

US SAILING Board of Directors Meeting
Tuesday, May 21, 2007
Teleconference

Present: Dick Allsopp, Dean Brenner, President Jim Capron, Susan Epstein, Vice President Tom Hubbell, Chip Johns, Treasurer Leslie Keller, Patty Lawrence, Jerry Montgomery, Bill Stump, Jim Tichenor, and non-voting Ex Officio members, Secretary Fred Hagedorn and Executive Director Charlie Leighton.

Guests included Senet Bischoff for Item 9a and Clarke Chapin for Item 8b.

1. The meeting was called to order by President Capron at 8:00 pm Eastern Time.
2. Secretary Hagedorn called the roll and announced that a quorum was present.
3. A **MOTION** to approve the Consent Calendar was made, seconded and approved.
 - a. Minutes of the April 24, 2007 meeting of the Board of Directors;
 - b. Mike Mergenthaler as the Area D representative on the U.S. Men's Sailing Championship Committee (replacing Craig Milliken who has resigned);
 - c. The acceptance of the Deed of Gift and the Bob & Ann Conner Trophy for the U.S. Youth Championship Laser Radial Fleet;
 - d. Bruce Cook as the legal advisor to the Nominating and Governance Committee in accordance with US SAILING Bylaw 525, Section 1.
4. President Capron reported that he is very appreciative of the draft document produced by the Meeting Structure Working Party, and believes that it will be a great help in not only planning the semi-annual meetings, but in keeping straight the annual Board Calendar. Capron thanked Paul Ansfield, Fred Hagedorn and John Strassman (Chair) for their efforts to date on this project. Earlier this month the ISAF mid-year meetings were held, it was interesting to note that the issue of Olympic Events for 2012 was set aside and not discussed. Finally, Capron noted that Bylaw 311, Section 2 permits the President and Vice President to be elected to a one-year term, up to 3 consecutive terms, while the Treasurer and Secretary are elected to a single 3-year term with a limitation of not more than two such terms.

A **MOTION** to initiate a change to Bylaw 311, Section 2 (c) and (d) was made, seconded and approved to align the terms of the Treasurer and the Secretary with that of the President who nominated them.

5. Executive Director Leighton reported that the association is continuing to perform well financially at this point in the year. Leighton discussed some of the reasons for this improving performance and attributes it to a positive attitude in the staff and decreasing levels of fear in the organization, and an increasing sense of team across departments within the staff. The fact that Leighton and some of his Senior Staff Leaders are providing internal seminars on business practices is also helping this positive trend.

An Annual Report will be completed and published in the next month.

6. Treasurer's Report. The Treasurer Keller reported that cash flow is very good. Keller reiterated that the Audit Report for FY 2006 should be completed by the end of May, and that the 3-month cash forecast required by the newly approved Regulation 8.04 is in the process of being designed by CFO Warren and Treasurer Keller, and will be a standard part of the monthly report as soon as possible. Keller also took this opportunity to recognize and commend CFO Bobbi Warren for her efforts, approach and results.
7. Olympic Report. Executive Director Leighton shared the news that Riverside YC recently held a fundraising event for the US SAILING Olympic Program and raised over \$143,000.
8. Old Business
 - a. The Board discussed its current rules and how to formally report the result of votes in the minutes of its meetings. After a wide-ranging and thoughtful discussion it was agreed that members of the board should think on the discussion and then bring any proposals for consolidating our thoughts and collecting them in a single location back to the Board for its consideration and action.
 - b. The Bylaws Committee presented three initiated changes to the Bylaws, along with the one alternative submission from the Bylaws Committee, and shared its report. The following Table indicates the number assigned by the Bylaws Committee, the Bylaws(s) impacted by the change(s), the Bylaws Committee action, the House of Delegates action, and the action taken by the Board of Directors (if any):

Bylaw Committee #	Impacted Bylaw(s)	BLC Action / Recommendation	HoD Action	BoD Action
2007-11	202, Section 2	disapprove	Disapproved	Disapproved
2007-11a	202, 211, 212, 213, 214, 215	Amplified improvements	Approved as Modified	6-4-0 (60%) Disapproved
2007-13	305 Section 9	disapprove	Disapproved	1-9-0 (10%) Disapprove
				0-9-1 (0%)
2007-18	525 Section 3 (3)	Simplified	Disapproved	President Capron Abstained Approved

ACTION: It was moved and seconded to accept the Bylaw changes (as noted in the above table). Only 2007-18 was approved.

The Approved Changes to the Bylaws may be found in Addendum 1.

9. New Business

- a. Qualification of Athletes to represent the USA at the 2007 Team Racing World Championships (to be held September 23-29, 2007).

Initially, US SAILING was to use the 2006 US Team Racing Championship to select the top two teams to represent the USA. The NOR was later changed by the US SAILING Board of Directors to use that 2006 event to invite the top six teams to participate in a Qualification Regatta in 2007. Unfortunately, the ISAF announced that the 2007 World Championships were cancelled in January 2007, so the Qualification Event was subsequently cancelled. On March 16, 2007, the ISAF announced that the 2007 World Championships were back on at a new location and a new set of dates. The US SAILING Team Racing Committee investigated the possibility of setting up a new qualification event, with little success, and decided to recommend to the Board dropping back to the original plan of using the 2006 National Championships to determine the two teams to be invited.

After discussion the following **MOTION** was made, seconded and approved:

To invite the 6 qualified teams to present full and complete proposals (including all required equipment and personnel) for a new qualification event, to provide this to the US SAILING Team Racing Committee no later than June 4, 2007 for evaluation and assessment of feasibility, fairness to all competitors and appropriate certification of officials. If, in the determination of the US SAILING Team Racing Committee, a viable event is available, then it shall be approved. If, in the determination of the US SAILING Team Racing Committee, no proposed event is acceptable, then the chair will provide that information to President Capron and a resume selection process will be determined by an ad hoc committee named for this purpose.

10. The Board entered Executive Session at 9:40 pm, Eastern Time.

11. A **MOTION** to adjourn was made, seconded and approved at 10:05 pm, Eastern Time.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Addendum 1

Bylaw change approved by the Board of Directors pursuant to Bylaw 801

-- passed on a unanimous voice vote --

Proposal #2007-18 (HoD Disapproved)

It is proposed that Bylaw 525, Section 3(3) be changed by adding new language at the end to read as follows:

Bylaw 525 – Nominating and Governance Committee

...

Section 3. Duties. The committee shall:

...

(3) Evaluate the performance of the Board of Directors, using procedures and criteria submitted to and approved by the Board.

...

REASONS: This clarifies and states the process that is being followed, and ensures that the Board has bought into the criteria by which it shall be measured.

BYLAWS COMMITTEE ACTION: The Bylaws Committee has reworded the Proposal for simplification and clarity.

HOUSE OF DELEGATES ACTION (March 18, 2007): Disapproved.

BOARD OF DIRECTORS ACTION (May 21, 2007): Approved by unanimous vote (required a 75% vote to over-rule the Disapproval by the House of Delegates).