

USOF Board of Directors Meeting

Saturday, August 9, 2008

Hilton Garden Inn/University of Wyoming Conference Center

5:25 to 6:55 pm

5:25 pm Call to order, Secretary takes roll, quorum present, 13.

<i>Present</i>	<i>Last Name</i>	<i>First Name</i>	<i>Init</i>	<i>Position</i>	<i>Vote?</i>
Y	Durand	Clare	CD	USOF President	Y
-	Vacant			USOF VP ADMINISTRATION	-
Y	Kraght	Gary	GK	USOF VP CLUB SERVICES	Y
N	Paddock	Bob	BP	USOF VP COMPETITION	Y
Y	Donna	Fluegel	DF	USOF VP MARKETING & PR	Y
Y	Minium	Mike	MM	USOF VP PROGRAM DEVELOPMENT	Y
Y	Murray	Valerie	VM	USOF Recording Secretary	Y
N	Luis	Cristina	CL	USOF Board AT LARGE COMPETITION	Y
E / N	Shannonhouse	Robin	RS	USOF EXECUTIVE DIRECTOR & TREASURER	N / E
N	Teschendorf	Gale	GT	USOF Board HEARTLAND REGION	Y
-	vacant			<i>USOF Board Alternate HEARTLAND</i>	-
N	Eagleton	James	JE	USOF Board MID-ATLANTIC REGION	Y
N	Tolbert	Ralph	RT	<i>USOF Board Alternate MID-ATLANTIC</i>	A
N	Tullis	Eric	ET	USOF Board MIDWEST REGION	Y
N	Vaughan	Stevan	SV	<i>USOF Board Alternate MIDWEST</i>	A
Y	Sankus	Joanne	JS	USOF Board NORTHEAST REGION	Y
N	Hawkes-Teeter	Susan	SHT	<i>USOF Board Alternate NORTHEAST</i>	A

Y	Drumm	Scott	SD	USOF Board NORTHWEST REGION	Y
N	Sincock	John	JSK	<i>USOF Board Alternate NORTHWEST</i>	A
Y	Johnson	Rosemary	RJ	USOF Board PACIFIC REGION	Y
N	Irving	David	DI	<i>USOF Board Alternate PACIFIC</i>	A
Y	Hall	Jim	JH	USOF Board SOUTHEAST REGION	Y
N	Shannonhouse	Steve	SS	<i>USOF Board Alternate SOUTHEAST</i>	A
Y	Carr	Lisa	LC	USOF Board SOUTHWEST REGION	Y
N	Courtney	Ralph	RC	<i>USOF Board Alternate SOUTHWEST</i>	A
Y	Ferguson	Linda	LF	USOF Board Member AT-LARGE	Y
Y	Lennon	Greg	GL	USOF Board Member AT-LARGE	Y
Y	Frank	Kuhn	FK	USOF Board Member AT-LARGE	Y
N	Beecroft	Kris	KB	USOF Registered Agent	N

PRESENT: Y = yes, N = Not present, E = executive director.

VOTE: Y = yes, N = no, A = alternate

Guests: Chuck Ferguson - Endowment Liaison;

5:26 pm **Approval of Minutes** of earlier meeting. Motion by Scott D. to delay to next BOD meeting, seconded Joanne S. Vote: Yea 12, Nay 0, Abs 0 Result: Delay approved.

Action Items.

- 1) **Appoint Executive Director.** Donna F. proposed that this item be put on hold until it can be discussed with Robin Shannonhouse. Greg L. – contract is month-to-month for 2008. Motion to postpone action on renewing this contract pending more information from the Executive Director, second Linda F. Vote: Yea 12, Nay 0, Abs 0 Result: Approved.
- 2) Clare D. **welcomed** Rosemary Johnson to the Board, as the new Regional

Representative from the Pacific Region.

Discussion Items

- A. Donna F. reported she obtained a **sponsorship** from Superfeet for the Junior Team, who received insoles, water bottles.
- B. **BoardNet** is open to all to READ, but only Board members can post to the BoardNet.
- C. **JROTC Championships** (from the earlier Board meeting Agenda). *Third paragraph:* Navy JROTC wants USOF-approved championship in 2010. *Fourth paragraph:* USOF approval for a long range plan for separate JROTC championships. The Navy JROTC wants to have regional championships, qualifying competitors to go to a national championship. JROTC requests that the USOF Board endorse Navy JROTC regional championships (with Orange, Brown and Green courses) in cooperation with a USOF club. In 2010 the host club will be Georgia. Motion by Gary K. that USOF Board heartily endorses a Navy JROTC championship to be hosted by a USOF club., seconded Frank K. Vote: Yea 11, Nay 0, Abs 1 Result: Approved.

Action: Someone (Chuck F?) will inform the Navy JROTC of the USOF approval.

- D. **Task Force Requests.** (First quotes - requests as presented in the Task Force Report; bold text - motions as finally approved.)
 - 1. **‘The Task Force is authorized to continue the process of defining (and implementing) the transition to hiring paid professional staff.’**
Donna F. proposed a friendly amendment, seconded by Jim Hall, to remove the words “and implementing”.
Vote: Yea 11, Nay 0, Abs 1 Result: Approved.
 - 2. **‘The Task Force is authorized to examine the USOF governance structure for the purpose of making recommendations for restructuring the USOF Board of Directors and other volunteer positions and roles in conjunction with hiring staff and to draft proposed changes to the Bylaws regarding the position of Executive Director and the Board of Directors.’**
Motion to approve by Greg L., seconded.
Vote: Yea 12, Nay 0, Abs 0 Result: Approved.
 - 3. ‘Adopt the proposed Staff Transition 3-Year Budget, as modified by the Board, and authorize the Task Force to:

- a. Conduct a Capital Campaign,
- b. Submit a proposal for an increase in USOF club dues and A-meet sanctioning fees, and
- c. Submit a proposal to merge the Insurance Fund into the Operating Fund.'

After discussion:

(a) Greg L. made a motion '**To authorize the Task Force to conduct a Capital Campaign for the purpose of funding the transition to full time paid staff**', seconded by Gary K.

Vote: Yea 12, Nay 0, Abs 0 Result: Approved.

(b) Donna F. made a motion to **Authorize the Task Force to continue to develop the budget which currently includes increasing club dues, A-meet sanctioning fees, and merging the Insurance Fund into the Operating Fund**, seconded by Greg L.

Vote: Yea 11, Nay 0, Abs 1 Result: Approved.

1. 'Authorize the Task Force to form a Hiring Committee to handle the process of identifying and interviewing candidates for an USOF professional Executive Director and to recommend one or more candidates for hiring to the Board before January, 2009.'

Greg L. made the motion **Authorize the Task Force to form a Hiring Committee to be approved by the Board**, seconded by Donna F.

Vote: Yea 11, Nay 1, Abs 0 Result: Approved.

1. There was discussion on how long the Task Force work should take. Greg L.: the Lennon Foundation offer will be withdrawn if the Board has not moved forward by February 2009.

Action: the Board needs from the Task Force (1) a Hiring Committee, (2) a job description.

Lisa C. proposed that the Board needs the Task Force to better define (a) the job description, and (b) the budget, for approval by the Board via e-mail or at the next Board meeting.

Donna F. stated that USOF needs to take some of the burden off Robin S., and find volunteers to do several of Robin's current tasks (from the list of 40+ duties).

- E. Motion by Gary K. to authorize Clare D. to sign a **contract with Human Kinetics**, after outside professional review, seconded by Donna F.

Vote: Yea 10, Nay 0, Abs 1 Result: Authorized.

Action: Suggested that Rick de Witt be contacted - he can refer Chuck F. to a professional who can review the contract.

F. Motion by Gary K. that the Board approve the **Mission Statement** as written (and on the Web page), seconded by Donna F.:

- (1) **Provide orienteering as a viable and attractive recreation for U.S. outdoor enthusiasts.**
- (2) **Promote orienteering for education, personal development, and environmental awareness.**
- (3) **Improve the competitive performance of U.S. orienteering athletes to world class levels.**

Vote: Yea 10, Nay 0, Abs 1 Result: Approved.

G. Frank K. pointed out that his replacement should be aware that he was Acting Chair of the Nominating Committee.

H. Clare D. proposed, Frank K. seconded: **Next BOD Meeting** will be held on Saturday, October 25, 2008 at the NEOC A-meet (Mount Tom) in Western Massachusetts. It was suggested that the following Board meeting would be held at the Navigator Cup in Georgia, January 2009.

Vote: Yea 10, Nay 0, Abs 1 Result: Approved.

6:55 pm Motion to **Adjourn** by Donna F., seconded by Frank K.

Vote: Yea 12, Nay 0, Abs 0 Result: Approved.

Respectfully submitted,

Valerie Murray, Recording Secretary

Summary of Minutes

- A. Renewal of contract with Executive Director postponed until details can be discussed with Robin Shannonhouse.
- B. Welcomed Rosemary Johnson, new Pacific Region representative to the Board.
- C. Sponsorship obtained for the Junior Team from Superfeet.

- D. The Board endorsed Navy JROTC desire to hold separate championships.
- E. USOF Staff Task Force was authorized by the USOF BoD, as follows:
 - 1. To continue the process of defining the transition to hiring paid professional staff.
 - 2. To examine the USOF governance structure for the purpose of making recommendations for restructuring the USOF Board of Directors and other volunteer positions and roles in conjunction with hiring staff and to draft proposed changes to the Bylaws regarding the position of Executive Director and the Board of Directors.
 - 3. Budget:
 - (a) to conduct a Capital Campaign for the purpose of funding the transition to full time paid staff;
 - (b) to continue to develop the budget which currently includes increasing club dues, A-meet sanctioning fees, and merging the Insurance Fund into the Operating Fund.
 - 4. To form a Hiring Committee to be approved by the Board
- F. The USOF Board approved the **Mission Statement** as follows:
 - (1) Provide orienteering as a viable and attractive recreation for U.S. outdoor enthusiasts.
 - (2) Promote orienteering for education, personal development, and environmental awareness.
 - (3) Improve the competitive performance of U.S. orienteering athletes to world class levels.

The next Board Meeting will be held on Saturday, October 25, 2008 at the NEOC A-Meet in Western Massachusetts.