 debut is July 1, 2020..

V. COO REPORT - Swayne

Staff has been working concurrently on two separate audits. SafeSport audits have become the responsibility of the U.S. Center for SafeSport independent of the USOPC compliance audit.



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In addition to the regular SafeSport compliance audit, the Center will now also send auditors to perform on-site audits at future NGB events to confirm all staff, officials, and volunteers are in compliance.

- a. **SafeSport Audit Letter** – She next provided a letter from confirming a clean 2019 SafeSport Audit.
- b. **USOPC Audit** – A follow-up review of the USAS 2019 USOPC compliance audit was completed April 27, 2020 through May 1, 2020. Upon review by auditors of the 15 action items in the 2019 audit report, nine were deemed “implemented” with a majority of the remainder deemed “partially implemented.” The few remaining deficiencies relate to financial reporting and are awaiting final completion of the NGB’s independent audit and Form 990.. Upon completion of these items, financial reporting structure will be finalized on a go forward basis.

Beal observed that the USOPC Audit has been such a huge endeavor involving significant staff time. The USOPC’s NGB audits are in-depth and Swayne and Cruse have worked so hard to resolve prior audit deficiencies.

U.S. Center for SafeSport (CSS) one-on-one training – We now have a dedicated training representative at CSS who is looking to schedule our annual staff training. Swayne has requested an annual personal CSS training session with the Olympic Team to include coaches. She is also in talks with the CSS regarding training for minor athletes and their parents with target start date of late June.

Sport 80 – One third of all NGBs are already working with Sport 80 so the CSS will make sure their new system integrates.

- c. **CEO 360** – All setup information and contacts have been needed by BoardSpan to launch the CEO review survey have been sent. The BOD and staff will receive the survey via email May 15 and have two weeks (until May 29) to complete it.
- d. **Board communication** – At the last BOD meeting Directors requested more communication regarding USAS external activities
 - i. Tilly will begin aggregating some of the communications that go out through the month continuously via social media to create a monthly update to the BOD.
 - ii. Newsletter – Checked with Media Representative to confirm that everyone is on the list to receive the Newsletter. Swayne opted in all Directors via their email, addresses. Newsletters are delivered with an opt-out option.
 - iii. Cruse noted he created a dedicated Board communication channel on Slack to provide better access for all. Directors should reach out to Swayne or Cruse for tech help if needed.



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VI. BOARD CHAIR REPORT & DISCUSSION - Beal

- a. Board meetings update – Beal proposed a two-day in-person meeting July 16 to incorporate all of the items below, subject to COVID-19 restrictions. If not, possible, Zoom call will be scheduled. Beal noted his interest in receiving BOD feedback and desire to schedule a face-to-face meeting in the USAS home area in July.
 - i. Board training / onboarding
 - i. Strategic Plan revisit
 - ii. Schedule change – cancel June Q2 in-person meeting, reschedule Q2 in-person for July 16, full day meeting.
 - iii. Proposing the Committees of the Board be a range 3-6 and not a fixed number. Expand the Audit Committee scope to an Audit/Finance Committee.

Discussion – WSL Battle of the Basin reschedule date is still flexible and if held, the BOD meeting could coincide with that date.

VII. BYLAWS WORKING GROUP REPORT

- a. Bylaws update status – Mistele has engaged in reviewing and researching Bylaws of other NGBs and will continue to move forward with a draft to be presented at the next BOD meeting for review and final approval. At least three weeks of review time will be given prior to the next meeting.

VIII. COMMITTEE REPORTS

- a. AUDIT & FINANCE - Brecher
 - i. Independent Audit – Brecher is working with Cruse on a couple of outstanding items still needed for the audit.. With all remaining items submitted, completion is targeted for three to four weeks depending on the auditor’s schedule.
 - ii. Budget – Current updated budget has been posted to Slack for Board review.

Brecher recommended a vote to adopt the current budget with the following qualifications to be completed by May 31:

- Prepare expanded budget scenarios based on COVID-19 impact (high and low)
- Add 2019 actuals, and where appropriate, 2020 actuals
- Add 2020 actual variances to budget for analytical purposes
- Add detailed project, event, product details that roll up to create summary budget (department specific)
- Account for restricted vs. unrestricted funds

Motion made by Velez as stated above; seconded by Faulkner. Motion approved.



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- b. **COMPENSATION** – Brecher
 - i. Hiring of COO- Completed process of reviewing candidate applications/interviews. Offered position to Andrea Swayne which was accepted.
 - ii. CEO Evaluation – Went through goals for CEO and have performance milestones submitted by committee and Greg. Upon completion of the CEO 360 survey these milestones will be incorporated into a formal CEO review. Both will be done annually.
- c. **NOMINATING & GOVERNANCE** - Page via email report
 - i. Nothing to report
- d. **JUDICIAL COMMITTEE** - Ruger
 - i. No cases before them.
 - ii. Onboarding session with Committee was completed on 4/16/2020.
 - iii. Onboarding/training session focused on ensuring when a complaint is filed it is processed in a timely manner and pursuant to the USAS Bylaws.
- e. **ETHICS** - Ruger
 - i. Ethics Committee has individually been reviewing new conflicts of interest forms and discussing concerns.
 - ii. Onboarding seminar on 5/25/2020 to review forms.

IX. **NEW BUSINESS**

- a. Beal – USAS received substantial donation through the USOPC Foundation-Major Donor Program to be applied exclusively to the High Performance Program. He will conference tomorrow with the USOPC and discuss High Performance Program needs and once projects are confirmed USOPC/USAS will interact with Foundation to report progress.

Mistele then noted the donor wished to remain anonymous and has a relationship with surfing.
- b. Beal - Would like to put together a working group for the Tokyo Olympics addressing Olympic Team arrangements and services, marketing, fundraising and USAS membership outreach. He asked that interested volunteers contact Beal.
- c. Schaff - Is there a specific Marketing Committee? Swayne advised there is not a current Fundraising/Marketing Working Group. Schaff is interested in working with the group that will be overseeing this component.
- d. Rosen –He asked to review the new USAS web site before going live to determine that the information and images posted on the site for athletes are within the scope of the applicable waivers/agreements for the athletes.

X. **ADJOURNMENT – Beal**



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**Motion by Bailey to adjourn the meeting, Velez seconded. Motion approved and passed.
Adjourned at 7:56pm**

**NEXT BOD MEETING-Tentative July 16, 2020 – In person – All Day Session
Outlets at San Clemente - 101 W Avenida Vista Hermosa, San Clemente, CA 92672**