



United States Association of Blind Athletes Board of Director's Meeting Minutes

Date: November 30, 2020

Present on the video conference call were board members Mark Ackermann, Gary Remensnyder, Amy Wasson, Skye Arthur-banning, Jennifer Demby, Matt Simpson, Calahan Young, Brian Eaton, David Cohen, and Eve Wright Taylor. USABA and USOPC staff present were Molly Quinn, Kevin Brousard and David Patterson (USOPC staff).

The meeting was called to order at 5:02 pm Mountain Time by Chair Mark Ackermann.

Motion made to pass the board meeting minutes from October 29, 2020, which were sent to the board prior to the meeting. Motion seconded. Motion passes.

Mark reminded the board to sign the conflict of interest form as part of their board onboarding. Before each meeting agenda commences, there will be a call to ask any board members to report conflicts of interests for that meeting's agenda, and to recuse themselves from discussions and voting in the conflicted segment. No conflicts were mentioned by board members regarding the meeting agenda for November 30, 2020.

David Patterson from the USOPC governance institute joined the meeting to provide the board part one of a two-part presentation. The online governance hub complements the presentation he will be reviewing. The main duties of the board rest in compliance and 'big picture' organizational direction. For performance compliance, USABA reports to IBSA, USOPC and indirectly to the IPC. For operational compliance, USABA reports to USADA, Safesport Center, members, IRS, and the State of Colorado. As a member organization of the USOPC, USABA adheres to the USOPC bylaws and the USOPC audit standards. Board has the duty to maintain legal requirements, such as oversight for 501c3 tax exempt status and earning public trust for the public benefit. To not only do good, but to do so in the right manner. The board has a duty of care, and to do no harm. Duty of loyalty and obedience is vital, as the board should speak publicly with one voice and to strictly follow the bylaws. David recommended that each board member take a few minutes at a later time to ask themselves the question of what conditions it will take for them to resign from the board.

Key success factors for board include oversight for governance and ensuring ethical and legal standards. Operational success is determining the direction of the organization and following the financials to make sure they are in alignment with the direction. The board evaluates it's one employee, the Chief Executive Officer.

The CEO is the only person who works with both staff and the board. Benefits and impact to members is the ultimate goal for both staff and the board. The board will determine what organizational reports and update they want from the CEO. The board Chair will lead the meetings, coordinates the CEO relationship and typically serves as the board spokesperson. The CEO will lead staff, develop strategic plan, and lead on international relations.



David overviewed board's responsibility to address any conflicts of interest, which can be pecuniary, personal, or perceived. Pecuniary relates to a conflict that provides a financial gain or loss that is tangible. Personal conflicts are not tangible but can alter decisions based off of relationships with the party/decision at hand. Perceived conflicts arise when loose connections can be made to the individual and the decision-making process, whether these connections are tangible or not. Board members should disclose conflicts actively and when they are unsure if it is a conflict.

Gary mentioned that the services from the USOPC and David is new to USABA and it will be beneficial moving forward.

The formation of board committees was the next item on the agenda. Committee members being named during the meeting will be on their respective committees for the remainder of 2020 and the entirety of 2021.

For the Audit and Finance Committee, the treasurer (Gary) serves as chair, and there must be 20 percent athlete representation. The committee reviews quarterly and annual budgets, recommends auditor, and works on financial controls. The committee will be composed of Gary Remensnyder (chair), Calahan Young (athlete representative) and Eve Wright Taylor.

The Ethics Committee has three members, must be chaired by a board member and have 20 percent athlete representation. The committee members are Eve Wright Taylor (chair), Matt Simpson (athlete representative) and Cathy Sellers.

The Judicial Committee was named by the previous board and will stay intact. The committee must have 20 percent athlete representation and no board members. The committee receives administrative grievances, names hearing panels and renders decisions. The committee members are Brian Darcy (chair), Jen Armbruster (athlete representative) and Kathy Beaver.

The Nominating and Governance Committee is made up of one non-board member selected by the previous NGC, one person independent of the board and one athlete representative. The committee recommends committee members and produces election procedures. The committee members are Tracie Foster (selected by previous NGC), Paul Ponchilla (independent) and Tyler Merren (athlete representative).

Two notable ad-hoc committees that need to be established are the bylaw revision committee and the Paralympic training site committee.

Treasurer Gary Remensnyder presented the 2020 budget forecast and 2021 budget. The approved 2020 revenue and expense budget was \$1.3 million, much of which was driven by events and programs. In total, 2020 revenue projections are forecasted to be down by \$500k. \$330k of the \$500k was a revenue loss/miss, and the remainder was due to unforeseen revenue timing/accounting errors determined by outside auditors. Staff mitigated budgeted expenses by \$370k. The previous board decided to make several unbudgeted investments in the organization surrounding the CEO and board search, and unbudgeted executive compensation. Altogether, there were approximately \$200k in unbudgeted expenses incurred in 2020 for organizational investment. USABA secured a Payroll



Protection Program (PPP) loan, which will likely be forgiven, and an Economic Injury and Disaster Loan (EIDL). Both of these loans, secured from the Small Business Administration, currently sit in the liabilities section of the balance sheet. These loans have provided the organization with the cashflow to not have the need to pull funds from the endowment.

The 2021 revenue budget is projected to be \$1.33 million, and takes into account that in-person programming may be limited in Q1 and Q2 of 2021 due to the COVID-19 pandemic. The increased revenue is due to projected increase in grant and contribution funds. The 2021 budget accounts for a small deficit to make incremental investments in the staffing of the organization for long term growth.

Motion is made to accept the budget as presented. Motion is seconded. Motion is approved.

CEO Molly Quinn provided her CEO & staff report, starting with the news that USABA has undergone a transition to a new accounting services firm and is in the process of changing membership databases as well. The goalball resident program is back to training, and the coaching staff is investing in analytics software for better competition analysis. Fundraising for the Breakfast with Champions event exceeded 2019 revenue, and USABA has invested in platforms to host successful virtual events like this again in the future. USABA is finishing the year on a strong note for revenue with incoming grant revenue in Q3 and Q4. Giving Tuesday is nearing with a goal of raising \$7,500. Although the in-person annual USABA Marathon event was cancelled, over 160 participants will be attending the first-ever virtual National Blind Running Unity Day next weekend. The end of year donor appeal will be going out soon, and staff will be making calls to donors in December.

Mark concluded the meeting by thanking the staff for their hard work and shared that he believes each board member has a philanthropic duty, no matter how big or small. This may be through a direct donation, reaching out to their network, and to give what they can.

Motion made to adjourn the meeting. Motion is seconded. Motion is approved. Meeting adjourned at 6:39 pm Mountain Time.