

USA Cycling Meeting of the Board of Directors

Colorado Springs, CO

August 10-11, 2017

Day 1, August 10th

2:10 p.m. mtn

Nancy Belenke, presiding Secretary called the meeting to order followed by formal roll call

BA Anderson	<input checked="" type="checkbox"/> Present <i>on phone then late arrival</i>
Matt Barger	<input checked="" type="checkbox"/> Present
Derek Bouchard-Hall	<input checked="" type="checkbox"/> Present
John Buckwalter	<input checked="" type="checkbox"/> ABSENT
Adam Cuyperdeck	<input checked="" type="checkbox"/> ABSENT
Stephen Ettinger	<input checked="" type="checkbox"/> Present
David Helfrich	<input checked="" type="checkbox"/> Present
Beth Hernandez	<input checked="" type="checkbox"/> Present
Gina Kavash	<input checked="" type="checkbox"/> Present
Kristin Klein	<input checked="" type="checkbox"/> Present
Nancy Leon	<input checked="" type="checkbox"/> Present
Alex Nieroth	<input checked="" type="checkbox"/> Present
Dorothy Pacheco	<input checked="" type="checkbox"/> Present
Michael Patterson	<input checked="" type="checkbox"/> ABSENT
Dean Peterson	<input checked="" type="checkbox"/> Present
Sean Petty	<input checked="" type="checkbox"/> Present <i>late arrival 5:30 pm</i>
Bob Stapleton	<input checked="" type="checkbox"/> Present
Allison Tietrick	<input checked="" type="checkbox"/> Present
Arielle Verhaaren	<input checked="" type="checkbox"/> Present
Brook Watts	<input checked="" type="checkbox"/> ABSENT

Board Vice Chairman Alex Nieroth motioned for approval of the April 4, 2017 board meeting minutes. Motion was seconded by Board Member Dorothy Pacheco. All in favor, no one opposed, April 4, 2017 meeting minutes approved.

Chuck Hodge, Vice President of Racing Operations presented an update on department changes which include rearranging staff assignments; the addition of Randy Shafer as the new Technical Director; event staff moving into discipline specific roles; Justin Evans will be taking on more responsibility; and the department will be emphasizing more customer service. Chuck gave an update on equipment and regulations to include new UCI frame JIG, mechanical fraud and the rule on disc brakes. Chuck also briefed the board on new UCI policies and regulations with respect to national calendars, the transgender policy and CycloCross best practices for racers and officials. Recap of 2017 national championships – separated madison from track; returning to quality venues; LOC's need to provide us what we need; consolidating championships where it makes sense; narrowing it down to 4-5 good locations with different topography & altitude; reviewing participation vs. marquis events; we want to find a "home" for pro road; and the announcement that we will no longer be doing Fat Bike or Hill Climb events. We might also add Pro Crit to Pro Road; Masters with Juniors (looking at combining). National Calendar – our goal is to recognize the best races in the US, provide a framework for ranking riders, provide a method of qualification/ranking for championships and provide for a "flow" and calendar conflict resolution.

Board Chairman, Bob Stapleton gave opening remarks and an overview of the day's Agenda. Bob indicated the next day and a half will be spent discussing the direction the company should be headed; specifics of why we need money to do the things we need to do and gave an update including presentation slides on the progress made in three areas – Marketing, IT and Athletics. These areas will define USAC and its future. Going forward – IT – we need results! Athletics – accelerate program changes.

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CFO Todd Sowl updated the board on the 2017 forecast to date, and gave an overview of the 2018 budget process & timeline. CEO Derek Bouchard-Hall gave a synthesis of how the company is doing financially.

Kelly Feilke, Executive Director of Marketing presented slides on Membership & Marketing updating the board members on discipline & geographic trends. Race membership and participation continues to decline; the board held a group discussion surrounding participation trends; Ride membership – growing steadily; Summer ride campaign - what we have learned so far and product improvements. Website will have a new look & feel. Marketing actions and 2018 product plan presented & discussed. Current partnership/sponsorship portfolio was discussed with indications of when sponsorship terms end.

[Moved into Executive Session for remainder of afternoon]

Day 2 – August 11, 2017 – 8:00 a.m.

Roll call:

BA Anderson	Present
Matt Barger	Present
Derek Bouchard-Hall	Present
John Buckabaum	ABSENT
Adam Duxendieck	ABSENT
Stephen Ettinger	Present
David Helfrich	Present
Beth Hernandez	Present
Cina Kavesh	Present
Kristin Klein	Present
Nancy Leon	Present
Alex Nieroth	Present
Dorothy Pacheco	Present
Michael Patterson	ABSENT
Dean Peterson	Present
Sean Petty	ABSENT
Bob Stapleton	Present
Allison Tetrick	Present
Arielle Verhaaren	Present
Brook Watts	ABSENT

Kim Gerra, Executive Director of Technology updated the board on what progress has been made with the IT project; key decisions that have been made; discussion about the product going forward; and adding resources. Kim gave an overview on the proposed timeline for the project with specific deadline dates: targeting late November to launch the new website. Kim talked about the testing phase strategy in the next few months and a roll out plan going forward. Other targets: Enhanced race membership sales Dec 2017; Event registration Dec 2017; Auto renewal (Race) Dec 2017; Q2-2018 to include: Race director Mobile app; Permitting & technical; Foundation site and functionality; and remaining core functionality. Also currently working on mobile app launch. Group discussion regarding the sales process; question was asked about whether we need more people in the field.

Athletics update from Jim Miller, VP of High Performance – Recap of 2017, strength in women & BMX remains apparent; medal count to date; discussion about BMX Freestyle and Madison added to Tokyo Olympics. BMX freestyle needs structure and trials. VUPIT mobile app – a tool for qualifying? Discussion around marketing and sponsorship regarding BMX. USOC coaches of the year named Jamie Staff and Billy Innes.

Quick Foundation update from Steve Blank, Executive Director. Tour de France trip and how it went; financially we're half way through the year and we are pleased progress. Events coming up – Las Vegas

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Cross, Patterson Fall Camp, Hellman event in Petaluma and mini camp in Tucson. Added two new champions club members this year.

Shane Garman, legal counsel presented By-Law amendments (see attached). This amendment proposes a revised Mission & Vision statement and a change to Article D, Section 1, which combines Section 1 and 2 into a consistent subject of “who may be members.” Gina Kavesh motioned for a vote to approve the By-law changes, seconded by Alex Nieroth, all in favor, no one opposed, By-Law changes approved. Shane updated the board on the upcoming Sport Committee elections which will wrap up by August 15th, with 26 positions up for election, there are four positions with no nominees.

[Executive Session – Out of Executive Session]

An Open forum was held with discussions on IT regulation updates; how we are trying to improve relations with race directors; one board member specifically requested more detail and more participation and input with regard to the high performance athletics presentation; another board member expressed concern about the lack of new givers to the Foundation and commented that we should tell a better story of how the Foundation supports USA Cycling. A board member requested clarification with the Go Fast program – specifically regarding performance coaches and their roles – inquiring about whether they should not have any private client coaching as that might present conflicts; it was noted a press release will go out shortly on new hires/staff in athletics.

With no other business, motion by Alex Nieroth to adjourn, seconded by Gina Kavesh. All in favor, no one opposed, meeting adjourned.

USA Cycling Proposed Bylaw Changes for Board Review			
Bylaw	Current	Proposed	Comments
Article A Section 2	The vision of USA Cycling to make the United States of America the most successful country in the world of competitive cycling.	The vision of USA Cycling that the sport of cycling in the United States is safe, fun, and locally accessible for a vibrant community of racers, enthusiasts, supporters and event directors, and is represented by highly successful athletes competing with integrity on the world stage.	Updates the vision
Article A Section 3	The mission of USA Cycling is to achieve sustained success in international cycling competition; and to grow competitive cycling in America.	The mission of USA Cycling is to develop the sport of cycling in the United States at all levels and to achieve sustained international racing success while fostering a shared commitment to safety, integrity, and the joy of cycling.	Updates the mission
Article D Section 1	USA Cycling shall have individual members. The members shall be granted such voting rights for purposes of electing members of different Sport Committees as may be defined and published by the Board of Directors, provided that the Board of Directors shall allocate to each member the right to vote in the elections for at least one Sport Committee.	USA Cycling shall have individual members. Membership in USA Cycling and its Sport Committees is open to all individuals who participate in the sport of bicycle racing as athletes, coaches, trainers, managers, administrators, mechanics or officials or such other categories as the Board of Directors may from time to time determine. Members shall have an equal opportunity to participate in bicycle racing without discrimination on the basis of race, color, religion, age, gender, sexual orientation, or national origin.	Combines portions Section 1 and Section 2 into a consistent subject of "who may be members."