

US SAILING Board of Directors Meeting
September 19, 2011
Tele-Conference

Present: Ed Adams, Dean Brenner, Walter Chamberlain, John Craig, 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: Brian Hawboldt, Joe Melino, Jerry Montgomery and Steve Wrigley.

- 1) The meeting was called to order by President Jobson at 7:31 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 8/22/2011 Meeting of the Board of Directors
- 5) President's Report – President Jobson asked the Board to please provide him with comments on the thought piece that he sent to the board members earlier. Generally, things are good along the waterfront. Though a few stray issues arise from time to time. One such item is how to include Home-Schooled high school students in our sport's very popular High School Sailing Programs. It appears that the rules are different in each state...

Jobson is looking forward to seeing everyone in his home town of Annapolis, MD for the AGM. As a reminder, the annual Board "Think Tank" will take place on January 14, 2012 at the NSPS. Finally, the Multihull Summit that was planned for September 26, 2011, has been postponed due to a multi-hull regatta.

- 6) Executive Directors Report – Executive Director Gierhart reviewed the performance to budget to date. Publications will miss its budget, but all other departments are in good shape. We recently signed a grant contract with the US Coast Guard for the Offshore Department to share some of our data, this has helped our financial performance. Olympic Department is on plan, we are working with our partners to ensure positive cash flow. In terms of Fundraising, the Annual Appeal will launch in late September or early October, while the Medalist Program is tracking to plan. Our IT is stable, though we are beginning to search for a new Network Administrator.

With the retirement of Katie Kelly, Dave Johnson is serving as the Olympic Manager, primarily concerned with communications and logistics.

The new Sanctioning Program for Community Sailing Centers is up and running. Nine Centers are signed up and sanctioned. Stu Gelfan has taken on the role of Training Sales Manager.

Finally, the Budget process is in full swing and will continue throughout the fall. Some of the key points being looked at during the budgeting process include:

- Improve the pace of Product Development in Training
 - Jump-start Level 2 and Level 3 Coaching Programs
- Expand the reach of our Junior Olympic Program into the Community Sailing environment;
- Work to improve and expand clinics across the country in association with our Championships;
- Drive more traffic to our website;
- Work on continuing to grow our Sponsorship Program;
- Grow/expand our Road-Show to the west coast;
- Continue to improve our training approaches in Race Administration, including developing webinars and partnering with our member organizations.

7) Treasurer's Report – The Audit Report and the Form 990 are nearing completion. We hope to have them to the Board in time for the AGM. Cash continues to be tight, and the staff are already looking at expenses in case we need to improve cash flow by reducing cash needs.

8) Olympic Report – Chairman Brenner noted that cash flow planning is in process. The retirement of Katie Kelly was a shock to the system. Dave Johnson, as previously reported, has picked up some of Katie's responsibilities. So the Olympic Department is down one FTE, which helps cash flow to a point, but the department will need more help at some point in order to fully serve our athletes. We are currently waiting to receive the USOC Funding Targets in October so that the OSC Budget may begin to be built for 2012, the Olympic Year. Overall, Brenner feels good about where we are at this point in the quadrennium.

Chairman Brenner asked Secretary Hagedorn to present the proposed Bylaw Change to create a senior staff position in the organization with the responsibility to lead our Olympic and Paralympic Programs.

A MOTION, was MADE, SECONDED and APPROVED to initiate these Changes to the US SAILING Bylaws (see Appendix A) and send them to the Bylaws Committee.

President Jobson then took the floor to announce the Olympic Sailing Program succession planning committee that has been assembled: Gary Jobson (Chair), Carol Cronin, Zack Leonard, Time Sipe, Bill Campbell and Tim Wadlow.

Finally, NBC has confirmed that it will cover sailing at the 2012 Olympics, predominantly over the internet.

9) Old Business – None.

10) New Business – None

11)The meeting was adjourned at 8:31 pm EDT for an Executive Session.

12)The Executive Session was adjourned at 9:03 pm EDT.

Respectfully submitted,

Frederick H. Hagedorn
Secretary

Appendix A

PART III – GOVERNANCE

Subpart A – Board of Directors

Bylaw 301 – General Authority and Responsibility

In Section 2, Insert a new # (10):

- (10) With the Executive Director, hire and oversee an Associate Executive Director – Olympic Programs and determine compensation.

Current (10) becomes (11).

Bylaw 302 – Composition

Section 1. The Board of Directors shall consist of 13, or at its discretion 14 or 15 as may be required under Bylaw 304, voting members and 3 ~~2~~ non-voting members. Nine (9) directors elected by the General Members (the “Elected Directors”); the President elected by the Board, the Olympic Division Chair; the Treasurer, the Secretary, and one Select Member if selected by the Board. The non-voting members shall be as follows: The Chair of the House of Delegates, the Executive Director, and the Associate Executive Director - Olympic Programs.

Bylaw 303 – Eligibility and Conflicts of Interest

In Section 5, Associate Executive Director – Olympic Programs...

Section 5. No officer or member of the Board of Directors of US SAILING may receive a salary or compensation from US SAILING, but nothing herein shall be construed to prevent an officer or member of the Board of Directors from receiving compensation from US SAILING for the duties performed on behalf of US SAILING other than in the capacity of an officer or a member of the Board of Directors. The Executive Director and Associate Executive Director – Olympic Programs is specifically excluded from these restrictions and serves at the pleasure of the Board.

PART VI – ADMINISTRATION

ADD a NEW Subpart B:

Subpart B – Associate Executive Director -- Olympic Programs

Bylaw 606 – Designation

Section 1. US SAILING shall have an Associate Executive Director – Olympic Programs, who shall be the leader of Olympic Programs and vested with the authority to make decisions on behalf of the Olympic Division.

Section 2. The Board, shall hire the Associate Executive Director – Olympic Programs, who shall be responsible for Olympic Program staff functions. The Associate Executive Director – Olympic Programs shall report to the Executive Director and shall oversee the hiring and firing of all Olympic Program staff and the staff’s ethical and competent implementation of the Board’s policies as implemented by the Executive Director. The Associate Executive Director – Olympic Programs shall, either directly or by delegation, manage Olympic Program staff

functions; determine the size and compensation of, hire and terminate the professional Olympic Program staff in accordance with US SAILING compensation policies and guidelines (as established by the Board and implemented by the Executive Director); develop a strategy for Olympic Program success; be responsible for resource generation and allocation; act as spokesperson for the Olympic Program; prepare and submit quadrennial and annual budgets to the Executive Director; and perform all functions as usually pertain to the Olympic Program.

Bylaw 607 – Tenure

The Associate Executive Director – Olympic Programs shall be employed by the Executive Director and the Board of Directors for whatever term they deem appropriate. The Associate Executive Director – Olympic Programs may be removed at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Associate Executive Director – Olympic Programs. If the Associate Executive Director – Olympic Programs has a contract of employment with US SAILING, the contract shall provide that the Associate Executive Director – Olympic Programs' employment may be terminated by the Executive Director with the consent of the Board, with or without cause.

Bylaw 608 – Responsibilities

1. Develop a strategy for achieving success at the Olympic, Paralympic and Pan Am Games, and the Youth World Championship, and other USOC Designated Events as adopted by US SAILING;
2. Prepare and submit quadrennial and annual budgets to the Executive Director;
3. Determine the staff needed to effectively carry out the mission, goals and objectives of the Olympic Program;
4. Oversee the hiring and termination of all Olympic Program staff per US SAILING guidelines as implemented by the Executive Director and the Board;
5. Be responsible for resource generation and allocation of resources for the Olympic Program;
6. Act as spokesperson for the Olympic Program;
7. Perform all functions as usually pertain to the Olympic Program.