



**USA Ultimate Board of Directors
In-Person Meeting
February 20-21, 2016
USA Ultimate Headquarters
5825 Delmonico Drive, Colorado Springs, CO 80919**

Saturday, February 20, 2016

President DeAnna Ball calls meeting to order at 8:01 AM ET, Saturday February 20, 2016.

Board Members Present In-Person:

DeAnna Ball – President, At-Large Representative
Henry Thorne – Vice President, At-Large Representative
Josh Seamon – Secretary, At-Large Representative
Brian Garcia* – Treasurer, Athlete Representative
Audrius Barzdukas – At-Large (Independent) Representative
Val Belmonte – At-Large (Independent) Representative
Michael Eck – At-Large (Independent) Representative
Ness Fajardo* – Athlete Representative
Dave Klink* – Athlete Representative
Steve Mooney – At-Large (Appointed) Representative
Mike Payne* – At-Large (Appointed) Representative

Board Members Present via Teleconference:

Kathy Hendrickson – At-Large Representative

*Elite athletes are denoted by a **

USA Ultimate Staff Present:

Dr. Tom Crawford – CEO
Julia Echterhoff Lee – Director, Finance and Development
Ethan Taylor-Pierce – Manager – Finance & Administration
Will Deaver – Managing Director, Competition and Athlete Programs
Byron Hicks – Manager – Events
Connor Maloney – Manager – Competition & Athlete Programs (Youth)
Tom Manewitz – Manager – Competition & Athlete Programs (College)
Dan Raabe – Manager – Youth & Education Programs
David Raflo – Manager – Events
Sarah Powers – Coordinator – Youth & Education Programs
Ernest Toney – Manager – Competition & Athlete Programs (Club)
Andy Lee – Director, Marketing and Communications



Matthew Bourland – Manager – New Media
Stacey Waldrup – Manager – Communications & Publications
Josh Murphy – Director – Member Services & Community Development
Leah Dolan-Kelley – Manager – Event Sanctioning
Joy Dunphey – Administrative Assistant – Member Services
Kristen Gallagher – Manager – Community Services & Development
Rebecca Simeone – Manager – Membership & Sport Development

Guest:

Phil Grant – USA Ultimate Foundation Board Member
Ben Sparks – USA Ultimate Foundation General Counsel

Introductions

Presented by DeAnna Ball, Tom Crawford, and Josh Seamon

- DeAnna Ball and Tom Crawford emphasized the fantastic talent that has recently been added to both the Board and staff.
- New board and staff members, as well as special guests, introduced themselves.
- Josh Seamon reviewed a basic outline of parliamentary procedures.

Final Financial Update, 2015

Present by Tom Crawford

- The year finished at breakeven levels.
- The staff was singled out for their excellent management of expenses.
- The board was very impressed with a 19% increase in revenue in one year.
- Many new teams joined the Masters division.
- Our deferred revenue puts us in a strong financial position.

Risk Management: The Future

Presented by Chuck Delich, risk management consultant

- The board was presented with the current state of risk management.
- Different facets and ways in which waivers are important were discussed.
- Education, training, and accountability are challenges within a large organization.
- Chuck Delich pointed out that “boards need to focus on steering the ship and not starting the engine.”
- Contractual liability, concussion awareness, and return to play guidelines were discussed.
- The Safe Sport program will be an important focus in the near future.
- The board discussed the delicate interplay between risk and business goals.



Safe Sport

Presented by Malia Arrington, U.S. Olympic Committee, Director of Safe Sport and Ethics

- It's important that USAU stays in close alignment with national standards.
- The board was given an overview of the landscape of coaching and mandatory reporting.
- The Safe Sport program will be a basic business competency.
- USAU State Based Organizations and affiliates will help with deploying education.
- USAU will continue to pay very close attention to the Safe Sport program.

Growing in the Multicultural Landscape

Presented by Gilbert Dávila CEO, Dávila Multicultural Insights

- The board heard about the importance of the fast pace of technological advancement and growing/shifting demographics.
- Gilbert Dávila presented a multicultural and sponsorship strategy session.
- The board heard about the "new face of America" and how the multicultural athlete is driving growth in sports participation.
- The board viewed several examples of successful multicultural marketing advertisements.

Ultimate Sponsorship Strategy, 2016

Presented by Gilbert Dávila CEO, Dávila Multicultural Insights

- Gilbert Dávila presented to board with his strategy for recruiting new sponsors as well as examples of successful campaigns in other markets.

Year in Review, 2015

Presented by Tom Crawford

- An amazing amount of work was completed all while transitioning HQ to Colorado Springs.
- Major 2015 highlights include 13% membership growth, obtaining permanent IOC recognition, the success of our national teams, a very successful first Beach Nationals, the launch of the Tournament Director's Certification Program, the launch of the first three State Based Organizations, new girls' team grants, development and deployment of USAU's first mobile app, and the first GUM website.
- USAU participated in a sport cost analysis.
- Tom Crawford expressed his excitement over the launch of the SBO program.
- Youth Club Championships is USAU's largest event.
- The Beach championships were a massive success.



2016 Goal Highlights

Presented by Tom Crawford

- The board was presented with a list of projects and actions that align with USAU's strategic and operating plans.

Competition Working Groups Update

Presented by Will Deaver

- The board heard updates regarding all levels of competitive play.
- The board was presented with an extensive report from the competition working group outlining their recommendation with regard to shifting the Club season.
- The board had an extensive conversation regarding shifting the Club season.
- Mike Payne moves to append the competition working group's recommendation. Josh Seamon seconds the motion.
 - o *"Based on consideration of all available relevant information, including USA Ultimate's strategies, goals, and priorities, the Club WG recommends that the TCT season be kept at its current relative timing, with the beginning of the season in June and the Post-Season occurring in late August through late September/early October in 2017."*
- Henry Thorne moves to approve the appended recommendation. The motion is seconded by Josh Seamon and passes 8-0-4.

Vote on Financial Policies & Procedures

Presented by Julia Lee

- The board heard an outline of the updates to USAU's financial policies and procedures.
- Val Belmonte moves to approve the financial policies and procedures as written. The motion is seconded by Josh Seamon and passes 12-0-0.

Sunday, February 21, 2016

President DeAnna Ball calls meeting to order at 8:00 AM ET, Sunday February 21, 2016.

State Organization Progress/Plans

Presented by Tom Crawford

- The creation of SBOs is the next step towards building a national infrastructure. We'll be able to do a better job with Safe Sport and grow youth at the local level better than we have before.
- Josh Murphy was complimented for his work in launching the first three SBOs.
- Josh Murphy gave an outline of the first three SBOs (New England, North Carolina, and Minnesota) as well as plans for the continued expansion of the program.



USA Ultimate Foundation Update

Presented by Henry Thorne

- Henry Thorne gave an outline of the Foundation's activity over the past year.
- The Board heard an overview of and discussed strategies for growing the foundation.
- Phil Adams, one of the new Foundation Board members, talked about his experience joining the Foundation Board and his vision for the future of the Foundation.
- Phil Adams emphasized the importance of emphasizing, and being a steward of, SOTG in growing the foundation.

Equity Task Force Report

Presented by Ness Fajardo

- Ness Fajardo gave an overview of the Equity Task Force hosted by Janet Judge.
- The retreat identified USAU's strengths with regards to equity, what improvements needs to be made, what challenges we face, and what steps should next be taken.
- The board discussed equity between divisions.
- The next steps will be to continue to improve communications, elevate the task force to a working group, update the current gender equity policy to be more inclusive and expansive, and to help support more female role models.

USAU Staff Departs

Office Elections & Committees, Task Forces, and Working Group Assignments

Led by DeAnna Ball

- Josh Seamon was re-elected to the position of board secretary.
- Brian Garcia was re-elected to the position of board treasurer.
- The Board worked through all committee, task force, and working group assignments.
- Dave Klink moves to change the name of the "Equity Working Group" to the "Equity and Diversity Working Group". The motions is seconded by Val Belmonte and passes 12-0-0.

Audrius Barzdukas departs

Bylaw Amendment Proposals

Led by DeAnna Ball

- Ex-Officio Board Member Proposal. [Appendix A]
- Val Belmonte motions to amend the proposal. Mick Eck seconds the motion.
 - *"Section 6.13 Immediate Past President Ex-Officio Member of the Board of Directors: If the immediate past President of the Board is not a current Board member, then, for a period of two years after the immediate past President's*



*position ends as President of the Board, he or she ~~may shall~~ be an ex-officio member of USA Ultimate's Board of Directors **by majority vote of the remaining board members**, and ~~would shall~~ be allowed to attend Board meetings and may speak on matters as requested by the Board. The immediate past President shall not vote on any matter. The position shall not factor into quorum requirements."*

- Mike Payne moves to accept the bylaw amendment proposal as amended. The motion is second by Josh Seamon and passes 11-0-1.

- Conduct Complaint Amendment Proposal. [Appendix B]
- Josh Seamon moves to accept the bylaw amendment proposal as written. The proposal is seconded by Henry and passes 11-0-1.

- Board Election Voting Percentages Proposal. [Appendix C]
- Dave Klink moves to amend the proposal. Josh Seamon seconds the motion.
 - *"Section 9.3 Member Quorum. One (1%) of members who are Elite Athletes shall constitute a quorum for the purposes of electing Elite Athletes to the Board of Directors. No specific percentage of the general membership will be required as a quorum for election of At-Large Directors, **except as required by law.**"*
- Josh Seamon motions to accept the bylaw amendment proposal as amended. The motion is seconded by DeAnna Ball and passes 11-0-1.

- Legislative Proposals Proposal. [Appendix D]
- Josh Seamon moves to accept the bylaw amendment proposal as written. The motion is seconded by Henry Thorne and passes 11-0-1.

DeAnna Ball adjourns the meeting at 10:43 AM ET, Sunday February 21, 2016.



Appendix A: Ex-Officio Board Members

“Section 6.13 Immediate Past President Ex-Officio Member of the Board of Directors: If the immediate past President of the Board is not a current Board member, then, for a period of two years after the immediate past President’s position ends as President of the Board, he or she shall be an ex-officio member of USA Ultimate’s Board of Directors and shall be allowed to attend Board meetings and may speak on matters as requested by the Board. The immediate past President shall not vote on any matter. The position shall not factor into quorum requirements.”

Appendix B: Conduct Complaints

*“Section 10.4 Timing, and Statute of Limitations: A complaint filed under these Bylaws shall be filed within ~~thirty (30)~~ **one hundred fifty (150)** days of the conduct in question. The Judicial Committee or the hearing panel, as the case may be, shall have the discretion **at any time** to grant complainants extensions of this deadline, including up to 180 days for right to participate complaints, in accordance with the Ted Stevens Olympic and Amateur Sports Act.”*

Appendix C: Board Election Voting Percentages

*“Section 9.3 Member Quorum. One (1%) of members who are Elite Athletes shall constitute a quorum for the purposes of electing Elite Athletes to the Board of Directors. **No specific percentage of the general membership will be required as a quorum for election of At-Large Directors.**”*



Appendix D: Legislative Proposals Proposal

**USA Ultimate, INC.
2016 WINTER MEETING: BOARD OF DIRECTORS MEETING
LEGISLATIVE PROPOSAL SUBMISSION FORM**

PROPOSAL: Procedures for Proposed Bylaws Amendments

NAME OF PUBLICATION / Document: Bylaws

MAIN HEADING: Bylaws

REGULATION (Heading): -----

BY-LAW (Heading): Article XIII - Miscellaneous

Section: Section 13.1 Amendments.

Reference (sub-section): (a) (b) (c)

Paragraph / Page no(s): -----

CURRENT WORDING: (please type in Tahoma/Pitch 11)

- (a) These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors then in office at any meeting duly called and at which two-thirds of the directors then in office are present.
- (b) The text, or a summary thereof, or any proposed amendment to be adopted at a meeting shall be sent to the directors at least ten (10) days prior to the meeting at which such action is to be taken.
- (c) Such amendment shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

SPECIFIC WORDING OF PROPOSAL: (please type in Tahoma/Pitch 11) (as it should appear with new wording-**bold**, Deletions-~~strikethrough~~)



(a) These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors then in office at any meeting duly called and at which two-thirds of the directors then in office are present.

(b) The text, or a summary thereof, or any proposed amendment to be adopted at a meeting shall be sent to the directors at least ten (10) days prior to the meeting at which such action is to be taken. **Any proposed changes, additions or deletions to USA Ultimate Bylaws, policies, duties and responsibilities the following procedure must then be followed:**

i. Items for submission must be on a USA Ultimate Legislative Proposal Submission Form.

ii. Items submitted must include the specific wording of a proposed change, addition or deletion. The item submitted for the agenda and consideration shall also include a single paragraph explaining the intent and purpose of the proposal, the submitter's name(s), and whom the proposal is directed to (i.e. Board, Committee, etc.). Items submitted without the specific proposal submission form and /or without an explanation paragraph of purpose and intent will not be placed on the agenda for consideration.

iii. Proposed amendment for adoption consideration at a meeting shall be sent to the directors in the legislative submission format at least ten (10) days prior to the meeting.

(c) Such amendment shall be effective as of the date of adoption unless otherwise specified in either the amendment or the resolutions adopting the amendment.

INTENTION OF PROPOSAL:

To confirm improve the administration, organization, procedure, distribution and clarity of any proposed changes, additions or deletions to USA Ultimate bylaws, policies, duties and responsibilities.

Submitter: Val Belmonte

Date of Submission: February 9, 2016

Proposal directed also to (Board, Committee): Governance and Board Development Committee



PROPOSED

USA Ultimate, INC.

_____: BOARD OF DIRECTORS MEETING
LEGISLATIVE PROPOSAL SUBMISSION FORM

PROPOSAL:

NAME OF PUBLICATION / Document:

MAIN HEADING:

REGULATION (Heading):

BY-LAW (Heading):

Section:

Reference (sub-section):

Paragraph / Page no(s):

CURRENT WORDING: (please type in Tahoma/Pitch 11)

SPECIFIC WORDING OF PROPOSAL: (please type in Tahoma/Pitch 11) (as it should appear with new wording-**bold**, Deletions-~~striketrough~~)

INTENTION OF PROPOSAL:

Submitter:

Date of Submission:

Proposal directed also to (Board, Committee):