

**USA Climbing Board of Directors Meeting**  
**Wednesday, December 13, 2023**  
**5:00 p.m. (Virtual via Zoom)**



**Board Members in Attendance:**

Kate Felsen Di Pietro, Chair  
Trace Harris, Treasurer  
Maureen Beck, Athlete  
Kyra Condie, Athlete  
Laura Domoto

Jesse Grupper, Athlete  
Sienna Kopf, Athlete  
Alice Kao  
Deana Labriola  
Connie Lightner

Chris Park  
Jason Pill  
Geoff Smith  
Steve Struthers  
12405055901

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

Marc Norman, Chief Executive Officer  
Patti Rube, USAC Foundation  
Bruce Mitchell, Acting Nominating Chair  
John Muse, VP of Sport  
Caitlin Curry, Finance & Admin Director

Lisa Valiant, Chief of Staff  
Patrick Bodnar, Marketing & Communications  
Zack DiCristino, Medical Manager  
Rebecca Ingraham, Education 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 Board Business
  - a. Kate Felsen Di Pietro called the meeting to order.
  - b. *On motions duly made and seconded, the minutes from the October 7, 2023, and ad hoc November 28, 2023, Board meetings were unanimously approved.*
  - c. The board affirmed that, on motions duly made and seconded by electronic vote on November 3, 2023, USA Climbing's entrance into the phase two contract addendum with CCS to provide services related to the National Training Center capital campaign feasibility on the terms and conditions found in the addendum was approved.
  - d. The recommended process and timeline for creating the 2025-2028 Strategic Plan was reviewed, to include board members and community stakeholders.
- II. Committee Updates
  - a. Governance Committee
    - i. *On motions duly made and seconded, the DEI Committee Charter was unanimously approved as presented, noting the increase in allowable size to twelve members.*
    - ii. *On motions duly made and seconded, the Board Travel Policy and Board Fundraising Expectations were unanimously approved as presented.*
  - b. Ethics Committee
    - i. The Ethics Committee determined that a conflict of interest exists with one of the potential site options for the National Training Center due to its connection to a trustee of the USA Climbing Foundation. The Ethics Committee clarified that the conflict does not eliminate the opportunity and deferred to the Board to be mindful of the conflict when assessing which site would be most advantageous for USA Climbing.

- c. Nominating Committee
    - i. *On motion duly made and seconded, Marisa Romero, Alex Olander, Karla Slocum, Sarah Yee, Denny Kowska, Maya Madere, and Dos Allen were unanimously approved as new members of the DEI Committee, noting the recommendation from the Nominating Committee and current members of the DEI Committee.*
    - ii. Board Committee vacancies were reviewed. Board support was enlisted in seeking candidates and offering feedback to acting Nominating Committee Chair Bruce Mitchell on desired skillsets. Solicitations will be forthcoming.
  - d. Athlete Safety Committee
    - i. The status of SafeSport cases was reviewed.
    - ii. It was reported that Ballard Spahr advised on the work of the committee, which will be reflected in revisions to the committee charter.
    - iii. It was determined that names from the SafeSport Disciplinary Database related to climbing can be posted on the USA Climbing website.
    - iv. The committee now has secure visibility into staff's case tracking and relevant documents regarding SafeSport matters.
  - e. Audit Committee
    - i. It was reported that the Audit Committee chair has been working with staff on the proposed FY24 budget.
    - ii. Ballard Spahr issued a final memo advising that USA Climbing can use funds issued by the State of Utah for activities relating to the furtherance of the National Training Center project. Activities are tracked and will be reported annually to the State of Utah. Language in the agreement with the State was also clarified.
- III. Financials & Budget
- a. Cash balances were reviewed, as well as potential liabilities and timing. FY23 year-to-date financials were reviewed along with a forecast for the fiscal year-end. The status of spending toward the furtherance of a National Training Center was reviewed.
  - b. The FY24 proposed budget was reviewed noting the rollup of the three USA Climbing entities – the USA Climbing operating entity, the USA Climbing Foundation, and the National Training Center. Historical revenue and expense trends were reviewed. Year-over-year changes and major assumptions for FY24 were discussed by strategic area. Risks and opportunity areas were identified.
  - c. *On motion duly made and seconded, the FY24 budget was unanimously approved.*
- IV. National Training Center
- a. An update was provided on actions since the last board meeting. A brief discussion ensued. Given the time constraints in the current meeting, an ad hoc board meeting was requested for the board to align on next steps.
  - b. The purpose of a reimbursement resolution was reviewed.
  - c. *On motions duly made and seconded, the Board unanimously approved a reimbursement resolution as presented, which permits reimbursement for current spending from proceeds USA Climbing may secure through future financing or future tax-exempt borrowings related to a National Training Center project.*
  - d. An update was provided on CCS's work toward a capital campaign feasibility study and next steps.
- V. The Board adjourned to closed session for a discussion of Transgender Athlete Participation.

The meeting adjourned at 8:17 PM MDT.