



Minutes

Board of Directors Meeting
June 10, 2023
Charlotte, NC

A meeting of the Board of Directors (the "Board") of USA Bobsled / Skeleton occurred on Saturday, June 10, 2023. The Chair called the meeting to order at approximately 8:27 AM ET. The following members of the Board were present at the meeting's commencement: Bob Bergbauer, Chris Kinney, Mac Riley, Randy Aliment, Brock Kreitzburg, Ann Gaffigan, Chris Domingo, Paul Pogge, Kaillie Humphries, and Mike Regan. Tristan Gale, David Best, Ryan Bosch, Rusty Buchanan, and Savannah Graybill participated via Zoom. The above members constitute a quorum of the Board under Bylaws Section 6.17.

USABS CEO Aron McGuire, CFO Lisa Carlock, AAC members Josh Williamson and Elana Taylor, Advisory directors Javier San Miguel and Jennifer Donnelly, USA Bobsled & Skeleton Foundation members Fran Kirley, Bryn Sherman, Jay Madan, Lauryn Williams, and Foundation consultant Ceil Folz also participated in the meeting.

Lisa Carlock recorded the minutes.

1. Call to Order

Mr. Bergbauer called the meeting to order at 8:27 AM ET.

2. Conflict of Interest

Mr. Bergbauer began the meeting by addressing potential conflicts of interest relative to any of the meeting agenda items. He inquired if there were any agenda topics which any director felt represented a conflict of interest whereby they would need to recuse themselves from the discussion. No concerns were raised.

3. U.S. Performance Center

Ike Belk, co-founder of the U.S. Performance Center (USPC), presented on the history, vision, and development of the Center. Desiring to create a global human performance center to support U.S. athletes, the USPC partnered with UNCC and the State of NC to provide resources for NGBs to include funding and venues for lodging, training, research, and administration. Currently 15 NGBs are utilizing the USPC, with the ability to support 40. Mr. Belk reviewed plans for expansion with new infrastructure to support the influx of programs and athletes, specifically new dorms, a push track, training facilities, and a new headquarters.

4. Foundation for the Carolinas

Laura Smith, President and CEO of the Foundation for the Carolinas (FFTC), presented to the board on the FFTC's Center for Nonprofit Sustainability, a strategic partner of the US Performance Center's that is helping advance financial stability through investment oversight and diversification of revenue sources. She discussed the FFTC's vision



for the USA Amateur Sports Trust which would consolidate funds from various National Governing Bodies for greater buying power and return on investment.

The Audit Committee and/or a special committee will conduct due diligence to assess if this is a beneficial investment opportunity for USABS.

5. USABS Foundation Update

Fran Kirley provided a brief update to the board beginning with the Foundation's formal recognition as an approved 501c3 non-profit organization. The Foundation will no longer be a subsidiary to USABS, but rather a separate entity. The Foundation is developing its grant process and would like to keep its funding commitment to USABS consistent with prior years.

Ceil Folz provided additional information regarding the new Foundation entity and confirmed that USABS will need to execute Articles of Dissolution for the prior entity. The Foundation, which is now operating on a calendar year basis with a 10-person board, is looking to reach 15 by the end of 2023. Ms. Folz discussed revenue goals for 2023, including planned fundraising campaigns and events.

6. Management Report

Mr. McGuire began with a review of USABS' strategic plan and provided updates on progress towards the initiatives and goals identified in the plan. He next reviewed USABS' efforts in the following key areas.

a. Athlete Development & Well-Being

USABS has improved and formalized athlete progression pathways, increased recruiting efforts (including the resumption of in-person combines this year), increased funding support for sport programs, and continues working to improve athlete satisfaction. While a benchmark number was available for coach/staff satisfaction levels in 2020 and thereafter to measure progress, this number was not readily available for athlete satisfaction levels. The board requested that athletes be asked their overall satisfaction level every year in the post-season annual survey so USABS can accurately assess the trendline.

Mr. McGuire reviewed the draft IBSF schedule for next season, noting that IBSF executive committee decisions are pending for the World Cup event currently scheduled in China and timing for the Lake Placid World Cup event in March of 2024. Athlete representatives expressed concerns over the Lake Placid track being available to all countries in preparation for the 2025 World Championships as this eliminates any homefield advantage for the U.S. team and urged USABS to influence ORDA's decisions surrounding track access to other countries. The AAC will compile a list of ways in which USABS can partner with ORDA, UOP, and the USOPC to improve homefield advantage.

Mr. McGuire provided an update on skeleton technology and the two areas of focus that can have an impact on performance. USABS is exploring various options for improved technology, and while competitive sleds can be easily purchased, USABS is considering a longer-term project involving custom sled components that would provide a competitive advantage.



The board discussed the USOPC investigation report, which found no evidence of racial bias in athlete selection or hiring practices and talked through still-existing pain points for athletes, which include subjectivity in selection criteria. Though progress is being made toward increasing objectivity in selection, athletes noted the absence of a resource or outlet for athletes of color to communicate concerns, and concerns over bobsled driver biases. The board vehemently expressed its priority for USABS' culture to be one of ruthless anti-discrimination. USABS needs someone to whom athletes can confidentially report discrimination concerns, and the annual survey should include a question on the perceived level of discrimination/anti-discrimination. Following one recommendation and one requirement in the USOPC's letter to implement targets for diversity, the board agreed to create a working group focused on increasing diversity and felt that the strategic plan should be amended to include initiatives to grow diversity in the organization.

b. Resource Growth & Sustainability

Mr. McGuire reported on progress being made in increasing revenue, with USABS seeking new strategic partners to provide financial support as well as other resources. He reviewed the list of companies with current proposals and a list of categories where assistance from the board could be beneficial. He also provided an update on sponsorship commitments already intact for the remainder of the quad.

c. Organizational Effectiveness

Mr. McGuire reiterated improvements in coach and staff satisfaction as evidenced by the coach/staff post-season survey and informed the board of new start coaches hired for both skeleton and bobsled. He reviewed the national team camp week and team activities conducted in the days prior, including team building at the Whitewater Center, discussions on core values and improving the culture of the organization, work with Athletes for Hope, and volunteer events. He also reviewed new athlete feedback methods and plans to deliver feedback reports demonstrating trends and providing actions and timelines for remedying athlete concerns.

d. Sport Awareness & Continued Engagement

Mr. McGuire informed the board of a new partnership with Sportified, an organization that works with professional athletes to help in the transition from sport to life after. Sportified will work with retiring USABS athletes to make connections between the athletes and potential employers. He also informed the board of a USOPC special grant received to enable USABS to contract with Dr. Mara Smith to support the mental health needs of all USABS athletes, coaches, and staffs.

He also updated the board on the new website platform and the new USABS team store.

7. Financial Report

In advance of the meeting, Ms. Carlock provided complete financial reports to the board, including a May 31 income and cash flow statement with projections through fiscal year-end, anticipated non-cash audit adjusting entries, and a 2022 versus 2023 balance sheet comparison. She reviewed significant variances to budget, utilization of USOPC restricted funds, and the unrestricted FY23 budget improvement to an anticipated net-positive balance. Ms. Carlock also reminded the board that the interest in the Foundation will be removed from the USABS financials as the



Foundation is now a stand-alone entity. Mr. Domingo offered assistance in filing the necessary paperwork to dissolve the original Foundation entity. The Audit Committee shared their positive review and opinion on the state of the current financials.

Ms. Carlock presented the draft budget for the 2023-2024 fiscal year, which was also provided in full detail to the board in advance of the meeting. She reviewed the four categories of restricted sport, restricted admin, unrestricted, and parasport into which the budget is divided for next year, highlighted various revenue assumptions and commitments, and briefly reviewed the overall operating plan. Discussion ensued on select line items specifically surrounding fees paid by athletes and if consideration would be given to reducing these fees if additional revenue sources are secured. Management communicated that additional revenue would most likely be utilized to reimplement initiatives that were cut due to insufficient funds. Discussion also addressed the benefit of communicating to athletes on a regular basis where funding is allocated and when new support for initiatives is added. With a June 30 deadline for board approval, USABS will firm up numbers upon receipt of the USOPC grant award amount and hopeful confirmation of the IBSF World Cup schedule for next season and will present a final proposed budget for board approval via email. The Audit Committee provided their support of the draft budget and expressed appreciation for the transparency and level of detail provided in the budget spreadsheet.

Next Ms. Carlock addressed the Finance Policy and Financial Procedures for USABS which were recently updated and approved internally by management, and sent to the board for their review prior to the meeting. The Audit Committee confirmed their review and approval, and no further discussion was deemed necessary. *A motion was duly made and seconded to approve the updated Finance Policy and Financial Procedures of USABS. It was unanimously approved.*

Lastly, Ms. Carlock proposed the engagement of Waugh & Goodwin for the audit of the 2022-2023 fiscal year per the engagement letter dated June 6, 2023. The board raised concern over the fee, which continues to increase year after year, and instructed Ms. Carlock to request no fee increase this year.

8. AAC Update

The AAC provided an update to the board on recent activities and initiatives, including updating the USABS AAC bylaws to mirror the USOPC's and to include the right to vote for 10-year athletes. A new USABS membership category for retired and/or 10-year athletes was discussed so that these athletes have voting privileges but are not subject to the \$100 athlete membership dues. Alternate options for zero-fee membership were discussed. The AAC is looking to cross-reference other NGB AAC bylaws to determine best practices and is also intending to add a para bobsled representative to the committee.

The AAC is championing efforts to provide greater recognition to retiring athletes and by the end of June, intends to present plans and a proposed budget to accomplish this. The AAC has additionally requested greater support from USABS for administrative and operational needs and will compile a list, including an estimate of time commitment, which USABS management will determine how to support.

The USOPC AAC has recently been addressing the issue of how parents in sport can afford to continue competing. The USOPC is considering different housing opportunities and other initiatives that can be pursued to improve support to increase the longevity of these athletes' careers.



9. Bylaws Updates

Following the requirements for USABS bylaws revisions, Mr. Bergbauer addressed the changes proposed on April 28, 2023, which have been posted since that date on USABS' website for review and comment. *A motion was duly made and seconded to conditionally approve the bylaws revisions, subject to small administrative corrections, so long as no concerns were raised by membership prior to the end of the 60-day review period. It was unanimously approved.*

10. Board Recognition

Outgoing board members, Ms. Prahm and Mr. Riley, were recognized by Mr. Bergbauer for their significant contributions to USABS during their board tenures and were presented with a thank you gift.

11. Executive Session

The board began its executive session at 1:58 PM ET. Topics discussed were FY23 cash contributions by board members, committee vacancies, a new board nominee, compliance reminders, and chair succession.

12. Adjournment

The meeting was adjourned at 2:15 PM ET.

This document constitutes a true and correct copy of the minutes of the Board of Directors meeting of USA Bobsled / Skeleton.

Lisa Carlock

Lisa Carlock
Corporate Secretary

June 30, 2023

Date