

## USA Cycling Meeting of the Board of Directors Colorado Springs, CO

April 4, 2016 – Day 1

12:13 PM mtn – Nancy Belenke, presiding Secretary called the meeting to order followed by a formal roll call

### Roll Call:

Name	Association	Present
Adam Duvendeck	Track	x
Alex Nieroth, Vice Chairman	At Large	x
Alison Tetrick	PRO-Athlete	<i>x*on phone after formal roll call</i>
Bob Stapleton, Chairman	At Large	x
Brook Watts	Cyclo-cross	x
BA Anderson	BMX	x
David Helfrich	USACDF	<i>x by phone</i>
Dorothy Nichols	MTB	<i>x* arrived after formal roll call</i>
Gina Kavesh	Road	x
Jame Carney	Track- Athlete	x
John Bucksbaum	USACDF	<b>absent</b>
Kristin Klein	At Large	x
Lea Davison	MTB- Athlete	<b>absent</b>
Dean Peterson	Collegiate	x
Matt Barger	USACDF	x
Michael Patterson	USACDF	x
Mike Day	BMX- Athlete	x
Nancy Leon	At Large	x
Sean Petty	PRO	x
Derek Bouchard-Hall - President	CEO	x

Also present for some or all of the meeting - USAC Staff members – Nancy Belenke, Todd Sowl, Frank Krekeler, Joan Hanscom, Shane Garman, Jim Miller and Steve Blank.

Vice Chairman Alex Nieroth motioned for approval of the December 7, 2015 board meeting minutes. Motion was seconded by Nancy Leon. All in favor, passed without objection.

Board secretary Nancy Belenke indicated the need to approve the Finance Committee call minutes from December 1, 2015. Matt Barger motioned to approve those minutes, seconded by Bob Stapleton, approved with a quorum by members of the Finance Committee – Matt Barger, Bob Stapleton & David Helfrich.

Shane Garman conducted the Governance portion of the board meeting to include an election of a Chairman and Vice-Chairman as those position terms are up. Shane asked if any other members were interest in running for either position. Unanimously, vote was held to re-elect Bob Stapleton as Board

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Chairman and Alex Nieroth as Board Vice Chairman. All in favor, passed without objection and both to continue their rolls for another two year term, through the 1<sup>st</sup> board meeting in 2018.

Bob Stapleton, Board Chairman made opening remarks, to include his thoughts on the remarkable progress that has been made within the organization, along with a brief slide presentation outlining victories, setbacks and the direction of USA Cycling going forward.

CEO Derek Bouchard-Hall gave an overview of the overall Agenda and objectives for the next two meeting days. Derek presented his CEO management update to include membership growth & trends, racer days, an update on the data breach; staff organizational chart and budget & resource allocation.

Todd Sowl followed up with Derek's budget discussion with an update on the company's financial performance.

Joan Hanscom presented on behalf of the Event Services department explaining the new department structure, market opportunities, some recent successes and goals moving forward.

Jim Miller gave his presentation on Athletics, to include a discussion and explanation of the results of the Bobby Lea arbitration; an overview on the current selection criteria & selection process; budget update, Road to Rio and the Team Pursuit bike unveil.

Steve Blank, new USACDF ED was introduced by Derek Bouchard-Hall. Steve gave his background of years at Surfrider and a brief overview of his plans moving ahead with the Foundation and donor work.

Motion made by Adam Duvendeck to adjourn, seconded by Gina Kavesh. All in favor, no one opposed, meeting adjourned.

## USAC Board Meeting April 2016

April 5, 2016 – Day 2

8:17 AM mtn – Nancy Belenke, presiding Secretary called the meeting to order followed by a formal roll call

Name	Association	Present
Adam Duvendeck	Track	x
Alex Nieroth, Vice Chairman	At Large	x
Alison Tetrick	PRO-Athlete	<b>Absent day 2</b>
Bob Stapleton, Chairman	At Large	x
Brook Watts	Cyclo-cross	x
BA Anderson	BMX	x
David Helfrich	USACDF	x* <i>appearing by phone</i>
Dorothy Nichols	MTB	x
Gina Kavesch	Road	x
Jame Carney	Track- Athlete	x
John Bucksbaum	USACDF	<b>Absent day 2</b>
Kristin Klein	At Large	x
Lea Davison	MTB- Athlete	<b>Absent day 2</b>
Dean Peterson	Collegiate	x
Matt Barger	USACDF	x
Michael Patterson	USACDF	x
Mike Day	BMX- Athlete	x
Nancy Leon	At Large	x
Sean Petty	PRO	x
Derek Bouchard-Hall - President	CEO	x

Also present for some or all of the meeting - USAC Staff members - Todd Sowl, Joan Hanscom, Nancy Belenke, Shane Garman, Kelly Feilke, Dan Edwards, Steve Blank and Jeffrey Hansen.

Marketing update by Kelly Feilke – explanation of department organization chart; announcement of sponsors; update on new logo launch; social media update; plan to work with the USOC on trials, and Road to Rio marketing focus.

IT update from Dan Edwards – recap of the data breach & upgrade project to include enhanced security measures. Jeffrey Hansen following up with implementation & timeline of the Ecommerce storefront, online registration vendors and website revamp to include integration for LA's.

Shane Garman, legal counsel conducted additional board governance items to include amendments to the USACDF By Laws, indicating the requirement by the main USAC Board for approval of proposed changes and amendments to Article X (now Article XI). Vote was held. Sean Petty motioned to move for approval of Article X as amended, simplifying the procedure going forward for amending bylaws and removal of provision that USAC Board may propose amendments. Alex Nieroth seconded. All in favor, motion to amend Article X as proposed, passed without objection.

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Brief discussion regarding Sport Committees Governance & makeup. Michael Patterson, Governance Committee Chair suggested this specific discussion be added to our next board meeting Agenda – to include revisiting the process of Sport Committee and Board make up and process for elections.

Legal update by Shane Garman. Adam Duvendeck moved to go into Executive Session. Seconded by Jame Carney. All in favor, in Executive Session.

Out of Executive Session, moved by Alex Nieroth, seconded by Sean Petty, all in favor, out of Executive Session.

Derek Bouchard-Hall explained proposed rule book change - Rule 9E1(e) –

**9E1(e):** Anti-doping testing at the conclusion of an attempt is required for the confirmation of national records. For team events, all team members who have set the new record must be tested. The record will be confirmed only on the basis of a certificate issued by the laboratory indicating that the test proved negative.

Sean Petty motioned for approval of Rule 9E1(e), as proposed. Seconded by Alex Nieroth, all in favor, passed without objection.

Other business conducted –

- Jame Carney led discussion about criteriums, officiating and free laps.
- Jame Carney led discussion regarding selection committee process.
- Sean Petty led discussion about BMX and more intergration with USAC
- Group discussions to include a focus on beginner riders; radios and reinstatement fees
- Sean Petty updated the board on his UCI road meeting recently held in Geneva.

Motion made by Alex Nieroth to adjourn, seconded by BA Anderson. All in favor, meeting adjourned.