United States Association of Blind Athletes
Board Meeting Minutes
Crowne Plaza Hotel, Colorado Springs, Colorado
December 2-3, 2011 at 9:30PM MDT

I. Call to Order: Meeting was called to order at 9:35am MDT

II. Roll Call: Present: Dave Bushland, Tracie Foster, Elizabeth O’Brien, Oral Miller, Dr. Michael Bina, Dr. Lauren Lieberman, Chris Jordan, Gary Remensnyder, Trischa Zorn-Hudson (phone), Dave Reiff, Jim Mastro

Absent: Kevin Szott, Tom Parrigin, Bill Ramsay

Staff: Mark Lucas, Ryan Ortiz, Sara Palizzi (intern)

Strategic Governance Consultant: Rose Snyder of Rose Snyder Consulting

III. President’s Welcome, Comments and Review of the Agenda: Foster

Vice-President Tracie Foster presided over the meeting in the absence of the Chair Kevin Szott who welcomed the board and reviewed the agenda.

IV. Strategic Governance: Rose Snyder Consulting

Rose Snyder presented her consulting background and experience. Rose provided an overview of board governance and best practices and the use of rules and procedures on how to develop a fully engaged Board (refer to power point presentation).

Rose facilitated the board’s participation in an ice breaker activity on how to determine personality traits. The purpose of the activity is to determine each of our personality’s in order to more effectively work and communicate with one another and as a team. This activity taught the board and staff for example, how to be more specific when writing emails and to be more efficient during phone calls as we know one another’s personality trait.

Rose suggested to the board that the USABA Manual should include one page with each board member’s skills and talents.

Rose discussed the vision and mission of USABA and she highly recommended to the group that in order to be an effective board, we must take our constituent hat off in order to make sound decisions on behalf of our stakeholders.

Rose reviewed each of the individual surveys that the BOD's participated in prior to our board meeting which included the following topics: stakeholders, strengths, trends, and weakness.

Rose recommended the Board read “Governance of Leadership” by Richard Chase which discusses relevant such topics as fiduciary duties which includes stewardship, making decisions on the budget, hiring and evaluating the CEO of an organization, strategic planning.
Rose asked following rhetorical questions, “What will USABA will look like in twenty years? And what would USABA do if the organization received a million dollar donation tomorrow?”

Rose provided an overview of the legal duties and responsibilities of a board which include:

**Duty of Care**, often defined as the amount of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

**Duty of Loyalty**, which requires a board member to keep the best interests of the organization in mind at all times when making decisions on the behalf of the organization. Each Board member should sign a Conflict of Interest form. This eliminates personal interests and works on the interests of USABA.

**Duty of Obedience**, a duty that, requires board members be faithful to the organization's mission. Compliance rests with the board of directors and obey, understand and comply and follow bylaws.

**Careful Oversight**- Legal oversight of finances, ensure financial resources are available; the strategic plan, mission and vision, Executive Director, Bylaws, policies and the board itself.

**Duty of Transparency**- The board’s and staff have a duty is to create trust in the system. We do this by making and following good bylaws and policies putting our members first. Rose suggested we put the USABA’s 990 Form on our website as well as provide the 990 to board members when they join the board.

V. Approval of September 29, 2011 Phone Conference Minutes:

Motion to approve the minutes made by Reiff, seconded by Mastro. There being no objections, the minutes APPROVED unanimously by the board.

VI. 2011 Annual Executive Director’s Report: Lucas

Lucas reviewed with the Board USABA's 2007-2017 Strategic Plan. He expressed to the Board that USABA has been working on continuing to develop the infrastructure of the organization such as finding the additional resources to add staff, updating and improving the data base management system, and redesigning the website which includes the ability to make on-line membership and gift donations.

Lucas shared that as part of our marketing plan, staff is sending out to all our constituents a weekly “news and notes”. He shared that in September, USABA officially moved into the Olympic Sport House, which is owned by the U.S. Olympic Committee and houses six additional National Governing Bodies.

USABA had occupied space at the Colorado School for the Deaf and the Blind since 1988. Zorn-Hudson and Bushland had the opportunity to tour the new office space in September while attending the U.S. Olympic/Paralympic Assembly in Colorado Springs. Both individuals shared the move into this professional setting will “raise the bar” for the organization. The new office space will cost approximately $6,000 per year for rent, which includes utilities. Since USABA paid no rent at CSDB, a line item will need to be figured into the annual budget. The term of the lease runs from September 1, 2011 through August 31, 2016 at which time the contract will need to be renewed. Lucas explained that USABA now has the office space to add staff.

Lucas continued his report by discussing the $150,000 grant awarded from the WellPoint Foundation and he thanked Tracie Foster for her efforts to make this grant possible. The National Fitness Challenge initiative is to reduce the obesity rate of more than 750 children in the U.S. Through this grant, USABA
has currently partnered with 20 agencies across the United States who serve children and youth who are blind/visually impaired. The program runs until June, 2012 at which time each of the 20 participating agencies will have the opportunity to select their top boy and girl student-athletes and a coach to travel to Colorado Springs to participate in a USABA National Sports Education Camp.

Lucas shared with the Board that USABA hosted the IBSA 2011 World Youth Championships attended by 19 countries and two hundred youth who are blind and visually impaired. Lucas also informed the Board that at the 2011 Para Pan Games held in Guadalajara, Mexico the Women's Goalball team won gold and qualified for the 2012 London Paralympic Games, whereas, the Men's Goalball team won silver and did not qualify for the London Games. Lucas informed the board that he and staff are having discussion with U.S. Paralympics and the USOC legal department about filing a formal protest to the IPC regarding a participating nation not complying with the IPC/IBSA Nationality policy.

Lucas concluded his report by stating that USABA continues to partner with several national organizations such as the National Industries for the Blind promoting employment opportunities.

VI. Committee Reports:

a. **Nominating Committee Report (Foster):**

Foster reported that there are three individual board members whose terms expire this year which include seats held by Bill Ramsay, Elizabeth O’Brien and Trischa Zorn. O’Brien and Ramsey announced that they will not run for another term. Zorn-Hudson stated that she will run again for a Board position. Foster informed the board that in addition to Trischa Zorn-Hudson, there are three additional candidates that are interested in running for the board; Marla Runyan, Beth Scott, and Michael Elliott. In November, Foster emailed the each of the candidate’s letters of intent and resumes.

b. **Finance Committee Report (Bushland & Jordan):**

Bushland presented the 2011 YTD and projected end of year budget. Bushland presented a proposed the 2012 Budget requested we table for approval until the January 2012 board tele-conference call conference; Jordan also reviewed the investment portfolio.

2011 Financial Projection:

<table>
<thead>
<tr>
<th>Revenue Line Item</th>
<th>2011 Budget</th>
<th>Projected Budget</th>
<th>Index to Plan</th>
</tr>
</thead>
<tbody>
<tr>
<td>USOC</td>
<td>$458,000</td>
<td>$418,000</td>
<td>91%</td>
</tr>
<tr>
<td>Corporate/Foundation</td>
<td>$145,000</td>
<td>$182,720</td>
<td>126%</td>
</tr>
<tr>
<td>Donations/Events</td>
<td>$386,000</td>
<td>$326,726</td>
<td>85%</td>
</tr>
<tr>
<td>Membership/Misc.</td>
<td>$62,000</td>
<td>$45,000</td>
<td>73%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1,051,000</strong></td>
<td><strong>$972,446</strong></td>
<td><strong>92%</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Expense Line Item</th>
<th>2011 Budget</th>
<th>Projected Budget</th>
<th>Index to Plan</th>
</tr>
</thead>
<tbody>
<tr>
<td>Competitions</td>
<td>$749,500</td>
<td>$657,770</td>
<td>88%</td>
</tr>
<tr>
<td>Member Services</td>
<td>$164,500</td>
<td>$157,620</td>
<td>96%</td>
</tr>
<tr>
<td>Administration</td>
<td>$114,500</td>
<td>$105,110</td>
<td>92%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$1,028,500</strong></td>
<td><strong>$920,500</strong></td>
<td><strong>89%</strong></td>
</tr>
</tbody>
</table>

Net without investment income: $22,500 to $51,946 230%
**Investments**

Olympic Foundation Value

- Jan 1: $88,337
- March 1: $2,500 addition
- May 1: $2,500 addition
- Sept 1: $2,500 addition
- Nov 1: $151,789 addition of Morningstar Funds

- Nov. 1: $247,080

Current QTR Return: 7.17%
YTD Return: -.32%

<table>
<thead>
<tr>
<th>Morningstar Value</th>
<th>Jan 1</th>
<th>$159,115</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>Sept 30</td>
<td>$146,141</td>
</tr>
<tr>
<td>Value</td>
<td>Oct 17</td>
<td>$151,789</td>
</tr>
</tbody>
</table>

2011 Return: -4.8%

c. **Disciplinary Committee: Zorn-Hudson**

No Report

d. **Youth Development Ad-Hoc Committee: Lieberman**

Lieberman informed the Board that USABA will play a key role in enhancing the National Association of Parents of Children of the Blind and Visually Impaired (NAPVI) conference to be held; July 26-29, 2012 in Boston. Bina and Lieberman both serve on a conference planning committee.

Lieberman announced to the Board that the National Physical Educational Conference will be in Boston, Massachusetts at The Perkins School for the Blind in March, 2012 and that she and several of her physical education colleagues will have key leadership roles at this conference in promoting sports for the visually impaired and USABA.

e. **Development Committee: O’Brien**

O’Brien challenged the Board to mark an end of the year gift to get USABA to meet the one million dollar mark as we need to raise an additional projected $28,000 to meet the goal. O’Brien pledged $5,000 gift and asked the board to increase their pledge and ask their family, friends and business colleagues to pledge a year end gift to USABA.

Adjourn 5:35pm MST

**Saturday, December 3**

Reconvene at 8:45AM MST at USABA Offices

VII. **Strategic Think Tank:** Rose Snyder continued to lead the board and staff members through board governance and best practices, the use of rules and procedures with strategic planning. Snyder reviewed the “rules of engagement” with the Board and provided a hand-out. She recommended that
the Chair, Secretary and Executive Director have the agenda out to the full board seven to ten days prior to the meeting. She further recommended that we have time allotments for each issue/topic on agenda which will allow us to be more efficiently during the meetings.

Foster made a motion to accept the “rules of engagement” and Bina seconded the motion. Motion unanimously passed; 10-1.

Lucas provided an overview of the 2007-2017 Strategic Plan in particular where we started from, where we are today and where he believes we are going. Lucas instructed to provide board a copy the updated draft of the plan which he worked on.

Miller suggested to Lucas that he keep in the storage area at the new office copies of the Bylaws, board orientation materials etc. to distribute to new Board members/USABA members.

**Bylaw recommendations: Remensnyder**

On September 29, Remensnyder emailed two proposed language changes to our current Bylaws which include: Article IV, Section 6 and Section 13. His rationale for the proposed amendments are to provide more options to current Board Members in the election process, to ensure a consistent candidate review process and to ultimately increase the quality and effectiveness of our Board election procedures.

Remensnyder shared with the Board that the proposed changes are minor in nature; however, the changes would provide the Board members the opportunity to decline on selecting candidates who do not meet our current board needs as opposed to being forced to elect a candidate simply because they were the only candidates on the ballot. Remensnyder also stated that the proposed changes ensure all candidates are processed and vetted through the due diligence by the Nominating Committee and that all candidates would be treated equally by going through this process.

Discussion occurred about minor wordsmith of the next proposed bylaw amendment. A motion was made to accept the proposed bylaw amendment with changes and passed 9-2. The new bylaw reads as follows:

The new bylaw reads as follows:

**Section 6 revisions:** When there are more than two (2) candidates nominated for an officer position and no one receives a majority of votes, a run-off election shall be held. The names of the individuals receiving the two greatest numbers of the votes will appear on another ballot and this process shall be repeated until an individual receives a majority of the votes cast. When candidates are nominated for a Board of Directors position, an election will be held. A nominated candidate must receive a majority of the votes cast to be elected to the Board. If a board member believes there is not a viable candidate to elect to the board, board members have the right to abstain their vote during the election. Board candidates will still require a majority of the votes cast, inclusive of abstained votes, to be elected to the board. If after one round of voting, a candidate does not obtain the majority of votes, a motion will be required for discussion of candidates and a second round of voting. If the motion does not pass for discussion and second round of voting, the Board seat will remain open until the next board meeting. If after the second round of voting, a candidate does not obtain the majority of votes, including any abstained votes, the Board seat will remain open until the next board meeting.
Discussion occurred about minor wordsmith of the next proposed bylaw amendment. A motion was made to accept the proposed bylaw amendment with changes and passed 9-2. The new bylaw reads as follows:

Section 13 revisions: All candidates for nomination must be submitted to the Nominating Committee at least 60 days in advance of the election for consideration. Candidates for election to the Board of Directors shall be placed in nomination by the Nominating Committee. All vetted and recommended candidates must be presented to the BOD 30 days prior to the election for consideration.

This proposed change simply ensures that all candidates are processed through the due diligence afforded by the Nominating Committee and that all candidates are treated equally by going through this process.

Bushland made a Motion to defer the elections of the Board Members for thirty (30) days or until the special phone conference in January to approve the 2012 Budget. Foster called the Motion. Remensnyder Seconded the Motion. Motion DID NOT PASS.

VIII. Elections:
Foster
Lucas presented O'Brien with a plaque for her dedication and service to USABA and the Board. Ramsey was not in attendance, but will receive the same plaque for his service.

Foster reviewed with the Board that there are three Board positions open and four candidates put forward are Marla Runyan, Beth Scott, Michael Elliot, and Trischa Zorn-Hudson. The Board voted on paper and Elliot and Zorn-Hudson each received a majority of votes. Miller made a motion to have a second round of voting to fill the third Board seat. Mastro seconded. Motion DID NOT PASS. The next possible time for the third Board position to be filled is at the next scheduled board meeting.

IX. Standing Committees:
Foster and board reviewed current committees.

Strategic Direction - Bina suggested that the scope and work to include keep plan “dust free.” Board will need to creation of a bylaws ad hoc committee which establishes committee job description and determine if bylaw amendment is necessary.

Bushland makes a motion to create a Strategic Direction Ad Hoc Committee. O’Brien second and the motion is passed. Foster appoints Remensnyder as the chair. Other board members also volunteering to sit on this committee include Foster, Lieberman and Bushland.

Discussion took place to form a Bylaws taskforce. Bushland makes a motion to create By Laws Ad Hoc Committee. O’Brien seconds the motion. Motion passed. Foster appoints Bina as the chair.

Governance Committee - Foster will remain as chair. Scope of committee to be expanded and determined by Bylaws Ad Hoc committee including changing name to Governance & Nominating Committee. Mastro, Remensnyder, Bushland currently serve on committee.

Finance Committee - Bushland remains as Chair, Bylaws Ad Hoc Committee to explore changing name to Finance & Audit committee. Bushland and Ortiz to create committee job description. Reiff appointed to committee. Reiff agreed to update board manual.
Development/Fundraising Committee - Foster appoints Bina as chair. Bushland and Jordan to serve on committee.

Sports Technical Committee - Mastro states that the roles of this committee are a function of the staff. Mastro makes a motion to abolish the Sports Technical committee. Lieberman seconds. Board decides to table vote until next board meeting.

Judiciary Committee - Bushland makes motion to table abolishment of committee until next board meeting. Seconded by Mastro. Motion passes to table to next board meeting. Lucas to follow-up with Zorn-Hudson on whether or not Judiciary committee should be a standing or ad hoc committee.

Discussion took place regarding formation of a Youth Development Ad Hoc Committee. Miller makes motion to approve. O’Brien seconds. Motion passed. Foster appoints Lieberman as chair.

Lieberman provides board information on Youth Development. Board instructs Lieberman to present prioritized budget and present at next board meeting.

X. **Next Board meeting:** The next board meeting is a teleconference call schedule for January 16 at 7:30pm Eastern Time.

XI. **Adjournment:** Bushland made motion to adjourn. Seconded by Lieberman. Adjourned at 2:45pm MST