



American Canoe Association (ACA) Board of Directors Meeting Minutes

Date: October 21 and 22, 2017
Location: Nantahala Outdoor Center, Bryson City, NC

Attendance:

Voting Board Members Present:

William Irving, Robin Pope, Bill Micks, Lili Colby, Steve Hutton, Dave Bell, Jerry Dunne, Kirk Havens, Peter Sloan, Anne Maleady

Conflicts discussed; Lili Colby noted that she owns MTI lifejackets. Kirk Havens noted that he has an outside business relationship with Wade and will recuse himself from discussions on Wade's salary

Absent Board Members: Roby Hackney, Andrew Tush, Jeff Rouse

Non-voting attendees:

Tom Uebel (Sugar Island liaison)

ACA Staff:

Wade Blackwood, Executive Director

The meeting was called to order at 9:40am on October 21, 2017 by President Peter Sloan.

A quorum was established with 10 of 13 voting members present.

President's Message:

Key element will be the vote to become Olympic and Paralympic Paddle Sport NGB, and setting us up for success as we move forward.

Secretary's Report:

The minutes of the ____ meeting in ____ were presented for approval. ____ moved to accept the meeting minutes as presented. ____ seconded the motion. All were in favor.

Executive Director's Report:

USOC's Board has voted to approve our NGB application, contingent upon membership approval of our bylaw changes. Wade shared the letter sent by USOC. Rick Adams, USOC Board not concerned but USOC Staff could not provide full answers they did in principle agree that elite athletes are not required to serve in every single ACA committee (e.g., SEIC Instruction Committee). The overall impact on the ACA is still to be determined, but Wade believes there will be no impact on how we operate.

Wade discussed the importance of keeping the Board focused on big picture management of the ACA, and ensuring that as we recruit for Board members we consider the organizations needs and work to keep a diverse body.

Current vote is 98% positive of votes cast to date Secretary will hold final vote on Sunday morning. After the vote, we'll have until January to be in compliance. Wade and staff have things queued up for necessary steps.

A key committee that will need to form quickly is the grievance committee. This is needed for athletic grievances. Committee members do not need to be Board members. Committee chairs will need to be on call for grievance and rules issues. William noted that he has experience with these and that these are rare. They often occur around selection criteria.

Lili heard concern merger will take from instruction. There was complete agreement within the Board that we must maintain (if not further improve) instruction. Wade noted that we'll focus on what we have, not on what we might be, and focus on organic growth. Instead of diverting resources to pursue competition, we'll continue strong support for instruction. Competition will grow based on the resources we have and that we obtain from supporters of the competition program.

Wade and Dave then discussed financial issues (see financial committee report). As part of that he discussed recruiting new donors and supporters. Although individual donors are critical, we also need to look to sponsors. Wade will have more details and specific plans for the next Board meeting. We hope that Sweetwater Brewing (participating in the conference) will be one of our early supporters. Anne and Peter noted that if Wade needs specific training or mentoring, it is important to let us know. Wade indicated he'd like more training about use of media.

Wade discussed some of the philosophy behind budget decisions. One of his foundational philosophies is to be transparent and open with all aspects of ACA's budget and budgeting process.

Wade briefly discussed staff needs for competition. Jobs have been posted. Coaches and Board members will have to take Safe Sport training, focused on protecting children in sport. Anyone involved with contact with children will need to participate in this training and have a background check. Athletes also will have to take Safe Sport training.

The current budget does not include potential USOC funding or portions of the ACA Olympic fund.

Quick break taken at 1130. Returned at 1150

Wade briefly discussed SEIC grants, including a webTV series, a SUP training initiative and infographics.

In 2018, we have a DF training program, underprivileged youth, TV safety videos, youth videos and data capture.

Wade next discussed membership. Administratively we have a wide range of member classes, that are difficult to manage. We hope to hit a sweet spot that balances price of membership, cost of processing and benefit of membership. Cost of processing is high because of complexity. We'd like to move towards an individual membership, SEIC/Racing membership, a senior/student discount and a per person additional cost for families.

We've hired a new insurance coordinator and are working with a new insurance provider. Working with them, we can continue expanding the insurance program and diversify our income stream while also providing an important member service.

Meeting recessed at 1320

Meeting reconvened on Sunday morning at 0820 with presentation of the ACA National Awards. Congratulations to all those recipients.

Attention then turned to member vote to change Bylaws. Membership was notified by a variety of methods as required by ACA Bylaws. Text of the Bylaws Revision Ballot was read to the members present. Motion on the floor was:

“To Approve the Revised ACA Bylaws (a/o 8-24-2017)”

Votes cast by mail and email were 251 in favor, 7 opposed and no abstentions.

Members present were offered a chance to change votes if they had been submitted by email or mail. No members took advantage of this opportunity. Members present were then asked to vote. Those present voted 47 in favor, with no abstentions or votes in opposition. Total vote tally was:

298 in favor of approving the Revised Bylaws (97.7%)

7 were opposed to approving the Revised Bylaws (2.3%)

0 abstentions (0.0%)

Motion carried.

Evan Young joined to discuss his work with SUP and paddle sports in West Virginia. He discussed his planned outreach and relief programs in Puerto Rico. Thanks to him for his efforts.

Wade and William passed out conflict of interest statements and Wade discussed how to complete them. He emphasized the importance of recognizing potential conflicts and recusing from votes when appropriate.

While these were being completed, the Board expressed appreciation to William and NOC's staff for their support of the National Paddlesports Conference.

Committee Reports:

Finance Committee

- About 850K in assets (liquid)
- Total equity is about 2.5M
- Annual income has been about 50K, even with the loss of Subaru support
- Income includes 811K from membership, 385K for grants,
- Expenses include 552K in payroll, 188K in contract services, 172K from events, insurance 102K
- Membership revenue is up
- Grant staff are hired specifically for grant service, instead of being hired as full time staff.

Audit Committee

Wanted a review process of credit charges of Executive Director; cleared by audit. Issues in account resolved.

Division Committee

Properties Committee

Extensive discussion occurred on Sugar Island, similar to prior discussions. General agreement was that Sugar Island needs to be self-supporting. There was a general consensus that the Sugar Island Trustees have not provided a solid plan that meets the ACA's needs. Wade will explore further. A key requirement is that the island will be clean and presentable.

Judicial Committee

Council Reports:

Safety Education & Instruction Council

Notes attached from Steve Hutton Steve moves motions, Discussion Robin- all motions passed SEIC unanimously Board approved unanimous

Competition Council

Topics/Items for Discussion:

GOVERNANCE

USOC NGB changes to ACA SOP

Wade - changes effected through policy not by laws in position with USOC to flex and move as needed;

Discussion & Vote on Motions:

TRANSITION

MOTION – Approve revised Competition Council Operating Procedures (Kirk), seconded (Anne). Wade explained function similar to SEIC, all disciplines in one room equal, CC Chair sits on ACA Board, community calendar, cross pollinate events.

VOTE – approved unanimously.

MOTION – Approve ACA Board Policies as presented (Kirk), seconded (Anne). Discussion of policies, flexibility to adjust.

VOTE – approved unanimously.

- Competition Council Operating Procedures
- Board Policy ATH-001: Athlete Representative Classifications
- Board Policy MEM-001: Membership Classifications
- Board Policy GOV-009: Competition Council
- Board Policy GOV-011: Electronic Voting Process
- Board Policy GOV-013: Grievance
- Board Policy GOV-014: Independence Criteria
- Board Policy ENC-001: Ethics & Conduct

MOTION – WHEREAS, The American Canoe Association (ACA) has been granted National Governing Body (NGB) status for the sport of Olympic and Paralympic canoe and kayak; and

WHEREAS, the ACA recognizes that the members of the USA Canoe/Kayak (USACK) Board, the previous NGB, have valuable knowledge and experience regarding Olympic and Paralympic canoeing and kayaking; and

WHEREAS, said members have agreed to provide advice as needed; and

WHEREAS, the period of October 22, 2017 to January 1, 2018 represents a period of transition before the seating of new athlete members on the board;

THEREFORE, during the transition period of October 22, 2017 to January 1, 2018, the ACA Board hereby appoints Adam Van Grack, Steve Kelly, Scott Mann, Brad Pennington, and Bob Robison to serve in an advisory capacity to the ACA Board from which the ACA Board may seek advice and guidance in matters relating to Olympic and Paralympic canoeing and kayaking such as, but not limited to, upcoming events, grievance procedures, and USACK assets.

(Kirk), seconded (Robin)

Discussion regarding USACK Board members willingness to help if ACA Board has questions. Discussion to amend date to read October 22, 2017 to January 22, 2018 to align with 90 notice. Agreed to by consensus.

MODIFIED MOTION - WHEREAS, The American Canoe Association (ACA) has been granted National Governing Body (NGB) status for the sport of Olympic and Paralympic canoe and kayak; and

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VOTE - Modified Motion approved unanimously.

MOTION – Ask Wade to resign as CEO of USACK (Kirk), seconded (Lili). Provide 90 day notice, Wade needs to do some closing work regarding assets, records. Kirk – purpose of dual CEO/ED was to move forward with merger/transition and that process is now complete. Discussion about ACA terminating transition contract first. SUBSTITUTE MOTION – Approve termination of transition contract with USACK (Kirk), seconded (Robin). VOTE - Unanimous.

MOTION - ACA Board requests Wade resign from USACK (Kirk), seconded (Peter). VOTE - Unanimous.

Old Business:

New Business:

William - resign from ICF? yes

Wade – Mission statement revised to reflect national gov body for Olympic and Paralympic designation. Staff will provide for Board discussion.

Wade= call in 2 weeks to discuss transition plan. Board 15 includes 3 athlete reps. Discussion of grievance committee needs, procedures, want to set up quickly. Wade request a transition position now. William Irving will step in and serve for 120 days ending on February 22, 2018

Wade - download coming on Tokyo, World Cup events. Also sending out link to Safe Sports October 27, board will complete by November 3

Kirk - contact the athletes. Decided Peter to send letter from all board to individual athletes saying how excited, etc

Wade - creating letterhead

Lili - consider US Paddling, US Paddlesports

Discussion of timeline Wade= a multi-purpose ngb, so need to consider name. Anne - set up timeline, Lili= spring marketing, Peter- prioritize flush out, Kirk- include athletes. Kirk- talk to athletes early,

Peter- reach out to athletes by x date, David/Wade- include new boards. Kirk- transfer Haven's leadership award to ACA

Wade- education on disciplines Check out Canoe Federation site for information. Head of ICF wants to work on US based events, committed to helping fund.

Jerry- all communication with athletes through ACA server

Property Update

Jerry- report Camp Sebago numbers, discussion of potential for revenue, maintenance, events

Wade- membership conversion potential,
Jerry/Peter/Wade/Anne - potential of property, opportunities, season passes,
Peter- larger discussion of getting state directors driving programs
Jerry - clubs buying non-aca insurance

Upcoming Board Meetings:

- Spring meeting - doodle poll coming
- Monthly meetings
 - November 8 7:30 est topic mission statement
 - 29th nov. 7:30 board transition and elections
- Summer conference
 - OKC board meeting with Paddlesports Retailer August 27-30

Moved into Executive Session

Reconvened

Adjournment:

Peter moved that the meeting be adjourned. Anne seconded the motion. All were in favor. The meeting was adjourned at 1:20pm.

Submitted by,

Anne Maleady
Secretary
ACA Board of Directors