

USA Cycling Meeting of the Board of Directors

December 11, 2023, Louisville, KY – 9 a.m. mtn time

Formal Roll call by Secretary Nancy Cowan

Greg Allen	<input type="checkbox"/> Present - ABSENT
Chad Blankenship	<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
Spencer Guinn	<input checked="" type="checkbox"/> Present
Dereka Hendon	<input checked="" type="checkbox"/> Present
Cari Higgins	<input checked="" type="checkbox"/> Present
Meredith Miller	<input checked="" type="checkbox"/> Present
Mel Strong	<input type="checkbox"/> Present - ABSENT
Alison Tetrick	<input checked="" type="checkbox"/> Present

Secretary Nancy Cowan stated that the Minutes from the September 6, 2023 board meeting were approved by email and have been posted on the company website. All Board member disclosure and conflict of interest documents have been collected, were reviewed by general counsel, and have now been sent to the Ethics Committee for review.

Cari Higgins, Board Chairwoman called the meeting to order, introduced newest board member Spencer Guinn in person, and thanked board members for their passion and involvement in several issues throughout the year including the work with the transgender participation policy. Cari promised transparency amongst the board, and more communication going forward. Conversation about governance and board member term limits, and a vote will be held today for two members whose terms are expiring. Clarification from general counsel Shane Garman on the election process for athlete representatives serving on the board for four-year terms.

Brendan Quirk, CEO, gave a reflection on the 2023-year, stating the grassroots business model needs to evolve, and how we think about fundraising going forward. Brendan stressed the importance of the USOPC relationship and gave a quick recap on sport performance highlights and funding. Paracycling will be a topic to consider in the future for the organization and discussions will continue with the USOPC. A huge objective this year is Foundation fundraising going into an Olympic year, and looking forward to LA28, as well as a focus around sponsorship. Brendan discussed the proposed 2024 budget that will be brought to a vote in today's meeting. Discussion on athlete health insurance. Investments in Track and BMX, with some projects in discussion. Growth in grassroots is in gravel, good reviews came in on our first Gravel National Championship. Collegiate is another focus and priority. Update on UCI Management Committee elections 2025. A quick tribute to those that were killed on bicycles in 2023, honoring Magnus, Jake and Zoey. National Events has signed on with Medalist Sports to operate national championships and relationships continue with Tulsa and Bentonville, as well as other communities. And finally, a conversation about the challenges on insurance renewals.

Cara Miller, CFO presented financials, including year-end forecast. Cara described variances in the 2023 actuals vs 2023 budget, including timing on grants and foundation money. Cara gave an overview of the proposed 2024 budget that was presented to the Finance Committee, and their recommendation to move to a new fiscal year – July 1, 2024 to June 30, 2025, with a six month budget presented today that goes from Jan 1 – June 30, 2024. Cara explained line items including insurance reserves, budget risks and grant timing. Explanation and discussion on P & L vs. cash. Cara gave an update on where the organization will end year end, and update on investment income.

Erika Lehman, CMO, gave an update on how core membership products performed in 2023, lessons learned, 2024 approach including pricing, and the business innovation group. Spot insurance significantly increased their premium which affects the membership plus product. Race products will remain steady with pricing, focused on membership retention. Update on race sanctioning and permitting model. Update on paid social results and ad spend as well as new marketing campaigns. The Business Innovation Group started out as an internal group, but will expand to include outside advisory members, and a brief will be provided to the board on the recent results, findings and innovations moving forward, including new business model. Discussion around Zwift and E-Sports, 6-8 race series in partnership with Echelon.

Cari Higgins, Chairwoman, motioned for the Board's acceptance of moving to a new fiscal budget year that will run from July 1 – June 30th the following year. Board member Mike Cole seconded, all in favor, no one opposed, new fiscal change approved.

Cari Higgins, Chairwoman motioned for the approval of the proposed Six-Month 2024 budget, Ali Tetrick seconded. All in favor, no one opposed, six-month budget approved (from Jan 1, 2024 – June 30, 2024). Discussion around the timing of presenting a year budget, or another 6 month budget, board will be updated on the timing.

Suzy Sanchez, Senior Manager of Community Programs/DEI spoke on the subject of inclusivity, and statistics on diversity in the US. Suzy described current programs and initiatives, and opportunities for diverse representation including *Search for Speed* (recognized by the USOPC as a top 3 NGB diversity program). Suzy laid out goals for 2024, focusing on scholarship opportunities, diverse talent pipeline program, internal staff teachings, partnership programs, and working on a multi-language website. Rolling out membership demographic survey and Race Director training around transgender participation.

Jim Miller, Chief of Sport Performance, gave a recap on the success of the development athletes at the Pan American Games. Update on other successes in all disciplines throughout 2023. Update on staffing changes and new coaching hires. All development programs are back up and running. Success of Search for Speed program, 2300 tests, 12-person integration team attending camps, and gratitude for the Rapha grant. Selection Criteria process reform. Innovation technology program thanks to a USOPC grant, and progress with data analytics. Brief discussion around coaching development.

Nick Paglia, Digital Project Manager gave a recap on technology and direction we are moving in, improvements on website and sharing data with clubs, teams, race directors. Focus areas

include a better experience buying a license, simplifying process. Improvements in Customer Service Process, Zen Desk. Working on results & rankings product. Retaining Sport-80 external platform, that is NGB focused.

Scott Usher, Chief Business Development/Foundation updated the board on Foundation fundraising to date, and description of upcoming donor events in 2024. Scott also gave an update on sponsorship, 19 current partners, with other opportunities currently in talks, and bringing on Aggregate Sports to help scout out future sponsor and partnership opportunities. Also in the process of hiring an internal sponsorship manager.

Shane Garman, General Counsel led the Governance portion of the meeting giving an update on the status of the USOPC compliance audit which is now in the reporting phase. SafeSport Audit was conducted at Madison Track in Detroit. Two board directors, Melanie Strong and Lucia Deng have expired terms and are up for re-election. Lucia Deng, Nominating & Committee Chair is working with Shane on better processes moving forward to include evaluations, and a more formal & thoughtful election process. Melanie was not present at the meeting due to a scheduling conflict but the board discussed her background and experience as an asset to the board; Lucia Deng motioned to reappoint Melanie Strong to the board to serve a two-year term, seconded by Cari Higgins, all in favor, no one opposed, Melanie Strong was re-appointed. Lucia Deng stepped out of the room so the remaining board could discuss her nomination. After an open discussion and with full support and praise from the members, it was recommended Lucia serve for another two-year term. Cari Higgins motioned to re-appoint Lucia Deng to the board, seconded by Dereka Hendon, all in favor, no one opposed, Lucia Deng was re-appointed. Both Melanie and Lucia will serve through November 30, 2025.

[Motion to move into Executive Session by Cari Higgins, seconded by Mike Cole, all in favor, no one opposed, approved and in Executive Session.]

[Motion to move out of Executive Session by Ali Tetrick, seconded by Mike Cole, all in favor, no one opposed, out of Executive Session.]

No other business to conduct. Motion to adjourn by Mike Cole, seconded by Ali Tetrick, all in favor, no one opposed, meeting adjourned.