

**USA Canoe/Kayak  
Minutes of Meeting of Board of Directors  
June 3, 2011  
Washington D.C.**

**1. Call to order and determination of quorum**

The meeting convened at the Hilton Garden Inn, 1333 North Courthouse Road, Arlington, VA at 9:20 a.m. with the following directors present:

1. David Backer, Chair
2. Ross Flemer
3. Marian Hanson
4. Mike Knopp
5. Richard Perlmutter
6. Scott Shipley was present via telephone conference call through the discussion of Agenda Item #6-2011
7. Jen Storms

Jean-Louis Guinchard and Peter Newton were absent

Also present was Joe Jacobi, Chief Executive Officer

Mike Blundetto and Arny Chassen, USA Canoe/Kayak members, were present and stayed through the discussion of Agenda Item #6-2011.

Pam Boteler, a USA Canoe/Kayak member and member of the Board of Directors of the American Canoe Association, joined the meeting as the Board completed its discussion of Agenda Item #3-2011 and stayed until the meeting adjourned.

Board Chair David Backer congratulated Board member Marian Hanson on her reappointment to a new four year term as an Independent Director, congratulated Jean-Louis Guinchard on his appointment to a four year term as an Independent Director (filling the vacancy created by the expiration of the two year term of Humpy Wheeler), congratulated Peter Newton on his reelection to a new four year term as the Sprint Athlete Director, congratulated Richard Perlmutter to his reelection to a new four year term as the Slalom Director, and welcomed Mike Knopp to his first Board meeting since his recent election as the Sprint Director to complete the original four year term of Fred Mechini who resigned from the Board effective December 30, 2010.

## **2. Comments from Members**

Mike Blundetto and Arny Chassen indicated that they were present for the purpose of participating in any way that would be helpful to the Board during the Board's discussion of Agenda Item #6-2011.

## **3. Approval of Minutes of February 15, 2011 Board meeting teleconference**

Motion: Marian Hanson

Second: Jen Storms

To approve the minutes of the February 15, 2011 Board teleconference  
Approved (7 yes; 0 no)

## **4. Report from the Chief Executive Officer**

Joe Jacobi commented that (i) USA Canoe/Kayak's financial position is improved from where it was one year ago, (ii) he has found the job of Chief Executive Officer challenging to the point that the challenge has made his constant work level unsustainable but that he hopes to see the challenges become more manageable, and (iii) the organization needs to work on engaging people who are supportive of the organization's Strategic Plan.

## **5. Election of Board Chair**

The two year term of Board Chair David Backer has expired. Section 8.4 of USA Canoe/Kayak's Bylaws provides in relevant part:

*The term of office of the Chair of the Board shall be two (2) years. . . . No Chair of the Board shall serve more than two (2) terms during an eight (8) year period.*

Motion: Jen Storms

Second: Marian Hanson

That David Backer be reelected as Board Chair for an additional two year term.  
Approved (7 yes; 0 no)

## **6. Item #3-2011: Review of Mission Statement**

The Board reviewed the USA Canoe/Kayak Mission Statement, "To realize the dreams of competitive paddlers". After discussion, the Board approved the following Motion:

Motion: Scott Shipley  
Second: Richard Perlmutter

That the Board reaffirm the Mission Statement, "To realize the dreams of competitive paddlers".  
Approved (7 yes; 0 no)

## **7. Item #4-2011: Implementation of Strategic Plan**

The Chief Executive Officer presented his strategy for achieving USA Canoe/Kayak's mission, goals and objectives as embodied in the Strategic Plan approved by the Board on October 18, 2010.

Motion: Marian Hanson  
Second: Mike Knopp

That the Chief Executive Officer further refine his proposed strategy and resubmit it to the Board for further consideration by August 1, 2011.  
Approved (7 yes; 0 no)

As part of the Board's discussion of implementation strategies for the Strategic Plan the Board approved the following:

Motion: Marian Hanson  
Second: Ross Flemer

That the Board appoint Richard Perlmutter, Mike Knopp, Ross Flemer and USA Canoe/Kayak's Chief Executive Officer, Joe Jacobi, as USA Canoe/Kayak's representatives to a Partnership Committee, to be joined by representatives designated by the American Canoe Association. The Partnership Committee shall examine partnership and other business opportunities that are mutually beneficial to further the strategic objectives of both organizations and shall submit a report to the Board of Directors of both organizations on a timeline to be established by the Committee. The report shall include date specific deadlines and goals for measurable results and defined successes from any partnership or other business opportunities identified by the Committee.  
Approved (7 yes; 0 no)

## **8. Item #5-2011: Approval of 2011 Budget [including discussion of sponsorships]**

After partial discussion, the Board, by consensus, tabled further discussion of the proposed 2011 budget until Friday June 10, 2011 at 12:00 noon Eastern, by teleconference.

## 9. Item #6-2011: Dragon Boat USA

Motion: Marian Hanson

Second: Richard Permultter

That the Board, having considered questions raised by Jeannette Pascua concerning funds received by USA Canoe/Kayak on behalf of Dragon Boat USA and her request that the Board refer the questions to USA Canoe/Kayak's Audit and Ethics Committee for further investigation, (i) finds no reason to refer this matter to the Audit and Ethics Committee at this time, (ii) finds that all funds designated or intended to be used on behalf of or for the benefit of Dragon Boat USA were deposited to and disbursed from an account controlled solely by USA Canoe/Kayak and (iii) directs the Chief Executive Officer to prepare and provide an accounting of all receipts to and disbursements from the account held for the benefit of Dragon Boat USA for calendar year 2010 and the first calendar quarter of 2011, with such accounting to be provided to the Board by July 1, 2011.

Approved (7 yes; 0 no)

## 10. Item #7-2011: Report on Deep Creek 2014 Canoe Slalom World Championship in McHenry, Maryland

Matt Taylor, Executive Director of Adventure Sports Center International, attended the meeting to share information about the 2014 Canoe Slalom World Championships that will be held in McHenry, Maryland.

## 11. Item #8-2011: Amendment of Bylaws Section 9.11

Motion: Ross Flemer

Second: Mike Knopp

That in order to clarify the means by which vacancies are filled on the Nominating and Governance Committee, Section 9.11(b) of the Bylaws be amended as indicated below, with deleted text shown in ~~strike-out~~ and added text shown in underline.

*b. Vacancies on the ~~Each subsequent~~ Nominating and Governance Committees shall be filled~~selected~~ as follows:*

*1. one (1) individual shall be appointed by vote of a majority of the members of the Sprint Discipline Committee. The individual appointed shall bring extensive experience in the Sprint discipline.~~electd by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;~~*

*2. one (1) individual shall be appointed by vote of a majority of the members of the Slalom Discipline Committee. The individual appointed shall bring extensive experience in the Slalom*

~~discipline, who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;~~

~~3. one (1) athlete shall be elected by the athlete members of USA CANOE/KAYAK and who shall otherwise qualify as an athlete in accordance with the USOC's standards;~~ and

~~4. two (2) individuals shall be appointed by the Board of Directors, at least one of whom shall be independent as that term is defined in these Bylaws who shall be selected from the other appropriate USA CANOE/KAYAK membership groups--sprint, slalom, and non-Olympic--as defined by USA CANOE/KAYAK.~~

*The Nominating and Governance Committee shall select its own chair from among its members. The chair shall serve a one year term and shall be eligible for re-election for no more than two consecutive years.*

Pursuant to Section 20.1 of the Bylaws, the proposed Bylaw amendment shall be published on the website of USA CANOE/KAYAK for comment by the membership for at least thirty (30) days prior to the Board of Directors adopting the proposed amendments.

Approved (6 yes; 0 no)

## **12. Item #9-2011: Scheduling of next in person Board meeting and annual meeting of members**

Motion: Ross Flemer

Second: Richard Perlmutter

That the next in person meeting of the Board of Directors and the USA Canoe/Kayak annual assembly of members be held on Friday September 30, 2011 in Oklahoma City, in conjunction with the Oklahoma Regatta Festival. The Chief Executive Officer shall provide notice of the assembly of members as required in the Bylaws.

Approved (6 yes; 0 no)

## **13. Adjournment**

The meeting adjourned at 6:28 p.m.