



July 27, 2019 Board of Directors Meeting Minutes

Roll call:

Rex Bell, Billy Demong, Robin Outwater, Jim Holland, Dan Macuga, Jeff Good, Lee Todd, Sarah Henrickson, Adam Loomis, Jon Schumann, Alan Johnson, Alissa Johnson

Nomination and election of BOD members and officers:

Prior to this meeting, Robin Outwater and Blair Tomten provided notice that they will not seek reappointment to the board for another 3 year term. Tom Bickner, Rex Bell and Jim Holland all wish to remain on the board for another 3 year term. In addition, Matt Petri, Chuck Pieper and Allisa Johnson were nominated for new membership on the board.

Rex Bell (President), Tom Bickner (Vice President) and Kevin Arquit (Treasurer) all wished to remain as officers of the corporation for another 2 year term. Jim Holland confirmed interest in the office of Secretary vacated by Robin Outwater. Rex Bell opened the floor for discussion and then called for a vote.

Jon Schumann made a motion to appoint Bell, Bickner, Holland, Petri, Pieper and Johnson to a 3 year term on the board and elect Bell, Bicker, Arquit and Holland as officers to a 2 year term. Jeff Good seconded the motion.

Motion passed unanimously.

Approval of minutes from previous meeting:

Rex Bell called for a vote to approve the May Summit meeting minutes and opened the floor for discussion. Dan Macuga made a motion to approve, as submitted. Adam Loomis seconded the motion.

Motion passed unanimously.

Executive Director Report:

Billy Demong said work continues to be focused on improving organizational effectiveness on the staffing side, financial reporting and both short and long range planning.

Billy explained that we have retained the services of Mike Dufner, former global head of Tax for Maclean Fogg and CFO of Reynolds Cycling to assist us in financial planning and stability. Mike has been working with staff on fine tuning the FY 2019/20 budget passed at our Summit Meeting in May with emphasis on new accounting processes, greater individual responsibility with budgeting, more timely reporting and developing a 13 week cash flow projection. Based on our new processes, and a stricter approach to



financial control, along with some significant cuts, we are budgeting nearly flat revenue, decreased expenses and significantly increased net profit for FY2019. A chart comparing revenue versus expense from FY 2018/19 vs. projected FY 2019/20 was provided to the board.

Short and long range planning centers around revenue generation. Billy explained that he is exploring the possibility of working with Scott Lubansky, a private fundraiser, Tiia Liven, a former corporate development director and grant writer, and Ceil Folz Consulting, to develop a strategic plan for a multi year capital campaign. He added that he has an RFP out with DragonFly Media and the Vertica Group, to work in tandem on a short (8 weeks) sponsorship development campaign, on a commission basis. Billy said he would elaborate long range planning thoughts when addressing USANS's vision for the future.

Billy closed his report by outlining several summer highlights:

- Successful Summer Soiree Fundraiser
- More camps with more athletes than ever before
- Upcoming NC camp with Norway in Park City
- Upcoming summer training in Europe
- Ben Berend added to full time staff as Marketing/Public Relations Manager

Billy cited the Macuga family for hosting and their help with organizing the event, Ellie Brown and Ben Berend for planning and preparations, Tom Kelly for MCing the event and our athletes for their participation and silent auction items contribution.

Rex Bell stated he was pleased with the positive direction we're heading in now and thanked Billy and staff for making this happen.

USANS Vision for the future:

Billy Demong submitted that our long term, sustainable model needs to be built around advancement of our sports clubs, facilities and events and athlete program development.

Our need: A growing pipeline of young athletes. More opportunity for competition and greater exposure. Better programs for better athletes.

In order to accomplish this we first need to restructure the board to help more with revenue generation and align the board with staff regarding leadership, planning and execution. Billy cited three key initiatives to start; debt reduction, program development and staffing.



Billy also proposed that we take a more broad and much longer approach to developing and executing a **Capital Campaign**. To think bigger than what we need to address last year's shortfall and this year's requirement.

Billy suggested developing a multi year, structured campaign with multiple components to generate several million dollars. Alan Johnson asked about a timeline for plan development. Billy estimated 60 days. Rex Bell emphasized the importance of getting Billy more help as soon as possible, meaning spending money, initially, on more support staff.

Billy's Capital Campaign idea involved 3 phases:

- A Quiet Phase- Donor Prospects
- A Planned Giving Phase- Alumni
- A Larger Public Giving Phase

When Rex Bell asked for comments much discussion on numerous plan aspects followed.

Dan Macuga cited several leverage points from a marketing and public relations perspective; access to athletes, social media and live streaming development.

Jeff Good thinks we are on the right track and should keep going but is concerned about "going to the same well" too many times. Jeff cited tapping into new prospects in new cities around the nation and said to put him down to conduct a fundraiser in Denver.

Lee Tood said a longer term plan to raise money is what we need and is something he could get behind.

Jim Holland suggested that we establish key performance indicators and success metrics and measure our progress against them year after year.

Robin Outwater echoed Jim Holland's suggestion and re-emphasized the need for a carefully laid out campaign plan and budget along with continuous improvement evaluation.

Rex Bell called for input on how to go about mapping out a revenue generation plan. Billy Demong felt strongly that the board should be engaged in the planning process before our next board meeting. Rex suggested that all board members begin by identifying donor prospects within their circles and come up with ideas for their respective "asks". And that staff can help provide data/documentation in support.

Dan Macuga mentioned developing a "presentation" of general statistics about athletes, programs, viewers, etc; information a potential sponsor would be interested in. Alan Johnson called it a General Information Deck. Jim Holland mentioned Estate Planning;



zeroing in on older alumni and showing them the way to make a contribution. Billy Demong explained that we have estate planning information and direction on our website already and need to identify and solicit alumni in a broader sense.

It was left that Billy Demong, along with the Executive Committee, will begin the planning process and reach out to board members for feedback, input and participation.

Committee Charters:

Rex Bell introduced both updated and new charters to the board:

- Executive Committee
- Officer Roles and Responsibilities
- Governance and Nominating Committee
- Finance Committee
- Revenue Committee
- Sport Committee

Rex explained that they were developed to help restructure and reorganize board member engagement in support of our Executive Director and staff and asked for input and feedback on respective duties and responsibilities.

Robin Outwater offered to act as Interim Chair of the Governance and Nominating Committee until a board member is nominated and appointed as Chair. The board agreed to move forward under this arrangement.

Rex Bell outlined our new Finance Committee with Eric Camerota as Chair and members Billy Demong, Ellie Brown, consultant Mike Dufner, Rex Bell and Ellen Thompson.

Rex introduced the formation of our new Revenue Committee, created specifically to help develop and execute an annual plan to generate enough revenue to support our budgeted expenses. Billy Demong said he would like to find a strong partner to chair the committee and envisioned the formation of FundRaising and Sponsorship sub committees. Dan Macuga offered to chair and Lee Todd offered to join the Revenue Committee and work closely with Billy and Rex on getting things going.

Rex Bell said the Sports Committee will have a number of subcommittees that will need individual leadership. Jed's focus will be on Club Development and will be working with Jeff Hastings on several initiatives. Jim Holland asked about a Membership Committee. Rex Bell said he believes it needs its own committee and asked Jim Holland if he were interested in chairing one. Jim said no given his new Secretary responsibilities but would like to help Jed and Jeff in development efforts.

Rex Bell called for a vote to approve each charter, as submitted. Discussion followed regarding concern over the latitude each chairman would have in compiling membership, further development of subcommittees and conducting business.



Billy Demong made the motion to approve each charter, in principle. Jim Holland seconded the motion.

Motion passed unanimously

Rex Bell made a comment that the expectation is that all BOD members should serve on at least one of the committees.

SafeSport update/status:

Rex Bell reiterated the importance of all board members and staff to complete and maintain SafeSport Certification. Rex gave notice that all board members must become SafeSport Certified by September 15, 2019 or they will lose their seat on the board.

Other Business:

Alan Johnson commented on how pleased he was to see athletes and coaches coming together, especially on the women's side, over the past few months. He gave credit to Sarah for her influence and leadership. Billy Demong commented that we should continue to strive to improve gender equity on the board, coaching staff, and throughout all aspects of our organization.

Next meeting date:

Tentatively scheduled for November 19, 2019 at 6:00 PM ET / 4:00 PM MT. Date and time to be confirmed.