

USA Climbing Board of Directors Meeting
Wednesday, April 19, 2023
5:00 p.m. (Virtual via Zoom)



Board Members in Attendance:

Kate Felsen Di Pietro, Chair
Meagan Martin, Vice Chair
Trace Harris, Treasurer
Maureen Beck, Athlete

Laura Domoto
Sienna Kopf, Athlete
Alice Kao
Chris Park

Steve Struthers
Geoff Smith

USA Climbing Staff and Others in Attendance:

Marc Norman, Chief Executive Officer
Patti Rube, USAC Foundation
JoAnne Carilli-Stevenson*,
Nominating & Governance Chair
John Muse, VP of Sport
Caitlin Curry, Finance & Admin Director
Lisa Valiant, Chief of Staff

Ben Lowe, Marketing & Communications
Sharlee Strebel*, Membership &
SafeSport Manager
Rebecca Ingraham, Education Manager
Trevor Clay, Elite Series Manager
Wendy Vinhage, Development Director

All attendees virtual

The meeting commenced at 5:03 PM MDT. Kate Felsen Di Pietro presided. Lisa Valiant acted as Secretary.

I. Call To Order and President's Remarks

- a. Kate Felsen Di Pietro called the meeting to order welcoming board member Laura Domoto to her first meeting

II. Board Business

- a. *On motions duly made and seconded, the minutes from the March 6, 2023 Board meeting were approved.*
- b. Board Committee Matters
 - i. The open director seat was discussed and Board members were encouraged to pass along any interested individuals to the Nominating Committee.
 - ii. Kate Felsen Di Pietro resigned her role as a member of the Governance Committee to open the position for another candidate.
 - iii. *On motions duly made and seconded, Joel Litvin was approved as a member of the Governance Committee.*
 - iv. It was noted that the Nominating Committee and Athlete Advisory Committee are working to build a pool of interested athletes to fill future committee openings.
- c. FY23 Indicators
 - i. Results of the poll assessing the board's priorities for FY23 initiatives were reviewed. In addition to advancement of the National Training Center, five FY23 priorities were identified as: growth in membership, member satisfaction, communications and stakeholder engagement, athlete

performance, and financial performance. Staff is advancing the associated indicators and will report back quarterly.

III. CEO Update

a. Regular Updates to the Board were provided.

i. Team Selection Discretion

- A Paraclimbing athlete who was unable to be classified at Paraclimbing Nationals due to missing information on their Medical Diagnostic Form (MDF) was allowed to register for the Paraclimbing World Cup so that unused quota would not go unfilled and because it would not affect any other US Team athletes. This decision is only in place for the SLC Para WC as any future Para WC, if they were allowed to register, would affect US Team.
- Speed World Cup in SLC extends the Development Team to the top 16, but some of those athletes have yet to run a benchmark time that would make them eligible for a competition start. As such, we have agreed that anyone in the top 16 of the Speed National Rank would be eligible for a competition start regardless of if they have run a benchmark time. The only caveat is that anyone in the top 16 who has run a benchmark time would be prioritized above those who haven't for the competition start allocation.

ii. Sport Discretion

- One instance of Sport Discretion was reported for a reduced climbing period to the 4-minute flash format due to the shortness of walls.

iii. CEO Discretion

- Opened registration for South Central Collegiate Divisionals for athletes who have Collegiate memberships by the registration deadline due to no Collegiate QEs able to be scheduled within the South Central Division

b. National Training Center Discussion

- i. The roles and benefits of an owner's representative were discussed, namely to provide a high level of expertise and information to allow for informed decision making throughout the process. Laura Domoto offered her insights as a former Owner's Representative regarding the critical value of the role. This sentiment was echoed by members of the board who have worked with owner's representatives in other projects. Funding this role is anticipated to be carried within the overall project budget.
- ii. *On motions duly made and seconded, the board approved the hiring of an owner's representative, Steve Brown.*
- iii. Options were discussed for next steps regarding the hiring of A&E and CMGC. Laura Domoto, Alice Kao, and Geoff Smith offered their experience and expertise with large capital projects to assist the CEO on behalf of the board. The group will report back to Kate and the board.
- iv. The board provided feedback on initial options for the formation of a capital campaign to fundraise the additional funds needed to complete the project. Based on this feedback, staff will continue to explore solutions.
- v. Caitlin reviewed multiple organizational structure options for the National Training Center. The Audit Committee is exploring these options in detail to ensure risk is mitigated for USA Climbing.

- vi. *On motions duly made and seconded, the board approved the setup of a Single Entity LLC contingent on the approval of the Audit Committee in their next meeting.*
 - vii. The board suggested creation of a charter to establish clarity when engaging the climbing community in any review groups. Additionally, move forward with forming a communication plan regarding the project with the community.
 - c. Team Selection, Discretion, and OQS
 - i. Team selection priorities were reviewed including qualifying full Olympic teams, providing athletes the best opportunity for success in Paris, and strategy post-Games. As a reminder, funding is unrelated to team selection; it is determined by the approved budget and tied to our USOPC agreement.
 - ii. Discretion is only available in specific cases and according to specific process with required approvals and board reporting.
 - iii. Olympic Qualification Pathways were reviewed.
 - d. Partnerships
 - i. Marc Norman reviewed current status of partnership negotiations.
 - e. Membership
 - i. The status of membership was reviewed in adult, youth, collegiate, and introductory categories with adult up 89% and youth up 15% year over year while introductory is down 28%. This is partially due to requirements in some levels of competitions that shifted some memberships from introductory to youth. Overall, annual membership has already reached its highest ever with several months remaining in the season.
 - f. FY23 Financial Update
 - i. Caitlin Curry reported that the auditors have completed the draft audited financials and the 990 is expected in May. The Audit & Compensation Committee is reviewing the audited financials which, along with the 990, will be brought to the June board meeting for approval.
 - ii. Financial policies and procedures are currently being updated.
 - iii. Proactive steps are being taken to mitigate any risk given the current banking environment.
 - iv. Cash balances were reviewed.
 - v. FY23 year-to-date financials were reviewed along with the drivers of notable variances.
 - g. Operational Committees are moving forward with the updated structure and under the guidance of staff leads and chairs.
 - h. Staff will communicate with the Board when opportunities arise for DEI training for board and staff (typically through the USOPC).
- IV. Closed Session
- a. The status of SafeSport cases was reviewed.
- V. Adjournment – The meeting adjourned at 7:28 PM MDT.