

US SAILING Association
Board of Directors' Meeting Minutes
Saturday, February 17, 2007
held at the
California Yacht Club
Marina del Rey

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

A Strategic Planning session was held from 9 am – 1:25 pm, and then continued from 2:40 pm until 5 pm.

1. Call to Order.

- President Capron called the Board of Directors business meeting to Order at 1:25 pm Pacific Time Zone

2. Roll.

- Secretary Hagedorn called the roll.

3. Actions Between Meetings

A MOTION to approve prescriptions to ISAF Offshore Special Regulations 3.03.1 (c) and 3.08.2 (a) indicating that neither shall apply in 2007 were approved by majority vote of the Board of Directors on February 6, 2007. (See Addendum A)

4. Consent Calendar

The following were approved with a unanimous vote:

- a. Minutes of the Board meeting held on January 29, 2007
- b. Committee Rosters
 - i. Appointed Steve Shepstone as a member of the Appeals Committee for 2007;
 - ii. Accepted the resignation of David Bolyard and appointed Craig Milliken as the Area D member of the U.S. Men's Sailing Championship Committee;
 - iii. Appointed the following as the members of the ORR Committee:
 - i. David Hampikian, Chair, John Collins, Jerry Fipps, Dan Nowlan, James Teeters, Peter Reichelsdorfer, John Winder, David Ross, Shawn O'Neil, Gino Bottino.
- c. Approved the application by the U.S. Melges 24 Class to hold the 2007 Melges 24 World Championships at the Santa Cruz Yacht Club pursuant to Regulation 18 of the ISAF.
- d. Approved the Nomination of David LaMere as an International Measurer -- Melges 24 Class.

5. President's Report

President Capron reported that much of his focus over the past several weeks has been in preparation for today's Strategic Planning session..

6. Executive Director's Report

Executive Director Leighton reviewed the financial performance of the Association in January. Nearly all of the departments are in the "green" and none are in the "red."

It was pointed out that US SAILING does not promote any particular offshore rule over another. Our goal is to provide excellent service for our customers no matter which handicapping system they choose.

7. Treasurer's Report

Treasurer Keller noted that US SAILING had received the Investment Report from the US Olympic Foundation. Our 2006 Investment Return was 13.13% with a co-mingled fund-balance of \$3,751,000 (essentially the "Olympic Windfall" monies and other funds US SAILING holds in trust).

We have borrowed the amount of \$270,000 on the Line Of Credit and we expect that the LOC will be back down to \$0 at the end of March or early April.

Keller also commented that we have less deferred revenue. Leighton noted that we are receiving fewer multi-year dues payments since receiving a magazine is no longer tied to multi-year memberships.

8. Olympic Report

Dean Brenner presented a submission to ISAF regarding the 2012 Olympic Events for approval. After discussion,

A MOTION was made, seconded and approved, by a vote of 10-1-0, to approve the concept of the attached submission to the ISAF (please see Addendum B). When the wording was finalized it was to be sent back out to the Board for final approval resulting in a vote of 9-2-1 on February 26, 2007.

9. Old Business

Susan Epstein presented 10 changes to the Regulations and one change to the Bylaws to be initiated and sent to the Bylaws committee per Bylaw 801 Section 2.

A MOTION to initiate these changes was made, seconded and approved.

Through the strategic planning work of the Board, it was suggested that Bylaw 301 should also be amended.

A MOTION to initiate an amendment to Bylaw 301 was made, seconded and approved.

These initiated changes to the Regulations and to the Bylaws may be found in Addendum C.

10. New Business

The ISAF is interested in providing a simplified publication on the Rules for sailors to refer to around the world. The ISAF is interested in testing both the US SAILING "Rules in Brief" card, and the RYA's "Handy Guide" to see if they are useful and how to best design such a product for the new rules when they are approved for 2009.

A MOTION was made, seconded and approved to permit the ISAF to use the text of the US SAILING "Rules in Brief" card for distribution outside of the United States during 2007 and 2008.

The meeting was RECESSED at 2:40 pm. The meeting was RE-OPENED at 5:00 pm.

11. Business Process Between Meetings

It was agreed that our intent will be to approve the Minutes of a meeting within 10 days after the meeting.

To facilitate this and to assist in any other matters that are deemed to require action between meetings, the header of the e-mail will clearly state if the item is for Comment/Discussion or if it is for a Vote, along with the due date.

12. The focus of most of the day's work by the Board of Directors was on performing a strategic analysis of the association and determining the association's Mission, Vision and 2007 Goals.

A MOTION was made, seconded and approved to adopt the following mission, vision, guiding principle and 2007 goals (final wording was approved by a unanimous vote on February 22, 2007):

Mission

Providing leadership for the sport of sailing in the United States.

Vision

We will be the recognized leader in training and certification, in support for the racing sailor, and in facilitating access to sailing.

Guiding Principle

US SAILING will only pursue programs and services that

- (a) create value,
- (b) we can do well, and
- (c) we can support financially.

2007 Priority Goals

- 1. Achieve the FY2007 Budget.
 - 2. Increase membership by 6% net.
 - 3. Grow non-Olympic fundraising revenue to \$75,000 in 2007.
 - 4. Make the new US SAILING database accurate, relevant, and effective.
13. President Capron noted that our Bylaws preclude a member of the Board from chairing any committee of the Association, and that the Board erred last month when it named Jerry Montgomery as the Chair of the Compensation Committee.

A MOTION was made, seconded and approved to replace Jerry Montgomery as Chair with Dave Rosekrans.

14. Executive Session

The Board went into Executive Session at 5:10 pm Pacific Time and Executive Director Leighton excused himself at that time.

15. Adjournment

A Motion to Adjourn was made, seconded and approved at 5:30 pm Pacific Time Zone.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Addendum A

Prescriptions to the following two ISAF Offshore Special Regulations were approved on February 6, 2007, by a majority vote of the Board of Directors of the United States Sailing Association.

Fred Hagedorn
Secretary, US SAILING

3.03.1 A yacht defined in the table above shall have been designed and built in accordance with either:

- a) the EC Recreational Craft Directive for Category A (having obtained the CE mark), or
- b) the ABS Guide for Building and Classing Offshore Yachts in which case the yacht shall have on board either a certificate of plan approval issued by ABS, or written statements signed by the designer and builder which confirm that they have respectively designed and built the yacht in accordance with the ABS Guide,
- c) except that a race organizer and class rules may accept other evidence of suitability of design and build when that described in (a) or (b) above is not available, provided that the requirements of (a) or (b) have never been refused due to unsuitability of the boat.

US SAILING prescribes that 3.03.1(c) shall not apply in 2007.

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3.08.2 A hatch shall be:

- a) so arranged as to be above the water when the hull is heeled 90 degrees

US SAILING prescribes that 3.08.2(a) shall not apply in 2007.

- b) permanently attached
- c) capable of being firmly shut immediately and remaining firmly shut in a 180 degree capsize (inversion)

Addendum B

2012 OLYMPIC EVENTS

A Submission from US SAILING

Proposal:

That, in accordance with Regulation 16.1.1 (b), the following Events are eligible for selection for the 2012 Olympic Regatta:

Single - Handed Dinghy - Men
Single - Handed Dinghy - Women
Skiff - Men
Skiff - Women
Double - Handed Dinghy - Men
Double - Handed Dinghy - Women
Keelboat - Men
Keelboat - Women *

* match racing or fleet racing

Current Position:

No current position.

Reason:

1. These Events provide a natural progression for sailors as they age, broaden their skills and move on to new challenges.
2. Skiffs are exciting and generate media interest and buzz.
3. Keelboats will attract well known sailors, including World Champions from other classes and America's Cup sailors. These "heroes" will appeal to the media and spectators.
4. The symmetry of Events will increase participation by women.
5. This slate of Events will appeal to a wide range of athletes.
6. This slate of Events is representative of the sport as it is practiced around the World. As a result, it is likely that this slate will increase the number of countries competing in the Olympic Regatta.

NOTE: This Submission is not intended to propose reducing the number of Events to eight. It is envisioned that Council will add two other Events to the list of Events eligible for selection.

Addendum C

On February 17, 2007, it was Moved, Seconded and Approved, that the following proposed changes to the US SAILING Regulations and Bylaws be initiated by the Board of Directors:

Regulations

1.

It is PROPOSED to CHANGE the “labels” of the Levels in 3.01.A, from “A, B, and C” to “OP, E, and C”.

3.01 SAILOR ATHLETES

A. To ensure representation of athletes within US SAILING, three levels of sailor athletes are defined: Levels A, B, and C. The definition of a Sailor Athlete shall be established in accordance with Part IV of the US SAILING Bylaws and compatible with the requirements for defining "athlete representatives" contained in the Article 17.7 of the USOC Bylaws. The definition shall be posted prominently on the US SAILING website.

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RATIONALE: this allows the SAC to better market the Athlete Levels without creating a judgment value. The new names would actually be “Olympic-Paralympic”, “Elite”, and “Competitive”.

2.

It is PROPOSED to ADD a second sentence to 4.02.H Technology Committee: “The committee membership shall include the chair of the Web Liaison Committee.

4.02 ADMINISTRATION DIVISION

The Administration Division is composed of the following committees:

H. Technology Committee - advises on technology, coordinates and assists the web liaisons appointed by each committee and council and is responsible for the website.

H. Technology Committee - advises on technology, coordinates and assists the web liaisons appointed by each committee and council and is responsible for the website. The committee membership shall include the chair of the Web Liaison Committee.

RATIONALE: It is important that the Web Liaisons perceive inclusion in the development of our association’s technology plan.

3.

It is PROPOSED to DELETE 4.03.1.A (and re-letter)

4.03.1 INSHORE RACING OFFICE

The Inshore Racing Office is composed of the following committees:

A. Inshore Committee – sponsors, executes and coordinates programs.... and coordinates the common activities of the committees within the Inshore Racing Office...

It is PROPOSED to DELETE 4.03.2.A (and re-letter)

4.03.2 OFFSHORE RACING OFFICE

The Offshore Racing Office is composed of the following committees:

A. Offshore Committee – coordinates the functions of the Offshore Racing Office..... administers.... Develops new products and services for offshore sailors as needed...

RATIONALE: On November 19, 2006, the US SAILING Board of Directors voted to disband two committees, Inshore and Offshore, the above changes effectively cause this to actually happen.

4.

It is PROPOSED to REPLACE Regulation 8.04 in its entirety with the underlined paragraph below.

8.04 BORROWING AUTHORITY

In the absence of Board action, decisions to borrow funds on any line of credit for US SAILING shall be the joint decision of the President and the Treasurer, with the substitution of the Vice President in the absence of either of the aforementioned officers.

8.04 – BORROWING

The Board has authorized the establishment of a Letter of Credit and the use of deferred membership dues to provide cash flow during seasonally slow periods. When such borrowing is needed, funds from the deferred membership dues shall be used before the LOC so long as the organization benefits from a lower cost of funds by doing so. The Executive Director shall report all such borrowing in the Director's monthly report along with a projection of cash flow for the following three months. All borrowing shall be repaid as soon as is feasible based on incoming cash and projected outflows.

RATIONALE: Changes the borrowing provision of the Regulations so that it is more workable, but still highly visible.

5.

It is PROPOSED to CHANGE the volunteers' per diem expense reimbursements to an agreed upon \$125.

8.06 EXPENSE REIMBURSEMENT.

- E. Expense reimbursement for delegates attending international meetings **will**, on request, be reimbursed for the cost of reasonable round-trip airfare and provided a per diem at the rate set by the IRS guidelines for food and lodging.
- E. Expense reimbursement for volunteer delegates attending international meetings on behalf of US SAILING will, on request, be reimbursed for the cost of reasonable round-trip airfare and provided an agreed upon per diem of \$125.

RATIONALE: This changes the Reimbursement of Volunteers' Expenses Regulation to more clearly limit the association's liability and clearly sets the expectations of the volunteers.

6.

It is PROPOSED to DELETE 8.07 in its entirety.

8.07 Funding of the Operation Reserve Fund.

Twelve Thousand Dollars (\$12,000) shall be transferred monthly to the Operation Reserve Fund until that Fund reaches a total value of \$1,100,000. These funds may be co-mingled with the USOF accounts for investment purposes. This provision is suspended for the year 2006, and through February 2007.

At the 12/19/06 meeting of the Board it was voted to extend 8.07 through 02/07, and to bring further discussion of any need for this Reg to the Spring Meeting:

RATIONALE: This is short-term operational guidance and ought to be an instruction from the Board to the Executive Director. It is anticipated that this will be fully debated by the House and the Board at the March 2007 meeting, and initiation simply places the issue up for debate and the ability to make a decision.

7.

It is PROPOSED to REPLACE 8.13.D as underlined below:

8.13 PROPERTY AND EQUIPMENT.

- D. Products, including databases and intellectual properties, procured with US SAILING funds are the property of US SAILING. Reasonable restrictions on the use of such property (usually incurred as a necessary condition for obtaining databases or other such property) will be respected.
- D. Products, including databases and intellectual properties, procured with US SAILING funds are the property of US SAILING. Restrictions on the use of such property

incurred as a necessary condition for obtaining databases or other such property shall be respected.

RATIONALE: The change to Regulation 8.13 cleans up the language and makes it easier to understand.

8.

It is **PROPOSED** to DELETE 6.03 D

It is **PROPOSED** to ADD to the introductory sentence of 6.03: *and Area Representatives to the individual US Championship Committees.*

6.03 APPOINTMENT OF AREA REPRESENTATIVES TO COMMITTEES

For selection of individuals to represent US SAILING Areas on committees or otherwise perform Area functions including, but not limited to, Regional Administrative Judge, Area Race Officer, and Regional Training Coordinator, the following shall apply unless an exception is approved by the Board:

- A. The committee chair shall nominate Area committee members.
- B. The Area Director may name a candidate for consideration by a committee chair.
- C. The Area Director shall be notified of the prospective selection in advance of notifying the candidate and with sufficient time for the Area Director to adequately consider and comment on the appointment.
- D. For the Championships Committee, the Area Director, or an Area Championship Chair appointed by the Area Director, will represent the Area on the committee.

6.03 APPOINTMENT OF AREA REPRESENTATIVES TO COMMITTEES

For selection of individuals to represent US SAILING Areas on committees or otherwise perform Area functions including, but not limited to, Regional Administrative Judge, Area Race Officer, Regional Training Coordinator, and Area Representatives to the individual U.S. Championship Committees, the following shall apply unless an exception is approved by the Board.

- A. The committee chair shall nominate Area committee members.
- B. The Area Director may name a candidate for consideration by a committee chair.
- C. The Area Director shall be notified of the prospective selection in advance of notifying the candidate and with sufficient time for the Area Director to adequately consider and comment on the appointment.

RATIONALE: There is confusion as to what is intended in 6.03 D. Since *the Championships Committee* is made up of the Chairs of each of the approximately 18 individual US championships, and **not** of Area Reps., 6.03 D is totally off the mark. Further, the selection of Area Reps to any committee...the individual championship committees included... is clearly defined in 6.03 A, B, and C. Therefore, the proposed addition to the introductory sentence (may or) may not be necessary.

9.

It is **PROPOSED** to RE-FORMAT the outline in Regulation 10.

10 CHAMPIONSHIPS AND OTHER US SAILING EVENTS

10.01 US SAILING CHAMPIONSHIP

A. Administration

1. Guidelines for sailing instructions, notices of race and conditions adopted by the Championships Committee shall be used for all US SAILING championships at all levels. Exceptions shall be approved in advance by both the relevant organizing committee and the Chair of the Championships Committee.
2. Race officers, judges, and umpires at US SAILING championships shall be appointed in accordance with published guidelines approved by the Championship Committee and the Race Administration Committee.
3. Championship Conditions shall be maintained and approved by the sponsoring committee and the Championship Committee. The current version of the Championship Conditions shall be available on the US SAILING website. As documented below, some conditions may require permission of the Board.
4. Event organizing committees shall communicate, coordinate, and consult with US SAILING committees and councils that support and promote the event's sailing discipline or constituency.

B. Non-USA Resident Participation

1. Unless the notice of race for a particular championship requires US citizenship or resident alien status, participation in US SAILING championships is open to non-US citizens (including resident and non-resident aliens), provided all other requirements of the Championship are met. Specific championships may require US citizenship or resident alien status by stating the requirements in the notice of race in the championship conditions. Non-resident aliens may request a waiver. Creating a new requirement of US citizenship for a championship requires approval of the Board.
2. When the Championship is a qualifier for international or any other competition the top finisher(s) qualified to represent the US will qualify. The OSC may make exceptions to this regulation for entry in the US Olympic Trials – Sailing or their associated pre-Trials.
3. The venues for US SAILING championships shall be located in the U.S. unless an exception is approved by the Board. An RSA, club or LSO outside the United States may host qualifiers for US SAILING championships, provided the host club or LSO is a member of US SAILING.

4. Non-US citizens may serve on juries or as race officials for US SAILING championships.
5. Chairs of individual championships committees may establish special rules for trophies won by foreign participants. Perpetual trophies may not be taken outside of the U.S.

C. PROHIBITED SUBSTANCES

1. For adult US SAILING championship events, no competitor shall use, either on or off the water: marijuana or any other controlled substance (as defined in 21 U.S. Code 802) the possession of which is unlawful under 21 U.S. Code 841.
2. For Junior and Youth events or for junior or youth competitors in any US SAILING championship, no participant or competitor shall use, either on or off the water: marijuana or any other controlled substance (as defined in 21 U.S. Code 802) the possession of which is unlawful under 21 U.S. Code 841, or alcoholic beverages (distilled spirits, wine and beer, each as defined in chapter 51 of the U.S. Internal Revenue Code and intended for beverage use).
3. An alleged breach of one of these regulations shall not be grounds for a protest. However, when the protest committee believes that a competitor may have breached one of these regulations, it shall follow the process described in racing rule 69.1, and a competitor found to have breached one of these regulations shall be excluded from the remaining races of the series and, where practicable, removed from the regatta venue and sent home. The competitor's boat shall be disqualified from all races of the series.
4. Either Regulation 10.06.A or 10.06.B, as appropriate, and Regulation 10.06.C shall be included in the Notice of Race and the Sailing Instructions for every US SAILING championship.

D. USE OF PERSONAL FLOTATION

Competitors in US SAILING championships or qualifiers for US SAILING championships shall wear a U.S. Coast Guard (USCG) approved personal floatation device (PFD) while on the water, other than for brief periods while adding or removing clothing. Where the ORC regulations apply, they replace this requirement. Competitors from outside the U.S. may wear flotation approved by their own nations' maritime authority to the extent permitted by international treaty.

10.02 US SAILING EVENTS

A. Power Line Hazards

All US SAILING events and championships, at all levels, shall be held at sites free of power line hazards.

RATIONALE: This is simply a re-formatting of the items in Regulation 10. There is no change in content, meaning, or intent. The change Groups related items together under the correct, specific proper title thereby reducing confusion of application.

TYPOS:

No vote required:

REGULATION TYPO:

2.02 MEMBERSHIP REQUIREMENTS

D. for an organization offering US SAILING Keelboat Certifications, whether commercial or not-for-profit.

RATIONALE: The hyphens are added as a typographical fix – no vote needed.

BYLAWS

BYLAW 301, SECTION 2, (1)

DELETE the “colon” through to the end of the sentence such that the new paragraph would read:

- (1) Consider, plan, and act on policies and program activities to foster the mission of US SAILING.

RATIONALE: The mission should not be stated in the Bylaws, the mission is reviewed annually and adjusted from time-to-time as deemed appropriate by the Board and the Association. Tying it into the Bylaws adds unnecessary complication in any subtle shifts that may need to be made over the years.

BYLAW TYPO:

Bylaw 301 – General Authority and Responsibility

Section 2. Without in any way limiting the general powers of the Board of Directors, it shall, among other things:

- (5) Appoint a director to sit on the Board of the US Windsurfing Association and appoint delegates to the USOC House of Delegates and the International ~~Foundation~~ Association for Disabled Sailing (IFDS.)

RATIONALE: Change reflects the new name of the IFDS, International Association for Disabled Sailing. Typographical change in (5) requires no vote.
