

**USATF BOARD OF DIRECTORS CONFERENCE CALL**  
**Wednesday, January 18, 2012 / 4:00 p.m. – 6:00 p.m. EST**

**ATTENDANCE:** Stephanie Hightower, Philip Dunn, Deena Kastor, Kim Haines, Dr. Evie Dennis, Darlene Hickman (non-voting Secretary), Ken Taylor, Larry James (non-voting Counsel), Elizabeth Phillips, Bob Hersh, Aretha Hill-Thurmond, Willie Banks, Jeff Darman, Steve Miller, Eve Wright, Mickey Carter, Jackie Joyner-Kersey

**USATF Staff:** Mike McNeese, Jill Geer, Gina Miller, Benita Fitzgerald-Mosley, Norman Wain, Lynn Taeger

**Guest:** Carl Sniffen

Meeting was called to order at 4:10 p.m. (EST)

**Approval of the December 4, 2011 Meeting Minutes:**

**MOTION** (Hickman): Approve December 4 meeting minutes amended per changes from Willie Banks and Darlene Hickman. **APPROVED**

**Code of Ethics Report**

**Carl Sniffen / Larry James**

The Ethics Committee led by conference call on Monday, January 16, 2012, joined by Gina Miller and Benita Fitzgerald-Mosley. The Ethics Committee has asked the board to provide guidance and clarification for a new category that did not have an exception. The Ethics Committee recommends to the board with regard to Regulation 17, that it would be appropriate for us to draft language to create an exception retroactive to January 1, 2011. Exception contains additional safeguards to help minimize potential conflicts. It is also a recommendation from the USATF National Office and Board Counsel.

**MOTION: (Sniffen/Haines):** Proposed Exception to USATF Code of Ethics, Conflict of Interest provisions: This section would be added to Section III 2 e. of the Code of Ethics: e. Daily stipends paid by USATF to Event Managers selected in accordance with USATF Regulation 17 to take on a primary manager role on behalf of United States teams participating in IAAF World Outdoor Championships, Pan American Games and Olympic Games. This exception shall be effective from and after January 1, 2011. **APPROVED. Abstained: Eve Wright**

**Ethics Policy - Jurisdiction regarding board ethics:** Larry James and Carl Sniffen have had extensive conversations regarding the issue of jurisdiction of Board Ethics, on whether it should go to the Board Counsel or the Ethics Committee? Carl Sniffen explained that as a volunteer organization the Board members as well as volunteers should be subject to the Code of Ethics and the same with due process that the Code of Ethics provides for everyone and that involves the Ethics Committee rather than Board Counsel. It potentially creates a conflict of interest.

As a volunteer organization it would seem reasonable that the board members, as well as the volunteers, be subject to the code of ethics and the same with the new process that the Code of Ethics provides for everyone and that involves the Ethics Committee rather than Board Counsel. There is also a secondary concern that it potentially creates a conflict of interest involving the Board Counsel because there is an economic interest. If the board were to determine that the Ethics Committee should have

the jurisdiction, it would require further reworking of the Code of Ethics. After a lengthy discussion, President Hightower decided to appoint a Task Force with Norm Wain, Carl Sniffen and Larry James meet and put a resolution in writing for the board to discuss in the February “in person” board meeting in Albuquerque.

Carl also asked that the board please add an additional athlete for the Ethics Committee as they are short staffed. If any board member has any recommendations please submit them to Stephanie. Stephanie will also reach out to John Drummond to get athlete recommendations. A list of candidates will be presented in the next board meeting so that the board can approve a new committee member.

## **CHAIRMAN/PRESIDENT’S REPORT**

## **STEPHANIE HIGHTOWER**

### **Events**

The 50K Race Walking Olympic Trials are in Santee, California this weekend. Mike McNees, Philip Dunn and Willie Banks will be attending to represent the board and USATF National Office.

**Marathon Trials in Houston** – Held last weekend in Houston, board members and many national staff attended. It was a phenomenal event, congratulations to Jim Estes; the organizing committee in Houston was well organized and appreciative of the work that Jim Estes and the National Office put into the event to make it a success. Also congratulations to Jill and Max for over reaching their membership goals for the interactive area. Television coverage was well received and the feedback of holding the men’s and women’s trials at the same time was very positive. It will be recommended by Lisa Baird of the USOC to continue to hold the men and women’s events together.

### **Board Development**

Larry James and Stephanie Hightower have been working with Rick Adams of the USOC, they have committed to sponsoring a board development session. Rick will be a facilitator for the conference, the board needs to come up with some dates, this will be a board member retreat only, no general counsel or national staff will attend. Scott Blackmun is also interested in attending the session. We are looking at a hub such as Denver or Dallas for late March or early April to try to accommodate everyone.

### **Board Participation**

Want to be sure that the board feels engaged. If there are meets or trials that you are interested in attending, please let us know so arrangements for credentials and tickets can be made so you can actively engage at the event as a member of the USATF board. We need to know London housing and ticket needs immediately, if you are planning on going, arrangements need to be made now. Tickets and VIP access are at a premium. Credentials are reserved for support people for the athletes.

### **CEO Search Committee**

We need to identify a new search committee for a new CEO. An outline of a process and a timeline needs to be created. Stephanie will chair the search committee; Steve Miller, Deena Kastor, Aretha Thurmond and Mickey Carter have been asked to be a part of the search committee. The committee will come back to the board on the March 14 call with recommendations on how to move the process forward.

## **COMMITTEE REPORTS:**

### **Finance Committee – Ken Taylor**

Sue Humphrey, Women's Track & Field Chairman, approached the Finance Committee in St. Louis about increasing the 2012 budget \$175,000. She was told to submit a detailed budget analysis as to what the funds would be used for. On January 6, 2012 the committee received the analysis and it was determined that the committee would only need a \$75,000 increase. The analysis was sent to the Budget Committee members for review and it was approved. The Operations Committee also reviewed and approved the additional increase with a provision that a new budget process be developed so that the Development Committee can determine better budget numbers on time.

**MOTION (Ken Taylor):** I move for the approval of the additional \$75,000 budget increase for Women's Track and Field for the year 2012. **APPROVED**

### **Final Budget Information**

Ken outlined items that will appear on the final budget documents. We will finish the year at a breakeven point. In 2011 we did not have any sponsorship's which means that we did not receive the \$500,000 sponsorship dollars we had budgeted. We had a favorable \$125,000 better than anticipated net result from USATF event sanctioned programs. We had a \$150,000 savings on the VCS for a new meet which did not materialize. We had a \$325,000 salary and benefit savings due to attrition primarily from the CEO and Interim CEO related costs. Gina will put together a full detailed report that outlines this discussion and hopes to have it available for the board meeting in Albuquerque.

### **Operations Committee - Willie Banks**

The committee will be meeting monthly at 6:00 p.m. PT which is 9:00 p.m. ET on the second Wednesday of each month. The meeting is open to all board members.

### **Youth Committee**

The Youth Committee had an issue with the way vendors were selected and our committee met to resolve the issue. It was decided that Lionel Leach would be invited to a meeting so that we can reach an agreement on how to move forward with vendor selection.

### **Alumni Association**

The Alumni Association and AAC is planning an event to coincide with the Olympic Trials. Willie can't give any details at this time but they are excited about it and hopefully in the next month or two he can discuss what is being planned.

Stephanie spoke with Frank Shorter and Joan Benoit-Samuels at the Marathon Trials in Houston; she thinks it would be extremely helpful if we are planning an event with our alums to work with Jill and Max to make sure they are engaged with sponsors as they are a great asset to the sport that we have not utilized. They can possibly be presenters for the different ceremonies that are taking place at the trials, etc. There may be some budgetary implications but I think long term this would be very beneficial to the sport. Willie would like for Stephanie to speak with the alumni officers because they do have a three dimensional program that is shaping up to be quite fantastic. This could be an incredible alumni building event.

### **Management Committee - Steve Miller**

The Management Committee met the week of January 9, 2012. A list of meeting dates will be circulated to the board and they welcome anybody to join the meetings. They are looking to add an additional member to the committee. Darlene is going to send out the committee descriptions to the three new board members to review to see if they have an interest in joining a committee.

They discussed events, bid processes and talked about contracts. Agreed as a group that they need to redefine our objectives and goals as it relates to putting on events especially as it deals with the economy and the fact that we have not been a for profit producing event organization for quite a while. Discussed repositioning and reformatting the process for getting bids, how we go to television, discussed what we are willing to walk away from, and how we are willing to engage. Everyone on the committee agreed and that will be a source of continuing discussion. Max gave us some insight into some of the processes that go on especially with regard to broadcasts and the contracts themselves and finally in my conversation with Mike McNees prior to that meeting we discussed at length our bidding process for our own National Championships, how they are bundled, who pursues those events and what that means to our both short term and long term financial future and how those events are showcased.

Stephanie and Mike would like to figure out a time to get the three new board members to the National Office for a short orientation to meet the staff and know how the office functions. Mike will be reaching out to the new members to find a date.

### **Strategic Positioning Committee - Deena Kastor**

It was discussed at the Annual Meeting that the committee would move forward once the board retreat has been concluded.

### **INTERIM CEO REPORT**

### **MIKE MCNEES**

The Executive Staff has been sending weekly reviews to the board every Friday.

The Olympic Trials were a huge success; the USOC was so pleased with Jim Estes' effort on their behalf that at an on-site meeting in Eugene organizing the efforts for the Olympic trials track and field the USOC demanded that their liaison between that event and the USOC be Jim Estes. From a sponsorship standpoint it was very successful as well, two of our major sponsors who are also USOC sponsors, activated on the ground in Houston; BMW and Nike. Max and I both had conversations in Houston with BP and they are very interested in doing more with USATF.

### **U.S. Open at Madison Square Garden**

We have a \$100,000 presenting sponsorship with The Harris Corporation and a signed category sponsorship with Chase Bank. There are two other sponsorships in the works that will hopefully close soon. Tickets are running about par with last year, we were hoping to be more successful than last year. Last minute promotion pushes are in the works.

Mike will circulate to the board a report on some Visa Championship Series updates and a report on a couple of staff items. As you organize and do committee work and board work please don't forget to include Mike in the meetings.

### **Integrated Marketing and Communications - Jill Geer**

Nike has been putting together a field for the Tyson Invitational which has been part of the Visa Championship Series. It will be held in Fayetteville, Arkansas on February 11. Our interaction with Visa on this event has been positive and the field they have put together for this event is phenomenal.

### **2012 National Team Staff Approval - Benita Fitzgerald-Mosley**

Replacements for the World Indoor Championships support staff needs to be approved. World Indoors are two months away in Istanbul, Turkey.

**MOTION (Hightower):** Accept the medical staff (athletic trainer, massage therapist and chiropractor) recommendations for World Indoor Championships in Istanbul, Turkey. **APPROVED**

**World Indoor Personnel Replacements** -. Further discussion is required for the replacements as they may not have the credentials that are needed. Ed Gorman as the Head Coach has resigned, the men's committee has nominated John Moon as his replacement. Alan Kolling was the Head Manager and the men's committee has recommended Tracy Sundlun as his replacement. There was some discussion among the board as to whether the nominated replacements meeting the approved criteria to serve in the appointed positions. A conference call among the Operations Committee will take place in the next two days. The Committee will review their recommendations with the board and an e-mail vote among the board of directors will follow.

**Motion (Hightower):** Move to executive session. **APPROVED**

Meeting adjourned and entered into Executive Session at 5:50 p.m. EST

### **SUMMARY OF MOTIONS:**

**MOTION (Hickman):** Approve December 4 meeting minutes amended with Willie Banks changes, Willie to e-mail Lynn with corrections. **APPROVED**

**MOTION: (Sniffen/Haines):** Proposed Exception to USATF Code of Ethics, Conflict of Interest provisions: This section would be added to Section III 2 e. of the Code of Ethics: e. Daily stipends paid by USATF to Event Managers selected in accordance with USATF Regulation 17 to take on a primary manager role on behalf of United States teams participating in IAAF World Outdoor Championships, Pan American Games and Olympic Games. This exception shall be effective from and after January 1, 2011. **APPROVED. Abstained: Eve Wright**

**MOTION (Ken Taylor):** I move for the approval of the additional \$75,000 budget increase for Women's Track and Field for the year 2012. **APPROVED**

**MOTION (Hightower):** Accept the medical staff (athletic trainer, massage therapist and chiropractor) recommendations for World Indoor Championships in Istanbul, Turkey. **APPROVED**

**Motion (Hightower):** Move to executive session. **APPROVED**