

U.S. SKI & SNOWBOARD BOARD OF DIRECTORS' MEETING MINUTES

Wednesday, August 31, 2022, 1:00 p.m. – 3:30 p.m.
Videoconference

Meeting Chairman: Kipp Nelson

Vice Chair: Steve Strandberg

Board Members Present:

Liz Arky (Foundation), Frankki Bevins (At-Large), Rosie Brennan (Cross Country Athlete), Alex Deibold (Snowboarding Athlete), Sophie Goldschmidt (President & CEO), Karen Ghent (Alpine), Rick Kapala (Cross Country), Martina Lussi (Jumping/Nordic Combined), Troy Murphy (Freestyle Athlete), Warner Nickerson (Alpine Athlete), Dylan Omlin (Snowboarding), Kikkan Randall (Overall Athlete), Henri Rivers (Foundation), Tom Wallisch (Freesking Athlete), Andrew Weibrecht (USOPC AAC Athlete), and Tom Yaps (Freesking).

Ex-Officio Board Members Present:

Dexter Paine (Immediate Past Chair), Emily Cook (USOPC AAC Alternate), Brian Leach (Audit Chair), Kelly Pawlak (NSAA), Nick Sargent (SIA), and Hank Tauber (FIS)

Board Members Excused:

Jasper Good (Jumping/Nordic Combined Athlete), Ken Graham (Foundation), Mike Page (Freestyle), Steve Shafran (Foundation), and Dune Thorne (Foundation).

Additional Attendees:

Brooke McAfee (CFO), Anouk Patty, Brittany Andrews, Allison De Windt Hull, Alison Pitt, Danny Kass, Ellen Adams, Gar Trayner, Gillian Bower, Gus Kaeding, Guy Slattery, Hannah Kearney, Michael O'Connor, Michael Sitton, Patrick Riml, Ron Kruszewski, Sheryl Barnes, Steven Perelman, Trisha Worthington, and Victoria Brown.

1. Chairman Calls the Meeting to Order & Established Quorum: Kipp Nelson

Mr. Nelson called the meeting to order at 1:00 p.m., mountain time. Ms. Pitt made a roll call and noted that a quorum was present. Mr. Nelson asked if any director had a conflict of interest with any of the items on the agenda.

Mr. Yaps disclosed that he is a sports agent and represents a few athletes on the team. Mr. Omlin noted that he is a development coach and that he has had and will have athletes that he develops that are nominated to the team. None of the directors felt that they had conflicts with the agenda items at today's meeting.

2. U.S. Ski & Snowboard May 10, 2022 Meeting Minutes' Approval: Alison Pitt

Mr. Nelson asked for a motion to approve the minutes from the last Board meeting.

Ms. Cook moved, and Mr. Strandberg seconded the motion to approve the meeting minutes from May 10, 2022. There was no comment and the motion passed unanimously.

3. U.S. Ski & Snowboard Chairman's Report: Kipp Nelson

Mr. Nelson opened the meeting by thanking the four new board members that were added at the annual meeting (Henri Rivers (Foundation), Karen Ghent (Alpine Sport Committee, Rick Kapala (Cross Country

Sport Committee), and Jasper Good (Ski Jumping/Nordic Combined Athlete Rep). He noted that this is a great time of year to look at our outlook for the season. We had a finance committee meeting earlier this week and looked at our financial planning and budgets. He noted concerns with the economy and financial markets and that we are analyzing risks.

Mr. Nelson commended Ms. Goldschmidt on building her executive team and her leadership of the organization. She is still seeking to add a new vice president of people but Mr. Nelson noted that she has built a strong team. Mr. Nelson asked for questions. There were none. He thanked everyone for their attendance and asked Ms. Goldschmidt to provide her report.

4. **U.S. Ski & Snowboard Chief Executive Officer's Report: Sophie Goldschmidt**

Ms. Goldschmidt thanked Mr. Nelson for his comments and noted that the key hires will help to reach the organizational goals. She provided a pre-season and staffing update. We have experienced typical turnover post Olympic cycle. It has provided change in some areas and we have challenges in a few areas. We had the opportunity to host our all-staff meeting in person for the first time in over two years due to the pandemic. It was beneficial and positive to have the meetings and we had several learning opportunities. Additionally, we had our Rookie athlete camp and we had our annual partners summit, which was the first in person meeting in three seasons and it included over 200 in attendance including athletes. We are already seeing benefits in activation since the summit.

The Center of Excellence (COE) has been very active with staff returning to the office and many athletes dryland training or going through rehabilitation. We have new leadership positions open for freeski and snowboard as well as a new head of people. This role has previously been a middle-management position and Ms. Goldschmidt is elevating this role to be integrated into the leadership team to help us make progress in this area.

Ms. Goldschmidt also noted that she has increased the cadence of communication. She has added quarterly calls with our member clubs as well as coordinated calls with pool suppliers and vendors. Improving communication and creating touch points with our community and athletes is a top priority.

Regarding finances, we are not forecasting a revenue decline in the first year of the Olympic cycle as we have done in the past. She is cautiously optimistic. We are not complacent and we have an uphill task on the commercial side, but Ms. Goldschmidt noted that she plans to create new ideas and bring new assets to the market. She thanked Ms. Worthington and Mr. Slattery for their efforts.

Ms. Goldschmidt provided an update on the human resources audit and is pleased to report that the external audit found that we are meeting compliance as well as our goals. There are areas where we can up our game, and we have a focus for our new head of HR.

On the SafeSport investigation with the former snowboardcross coach, it is ongoing with the U.S. Center for SafeSport. The media coverage in the past quarter has been minimal. There was a recent article on the restructuring of the Freestyle, Freeski, and Snowboard department. Ms. Goldschmidt has weekly meetings with a working group to review the status. For DEI, we have made progress and with the new hire in the head of people it will be a top priority.

Finally, Ms. Goldschmidt outlined the strategic priorities that she has set for the organization and that was shared at the all staff meeting. This is how we are measuring our performance. First, achieve athletic and operational excellence across all departments (experience and performance) with winning at every level, in every area, the right way. This will be supported with changes on the business side. Second, grow visibility of sports by growing the visibility of sports, athletes and brand through marketing across all our touchpoints. Finally, grow revenue and drive financial performance to fund the organization and key programs in a cost effective way.

She noted that Mr. Slattery has built a new team and is improving our messaging in a competitive sports marketing environment. Ms. Goldschmit also discussed culture with a focus on three pillars: transparency and communication, engagement and appreciation, and ownership and accountability.

5. FY22 Close & FY23 Financial Update: Brooke McAfee

Ms. McAfee provided a financial and administrative update. We completed both the financial and human resources audit to positive results. She is excited about working with MET Consulting for hiring of the new VP of People, Diversity and SafeSport. Regarding membership, it is trending well at this early point in the year.

For FY22 audited year end results, we ended the year with \$151K in operating net income and \$2.5M in total net income when including restricted donations to our endowment. The endowment balance was \$64.4M at year end from \$62.2M for last year. For the FY23 operating budget forecast, we are cautiously optimistic with over 80% of the budget supporting athletic programs. At our first quarter close, we are on track to meet our year end goals.

On total operating revenue, we are breaking out a new media category for revenue and expenses in our reporting. Additionally, we have secured our USOPC funding for FY23. We continue to build deep relationships with the USOPC on high performance and development. We are forecasting \$9.2M for commercial sales. For FY23 we have over \$20M in total impact through our Foundation. The new alpine events added to the FIS calendar will add \$1M to Foundation, \$1M to commercial sponsorship sales, and \$1.3M in TV rights to media.

Ms. Goldschmidt provided further information on the operating revenue including the progress on our broadcast deals. The current forecast is \$3.8M for broadcast, but the number may trend up.

Finance continues to follow up regarding the ERC tax credit which is forecast at \$906K. It is typical for it to take nine months to receive the credit from the IRS.

For expenses, \$1.4M will decrease for athletic spending that was tied to the Olympics for last year but then we add back funding for incremental support from the USOPC and a new restricted grant. For domestic programs, we had a reduction in our insurance premiums, but have added additional funding for coaches education. Ms. McAfee asked if there were any questions and noted that there will be more information at the mid-year meeting.

6. Commercial & Foundation Report: Trisha Worthington

Ms. Worthington provided an update on commercial revenue and noted that we are on track to meet our goal of 9.2M. We have new outstanding proposals plus renewals and upsells. The economy is impacting some of our renewals and opportunities. We have a focused sales team with eight people (two in-house (Michael O'Connor and Rachel Warren) and six contractors in the US and Europe) that are focused on commercial sales. Ms. Worthington thanked the parties that have helped with commercial sales including Steven Perelman and Tom Horrocks.

On the Foundation revenue update, Ms. Worthington summarized the principal giving focus, major giving, and the special events planned for the season. Many of the Trustees and Ambassadors have been helpful for making connections for new commercial opportunities. She noted the opportunities for fundraising and that we have added Devin Logan and Danny Kass to the Foundation team to help seek donors in Freeski and Snowboard. Principal and sport specific fundraising will be a primary focus for the year. We have over 130 people on the waitlist for Gold Pass and the Champions Club is sold out.

The Board noted that Ms. Worthington is now providing additional detail and information on the fulfillment cost for commercial and foundation; this was not previously disclosed at the detail that she is

providing and they noted that her goal caps the expense at 20%. There was discussion regarding TV rights and asked about the data on the value of TV rights among different sports and what our potential could be. Ms. Goldschmidt provided a brief summary of a comparison from sports (including other national sport organizations) and noted that she would provide additional detail if needed. The Board discussed the TV rights value in the US versus the revenue of what other ski sports receive internationally. Mr. Paine had comparable data for a few other nations that the Board discussed as well as the differences on production expenses.

Mr. Nelson thanked everyone for their comments.

7. Sport Update: Anouk Patty

Ms. Patty discussed the leadership changes in snowboard, freeski, and freestyle. In June, Matt Gnoza was promoted to Freestyle sport director; he now has a leadership role over this sport. Additionally, for the first time, all athletes are documenting short-term, medium-term, and long-term goals and plans for the year in Smartabase, which is a database that we are using to track performance. In connection with this, she has implemented individual alignment meetings with support teams and athletes.

We are also finalizing criteria for all sports and we are taking a very data driven and collaborative approach. She thanked Gus Kaeding for his assistance. This is a very collaborative process with Chief of Sport-SDs-Coaches-Gus and AAC representatives for every sport and discipline. We have started quarterly CEO/COS calls with AAC, clubs, academies, and programs. This is very helpful for feedback from the community.

For the early season, she identified that challenges include a lack of snow in Europe, the high cost to travel, and sport funding to achieve peak performance. On the opportunities to improve, she identified athlete and coach accountability and athlete attendance at the COE in the summer.

Diving into each sport, Ms. Patty provided an update on each sport discipline. For Cross Country, the elite team has had one of the best non-camp, athlete-lead training collaborations. Athletes are training in Australia and in Sweden/Norway prep camps. For development, we've held six development camps with ~170 athletes aged 14-20. Over 50% of the coaches were women. There has been a focus on team building, goal setting, recovery, nutrition, speed development, technique, and strength training.

For Alpine, on the elite teams, we've had a good presence at COE this summer with strength, conditioning, and testing. There have been a number of training camps in New Zealand and Chile. Chile has done an amazing job to support our teams. On the development side, we are focused on providing value-add projects at each level of the pipeline, engaging with the National Development Group (NDG) athletes, coaches and parents after projects to see what is working and what we need to improve on, and hosting successful summer development camps. This summer hosted NDG at Mt. Hood and COE and Western Region FIS, U16 and U14 camps at Mt Hood.

For Freestyle, Matt Gnoza's promotion has elevated the department and Bryon Wilson is leading moguls as the head coach. They've had successful camps and they will be hosting an age-based junior championships in Steamboat. The aerials team has been training daily at the UOP in the morning and at the COE in the afternoon. An international event was hosted at the UOP on August 27th. We are working with the USOPC and GMTM.com to recruit aerial athletes. They will host two gold camps (UOP and Lake Placid).

For Snowboard and Freeski, we are splitting the two sports to each stand on their own and hiring two new sport directors to lead each program. The change is helping to energize staff and athletes and the new Snowboard HP coaches (Pro and Rookie) bring experience and passion. Several camps were held at Mount Hood, Whistler, Woodward-Copper, and Austria. At the Mount Hood camp, Lucas Foster performed a never-been-done before trick in the halfpipe called an ally-oop double mctwist, which is two

full flips spinning up the pipe (instead of down) that lit the snowboard world on fire. On the development side, Project Gold camps returned after a two-year hiatus with approximately seventy-five athletes. Additionally, we focused on women's talent development and Copper held a successful progression camp.

For Sport Education, we hosted a very successful and well-attended (400+) Club Excellence Conference in June. The Club Certification Program now has over sixty clubs at Bronze, Silver, or Gold levels and we are embedding DEI goals such as gender equity in certification. We continue to drive coach training and certification across the nation, with 57% of coaches at level 100 across all sports.

For High Performance and Sports Science Projects, Gillian Bowers leads our team and there are many elements and projects that can move the needle that impact all of our respective sports.

Mr. Nelson thanked Ms. Patty for her report.

8. Marketing Update: Guy Slattery

Mr. Slattery noted that his biggest focus is on growing visibility of sports and athletes. Great new hires, Courtney Harkins has returned as director of marketing and communications and Ryan Bucci on the creative and content side.

Mr. Slattery outlined target audiences (core super fans, casual fans, broader public). The biggest opportunity is the casual fans. They are followers of general sport culture and regular participants in snowsports. We are focusing on how to reach these target audiences and expand attendance at our events. We need to have engaging stories and a better social media presence to draw in casual fans and build awareness of the US Ski & Snowboard Team with the broader public.

Mr. Slattery provided an update for content changes for the 2022/23 season including shifting the mix of event coverage & platforms, which will include multimedia assets, utilized across platforms (e.g. video highlights vs. written), efficient formats (e.g. continuously updated live blog vs long-form written recaps), spending less on results coverage and more on behind-the-scenes and lifestyle to tell the story on socials, better promotion of our events as consumer destinations, and more work with partners (media, lifestyle, and other sports and leagues).

Finally, we will better utilize athlete social media platforms including more regular posting from athletes tagging U.S. Ski & Snowboard, improving athletes as storytellers through the season, training of athletes to increase their visibility and engagement across platforms, supporting athletes to launch more on TikTok, Reels and YouTube Shorts. We will increase focus on the Content Collective and bring our brand narratives to life. We are establishing clearer programs and partnerships around purpose-driven brand pillars of accessibility, diversity, female empowerment and climate change.

Mr. Nelson thanked Mr. Slattery for his presentation.

9. Nomination and Governance Committee Update: Steve Strandberg, Liz Arky

Mr. Standberg noted that we are reopening the search for candidates for the open at-large board seat and identified the core qualities that they are seeking including someone with a strong marketing background.

Additionally, there are recommended amendments to the Foundation bylaws that were recently circulated to the Board and the Foundation Board of Trustees. The Foundation Board of Trustees will review at their October meeting. The Board will be asked to review and approve by consent next month. If anyone has any questions, please reach out to Mr. Standberg.

The Nomination and Governance Committee nominated Dune Thorne to serve on the Nomination and Governance Committee for a two-year term.

Mr. Arky moved, and Ms. Lussi seconded the motion to approve Dune Thorne to serve on the Nomination and Governance Committee. There was no comment and the motion passed unanimously.

10. AAC Update: Warner Nickerson

Mr. Nickerson noted that the AAC does not have any motions to bring forward. He mentioned that it is great to have a new chief of sport and that the AAC appreciates her involvement and engagement.

11. Athlete Safety, Avalanche and Security Update: Brooke McAfee

Ms. McAfee summarized the open cases with the Center (13) and noted that the NGB currently has no open cases. Additionally, Ms. McAfee discussed our on-snow event audit, which was held on March 23-25, 2022, at the Moguls National Event at Deer Valley, Utah. We received our risk assessment report on August 15, 2022, with our education and training and quality control system noted as implemented and our communication and reporting noted as partially implemented. We are already planning for our next audit which is scheduled in November 2022.

Finally, Ms. McAfee mentioned the membership Avalanche training course developed with the BRASS Foundation and the Utah Avalanche Center and that ~21,201 members have completed it (two-year cycle). Beginning the 2022-23 season, members will take the course the second time. Additionally, in cooperation with BRASS, we are in the process of adding a Snow Safety page to our website.

Ms. McAfee presented the Parental Code of Conduct. Ms. Goldschmidt provided the background information for the drafting of the Parental Code of Conduct and that this is standard in sport. We don't want to be onerous but we do have expectations for behavior from parents that are involved in our sports.

Mr. Nelson moved, and Mr. Yaps seconded the motion to approve the Parental Code of Conduct as presented. The motion passed unanimously.

12. FIS Update: Sophie Goldschmidt and Hannah Kearney

Ms. Kearney noted that she had an executive meeting with FIS this morning and it was the first time that athlete representatives were at the executive meeting. Ms. Kearney thanked Mr. Paine for his efforts when he served on the FIS Council to bring the athletes' voice to the table at the executive meetings. There is a strategic plan, but it was not shared. There has been hiring and restructuring within FIS media and marketing, with a focus on modernization which will most likely result in some centralization of media rights. There is a case regarding the FIS council and presidential election in the spring. There is no new information other than the arbitrators have been appointed.

Three paralympic disciplines including alpine, cross country, and snowboard have moved under FIS and the first technical meetings will take place in Zurich at the end of September. It will be the first in-person meeting in over 2.5 years.

Ms. Goldschmidt noted that we are focused on building relationships and our strategies. We will use this season to build connections and alignment. Mr. Nelson noted that Ms. Goldschmidt is involved in media and commercial committees. From a commercial marketing perspective, there are good changes on the horizon.

Mr. Nelson and Ms. Goldschmidt thanked Ms. Kearney for her update.

13. USOPC Update: Dexter Paine, Emily Cook, and Andrew Weibrecht

Mr. Paine provided an update on staffing updates. Gene Sykes was elected as the new chair to take over at the end of Suzanne Lyons' term. Mr. Sykes was the CEO of LA28 and a former Goldman partner. There are four new directors to the USOPC's board: Virginia Sung, Elana Meyers Taylor, Gene Sykes, and one to be nominated.

There is a new head of sport, Rocky Harris. He is a great hire and from the USA Triathlon. Max Cobb is leaving the US Biathlon to become Secretary General of IBU.

In the 2030 bid, the leaders are most likely Vancouver and Sapporo. The IOC intends to award the 2030 Games in May 2023.

The Congressional Commission reviewing the entire Olympic structure is starting its review, which will be a one year process to conclude a year from now. We are expecting significant recommendations to come from the review.

Mr. Weibrecht thanked Mr. Paine for the report. There was discussion about the 2030 bid and whether the IOC would announce 2034 at the same time that it announced the 2030 bid. It is unknown if the IOC will name 2034 at the same time that it announces 2030.

Mr. Nelson thanked Mr. Paine and Mr. Weibrecht for their reports.

14. **Upcoming U.S. Ski & Snowboard Board of Directors' Meeting Dates: Kipp Nelson**

Mr. Nelson discussed the future Board meeting dates.

November 16th, 2022 - Wednesday 1pm – 3:30pm MST, Virtual
February 22nd, 2023 – Wednesday 1 Pm – 3:30pm MST, Virtual
May 18th, 2023 - Thursday 1pm – 3:30pm MST, In-person (tbd)

Mr. Nelson thanked Board members and employees for their work and focus.

15. **Floor Open for Member Comments/Questions**

Mr. Nelson asked if there were any comments or questions. There were no questions.

16. **Closing Comments & Motion to Enter Executive Session**

Ms. Lussi moved, and Mr. Deibold seconded the motion to adjourn the open session of the meeting and move to the executive session. The motion passed.

At 2:35 p.m., the Board went into an executive session.

Respectfully submitted.

/s/ Alison Pitt
Alison Pitt, Secretary of Meeting