



December 17, 2020 USANS Board Meeting Minutes

Roll Call:

Billy Demong, Tom Bickner, Rex Bell, Jim Holland, Kevin Arquit, Sarah Hendrickson, Alan Johnson, Alissa Johnson, Adam Loomis, Lee Todd, Matt Petri, Chuck Pieper, Jon Schumann, Jeff Good, Dan Macuga, Neil Fortier, Mike Dufner, Jed Hinkley, Robin Outwater, Tiia Lubin, Tom Kelly

Absent:

Walter McCormack, Quique Nagle

July 23, 2020 Board Meeting Minutes Approval:

Billy Demong motioned to approve, as submitted. Tom Bickner seconded the motion. Rex Bell called for a vote to approve. Vote to approve was unanimous.

President's Report:

Rex Bell thanked everyone for joining in on the call and highlighted the Governance Task Force Presentation by consultants Tom Petro and Kris Messner. Under their guidance, the Task Force met over a 10 week period to investigate board and committee structure, and come up with recommendations on how to improve processes, protocols, documentation and enhance board member engagement.

Rex provided a brief update on a strategic planning project on the athletic side being conducted with guidance from former Norwegian coach and associate Erling Rimeslatten. The focus of the project is to more formally establish long range Athlete Performance Goals in conjunction with a review of USANS's Mission, Vision, and Core Values. A detailed survey of staff, coaches and athletes has been completed and the feedback will be used in determining specific objectives for achievement.

Rex also addressed the Story Project and its status as our most important and most visible annual fundraising event. As such, he emphasized the importance that all Board members participate by making a personal, meaningful contribution. By doing so, we set the right example for our staff, volunteers, donors and the entire Nordic community.

Executive Director's Report:

First off, Billy Demong reiterated the importance for all Board members to donate to the Story Project. Billy commented on how everyone continues to work very hard to maintain the safety of our athletes while planning on as many activities, training camps and FIS competitions, as possible; noting some great results from our young athletes. He then highlighted several staff reports featuring new faces, new positions, and new partnerships.

Sponsorship Report:

Billy introduced Neil Fortier, founder of consulting firm, THE DIFF, and asked Neil to remind and update people on our working relationship and partnership development efforts. Neil recounted THE DIFF entering into a formal relationship with USANS last year to advise on its internal strategy for building partnerships not only regionally, but nationally and internationally.

Neil explained the process involves mapping out potential new partners, outreach strategy, contact and follow up. Neil commented that we are starting to see positive results highlighted by a new partnership with Backcountry as Official Retailer, Licensed Gear and Apparel Supplier. Backcountry will serve as the official online retail store of licensed USA Nordic apparel and will provide USA Nordic athletes with official Backcountry attire. Both Billy Demong and Neil Fortier thanked Jim Holland for his help and support

Neil also shared a new east coast medical partnership with NYU, while still hunting for a west coast medical partner, and the renewal of partners USANA and Palantir. Moving forward, he said new partnership conversations over the next 4-6 months will be critical for USANS long term balance sheet development. Billy commented that we have a lot of prospects in the hopper and it is a pleasure to have Neil on the team.

Chuck Pieper cited his membership on the US Ski & Snowboard Foundation board and its extensive approach to donor profiling, including athletes and social platforms, and asked if USANS participates in this process. Billy Demong said no and quickly outlined our efforts. Chuck stated exposure would be taken to a whole new level and suggested that we put this possibility on the table for future exploration. Rex Bell thanked Chuck for his question and comments.

Athlete Report:

Billy Demong introduced Jed Hinkley as USANS's new Sport Director. As Sport Director, Jed now oversees our entire athletic operations.

Jed Hinkley enthusiastically reported that our teams are off to a good start; that teams are competing in all disciplines at full quota and that we are traveling and competing in Europe while other countries are not able to at the moment. He shared that the athletes are confident and seem to be dealing with the pandemic challenges, both home and abroad, very well. He also shared that coaches are doing a great job adapting in addressing ever changing environments, COVID-19 testing and new challenges.

Jed noted the recent historic Women's Nordic Combined World Cup victory of Tara Geraghty-Moats in Ramsau, Austria, the strong showing of Nordic combined skiers Jasper Good and Niklas Malacinski (4th and 5th, respectively) in the first COC Cup competition in Park City, Utah, and the improved ski jumping performance of Anika Belshaw, Casey Larson, Decker Dean, Patrick Gasienica and Canadian McKenzie Boyd-Clowes

Moving forward, the emphasis is around planning how to host events and for our athletes to safely participate in as many competitions as possible.

Finance Report:

Billy Demong introduced Financial Consultant, Mike Dufner and thanked Mike for his continued guidance. Mike walked through the 2020-2021 overall budget vs. actual numbers through November, 2020.

In summary, total revenue was off \$250K, but is expected to be made up in December's receipt of some committed amounts. Expenses are significantly under budget due to cancellation of events. As a result, the net loss is \$148K vs. a budget of \$178K. After a revised financial forecast, based on all known adjustments, total revenue is estimated to be slightly over \$2M with an estimated net loss of about \$30K (versus original \$60K profit) for the full fiscal year.

Highlights:

- Updated forecast based on 6-months actual and revised 6-month forecast
- PPP loan 100% forgiven- approximately \$65K
- IRS payroll tax liability resolved and paid
- 10% salary reduction for all staff and contractors
- Weekly calls with leadership to review cash flow forecast and update expectations
- Amex pay down over 12-months in progress
- Seeking new donations to maximize matching grant opportunity in progress
- USSA Funding amount/timing in progress
- Matching grant-pending
- Create rolling 12-month forecast for improved visibility is pending

Fundraising Report:

Billy Demong introduced Grant Writer Tiia Libin. Tiia explained that, due to the pandemic, fundraising efforts have been challenging, at best. She said that we are keeping in touch with the fundraising community, but we have been sensitive with our asks given that most national foundations, government agencies and larger funding sources have focused much of their attention on giving to front line workers and racial justice organizations. She stated that we have remained flexible, adopted new strategies to continue essential fundraising efforts, maintained integrity with our asks and are planning a more aggressive fundraising strategy for 2021.

Initiatives/Events Highlighted:

- Updating contact database
- Online Springer Auction – in place of actual event
- Fly Girls/Fly Guys summer camp – secured grants from George and Dolores Dore Eccles Foundation and Women's Ski Jumping USA
- LivePCGivePC
- Sent out appeals to 2019 Steamboat Oktoberfest participants – in place of physical fundraiser
- COC Event – maximizing exposure for Utah Office Of Tourism/Life Elevated and Summit County Restaurant Tax grant. Gathering material for required reports.
- Annual report
- Story Project

- Year-end Thank you notes and annual appeal
- 2021 Fundraising pipeline planning
- 2021 Grant calendar planning

Communications Report:

Billy Demong introduced Communications Consultant Tom Kelly. Billy cited Tom's background within our community and history with US Ski & Snowboard. Billy noted that most recently Tom has been assisting us with public relations planning, podcasts, live streaming and working with Neil Fortier on partnership solicitation efforts.

Tom explained that he was originally retained to provide counsel to the organization and to mentor its communications manager, Ben Berend. With Ben's departure, Tom noted his role is changing to working more hands-on, providing guidance on how to upgrade the USA Nordic communications infrastructure and counsel on enhancing the public image of the organization.

Initiatives highlighted:

- Organizational and project messaging
- Brand look and feel
- Communications infrastructure development and management
- Communications audiences
- Voice, look and feel of communications channels
- Strategic engagement with news media

Present key focus areas outlined:

Team Meeting Structure

- Formalize a more agenda-driven, efficient weekly team meeting process with a focus on athletics and the supporting business infrastructure. System is now in place and already positively impacts internal communications.

Stakeholder Database

- Rebuild the existing stakeholder database to be more efficient and allow for more targeted communications. The rebuild is well underway with key stakeholder groups added or integrated into a new system using MailChimp.

Strategic Social Media

- Establish a more strategic approach to social media through engagement with a knowledgeable professional. Recruited contractor who has been in place since late November, with a noticeably more professional and strategic presence building.

Digital Channel Structure

- We will be looking at the USA Nordic digital channel structure – presently Facebook, Instagram, Twitter and YouTube. The first three have a static structure and will benefit from more strategic posting. YouTube, however, needs some facelifting to establish better internal channel structure. We will do that over the course of the season.

Photography Access

- To implement a better social media strategy, promote partners and tell the USA Nordic story, we need greater access to photography. We have now contracted with NordicFocus, the leading global nordic photo agency, for access to photography from all World Cups. We are also contracting with a European photographer to do select photo

shoots, beginning in Ramsau this month to give us access to lifestyle and sponsor images.

Recommended Future Initiatives:

USANordic.org

- Website is in need of a rebuild. I recommend this be undertaken in spring/summer 2021.

Photo Archive

- While some cloud systems are in place now, USA Nordic could greatly benefit from an organized, professional photo archive.

Athlete/Staff Training

- How athlete and staff training in how to better tell their story and the organization's story

Dan Macuga suggest we look at ways to grow athlete social platforms on Backcountry and USANA audiences

Governance Task Force Presentation: Consultants Tom Petro and Kris Messner, 1867 Capital Partners.

Tom Petro began the presentation by outlining the formation of the USANS Task Force, consisting of Rex Bell, Tom Bickner, Matt Petri and Robin Outwater, in the summer of 2020. The objective was to enhance core governance practices and documentation. The goal is to better position USANS for growth with a strong, focused, board and support paid staff.

The scope of work consisted of a board self-assessment survey and the development of 7 deliverables:

1. Board Member Skills Review
 - Proposed skill sets for Board
 - Assessment tool completed by current Board members
 - Identification of current Board skill and resource strengths and gaps
2. Update of Board Charters
 - Refined Board responsibilities
 - Added individual Board member responsibilities
3. Proposed Committee Structure and Charters
 - Proposed Committee service expectations
 - Revised charters for Executive, Finance, Government/Nominating; and Fundraising/Events Committees (not Sport Committee / subcommittees)
4. Proposed terms for Board, Officers, and Committee Chairs
5. Board member Development
 - Recruitment, selection and on-boarding process
6. Implementation Plan
 - Transition into new Officer rotation
 - Immediate recruiting needs
7. Annual Board and Committee Effectiveness Assessment Tool
 - Survey used for initial assessment to be modified, as needed

Kris Messner led discussions on key findings from the survey, USANS governance

responsibilities and perceived top priorities. Regarding priorities, Chuck Pieper asked what did people think was the strategic priority today? Kris responded to create a Vision, what we need to do to achieve it and separate the work stream. In addition, Kris and Tom broke down the duties and responsibilities of the Board, respective committees structures, revenue sources and accountability, proposed Board and Officer terms, service expectations of all bBoard members and enhanced Board member recruitment and on-boarding processes.

Jeff Good expressed concern over spreading Billy Demong too thin through multiple committee assignments. Billy echoed that we should try our best to spread individual committee membership out. Kris Messner explained the importance of Billy's participation and role on respective committees and for us to provide meaningful committee work for interested members.

Tom and Kris acknowledged that this presentation provided a lot for people to digest. Rex Bell asked all Board members to take time to review all of the presentation documentation and said that Board approval of the following will be requested electronically in a few weeks:

- Board of Directors Charter
- Executive Committee Charter
- Finance Committee Charter
- Governance and Nominating Committee Charter
- Fundraising and Events Committee Charter
- Officer Rotation Plan and Officer Titles
- Board Member Recruitment and Development Plan
- Implementation Plan

Tom Petro and Kris Messner concluded their presentation by saying it was a pleasure and a privilege to work with the Task Force on this project. Tom Bickner, Rex Bell and Billy Demong thanked them for their guidance.

Old Business:

Interim Governance and Nominating Committee Chair Robin Outwater reminded the Board that the terms of Board members Sarah Hendrickson, Kevin Arquit, Jeff Good, Jon Schumann and Lee Todd expire at the end of this year. Lee Todd confirmed that he would like to step off the Board at time. Robin Outwater will reach out to each Board member to confirm their interest in remaining on the Board.

New Business:

Robin Outwater will reach out to all Board members, via email, to get their response to proposed new governance practices and documentation developed by the Task Force; specifically regarding Board Member nominations, Officer Nominations, Committee Leadership and Committee membership. Responses are requested no later than January 15, 2021.

Rex Bell thanked everyone for their attention and welcomed individual feedback. Chuck Pieper commented that the Governance Task Force work was quite the gift and an artful way for Rex Bell to pass the baton on to the next leader of the Board. Billy Demong requested that we discuss board make up at a future time.

Meeting Adjournment:

Tom Bickner motioned to adjourn. Billy Demong seconded the motion. Meeting adjourned.

Next Board Meeting is tentatively scheduled for February 18, 2021 at 5:00 PM ET, 3:00 PM MT and 2:00 PM PT. Date and time to be confirmed.

Signed: *Matthew D. Petri*
Matthew D. Petri, Secretary

Date: February 18, 2021