

**USA Climbing Board of Directors Meeting**  
**Saturday, October 7, 2023**  
**8:30 a.m. | Salt Lake City Marriott | In-Person/Hybrid**



**Board Members in Attendance:**

Kate Felsen Di Pietro, Chair	Jesse Grupper*, Athlete	Chris Park
Meagan Martin*, Vice Chair	Alice Kao	Jason Pill
Trace Harris*, Treasurer	Sienna Kopf, Athlete	Geoff Smith*
Kyra Condie, Athlete	Deana Labriola	Steve Struthers
Laura Domoto	Connie Lightner*	

**USA Climbing Staff and Others in Attendance:**

Marc Norman, Chief Executive Officer	Steve Brown, Millcreek Consulting
John Muse, VP of Sport	Brandon Blaser, BCG Holdings
Caitlin Curry, Finance & Admin Director	Danny Walz, SLC Redevelopment Agency
Lisa Valiant, Chief of Staff   Secretary	Cara Lindsley, SLC Redevelopment Agency
Ben Lowe*, Marketing & Communications	Marcus Lee, SLC Redevelopment Agency
Wendy Vinhage, Development Director	

*\* Denotes virtual attendance*

The meeting commenced at 8:48 AM MDT. Kate Felsen Di Pietro presided.

- I. Call To Order and Board Business
  - a. Kate Felsen Di Pietro called the meeting to order and welcomed new Board members Deana Labriola and Laura Domoto to their first in-person Board meeting.
  - b. *On motions duly made and seconded, the minutes of the August 23, 2023 Board meeting were approved.*
- II. Board Business
  - a. The Board verbally affirmed electronic actions taken since the last meeting.
    - i. *On motions duly made and seconded in OnBoard, the board unanimously approved the National Team Eligibility Policy on September 27, 2023.*
    - ii. *On motions duly made and seconded in OnBoard, the board unanimously approved the Transgender Athlete Participation Policy on September 27, 2023.*
    - iii. *On motions duly made and seconded in OnBoard, the board approved on September 29, 2023, engaging CCS Fundraising for Phase I as presented for fees not to exceed \$50,000. Kyra Condie abstained from the vote; she felt she did not have the knowledge to participate given that she missed the earlier meeting while competing in Europe.*
  - b. The Board agreed to move the December Board meeting to December 13, 2023. The preliminary 2024 Board meeting schedule was reviewed.
  - c. Results of the USA Climbing Board Performance Assessment were reviewed. Results across all National Governing Bodies will be shared when received from USOPC.

### III. Committee Updates

#### a. Governance Committee

i. *On motions duly made and seconded, the Board unanimously adopted committee charters for Audit & Compensation, Ethics, Governance, Judicial, and Nominating Committees as presented, with final language to be fleshed out for consistency across committees.*

a. It was agreed that Board Committees would report back to the Board no less than once annually; committees will take minutes and upload to OnBoard; although staff committees may utilize staff assistance in consultation with CEO; committee members may be removed with two-thirds vote from the Board.

ii. *On motions duly made and seconded, the Board unanimously approved the board policy manual as presented and amended, including Attendance and Leave of Absence, Interaction with Staff and Stakeholders, Board and Committee Meetings, Board Work Planning and Evaluation, and President & CEO Performance Monitoring & Evaluation policies. Language will change to “will strive to” from “will”.*

b. DEI Committee. The committee reported on recent work including HIPAA research, gender inclusion, and suggestions for equitable event hosting. Over thirty DEI candidates are being vetted through the Nominating Committee, with recommendations anticipated after the first of the year.

c. Athlete Safety Committee. The committee is making progress on an updated charter and reported on guidance from Ballard Spahr regarding a SafeSport disciplinary database. USA Climbing is discussing opportunities to present to CWA in 2024. The status of SafeSport cases was reviewed.

d. Audit & Compensation Committee. The committee updated its charter, reviewed recent financials, reviewed and commented on the preliminary 2024 budget. The committee is working with an attorney from Ballard Spahr to understand the parameters of the State of Utah grant.

### IV. CEO Updates

a. Partnerships. An update on current and prospective partnerships was reviewed. With consultant, Martin Kim, current partnership strategies and assets are being updated.

b. Broadcast. The broadcast partnership with Outside Watch was reviewed; YETI Nationals will be livestreamed directly via Outside.

c. USA Climbing + CWA. USAC is meeting regularly with the new executive director of the Climbing Wall Association (CWA). Additionally, a joint committee is being formed to discuss and improve competitions. A cohosted event is being considered.

d. Membership. The membership year ended with a total of 18,715 members at the end of September. Member satisfaction surveys are anticipated to go out before year end.

e. Communications. Hiring for the Marketing & Communications Director position is progressing, with two finalists being considered. Thanks was expressed to Ben Lowe for his contributions to USA Climbing and willingness to assist through the transition.

- f. National Relations. Marc reported on his work with the USOPC Resource Allocation Working Group with the goal to make the Movement better. Kate reported on impressions from the USOPC Assembly and the high regard in which USA Climbing and Marc Norman are held.
- g. LA28. Expectations were discussed regarding possible inclusion of Paraclimbing in 2028. Decisions on inclusion, events, and quota are anticipated by the end of the year.
- h. International Relations. Marc reported on possible changes to IFSC Statutes and USA Climbing's involvement on other IFSC working groups and commissions.
- i. HIPAA Compliance. Ballard Spahr has drafted a letter outlining their findings that USA Climbing is not a covered entity and is not subject to HIPAA. Other NGBs and USOPC were also consulted.
- j. Sport.
  - i. Youth Series events get underway next week. Collegiate Series changes were reviewed. A recreational series has been created. Non-binary categories will be introduced at the collegiate and recreational levels.
  - ii. YETI National Championships is coming up next week with the Pan American Games later this month.
  - iii. Final World Cup season rankings were reviewed as well as current Pan American and Olympic Qualifier Series qualifications.

V. FY23 Financial Update

- a. Ballard Spahr is finalizing a memo outlining appropriate uses of grant funds from the state, including use of interest and allocation of staff time toward the project.
- b. The budget timeline was reviewed, which will be brought to the board for approval in December.
- c. Cash balances were reviewed; cash inflows begin increasing over this period due to membership renewals and event registrations for the upcoming season.
- d. FY23 year-to-date financials were reviewed as compared to budget and the mid-year budget reforecast. Drivers of budget variances were reviewed. With a year-end deficit anticipated, a draw from EIDL funds may be necessary.
- e. The FY23 budget for the National Training Center entity was reviewed, noting that operating expenses (not related to construction/furtherance of the building) are reported in the year they are incurred, whereas capital expenses (related to construction/furtherance of the building) are reported over time in the form of depreciation.

VI. National Training Center

- a. Site Review. Staff is in final negotiations with two entities on potential sites for the training center project. The Board heard presentations from Brandon Blaser, USA Climbing Foundation Trustee and founder of BCG Holdings, and staff from the Salt Lake City Redevelopment Agency – Danny Walz, Cara Lindsley, and Marcus Lee. Owner's Representative, Steve Brown, discussed differences between the two sites, market conditions, local nuances of the two locations, timing sensitivities, and general lease structures. Both potential sites would be structured as a ground lease. A cumulative ground lease comparison over time was reviewed and discussed, noting key cost factors.

Staff noted outstanding items still to be finalized as negotiations continue. Staff will bring a site recommendation to a future meeting for Board approval.

- b. Capital Campaign. CCS is currently working through phase one work. This will result in a prospect landscape report which will identify potential donor pipelines, staffing needs, and a case for support. Phase two work is in negotiation, which will result in a comprehensive campaign plan; the phase two proposal will be brought to the board for approval in the coming weeks.
  - c. Reimbursement Resolution. USA Climbing has been advised to execute a reimbursement resolution, which provisions that *if* USA Climbing seeks public financing in the future, it can be reimbursed from the loan proceeds for project expenses. This does not mean that USA Climbing will seek any financing. A resolution will be presented to the board at a future time.
- VII. FY 2024 Indicators. The board prioritized six indicators in FY23 – International performance of US athletes, member satisfaction, member engagement, growth of membership, financial performance, quality of communications, and the National Training Center. Staff recommended carrying the same six indicators into FY24 to continue to improve and refine. FY24 initiatives are being built out to support these indicators.
- VIII. Strategic Plan. The current strategic plan ends in 2024. Steve Struthers offered to outline a process for creation of a 2025-2028 strategic plan, for review at the December meeting. He invited any athletes to partner with him if they have interest to learn more about strategic planning. Staff will explore whether the USOPC can provide any support.
- IX. FY24 Budget Review. Caitlin Curry reviewed the process and progress to date toward creation of the FY24 budget. It was noted that USA Climbing has added a third budget for the National Training Center, in addition to the USA Climbing operating and Foundation entities. Historical trends were reviewed. Major assumptions and changes for the coming year were discussed with the Board. The FY24 National Training Center Budget was all reviewed. Efforts will continue over the next two months to refine the budget with support from the Audit Committee. The final budget will be presented at the December 13 meeting for Board approval.
- X. Foundation. The USA Climbing Foundation Annual Meeting was held in person on September 30 in Salt Lake City. The Foundation will host a virtual webinar featuring Meagan Martin to raise awareness for the 100 Women For Climbing initiative.
- XI. Paris 2024 Olympic Hospitality Packages. Preliminary information was provided on the structure of Paris hospitality packages. Twelve packages for two will include accommodations, tickets to all the climbing events, tickets to other sports, an event at Team USA House, and access to hospitality. Pricing is being finalized pending confirmation of hotel accommodations through OnLocation, the Paris hospitality provider.
- XII. Adjournment. The meeting adjourned to closed session at 5:18 PM MDT.