



USA Cycling Meeting of the Board of Directors

In person, Colorado Springs

April 28, 2022

Nancy Cowan, presiding Secretary called the meeting to order followed by a formal roll call:

Greg Allen	<input checked="" type="checkbox"/> Present
Matt Barger	<input checked="" type="checkbox"/> Present
Mike Cole	<input checked="" type="checkbox"/> Present
Lucia Deng	<input checked="" type="checkbox"/> Present
Maddie Godby	<input checked="" type="checkbox"/> Present
Cari Higgins	<input checked="" type="checkbox"/> Present
Meredith Miller	<input checked="" type="checkbox"/> Present
Alison Tetrack	<input type="checkbox"/> Present – via Zoom

Brendan Quirk, CEO, made introductory remarks to include the day's Agenda, indicating a budget revision will be presented today, and some governance items will also be covered. Brendan encouraged board engagement and questions throughout the meeting.

Matt Barger, Chairman, introduced newest board member Mike Cole who replaces Bob Stapleton on the Board as a Foundation representative; explanation of process for electing Vice Chairman and stated Cari Higgins has expressed interest in the Vice Chairman (Chairwoman) position; and confirmation that no one else applied; Mike Cole made a motion to elect Cari Higgins as Vice Chairwoman, seconded by Greg Allen, all in favor, no one opposed, motion passed, Cari is the new Vice Chairwoman. Matt updated the board on some committee changes – Greg Allen is the new Chairman of the Finance Committee; Lucia Deng is the new Chairwoman of the Nominating & Governance Committee. Matt updated the group on the search process for new At Large open board of director positions; the Finance Committee has reviewed the revised financials; and introduction of Scott Usher who was recently hired to lead the Foundation in fundraising.

Brendan spoke about his first 100 days and his observations with the organization. We're back in business! Grassroots participation numbers look good. Talent ID and Development is back. Team USA looks strong. Some breakthrough deals in sponsorship including value in kind; strongest ever Q1 for Foundation gifts; non-membership revenue is going well; and paying attention to relationship building is paying off with stakeholders, clubs, organizers, local associations which are all proving to be productive.

Most recently we have been building a much better relationship with the UCI. Other observations include the general sense and purpose of the organization, including its mission and management's alignment around its strategy. We are bringing focus back to our core mission of racing with a reboot strategy. Brendan discussed some of the organization's challenges with technology tools and the absence of our CFO who is on medical leave, and an interim CFO who has been taking over the financials for the past six weeks, closing the books for 2021. We are currently working on some more efficient financial processes. Brendan thanked board member Lucia Deng for her work on the at large nomination process and more details on that process will be discussed during the governance section.

Chuck Hodge, Chief of Racing & Events discussed the past two rough years due to Covid, and gave good news about rider days being up compared to 2019; permitting is up by 5%; and stated people are getting back on bikes. Chuck updated the group on some new strategies for events; new American Crit series; creating new and innovative events; exploring re-creation of national caliber MTB series; in talks about offering Gravel National Championships next year; rebuilding the National Road calendar and incentives/team points structure. Initiatives are focused on MTB and rebuilding Collegiate cycling. Other initiatives include hiring a resource manager to focus on enhancing partnerships with event organizers creating a tool kit, incentives, discounts, education, and helping new organizers create safe, fun and sustainable events. Working on better ways to utilize our volunteers and give them better resources. Restructure of Sport Committees and making them advisory groups, revamping that program this summer. Working with PBMA on mechanic online programs and easier access to courses and information.

Erika Lehman, Chief Marketing Officer presented Membership's growth strategy and membership funnel; indicating aggressively marketing the race license to anybody who owns a bike, likes cycling on social media or searches for bikes on Google. Partnering with clubs, teams, event organizers and coaches across the country. Nurturing frequent riders into racers; working with local entities across the country; delivering a positive experience and value to current and prospective racers (to include a better results & rankings system) and create a place for someone to belong. Members need to feel connected to our mission and feel like they are part of the community. Focused on member retention (recognizing loyal members and category upgrade recognition), member acquisition, technology with website (club finder tool), and club connections. The membership/marketing/communications department has been through some staffing changes to include restructuring roles and adding new membership reporting system. Hiring product manager to focus on tech needs. Also hiring a director of marketing & communications. Brief discussion was held with board members around free junior's licenses and price break for collegiate. Also working on pilot programs with testing to find out what the customer actually wants. More story-telling on social media. Revamping beginner racing program, testing them in the market, then rolling out with pilot program partnering with Wolf-pack focused on women and follows the American Crit program. Building bridge programs with NICA and BMX. Year end goals – include membership growth; membership pathways; digital experiences and enhanced perception of membership value.

Jim Miller, Chief of Sport Performance gave an update on elite athletics and explanation of four key initiatives: (1) establish athlete culture, wellbeing & engagement program; (2) provide strong programs for US National Team and development efforts; (3) directly support sport performance fundraising efforts; and (4) achieve World championship medal objectives. For initiative # 1 programs have already been launched focused on education, knowledge and resources under the leadership of Kelsey Erickson. Kelsey gave an overview of some of the programs already launched, programs in process and upcoming programs, all around the national team and support staff culture, to include educational opportunities, resources and mentoring. Better transparency and communications, with monthly calls. Next steps to include opportunities for financial resources; and continue building programs around national team culture and mental health. Jim continued with his vision for sport performance going forward, fundraising

efforts, and medal objectives for Paris & LA, specifically focused on the next 7 years. Discussion around fundraising, and Olympic funding.

Scott Usher, Chief Corporate Development Officer introduced himself as the newest member of the team and gave his background in competitive sports (swimming), Olympian, and the importance of athlete support and money while he was an athlete, and his career background in fundraising. He gave an update on Q1 donor financials and his thoughts on strategic goals moving forward to include bringing stability to the Foundation revenue model, providing reliable funding to support Sports Performance and making the Foundation a source of pride and strength for the organization. Scott gave an overview on his revenue generation strategy that includes ideas around major gifts, annual fund, events, planned gifts, grants and Foundation board of directors; and improvements on processes, database platform and gift agreements. Some staff reorganization – additions to the team are Mari Holden and Jess Cygan. Adding more Foundation events; and better communications including thank you postcards from athletes. Scott also gave an update on Sponsorship YTD 2022 including numbers to date and plan around establishing assets and package values, elevating opportunities to support U23 & Junior development.

Brendan presented the organization's plan of spearheading diversity efforts including internally, grassroots and at the elite level. Working with David Lipscomb, DEI Consultant on programs, one in the works but not ready to go public with it yet. Making great strides with a thorough business plan going forward and grant request. Erika gave a brief overview of plans for the upcoming Harlem event and women's clinic. David is leading the internal employee resource group and facilitating diversity for the candidate pool for recruitment, interviews and screenings. Discussion around USAC's hybrid workplace.

Brendan reminded the board of the December board meeting in Chicago and the discussion around financials, forecast and budget, then gave a brief overview of 2021 actuals vs. December forecast; and 2022 YTD performance. Brendan explained the proposed 2022 revised budget that was already presented to the finance committee last week. Matt Barger, Chairman briefed the board on his thoughts surrounding the revised budget and the reasons behind the requested revisions. Board discussion around prior technology spend. Greg Allen, Finance Committee Chair gave background on last week's finance committee review of the revised budget and the committee's recommendation for board approval. Board member Mike Cole motioned for the approval of the 2022 Revised Budget, seconded by Cari Higgins, all in favor, no one opposed, the revised 2022 Budget as detailed in the presentation and financials provided is approved.

Brendan indicated he will circulate Q1 2022 to the board when numbers are final, and gave a quick update on investment income results. Erika discussed YTD membership performance and there was discussion around license auto renewal. Chuck talked about rider days increase and the need for an on the ground sales force to bring in events. Discussion around insurance products. Shane gave a brief overview of USAC event insurance policies and coverage.

Lucia Deng, Nominating & Governance Committee Chair updated the group on recent board member resignations, and the process for recruiting new members, characteristics, skillsets and background for new At Large candidates. Next steps - go through candidate list, set up interviews, then committee will present nominations/recommendations to the entire board for vote approval.

Shane Garman, General Counsel presented proposed By-law amendments in advance to the board members and asked for any questions or concerns on the amendments, which mainly include compliance changes to conform with USOPC requirements & best practices, and committees. Nominating & Governance Committee recommends these changes and calls for a vote. Greg Allen motioned to approve By-law amendments, seconded by Lucia Deng, all in favor, no one opposed, motion is passed. Shane continued with explanation of committee assignments and athlete representation; and proposed names for

an Ethics Committee, with a brief explanation of the roles and responsibilities for that committee. An Ethics Committee does not exist right now. Best practices moving forward is to appoint a committee with three outside members. Matt Barger as Board Chairman nominates these members to the Ethics Committee: *Brendan Cullen; Daniel Trujillo and Andrea Dvorak*. Greg Allen motioned to approve the three outside individuals to serve on the Ethics Committee, seconded by Meredith Miller, all in favor, no one opposed, motion passed. Brendan and Shane to contact the individuals directly.

Executive Session. Motioned by Greg Allen, seconded by Mike Cole, all in favor, no one opposed, now in Executive Session.

Out of Executive Session. Motion by Greg Allen, seconded by Mike Cole, all in favor, no one opposed, out of Executive Session.

No other business. Greg Allen motioned for an adjournment, seconded by Mike Cole, all in favor, no one opposed, meeting ended.