

**US SAILING Association**  
Board of Directors' Meeting Minutes  
Sunday, November 19, 2006  
Hyatt Regency, Newport, RI

Present were: Janet Baxter, President, Jim Capron, President, Dick Allsopp, Dean Brenner, Susan Epstein, Amy Gross-Kehoe, Tom Hubbell, Chip Johns, Leslie Keller, Patty Lawrence, Jerry Montgomery, Bill Stump, Jim Tichenor, and Ex Officio: Fred Hagedorn, Charlie Leighton, Executive Director and John Strassman.

1. **Call to Order.**

- President Baxter called the meeting of the Board of Directors to Order at 10:08 am.

2. **Roll.**

- Secretary Strassman called the roll.

3. **Report of the Nominating and Governance Committee and Election of President**

President Rosekrans reported the Nomination of Jim Capron for the Office of President of US SAILING for a one year term. Nominations were closed. Jim Capron was elected President with a unanimous vote of the Board. Capron thanked President Baxter for her many contributions over the past 3 years as President and the Board for their support.

4. **Nomination and Election of Officers**

- President Capron Nominated Leslie Keller to the office of Treasurer for a 3 year term. The Board of Directors unanimously approved the nomination.
- President Capron nominated Fred Hagedorn to the office of Secretary for a 3 year term. The Board of Directors unanimously approved the nomination. Hagedorn thanked John Strassman for his service as Secretary of the Board.
- For the Office of Vice President, two members of the Board were nominated and seconded, Tom Hubbell and Jim Tichenor. 11 Ballots were cast with 6 for Hubbell and 5 for Tichenor, resulting in Tom Hubbell being elected as Vice President for a one year term.

5. **Board Schedule**

President Capron shared a proposed schedule of meetings of the Board of Directors for the upcoming year. It was agreed that the next meeting of the Board would be via conference call on December 19, 2006, and that each Board member would review all of the other dates and be prepared to finalize the schedule at the December meeting. Staff review and feedback regarding the dates is also anticipated.

6. **Meeting Preparations**

President Capron asked Fred Hagedorn to review the preparation schedule for Board meetings.

- 9 days prior to BOD meeting – Agenda Items with back-up Materials due to the Secretary;
  - Please include Pros and Cons, Budget Impact and if applicable, a Business Plan;
- 7 days prior to BOD meeting – Agenda finalized and released along with back-up materials;
- Thursday prior to BOD meeting – ED Report sent to the Board.

7. **Fiduciary Duties**

President Capron distributed a single page outlining a reminder of the two duties to US SAILING and its members a Director generally owes: The Duty of Care and The Duty of Loyalty. Executive Director Leighton agreed that he would arrange for the Board to receive the current financials electronically, in addition to the Budget they were delivered this morning.

**8. Priority Goals**

President Capron stated that priority goals need to be established in advance of the budgeting process, but since the 2007 budget needs approval in December 2006, the Board should brainstorm priority goals at this meeting in preparation for further discussion in December. Executive Director Leighton confirmed that the budget planning process begins in August, but is not finalized until December. Capron suggested that the budgeting schedule dictates the need for the Board to revisit the goals of the association in mid-summer each year. Capron stressed the need to transition the association from a culture of cost cutting to concentrating on increasing revenue and the value of products and services. Capron led an open discussion on priority goals. Notes from the discussion will be circulated to the Directors prior to the December Board meeting.

**9. Adjournment**

Motion to Adjourn was made, seconded and approved at 10:50 am

Respectfully submitted,

Frederick H. Hagedorn  
Secretary