



**Minutes
USA Ultimate Board of Directors Meeting
January 12-13, 2013
The Timbers Hotel, Denver, CO**

These minutes reflect key decisions made during the USA Ultimate Board Meeting, as well as associated discussion points.

Board members present:

Mike Payne	Northwest Rep, 2012 President
Gwen Ambler	At-Large Rep, 2012 Vice President
Kathy Hendrickson	Mid-Atlantic Rep, 2012 Treasurer
Mandy Eckhoff	Northeast Rep
Stephen Hubbard	Southwest Rep
Mike Kinsella	Central Rep
Ben Slade	South Rep
Colin McIntyre	At-Large Rep
Henry Thorne	At-Large Rep
Mary-Clare Brennan	Independent Director
Greg Downey	Independent Director

Also present:

USA Ultimate Staff

Tom Crawford	Chief Executive Officer
Melanie Byrd	Director - Membership and Sport Development
Andy Lee	Director - Marketing and Communications
Will Deaver	Managing Director - Competition and Athletic Programs
Matthew Bourland	Manager - New Media
Byron Hicks	Manager - Championship Series
Anna Schott	Manager - Membership and Sport Development
Baker Pratt	Manager - Competition and Athlete Programs (Youth)
Mike Lovinguth	Manager - Education and Youth Programs
David Raflo	Manager - Events
Richard Dana	Manager - Competition and Athlete Programs (College)
Stacey Waldrup	Manager - Publications and Content
Julia Echterhoff	Manager - Administration and Finance

Others Present

David Hammond*	Chairman - Beach Committee
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Not Present

Sandy Park**	Independent Director, 2012 Secretary
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*Present for partial day Saturday 1/12

**Present via teleconference on Sunday 1/13

Saturday, January 12, 2013

President Mike Payne called the meeting to order, 8:00 AM. Board and CEO Tom Crawford in attendance.

Bylaws Discussion

- Bylaws discussion led by Mandy Eckhoff, to align USAU with best practices of other NGBs, and recommendations of United States Olympic Committee for NGB governance (continuation of bylaw review from 2012)
- Board anticipates new bylaws will include changes in future board makeup, as soon as 2014 Board election cycle – e.g., Elite Athlete representation.
- Board reviewed updates, suggested changes and took straw polls about new changes.
- Mandy will create final draft based on Board discussion, review with Legal and USOC, and present to Board for approval at a later date (by summer 2013 meeting).
- No official board votes were taken in this session.

USA Ultimate staff arrives. At 10:51 AM, President Mike Payne calls meeting to order with full board and staff in attendance.

CEO Report – Presented by Tom Crawford

- Opening comments from Mike Payne and Tom Crawford.
- USA Ultimate will end 2012 on-budget. Organization “stayed in the black.” Membership is growing, and good shape in terms of operating reserve. USA Ultimate is healthy financially.
- No board votes were taken in this session.
- Highlights of 2012:
 - Growth in all membership categories. Many NGBs have been losing membership or flat.
 - Technology platform project is set to launch this spring.
 - Growth in sanctioned events.
 - Networking to create relationships with potential host cities/sites. Working to help keep costs down for participants, finding additional revenue sources for events. Direct relationships with sports corporations and convention and visitors’ bureaus.
 - Youth Division
 - Continued growth in Youth.
 - Expanded to four Regional high school championships from two; make it easier for high school players to participate.
 - College
 - 8% growth.
 - Successful College Championships events.
 - Club
 - First Club regular season.
 - Inaugural U.S. Open was very challenging due to wildfire in Colorado Springs, but great efforts by staff to make it happen.
 - Launched the Triple Crown Tour.
 - International
 - Some international wins. Not enough!
 - U.S. Open will help international teams experience Observers.
 - Coaching
 - 318 new certified coaches.
 - Background checks are now required on all certified chaperones and coaches to ensure athlete safety, staying on top of national safety standards.
 - Observers
 - 80 new observers. Recertified 50 observers, trained 6 new trainers.

- Total certified: 225 with certifications current. All time, around 400 have ever been observer certified.
- Beach
 - Big potential. Sent athletes to beach world championships.
- Marketing
 - First ever Fortune 500 partner - CORT Furniture.
 - Five Ultimate provided great support of international teams representing USA.
 - Increased merchandise revenues.
 - YouTube premium channel.
 - Partnered with CBS Sports Network for 2012 College Championships.
 - Partnered with NexGen for extended live coverage for members of 2012 college and club championships.
 - Front page of Colorado Springs local newspaper (sports page or local news section) every day of US Open.
 - Discussions continue with potential media partners for 2013 event coverage.
 - Got onto ESPN SportsCenter "Top Ten" plays several times in 2012.
- USA Ultimate Magazine
 - Offered members option to receive quarterly magazine via electronic delivery instead of in print format. High percentage of membership ("almost all") opted for electronic delivery of magazine.
- Social Media
 - Increased Facebook likes, Twitter followers in 2012. Connect with membership via Google+ Hangouts.
 - Video and PR about TCT and Strategic Plan.
- Admin/Finance
 - Operating reserves invested.
 - New banking partner.
- Developed Youth Economic Model for league affiliates.

USAU Affiliate Program – Presented by Melanie Byrd

- USAU is building relationships with local organizations.
- Millions of people play at recreational level and through organizations locally, but not through USAU at this time.
- Most leagues and local organizations have not been served by our existing membership and sanctioning program.
- Trying to appeal to local players and organizations and bring them into the fold.
- Affiliate program details:
 - USAU will support the local organization.
 - Create a local recreational-level membership to serve the local player.
 - Local outreach rep to serve as point person for the local organization.
 - Affiliate programs required to work locally and support youth growth.
 - Affiliates will also partner with HQ to run a USAU program of some kind. USAU will come into the community and then train a local person to run that program.
 - Local participants in affiliated organization become members of USA Ultimate.
 - Those who only play in local affiliated leagues/events will only be required to become a local affiliate member.
 - Those who are at full USAU (e.g., at Club or College level) member level can play in the local affiliate league without additional membership.
 - Affiliate leagues/events will be sanctioned events.
 - This is a pilot program, and Melanie is working directly with these affiliates, collecting feedback and making tweaks and improvements.
 - The affiliates who are signed on are excited about the program.
 - Expectations – about a 2% increase in membership for 2013.
 - Goal: Affiliate with five local organizations in 2013.

- Helpful for Observers and coaches as well; e.g., training a local trainer who can continue to train others.
- No board votes were taken in this session.

Lunchtime Session – Sneak Peek at Technology Platform – Presented by Anna Schott, Will Deaver, and Melanie Byrd

- Staff provides update to the board on process of new technology platform (IT system that supports HQ operations and links to public website – will reduce administrative costs for USAU, and provide much more interactivity to members after they log in to the website).
- Beta testing is coming up soon.
- No board votes were taken in this session.

2013 Operating Plan Review – Presented by Tom Crawford

- Increase visibility of sport
 - Get media partners to broadcast top 3-5 championship events.
- Grow youth, college, and league Ultimate
 - Learn to Play program out into community through partnerships with leagues and league affiliates.
 - Partner with community recreation programs to offer Ultimate.
 - Increase state championships, including possible “developmental state championship.”
- Facilitate knowledge transfer and program integrations between leagues, local orgs, USAU
 - Affiliate program.
 - Scaling our sport. Help organizations do an even better job. Build a national infrastructure.
- Organize HQ competitive events
 - Triple Crown Tour first year – run TCT really well.
 - Make U.S. Open great. Great site, best convention presenters & schedule, etc.
 - Conversation with WFDF about US Open. Very positive.
 - WFDF will work to not conflict with U.S. Open.
 - Attract best teams/athletes to play. New structure, compelling incentives for participation.
- Achieve sustained excellence in international competition
 - Select top coaches and support staff. Tryout camps.
 - Higher level of training and support. Top coaches and medical staff.
 - Subsidize player expenses for World Games. Help fundraising.
 - Provide VIK support to teams (uniforms, etc.).
- Govern organization to ensure stability and excellence
 - Evaluate structure and develop/grow.
 - Update bylaws.
 - Find a new office location.
 - Explore other NGB governance models for best examples of incorporating leagues.
 - Transparent and sound financial practices. Produce an annual report.
 - Maintain and evolve operating reserve and ensure continued financial stability.
 - Evolve risk management policies.
 - Coach background checks.
 - Concussions, sideline safety, wind safety.
- No board votes were taken in this session.

2013 Budget – Presented by Tom Crawford and Julia Echterhoff

- Proposed adjustments to budget, reviewed and approved by the finance committee.
- Mike Payne entertains a motion to approve budget as presented.
- Ben Slade moved.
- Henry Thorne seconds motion.

- Vote: 10 in favor, 0 against, 0 abstain. Sandy Park and Greg Downey absent.
- **2013 Budget is approved as presented 10-0-0.**

Beach Committee – Presented by David Hammond

- Committee has been structuring discussion around possible Beach Nationals in near future. Possibly a series leading up to it also.
- Beach is a new division for USA Ultimate. Lots to do, lots yet to learn. David summarizes current beach events and highlights features of beach Ultimate.
- Goals for the Committee
 - Beach National championships – committee applicants wanted it.
 - Lots of athletes don't choose to play in the elite division at beach tournaments (see: Wildwood), so need to determine demand for elite beach competition.
 - Establish media outreach.
 - Coordinate and engage with existing beach tournaments?
- Longer term goals.
 - Playoff series.
 - USAU should strive to be the go-to place for all things Beach.
 - Possibly a less-elite division. League division? For the less-committed types of players. Byron mentioned YCC pulls from leagues
- How does a national championship coordinate with their Beach Worlds?
 - David/Committee has spoken with Patrick VanderValk of WFDF for timing.
- Discussion about USAU obligation with regard to Beach Ultimate, also what is the opportunity for this division?
 - How does USAU support Beach Ultimate? National championship? League Ultimate?
 - Beach Ultimate could be very marketable.
- Image of Beach.
 - As the Committee does its work, should figure out what principles Beach needs to stick to move forward under the USAU name/support.
- Questions re: floor vs. beach volleyball relationship.
- **Take-away to Beach committee from board:**
 - Develop a market research plan to help answer questions. May not be that much good data available at this time. E.g., player surveys, questionnaires for participants. Survey the USAU membership. Figure out how much overlap there is. What players are looking to play beach?
 - No plans for Beach Nationals in 2013, but a strong possibility (pending market research and summer meeting presentation) of 2014.
 - Develop the Beach Committee Charter, through end of 2014.
- How does USAU support beach leagues?
 - Beach league “toolbox.” Board asks staff to develop.
- Board did not vote on any specific proposals relating to beach Ultimate.

Triple Crown Tour Review – Presented by Will Deaver

- Will provides update to Board on the current status of the 2013 Triple Crown Tour. Review of timelines and what's next.
- Staff and board discussed varying feedback from womens/mens/mixed divisions about TCT. Each division has expressed division-specific concerns to staff. Board and staff discussed the concerns that all three divisions have expressed. The board appreciates the work that the staff is doing to listen to and respond to the concerns of all TCT stakeholders.
- Discussion of future of Nationals – timing and location.
- WFDF – our role in providing competitive opportunities. USAU series needed for qualification for international competition.

- Tom explains TCT will help in trying to promote and describe sport externally. In all sports, there's always a regular season and a post-season. This competition model is easy to understand for sponsors, fans and potential broadcast partners.
- Board did not vote on specific issues relating to TCT during this session.

5:50 PM – Open session completed for the day. Staff and CEO depart. Board remains for board-only closed session.

Board-only closed session – Moderated by Mike Payne

- Board reviews and discusses 2013 compensation package for select USA Ultimate HQ employee(s).
 - Gwen Ambler moved to approve compensation as proposed by Compensation Working Group.
 - Greg Downey seconded motion.
 - Vote: 11 in favor, 0 against, 0 abstain.
 - **Board approves 2013 compensation as proposed by Compensation Working Group, 11-0-0. Sandy Park absent.**

End closed session at 6:16 PM, Saturday January 12.

At dinner Saturday night, Julia Echterhoff presented a fundraising overview for board and staff.

Sunday, January 13, 2013

Mike Payne called meeting to order, 8:05 AM. Only board members present.

Board Closed Session – 2013 Officer Discussion and Elections

- Sandy Park present via teleconference
- Board Elects the following as officers
 - President: Mike Payne (Two-Year Term, through 2014)
 - Vice President: Gwen Ambler (Two-Year Term, through 2014)
 - Treasurer: Kathy Hendrickson (One-year Term, through 2013)
 - Secretary: Mike Kinsella (One-year Term, through 2013)
 - Ad Hoc Executive Committee Members: Henry Thorne, Mandy Eckhoff (One-year Term, through 2013)

- Board discussion about Committees and Working Groups roles

Committees for 2013 (all standing Committees)

Committees	2013 Board Members*
Executive Committee BC,B	Chair: Mike Payne; Other Members: All officers as listed above. (ARs represented)
Governance and Board Development Committee BC,B	Chair: Mike Kinsella; Other Members: Mandy, Mike Payne (ARs represented)
Nominating Committee BC,B	Chair: Sandy; Other Members: Mike Kinsella, Henry, AR (to be named)
Audit and Ethics Committee BC,B	Chair: Kathy; Other Members: Henry, Ben, AR (to be named)
Appeals Committee BC,B	Chair: Colin; Other Members: Mandy, Mike Kinsella, AR (to be named)
SOaR Committee BC,B	Chair: Colin, Stephen, AR (to be named)
Competition Committee* BC,B	Chair: Ben; Stephen, AR (to be named)

Working Groups and Task Forces for 2013

Working Groups/Task Forces	2013 Board Members*
Compensation Working Group BC,B	Chair: Mike Payne; Gwen, Kathy
Disc Standards Working Group BC,B	Chair: Henry; Gwen
Alumni & Development Working Group BC,B	Chair: Henry; Mary Clare, Mike Payne
Investment Working Group BC,B	Chair: Kathy; Henry
Marketing and Sponsorship Working Group SC,B	Chair: Mary Clare, Greg, Mandy
Hall of Fame Working Group VC,B	Gwen, Henry
Coaching Working Group VC	<No Board Representative>
Policy Update Task Force BC,B	Mandy
Sub-groups under SOaR Committee	
Standing Rules Working Group VC,B	Stephen, Colin
Observers Working Group VC,B	Stephen, Colin
Spirit of the Game (SOTG) Working Group VC, B	Stephen
Sub-groups under Competition Committee (tentative, under discussion)	
Events/Formats Working Group* VC	<No Board Representative>
Algorithm Task Force VC, B	Ben
Youth Working Group	
Youth Eligibility Working Group VC	<No Board Representative>
College Working Group	
College Eligibility Working Group VC	<No Board Representative>
Club Working Group	
Masters Working Group	
International Working Group BC,B	Chair: Ben; Mary Clare
Beach Working Group BC,B	Chair: Sandy; Stephen

Notation key	
Chairpersonship	Board membership

BC = Chaired by Board member	B = Board member and/or chair
SC = Chaired by HQ staff	AR = Elite athlete representative
VC = Chaired by non-Board, non-staff volunteer	

* Non-Board members including HQ staff and volunteers not shown, please contact USA Ultimate headquarters to understand full roster of specific groups

Note: Makeup and structure of committees and working groups are subject to change, pending further discussion among board, USAU staff, and volunteer members of committees/working groups.

9:30 AM - CEO Tom Crawford arrives.

- o **USAU new office space:** Tom looking at upgrade for USAU offices. Board trusts Tom to make best decision for the organization regarding new space for office.
- o **Auditor** –Audit and Finance Committee working with Julia Echterhoff to solicit RFPs for audit and financial services..

10:45 AM – USA Ultimate staff arrive. Greg Downey departs for airport.

Proposal 2013.1 Gender Equity Policy Addendum – Presented by Will Deaver

Current USA Ultimate Gender Policy

“In an attempt to strengthen the Ultimate community and ensure that the sport of Ultimate remains an inclusive and welcoming sport for female athletes, the UPA endorses a policy of gender equity. The UPA will ensure that UPA coverage and promotion of women's divisions is equal to that of the corresponding men’s division, and encourage outside partners and vendors to achieve gender equity in their coverage of and marketing to Ultimate. As long as the number of female players lags behind the number of male players, the UPA will implement targeted outreach programs that strive to increase the number of female players.”

- o Addendum to current gender equity policy proposed by Mike Lovinguth and Baker Pratt – USA Ultimate staff.
 - o Gender Equity policy as written focused on broadcast/coverage equity and targeted female development.
 - o State-to-state policies for interscholastic competition varies. USAU wants to promote gender equity.
 - o Updates were modeled on 2012 CO HS language - high level direction for gender equity.
 - o Encourages teams for both genders, and provides USAU the ability to treat women differently if needed for increased playing opportunities.
- o **Text of proposed addendum:** *“USA Ultimate, in order to promote and encourage the growth of female play in USA Ultimate competition, recommends the creation of comparable teams of each gender [in youth play]. In situations of unequal opportunity, reasonable accommodations should be made to include female participants.”*
- o Mike Payne entertains motion to vote 2013.1 excluding bracketed [in youth play] text. Kathy – moved, Ben – seconded.
- o Vote: In favor: 7, against: 1, abstain: 2. Sandy Park, Greg Downey not present to vote.

Motion 2013.1 passes with a vote of 7-1-2. The updated Gender Equity policy reads in full:

“In an attempt to strengthen the Ultimate community and ensure that the sport of Ultimate remains an inclusive and welcoming sport for female athletes, USA Ultimate endorses a policy of gender equity. USA Ultimate will ensure that USA Ultimate coverage and promotion of women's divisions is equal to that of the corresponding men's division, and encourage outside partners and vendors to achieve gender equity in their coverage of and marketing to Ultimate. As long as the number of female players lags behind the number of male players, USA Ultimate will implement targeted outreach programs that strive to increase the number of female players.

USA Ultimate, in order to promote and encourage the growth of female play in USA Ultimate competition, recommends the creation of comparable teams of each gender. In situations of unequal opportunity, reasonable accommodations should be made to include female participants.”

[Edit – updated “the UPA” to “USA Ultimate” in Gender Equity policy.]

12:23 PM: Being no further business, Mike Kinsella motions to adjourn board meeting.

Kathy moves, Mike Payne seconded.

Votes: 10 for, 0 against, 0 abstain. Sandy Park and Greg Downey not present.

Board unanimously votes to adjourn full board meeting. Meeting is adjourned January 13, 2013 at 12:23 PM MT.