

USA Cycling Meeting of the Board of Directors December 13, 2018 – Colorado Springs, CO

8:00 a.m. mtn

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

BA Anderson	<input checked="" type="checkbox"/> Present by phone
Matt Barger	<input checked="" type="checkbox"/> Present
Derek Bouchard-Hall	<input checked="" type="checkbox"/> Present
Erica Clevenger	<input checked="" type="checkbox"/> Present
Stephen Ettinger	<input checked="" type="checkbox"/> Present by phone
Beth Hernandez	<input checked="" type="checkbox"/> Present
Gina Kavesh	<input checked="" type="checkbox"/> Present
Kristin Klein	<input checked="" type="checkbox"/> Present
Andy Lakatos	<input checked="" type="checkbox"/> Present
Nancy Leon	<input checked="" type="checkbox"/> Present
Alex Nieroth	<input checked="" type="checkbox"/> Present
Rafi Ortiz	<input checked="" type="checkbox"/> Present
Michael Patterson	<input checked="" type="checkbox"/> Present
Sean Petty	<input checked="" type="checkbox"/> Present
Bob Saffell	<input type="checkbox"/> Present, ABSENT
Bob Stapleton	<input checked="" type="checkbox"/> Present
Alison Tetrick	<input checked="" type="checkbox"/> Present by phone
Arielle Verhaaren	<input checked="" type="checkbox"/> Present
Julia Violich	<input checked="" type="checkbox"/> Present by phone
Brook Watts	<input checked="" type="checkbox"/> Present by phone

USAC staff present: Jon Whiteman, Shane Garman, Kim Gerra, Fuad Hamza, Chuck Hodge, Todd Sowl, Jeffrey Hansen and Scott Schnitzspahn. Advisory Board member Robin Thurston also present.

Bob Stapleton introduced the newest members of the board: Erica Clevenger (Collegiate representative), Bob Saffell (Mountain Bike representative), and Julia Violich (Foundation representative).

Board Vice Chairman Alex Nieroth motioned for the approval of the June 23, 2018 board minutes. Motion was seconded by Board Member Nancy Leon. All in favor, no one opposed, meeting minutes approved.

Nominating & Governance Committee Chairman Michael Patterson discussed the appropriate process for capturing minutes. Michael explained the duty and guidelines of a Board member.

The Nominating & Governance Committee recommended nominating Robin Thurston to become the first non-voting board member in an “advisory” position. Michael Patterson motioned for the approval of this nomination, seconded by Alex Nieroth, all in favor, no one opposed, motion approved.

The Nominating & Governance Committee recommended extending term limits for Michael Patterson and Alex Nieroth so they each may serve a fifth term on the Board provided that Michael Patterson had been provisionally elected by the USAC Foundation pending USAC Board approval of his term limit extension and that Alex Nieroth would still need to be elected to

such a fifth term by the USAC Board. Sean Petty motioned for approval of the extension, seconded by Nancy Leon, all in favor, no one opposed, term limits extended for Michael Patterson and Alex Nieroth.

The Nominating & Governance Committee recommended the Board elect Alex Nieroth to a fifth term and Kristin Klein to a third term on the board. Michael Patterson motioned for the re-election of Alex and Kristin to each serve another term. Seconded by Gina Kavesh. All in favor, no one opposed, motion approved.

The Nominating & Governance Committee proposed the re-election of Bob Stapleton as Chairman, and Alex Nieroth as Vice Chairman. Michael motioned for approval of the re-election, Kristin Klein seconded, all in favor, no one opposed, Bob Stapleton and Alex Nieroth to serve as Chairman and Vice-Chairman of the USAC Board until December 2019.

The Nominating & Governance Committee proposed the following committee assignments:

Executive:

Bob Stapleton (Chair), Michael Patterson, Matt Barger, Alison Tetrick, Alex Nieroth

Finance, Audit & Compensation:

Matt Barger (Chair), Rafi Ortiz, Stephen Ettinger, Bob Stapleton, Kristin Klein

Nominating & Governance:

Michael Patterson (Chair), Alex Nieroth, Sean Petty, Nancy Leon & Arielle Verhaaren

Marketing Ad Hoc:

Alex Nieroth (Chair), Nancy Leon, Gina Kavesh, Rafi Ortiz, Sean Petty, Alison Tetrick

Michael motioned for approval of these updated committee assignments. Seconded by Alex Nieroth, all in favor, no one opposed, assignments as proposed approved.

Michael explained to the board the responsibility of the Governance Committee to oversee what USAC is doing to comply with SafeSport requirements. Jon Whiteman gave a brief history of SafeSport, an update on 2018-19 Law & Policy changes and the potential policy impacts, a summary of reporting estimates and an overview of the Ropes & Gray report. Jon also indicated that the U.S. Center for SafeSport now mandates that all NGB Board members take online SafeSport training. Jon also updated the Board on what USAC is doing to tackle prevention, and further training of its membership.

The board moved into Executive Session to discuss the confidential topic of the CEO Search.

Update on IT from Kim Gerra to include a timeline and cost summary of the IT project. She indicated a better plan a/k/a “the box” to create certainty and ensure completion in 2019. The box is designed to contain significant USAC financial investment and cost overruns. Items were

taken off of CCN's plate and we instituted penalties to hold CCN accountable. Outside the box items will be developed by a third party or we will use products that already exist. Jeffrey Hansen gave a description of what items are in the box, and those out of the box. Jeffrey gave an update on functionality and features. Website & mobile update - remainder of 2018 is focused on usability, event searches and navigation. We will see fewer enhancements in 2019 and will focus mainly on maintenance and small tweaks. Derek Bouchard-Hall gave a review and summary of key elements & contract terms with CCN and indicated getting close to signing contract.

Elite Athletics update – Scott Schnitzspahn gave an overview of Tokyo 2020 and its high performance plan. Newest organizational changes - Jeff Pierce hired for Road/Track HPP. Scott gave an update on the Tokyo 2020 Athlete Selection process indicating we will have clear and timely selection information posted on Website. There is a list of selection committee persons on the website. Other updates – BMX Freestyle Park Project in Chula Vista – it will be a “game changer”, and there is a 50-50 cost share with the USAC Foundation and the USOC. Targeting February 1st for athlete training at the new facility.

Chuck Hodge for Racing & Events update. Chuck gave an overview of the key 2019 regulations, and indicated no major changes, with focus on clarification and movement to policy (see attached Regulations). Alex Nieroth motioned for approval of the 2019 Regulation Changes, Sean Petty seconded, all in favor, no one opposed, 2019 Regulation changes approved. Chuck updated the board on 2019 moves to improve safety and operation, and overview of safety initiatives. Update on key parts of a NICA Agreement with USAC. Chuck discussed Off Road challenges and MTB opportunities going forward. Creation of a “tool kit” to bring events to USAC.

Fuad Hamza gave an update from the Sports Development team. Statistics on Race license 2018 results, 2019 priorities & key initiatives, update on Enthusiasts membership 2018 results and also enthusiast initiatives. Auto renewal working really well. Launching new Membership offer – Basic, Silver and Gold. Sponsorship news/update, and a new approach. Overview of 2018 deals, and 2019 focus, including key renewals in progress.

As a thank you to Derek Bouchard-Hall, outgoing CEO – the board presented him with a gift thanking him for his service.

Todd Sowl updated the board on the 2018 forecast and 2019 budget. Todd explained major operating variances between the 2018 forecast and 2018 budget. Explanation of 2019 Budget which has been reviewed by the Finance Committee and was distributed to the entire board in advance of the board meeting. Overview of the budget process and key assumptions for 2019. Rafi Ortiz motioned for the approval of the 2019 budget as proposed, seconded by Sean Petty, all in favor, no one opposed, 2019 proposed budget approved.

The Board moved into Executive Session for a legal update presented by Shane Garman.

Alex Nieroth motioned to adjourn, seconded by Bob Stapleton, all in favor, no one opposed, meeting is adjourned.