

US SAILING Board of Directors Meeting
August 22, 2011
Tele-Conference

Present: Dean Brenner, Walter Chamberlain, Susan Epstein, Secretary Fred Hagedorn, Stan Honey, Vice President Tom Hubbell, President Gary Jobson, Treasurer Leslie Keller, Maureen McKinnon-Tucker, Dawn Riley, Bill Stump and non-voting Ex Officio members Executive Director Jack Gierhart and House of Delegates Chair, Jim Walsh.

Guests: Jim Capron, Clark Chapin, Robin Wallace, and many members of the House of Delegates

- 1) The meeting was called to order by President Jobson at 7:30 pm EDT.
- 2) Secretary Hagedorn called the Roll and announced that a quorum was present.
- 3) Announcements
 - a) Secretary Hagedorn provided an update on the Herreshoff Award Process.
- 4) Consent Calendar – was **MOVED**, Seconded and APPROVED:
 - a) Minutes of the 7/25/2011 Meeting of the Board of Directors
 - b) The holding of the 2012 FD World Championships at the Santa Cruz YC
- 5) The initiated change to Regulation 6.05 was presented by the Chair of the Bylaws Committee. It was **MOVED**, Seconded and APPROVED to APPROVE this change. (Director Riley abstained from this vote.)

6.05 BOARD NOMINEE CAMPAIGNING

Campaigning for election to the Board or for the Office of President of US SAILING is limited as follows:

A. US SAILING will distribute the Candidate Profile included in a mailing from US SAILING;

B. Candidates shall not undertake any form of wholesale campaigning including commercial mass mailing, phone or e-mail campaigns or campaign advertising;

C. Candidates may make themselves available for individual inquiries and engage in private conversations regarding the candidate's intentions and plans for US SAILING;

D. A candidate may accept a request to speak to a group, to make a submission to a printed publication (or website) or for an interview by an organization or the media Candidates shall notify the media contact at US SAILING of all such request;

F. Individuals or groups may express support for one or more candidates in class or club newsletters, or similar printed and web publications – there should be no fee incurred by the individual or group;

G. Complaints about campaigning should be made to the Governance Committee Chair who may forward them to the Review Board, if necessary.

6) ISAF Submissions

It was **MOVED**, Seconded and APPROVED the request to support the nomination of John Craig and Jim Tichenor as International Race Officers. (Director Craig abstained from this vote)

It was **MOVED**, Seconded and APPROVED the request to support the nomination of David Blackman as an International Umpire.

- 7) While Chairman Wallace had the floor, he asked that the Board approve the nomination of John Thorne to Replace Guy Flemming (who had resigned) as Area H Area Race Officer. It was clarified that the Area Director supported the nomination. This was **MOVED**, Seconded and APPROVED.

- 8) President's Report – President Jobson raced in Nantucket in a fundraiser for their Community Sailing Center with Senator Kerry. Director John Dane III won the event.

President Jobson met with Executive Director Jack Gierhart, Chairs Wrigley and Bush, Marketing Director Amy Larkin and Championship Director Walker. It was a good conversation and the group is working on a recommendation to the association on how to further strengthen our Championships.

Safety-at-Sea is very busy at this time. We anticipate getting the Report on the Annapolis Tragedy in September, and it will be released at the AGM. We have an all-star team looking at the 2011 Race to Mackinac Tragedy – they are looking to have their report completed by the AGM in October, as well. Finally, the loss of the Rambler Keel is of some interest as well.

So far, Jobson has made 81 speaking engagements for US SAILING this calendar year, the most recent being at the 50th anniversary of the Ensign Class.

- 9) Executive Directors Report – Executive Director Gierhart shared that our financials are positive (net of \$100,000) and continue to trend in a positive direction. We have softness in Offshore as not as many boats are getting certificates this summer as anticipated. We are working on a \$41,000 proposal to the USCG permitting them to use our data. Merchandizing is also soft. On a positive note, the new e-store went live on 8/22/2011!

Olympic Cash Flow is on track. Some Marketing Payments to us are late, but will be caught up over the next 2 months.

Active Members are up slightly despite smaller than usual Keel Boat Program sign-ups. Individual and Family memberships are up 4%. The membership team is working on Acquisitions.

Fundraising is in full swing and trending in a positive direction.

IT is continuing forward. The e-Commerce store is up, the Offshore Project is in process and the PHRF section is almost ready for testing by local groups.

Regarding the 2012 Budget, internal meetings have already begun.

ED Gierhart asked Director McKinnon-Tucker to share our success in winning a US Paralympic Committee "Opportunity Grant." We will receive \$24,680 to provide an introduction to sailing or 24 Wounded Warriors in two locations (San Francisco's BADS and Boston's Piers Point).

10) Treasurer's Report – CFO I preparing the Budget Worksheets. We are working through the Registration Process in all the states where we do "on-line solicitation," fundraising. We just got 5 more registrations completed. We do have a very old Account Receivable from one of our sponsors, but they are working to meet their obligation. This negatively impacts our need for borrowing.

11) Olympic Report – Chairman Brenner is very proud of the two medals we won at the Test Event in Weymouth. Our goal is not yet satisfied. We now we need to work on bigger air opportunities. Some of our sailors will be training at the US Olympic Training Centers to increase their strength and fitness.

Our Medalist Program continues to be in high gear.

12) Handicap Rating Rule Update –

- a) New York YC High Performance Rule is continuing in development.
- b) The Canadian Sailing Association wants to meet with us on these issues in the fall
- c) USA will meet with Mike Irwin, IRC Secretariat, on September 14 to discuss mutual concerns and ideas
- d) The UMF (Universal Measurement Form) is gaining acceptance
- e) We continue to work with PHRF to provide useful tools for the local fleets.
- f) Our goal is to increase competition and involvement

13) Race Administration Update –

Chairman Wallace reported that Staff Director Petracco is facilitating well. There are some frustrations regarding accessibility on the website. We have had improvement over the past year.

Judges' Workshops and testing are improving, as well.

Director Bill Stump will look at what is needed to be able to pay the travel expenses of Race Officials.

14) Team/Crew of the Year Award

Director Susan Epstein took the Board through a series of questions. In the end, it was determined that after a thorough review, that this is not the time to add another award.

15) Non-OSC World Team Selection Review Committee – Secretary Hagedorn shared the discussions of the working party of Hagedorn, Brenner and Stump. As a National Governing Body, US SAILING is responsible to ensure that equitable processes are used in selecting athletes and coaches for "protected events" as defined by the Ted Stevens Sports Act. To this end, it seems appropriate for the Board to have a sub-committee that provides that oversight of our sport.

It was **MOVED**, Seconded and APPROVED to initiate a Regulation to this end. The Bylaws Committee will report it out to the Board at its earliest convenience.

Our suggestion is that we create a 3-person committee of the Board, made up of the Olympic Committee Chair and two other Board Members, who would be appointed by the President and approved by the entire Board. This small group would be where the OSC and any other group wishing to hold a selection for a Protected Event would send their proposed selection process for review and agreement. If agreement is not reached, the proposer could always take it to the full Board for final review and agreement.

- 16) Windfall Regulation – A draft Regulation, constructed by Director Chamberlain, Chair Brenner and ED Gierhart was discussed. After agreeing upon a few changes, the following Regulation was **MOVED**, Seconded and Initiated:

Regulation 8.09 < Initiated Draft >

The Olympic Windfall Fund originated from payments made to US SAILING from the surplus generated from the 1984 Olympic Games in Los Angeles. The Fund has been designated by the Board of Directors solely for the support of Olympic sailing, including training and development, and associated Olympic Sailing Division department and organizational overhead and operating expenses. Disbursements from the Fund are therefore restricted to these purposes.

The Fund shall be invested to provide for long term appreciation and stability and use in perpetuity. The Board of Directors is responsible for carrying out this policy and may hire professional investment managers to provide investment services.

The Olympic Sailing Division may request up to 4.5 % of the value of the Fund determined *as of September 30th previous to the budget year in question*, to be included in the Division's annual budget using the budget process of US SAILING, and may make such other requests directly to the Board as the Division considers necessary for the good of the Olympic sailing program. *Approvals of funding requests not taken by the Olympic Sailing Division by the close of business December 31st each budget year shall expire and shall not carry forward to succeeding budget years.*

All disbursements from the Fund shall be approved by the Board, which shall determine if the disbursement is prudent based on considerations of the long term preservation of the Fund, economic conditions, the Fund's expected total return, other resources available for the same purpose, the importance of the activity the disbursement will support, and other considerations as deemed appropriate by the Board.

- 17) House of Delegates – Chairman Jim Walsh shared that the HOD will meet on Thursday morning of the AGM immediately following the Board of Directors meeting. There will be a conference call on 9/8/2011. The House will be looking at some ideas or the Bylaws in the near future.

18)Old Business – The Bylaw change for the Olympic Program is still under discussion by Hagedorn, Jobson, Brenner and Gierhart. Improvements are being worked on and will be shared with the Board.

19)New Business – We are hoping for strong attendance at the AGM. Also, we will hold our Board Think-Tank Session on January 14, 2012 in conjunction with the NSPS.

20)The meeting was adjourned at 9:26 pm EDT. It should be noted that the next call will be at 7:30 pm EDT on September 19, 2011.

Respectfully submitted,

Frederick H. Hagedorn
Secretary