USA Ultimate Board of Directors Meeting June 19-20, 2010 Westminster, CO

Board members present:

Gwen Ambler	At-Large Representative, Vice President
Ben Banyas	Mid-Atlantic Representative
William Bartram	Northwest Representative
Audrius Barzdukas	Southwest Representative, At-Large ExeComm member
Jason Chow	At-Large Representative
Mandy Eckhoff	At-Large Representative
Matt Farrell	At-Large Representative
Seth Grossinger	Central Representative, Treasurer
Peri Kurshan	Northeast Representative, President
Joshua Seamon	At-Large Representative, Secretary
John Terry	South Representative
Henry Thorne	At-Large Representative
Also present:	
Tom Crawford	Chief Executive Officer
Will Deaver	Managing Director - Competition and Athlete Programs
Matthew Bourland	Manager - Championships and New Media

Matthew Bourland Byron Hicks Meredith Tosta Andy Lee Melanie Byrd Anna Schott Erin Wolter Chief Executive Officer Managing Director - Competition and Athlete Programs Manager - Championships and New Media Manager - Championships Director - Coach and Youth Development Director - Marketing and Communication Director - Membership and Sport Development Manager - Membership and Sport Development Office Manager

8:05am: Peri Kurshan called the meeting to order. Every person gave an update on major life events.

CEO Report - Tom Crawford

Tom played a new USA Ultimate promo video. The video has been updated with the new USA Ultimate logo and added college highlights. The video will be part of an important sales tool. Tom noted that our photography is unreal, and tells the story of the sport very well.

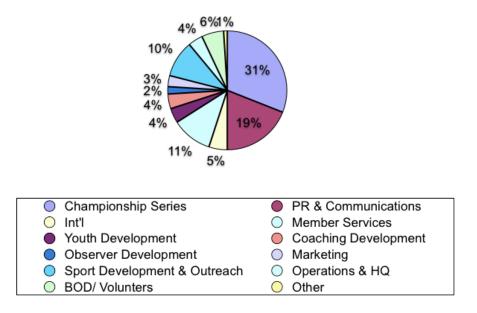
The report gave a quick snapshot of the first half of the year. It talked about what we're doing, how we're doing, and gave a quick financial update, including a YTD status report.

We've had an amazing 6 months. To do everything we have done and rebrand, and develop and launch new website is impressive.

Tom reported on the following areas: Competition and Athlete Programs, Marketing and Communication, Membership and Sport Development, Youth/Coaching/ International

Resource Allocation/Budget, 2009 Audited: Helps us to show the outside where we spend money. It is specifically helpful when talking to donors and partners.

Financial Recap: We have good early revenue, giving us positive cash flow early in the year. We're in good shape and we have a good balance sheet. Our expenses are under control and we have a good cushion. We're up in all categories of membership revenue. We have a healthy balance sheet, even when taking into consideration early revenue from membership dues.



Technology Platform: The new website is live. We are now looking to build a new internal technology platform. We are taking proposals from several companies. We have not budgeted for this as the leading proposal calls for a pay as you use model. If we go with a different partner, there will be significant budget ramifications.

New Revenue Streams: Licensing fees, Grants (Philanthropic; Federal; State), Nonendemic sponsor markets, USA Ultimate Camps, Increased advertising "bundles", Event Partnerships/Licensing, New Events (e.g., US Open), Endowment/Alumni/Donor Fund

We have a community that will help us. We need to develop a giving case. Vast majority of NGBs have endowment/alumni/foundation funds that are significant (\$millions). Many also have operating reserves of 1-2 years.

Youth Development Plan - Meredith Tosta

Meredith Tosta, director of Youth and Coaching Programs gave a report on the plan for 2011, with several new initiatives.

Learn to Play: (Bringing new players into existing Ultimate infrastructures), Face book marketing for youth skills clinics, Leagues chosen through application process, Special "welcome" gifts to athletes, Support provided to organizers, Target implementation: five partnerships in 2011

We're not creating a brand new Ultimate scene. We're looking to bring in new players. We're looking younger and it depends on available resources and communities. Finding the viability point is key. We're also looking to help existing organizations bring in new players.

YMCA Model: (Bringing Ultimate into existing youth sports infrastructures), Develop partnerships with local community centers to implement youth Ultimate programs, Coordinate with volunteers to run programs in five cities beginning in 2011, Provide monetary and materials support for program implementation

USA Ultimate Summer Camps: (Establishing USA Ultimate as the educational leader for youth Ultimate), USA Ultimate should be known for its quality programs directly developing and supporting athletes, Both day and overnight camps would begin in 2011, These programs would establish the Denver/Boulder area as USA Ultimate's Research & Development Center, We need a quality standard and to complete lots of R&D.

License Youth Summer Camps: (Establishing USA Ultimate as a partner with youth educators nationwide), USA Ultimate will market a package to other cities with our curriculum and standards, branded as an "official USA Ultimate" youth camp, Will provide materials and support for marketing licensed camps and insist on safety standards (such as background checks), Estimated implementation: 2012 and beyond

Marketing events with Disc Partner: (Spreading Ultimate to new markets), Utilize our disc partner and their retail partners, Run marketing and promotional "learn the game" events, These events would be paid for by the disc partner and put on by USA Ultimate Estimated implementation: 2012 and beyond, For the horizon. Put on by USA Ultimate athletes.

Grants: (Promoting Ultimate as a vehicle for addressing needs of society), Ultimate has the power to reach young people not just as a field sport, but also as a means for teaching children the importance of nutrition, exercise, sportsmanship and conflict resolution, Seek funding from state, federal and philanthropic organizations

We are well situated in terms of governance to work towards attaining grants. There are many grants out there. Seeing the potential is exciting.

New Outreach Kits: (USA Ultimate as a direct provider of material resources), In-house creation and distribution of "learn to play" kits, Enable us to serve a wider range of needs – from physical educators to community centers to school based teams, Would like to be able to send out discs and bring the kits back in house.

Shameless Self Promotion: (Develop feature articles of the success of USA Ultimate youth development programs), Utilize the new website to: highlight success stories, promote awareness of current programs, create potential for partnerships with new cities.

We want to minimize the statement, "Oh, I didn't know that was there!"

State HS Championship Development: (Continue support and the connection to local school-based leagues and championships), Continue growth of high school level play Split to four youth regions in 2012, Comprehensive plan for quality high school & middle school level competition

Not all state tournaments are championships. We like to have them go through sanctioning for a minimum of a year. In 2012 we will split into four youth regions. Our goal is to maximize quality participation.

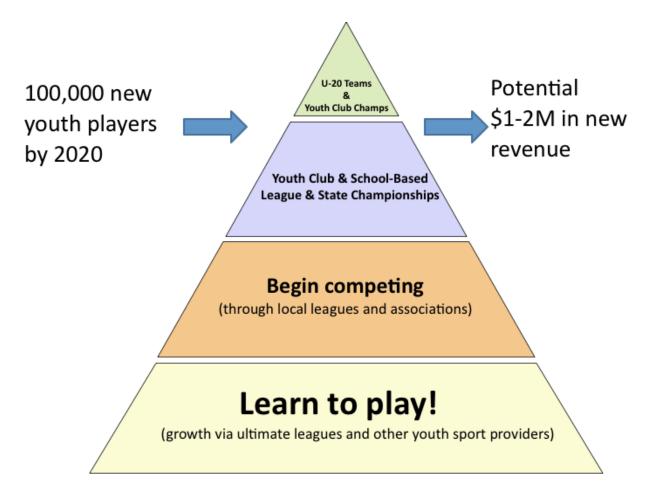
Expand the Youth Club Championships: (Continue to develop the youth club division by growing and expanding the premiere championship event), Grow and expand the size and scope of the event, Introduce education programs and family activities – a festival for youth Ultimate.

This year there will be 10 Open, 9 mixed and 7 girls' teams. We would like to have other divisions like U-17, U-15, etc.; It's great to keep it flexible as we grow. There are only a small but growing number of organizers out there who are doing non-HS based youth Ultimate.

Development of Instructional Observer Program: (Create high level and respected online educational infrastructure for adults to learn how to facilitate playing opportunities for youth), Need for trained volunteers, Desire by parents to get involved, but don't know how, Ability to help leagues utilize parents as organizers and game facilitators on a variety of levels. We need more trained people to help pre-college age kids. We need to go after parents.

What's the benefit of heavy investment in youth players now?

The future benefits are enormous. We should focus on the "Learn to Play" level.



2011 Budget Presentation - Tom Crawford, Melanie Byrd, Grossinger

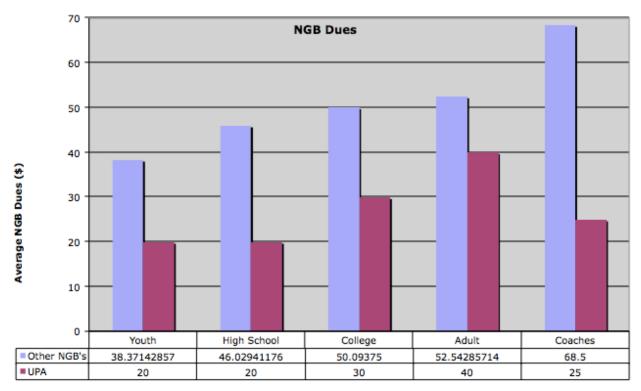
Seth Grossinger, Treasurer, presented the proposed 2011 budget with Tom and Melanie, noting that the budget being proposed was recommended by the finance committee for passage.

Tom noted that the strategic plan was really well conceptualized and outlined, but not supported all the way through by a business plan, meaning that revenues are not keeping pace with expenses. We're trying to catch up on this front so we can continue to execute the strategic plan. Our 2011 expense increases are from adding new staff, emphasis in communications and youth, as well as our technology infrastructure. Our off-setting revenue increases are from outreach and dues. We break about even in terms of added expenses and revenue. We need a dues restructuring as we have not changed in seven years, and need more options for our members.

The total budget % changes: Expenses: Should make us feel good as there are no drastic changes or trends. The one big change is spending more money on technology for stability of our daily operating systems.

Total budget % changes: Revenue: Again, no major trend jumps.

National Governing Body Dues: USAU membership, at all levels, costs significantly less than the rest of the NGB world



We are completely on par with other NGB service and program packages. We're looking to keep youth dues where they are, but catch up with college and adult dues. We're an amazing value relative to other sports. Every sport has huge expenses beyond membership fees in order to participate. What we need to do is recover from the no increases over the past 7 years. We haven't changed dues in 7 years, yet we have inflation and our increased program costs. We're not going to go above the average NGB dues in any category.

We tried to build in several new options into the dues restructuring plan. Options that will help take the edge off of making the increases. More commitment equals lower cost to join. Someone could be a member for over ten years with absolutely no increase. Costs go up everywhere and they get passed along to us.

Process: Finance committee has reviewed and recommended it for approval.

The communication plan to our members would start late summer.

Membership Models: There are three models.

Model 1: Keep existing membership categories, no special offers (multiyear memberships)

Model 2: Offer discounted multi-year renewal options for everyone besides college and youth (due to age/membership category change restrictions) Model 3: Eliminate the college membership category, which enables us to include college players in the discount options.

Anyone in favor of option 1?

Straw Poll Model 1 (no discount offers): 2 Model 2 (no discount for college, yes for club): 4 Model 3 (discount and combine adult and college: 7 Model 4 (college + club pay the same and retain separate categories): 6

Straw Poll on 3 vs 4: Model 3: 1 Model 4: 14 Abstain: 6

We have come out in favor of Model 3 w/ semantic marketing change.

Vote to approve the budget using model 3 numbers. Motion: Seconded:_____ Approve: 11

Budget is approved.

High level conversation about SOTG and officiating

The board then had an hour long discussion/debate around the current level of SOTG and the role of observers.

Straw Poll: Where do people stand? Stay hybrid, back off, or move towards more active officiating.

Gone too far, not working, back off, more focus on player officials: 0 Current model hybrid: 11 More active: 1 **The board generally agrees that a more hybrid model is the way to go.**

Several board members noted that observer and coaching training need to be aligned.

Spirit of the Game Discussion

The board and staff engaged in a spirited discussion of how to maintain SOTG as a core component of the sport, as the sport evolves. It was noted that "maintaining SOTG as the central governing principle of the sport," is the second "purpose" of the organization in our By-Laws.

Club Restructuring - Will Deaver

Will Deaver, Managing Director of Athlete and Competition Programs then summarized the first Club restructuring meeting attended by over 20 athletes/organizers from around the U.S.

Top 5 Goals: Meaningful Opportunities for Diverse Groups; USA Ultimate 'branded' season and series (High Quality); Clear Champions/Rankings; Increase participation of diverse groups; Accessible opportunities for Diverse Groups

We're not trying to solve all problems. The goal was to get some direction. We're talking about club sectionals, regionals, and nationals. The goals came back from the larger group. We need to connect the season to the series. Lots more goals were thrown out there. We were thinking of Club as anything that isn't youth or college (school based). The listed goals encompass lots of sub goals.

Top 8 Challenges: Conflicting agendas of diverse groups, Competition/Lack of cooperation from local leagues and associations, Resistance to change/Buy in Lack of infrastructure (HR, technology, volunteers), Geography- dense vs. sparse; weather; competition, Communication, Completely unrealistic expectations ...\$ value, Human Resources (staff and experienced volunteers)

Everyone wants more. Putting in what it takes to do everything is the challenge. It's frustrating to hear from players that we don't want you (USAU) to be too successful if it means you'll take something away from us. We need to figure out a way to bring together the full community. We can address the challenges by creating something great. We have to keep the message simple and be relentlessly positive. There is a huge component of our sport that is just recreational. It's the allocation of resources that leads to conflict. There are so many different wants and desires.

College restructure is different. It's school based. In general you have a homogeneous group. Club is a whole bunch of different people.

Identified three different groups:

- 1) Club teams
 - Tend to be in big cities
- 2) Local players/teams

- Happy to have local competition - potential to be brought in

- 3) College players and teams
 - 1/3 of club series participants
 - Similar to 1 and 2 in many ways
 - Semester schools

Governance - William Bartram

William Bartram, Chair of the Governance Committee led a discussion on governance issues

- Need to revise the bylaws.
- We would like the proposal submission process to work better. We need to streamline the vetting through committees.
- A robust committee structure can really advance the sport.
- A vetting committee could reject a proposal and tell the person to find a board member to be their advocate to refine the proposal before bringing it back.

Membership Rights

Is USAU membership a privilege or a right? A privilege!

USAU is a private organization. We can deny membership to anyone.

The more closely we get involved with schools, registrars, we move closer to being a "state actor." (Scheduling HS events with schools.)

We have to make sure we have a very strong anti-discrimination policy to apply for grants.

Accountability Standards

We are in a good position to start writing grants. But, we shouldn't rest on our laurels. We need to be mindful of our actions and how they might impact our grant writing ability, for example not running deficit budgets annually.

Day 2 - Sunday, 6/20

CBS public service announcement video: Will run 72 times starting tonight. Each college finals will run 6 times. The CBS college sports channel is on DirecTV. Everything is also being posted on AtlGames.com. We have a good product in our college championships.

Marketing and Communications - Andy Lee

Andy Lee, Director of Marketing and Communications summarized all activities in this area.

Next on the Agenda: Introduce the USA Ultimate Brand [DONE], Launch the new USA Ultimate Website [DONE], Develop & Formalize a Comprehensive List of USA Ultimate Assets, Create Multi-level Sponsorship Packages, Produce a high-end sales & marketing deck for the non-endemic market, Solicit industry and non-industry partners

It's a competitive and soft market for sponsorship dollars. We need to determine our assets and their value. People tend to want an all inclusive package. Once we have this info we'll construct a sales piece. We want to excite people. We have lots of footage taken by our own videographer. We'll go after cash and VIK sponsors.

Communications: Two distinct audiences: Internal (Membership, Athletes, Coaches, Observers, Leagues, Tournaments, Affiliates), External (Non-members, potential partners, media, general sporting community), Must communicate effectively to both in order to grow sport and organization

The Website - Matthew Bourland

Matthew Bourland, Manager of Championships and New Media demonstrated the new website to the Board.

College Championships provided a glimpse into what is possible. We now have many exciting images, news articles and event listings. The news archive is categorized. We have advertising spots. We are now capable of posting lots more content. The college coverage was impressive. It was comprehensive and fast. When you come to the website you feel like you are at the event. There are many ways the site can improve. There are many pieces of functionality that will be added. The message board is a place where there is positive, moderated, discussion.

International Strategy - Tom Crawford

Tom Crawford led a discussion about what our international strategy should look like.

How much energy and time (resources) do we want to put into International endeavors?

World teams can't be thrown together. World Championships are not World Championships if they are put together too quickly. Organization needs to be done carefully and consistently if we are to be taken seriously on the world stage. USAU would like to help WFDF.

WFDF would like to start a continental championship qualifier next year. WFDF has several proposals on the table that they would like to vote on at the congress in Prague in July. In order for the votes to happen WFDF's bylaws would need to be suspended because the proposals were not sent out with enough notice. There would first be a vote to suspend the bylaws to vote on items without the 60 day windows for review.

WFDF's board is elected by the national associations. WFDF's congress is made up of all the voting member countries. For the past several years there has been no movement in the WFDF congress.

WFDF proposals:

- 1) Beach Ultimate: recognize it as an independent championship and run co-champ events
- 2) Women's Masters World Ultimate Champs in 2012
- 3) Separate out Mixed and Masters out of WUCC on it's own 4 year rotation
- 4) U-23 formal approval. (Not approved, then sanctioned)
- 5) Separate out the WUJC from WUGC
- 6) Make the World Juniors an alcohol free event
- 7) Continental Championships in 2011 (Summer)

WFDF needs to have a cohesive vision for the future along with a long term plan. Maybe the entire Prague congress could come up with the start to a vision? We need to think of things in 5-10 year windows.

Are putting on World Championships the best way to grow the sport?

The Board decided that Tom should go to the WFDF congress in Prague.

Straw Poll: Whether we should try to not have these proposal voted on. In favor of pushing the vote to a later date: 12

We need to get informed on these proposals.

Straw Poll on each WFDF proposal: Beach: Yes if timing was right Women's Masters: In favor Continental Champs in 2011: NOT in favor due to timing, details Separate Mixed and Masters out of WUCC in 2013: 12 abstentions U23: NOT in favor, timing (U23 Concept: We love it!) Separate WJUC from WUGC: NOT in favor (9) Make WJUC alcohol free: In favor (11)

Alcohol Policy - Tom Crawford and Melanie

Tom and Melanie, Manager of Membership and Sport Development then described the need for refining our policy around alcohol.

Tom's perspective: I love the sport. I want to sell it to lots of people: Families. If I was a parent and I brought my kids to the Club champs, I would not want to introduce them to Ultimate that way. This is not like other national champs for other sports. I witnessed phenomenal competition, blended like I've never seen before with lots of drinking. "Elite" athletes pounding beers. We're putting the organization and sport at huge risk. I want to be able to invite lots of kids to the events like Sarasota to create big fan base and growth.

Safety has to be the guiding principle. That's the one that trumps.

Looking to strike that balance.

There is support from the Board for the development of alcohol policies.

US Open - Tom Crawford

The concept is that we create and own the marquee event in the world for the sport of Ultimate. We welcome the world to the US for a week long celebration of Character, Community, and Competition. We host interaction and events at all levels. It's hosted in an area that is a vacation destination. The event could help with our sponsors, give us a week long celebration of our mission, and become profitable. We need to announce the event soon.

We want to create an event that brings us together for more than just competition. Showcase the sport like it's never been showcased before.

The location is critical.

Straw poll on if we feel comfortable announcing this next week. In favor: 12

Conduct Policy - Mandy Eckhoff

The goal is to smooth out and address some issues with the current process. There are two enforcement paths. We would like to work on real-time enforcement, the formal complaint process, and gaps in the current conduct policy. The policy applies to USA Ultimate members and teams.

Proposal 2010.XX - SELECTION OF US U-20 TEAM COACHES

Submitted by Meredith Tosta (USA Ultimate Director of Coach & Youth Development 2007-Current) and Kyle Weisbrod (UPA Director of Youth Development 2002-2006, member of UPA BoD 2007-2009)

<u>Proposal Wording</u>: The committees to select the U-20 National Team head coaches will be selected by the Director of Coach & Youth Development with approval from the USA Ultimate CEO, after an application process. This short application will be developed by the Youth Advisory Council. The Director of Coach & Youth Development will give preference to representatives from leagues with USA Ultimate sanctioned youth leagues represented at the YCC. The committees will be made up of 5-7 members each. The Director of Coach & Youth Development will only vote in case of a tie amongst the members. The USA Ultimate CEO will approve the final selection of head coach by the committees.

Discussion

The Youth Advisory Council supports the proposal. Every league in the division had a say.

Motion to approve Proposal 2010.XX as written: Bartram, seconded Seamon. Approved 12-0-0.

2010.11 - NOTIFICATION OF BOARD MEETING AGENDA AND PROPOSALS Submitted by John Terry

<u>Proposal Wording:</u> Prior to each of the two regular board meetings, the President and CEO will post the meeting agenda, including the full text of all proposals, on the UPA website. This information will be posted no later than two days prior to the start of the meeting.

Discussion

This could help people to become more interested in the sport. It could create some excitement. One concern is that there are things that we don't get to. People don't generally want to see how sausage is made. Posting an abstract on the proposals we're debating could serve as a vehicle for getting feedback. The timing would be a challenge.

The Board gave guidance to the staff that we like the idea of giving a little bit of info about the meeting. Some basic info, not a huge list. We leave the details up to the discretion of the staff. If the agenda is not ready till just before meeting, as is often the case, no need to post it.

Motion to approve Proposal 2010.11 as written: Bartram, seconded Banyas. Not approved 0-11-1.

Message Board - Josh Seamon

Josh Seamon led a discussion around maximizing the Boards activity and discussions on the new message boards.

How can we best leverage the message boards?

They help us connect with members.

The more the Board is on the forums the more we can help each other.

As we go out and sell USA Ultimate, there will be people forming opinions about us by reading out message boards. Use good judgment and caution. Check in and get feedback in posts.

Closing Remarks - Peri Kurshan

This is my last meeting (term limited). Thanks for supporting me and helping me in my roles here on the Board! I learned so much in my 6 years on the Board. Thank you for being such amazing friends and co-workers. Thanks.

End of Staff Session

The meeting concluded with a closed session with the CEO.