



2023 Q3 Board of Directors Meeting Minutes

June 29, 2023

Zoom Video Conference Meeting

Board members present:

Amanda Banta Furrer, Troy Bassham, Ana English, Randal Garrett, McKenna Geer, Dan Genter, Rick Marsh, Jim Mitchell, Kim Rhode, Sarah Scherer-Oursland, Frank Thompson, Sandra Uptagrafft, Chad Whittenburg

USAS Staff present: Craig Kozeniesky, Brent McPherson, Reya Kempley, Krista Austin, Ella Harris, Glen Werner, Tracy Barnes, Andrew Traciak, Brittany Nelson

9:00 AM Mountain Time Call to Order: Jim Mitchell

1. Meeting is called to order and a quorum is present.

Chairman Comments: Jim Mitchell, Chairman

1. Busy quarter with lots of activity since the last meeting. We'll end with an executive session for important items

Business Items Ana English, Vice Chair

A. Approval of Minutes

1. Ana made a motion to approve Dec 15 and Dec 22 minutes. Seconded by Troy. Passed unanimously

B. Audit Committee: motion to approve 3-member audit committee, Jim moved, Rick 2nd

1. Ana, Rick, Amanda; 3-member audit committee approved

C. Naming committees: seeking recommendations for members, including yourself or others to participate

1. CK: TASK ITEM to send out call for nominees to committees

D. Bylaws Update: Requirement is 33% athlete member representation on all committees; seat committees while updates made to bylaws to reflect these changes; CK: Executive Committee review may be ready in July

2. Discussion: Advisory Council: as listed in bylaws, council is recommended to be formed according to recent review;

Board Training Dave Patterson, NGB Services USOPC

A. Compliance Governance Training

- B. American athletes deserve the best NGB on earth; let's set that high standard as our

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ambition

- C. Operating Environment: reality vs. ambition; complex operating environment with many constituent groups pulling at each person
- D. Compliance Requirements: Governance/Compliance, Finance/Reporting, Sport Performance, Operational Performance, Athlete Safety (conducted by Safe Sport)
- E. Board Governance in Sport
 - a. Tax Exempt
 - b. Public Trust
 - c. Public Benefit
- F. Care, Obedience, Loyalty
 - a. Duty of Care: exercise care of a reasonable person; Participate actively, do your best; Focus on doing no harm
 - b. Duty of Loyalty: Public Trust: Whole organization comes first, board speaks with one voice, board acts collectively
 - c. Your Values & One Voice: what are the values that would cause me to resign from this board? Where are your personal values?
 - d. Duty of Obedience: Board is bound to policies & bylaws, mission and organization is one, loyalty to the sport and organization
 - e. Eyes in, Fingers out: long term: until next meeting, big picture tactics, passion led, passion driven (time horizon)
- G. Conflicts of Interest: Successful habits; when in doubt, choose the more conservative option
 - a. Declare Only: participate fully; when in doubt, declare and state the obvious
 - b. Recuse from Decision: discuss but don't vote; provide information
 - c. Recuse from All: leave the room/hang up until issue is decided; good idea to plan for recusal protocols
- H. Policy Governance: successful habit
 - a. Key to remember what hat you wear in every setting; it's always a director hat; the person you speak to recognizes you as a board member at all times
 - b. Molehill to a mountain: Means, ends, executive limitation, mission, vision, values; you are relied upon to move mountain in service to the sport
 - c. Board work is work: annual work plan, oversight verification, reporting structure, mission, vision & values; clear & responsible with how your time is used

Organizational Update

Craig Kozeniesky, CEO

- A. Overview: Thank you for the opportunity to continue to serve; direction, support feedback welcome; storytelling of the best story told; striving toward best NGB in the world; moving along to improve every process better

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- B. Schedule of events: 9 world cups, grand prix opportunity in France; aggressive & challenging schedule
- C. Building partnerships: repair and further relationships, demonstrating value to relationships
- D. BOD Secretary: Q3 nominate replacement; Reya is back from leave; her duties have been delegated to Craig for today's meeting
- E. Staffing Update:
 - a. thank the staff at USAS for their efforts in 2022
 - b. Urgency to work on Pistol program; last medal was in 2008; Brent McPherson is new manager; Jason Turner is in coaching role
 - c. Addition of athlete Olympian Tracy Barnes in Development
 - d. High Performance Director Alex Szablewski moved to USOPC
 - e. Andrew Traciak, Competitions Manager, & Bernie Axelrod, Operations Administrator, are moving on to new opportunities
 - f. Krista Austin has accepted new HPP; great experience in USOPC and Team Handball
 - g. Ashley MacAllister has accepted new role as Competitions Director from experience in NCAA coaching & CMP
 - i. Separate membership & competitions for future focus on value proposition and youth development
- F. Budget Situation
 - a. Great support for USAS; need to locate partners and cultivate relationship and create financial arrangement
 - b. Staff accountant onboarding next week to assist with developing internal controls; onboarding new accounting firm for support
- G. Focus area for 2024
 - a. Athletes are performing well on the world's stage
 - b. ISSF offering a challenging schedule
 - c. NGB needs to support athlete better
 - d. Full funding has not been possible
 - e. Pan Am Games: first site visit to Chile in next several weeks
 - f. Paris 2024: new campaign to promote & build awareness & support; need support now for success then
- H. Logo: clarification; feedback on our USAS identity; branding process to gather information and poll to provide constituency feedback; utilize the former logo the USAS Foundation; former (old) logo will be utilized as USAS brand
- I. Section 9/Right to Complete Article from the Amateur Sports Act: USOPC, AAA working through process with these partners to resolve
- J. Employee Handbook: tomorrow publish updates to that document

Chad: BOD logo did not approved use of new logo; handbook does not have to be approved by BOD; does not require BOD vote/approval

ISSF Report

Kim Rhode

- A. Executive board voted to allow Russian/Belarusian athletes to compete under neutral

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flag providing no ties to war in Ukraine

- B. Working through process of how athlete will compete; Brazil, Germany, Israel, Croatia, U.S. as committees on procedures for returning these athletes to competition
- C. A vote will be held at World Championships on committee membership; USAS can nominate to committee; deadline is July 13; gender, continent play a role in who is voted in
- D. European games underway in Europe; made decision to use new finals formats; former ISSF leaders created a new format; athletes voted to return to Tokyo formats; currently EOC leadership chose former formats in finals, questions pending with EOC not following rules; are Olympic quotas going to be distributed at these Games; Olympic ranking systems are in question due to these activities

Kim: strategic plan to increase number of competitions and athletes worldwide; most federations don't have funds for the extensive schedule & travel; whatever country had the most money would garner the most quotas; implemented top 4 competitions for quotas to allow for rest, funding models, etc. Formats and issues were reason Pres & VP voted out of ISSF leadership.

High Performance Craig Kozeniesky, CEO

- A. Shotgun Calendar: high level competition world cup in Lonato, Italy next week; Jr. World Championship team traveling to Korea in mid-July; Baku hosts World Championships in August then to Pan Ams in Chile, President's cup to follow
- B. Rifle: similar schedule; will not attend Rio but instead a Grand Prix in Chateauroux, FRA.
- C. Pistol: similar schedule; will attend world cup in Rio
- D. Paralympic: world cup in Croatia & grand prix in Peru; World Championships in Peru, & ParaPan Am in Chile attendance
- E. Introduce Krista Austin as HPP; onboarding and welcome
- F. HPP update: procedures for Olympic/Paralympic Qualifications underway; Ft. Moore conducting Olympic Trials Part I in September
- G. USOPC Funding: DAS on track, warned by USOPC FY24 funding to be flat; under review for new investment strategies in FY25
- H. Projection: 5 medal projection for Paris 2024
 - a. Shotgun performing well, Rifle on the rise with finals appearances; Pistol athletes also ascending into finals in competitions
 - b. Para: also doing well; planned for 2 medals in Paris 2024
- I. World Cup results:
 - a. Rifle: one medal, finals appearances
 - b. Para: also improving each event
 - c. SG: 34 medals since January

Audit Report Ana English, Vice Chair

- A. Ana: Finance Committee met and approved audit report; thank you to the committee and the USAS staff for their contributions to the annual audit

Audit Results BiggsKofford, CPAs

- B. Brett Wichert: audit should be moved up several months in the future; current financial

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firm had delays in providing information

- a. 2022 had some bumps financially; loss occurred as a result of investment portfolio market losses; change in net assets of \$543K; loss of \$494K; Operations were close to a breakeven; like to see USAS produce a profit for next 3-5 years;
- b. Statement of Financial Position: since inception produced profits of over \$4M; large investment portfolio; still say organization is fine financially; endowment funds not available for operations
- c. Post Audit Letter: reclassifications required; no large adjustments to income statement required; reconciliation of direct mail solicitation; improve controls over program and reduce risk of errors in accounting records; functional expense allocation: careful review; documentation for employee advances; endowments, documentation and reports are reflected accurately, address PTO policy.

Ana: Chat question: endowment account: restricted funds from the Bunker Club, BC defines how funds are to be spent and limited to small amounts of dollars available; listed as an asset, but not usable for unapproved uses; unsuccessful to open up dollars for uses like Junior or National team programs.

The Audit committee is putting forward the motion to approve the Audit; Jim M. 2nd; Audit approved unanimously

Financial Update

Amanda Banta Furrer

- A. YTD April; May is not available; all financial statements have been sent to BOD members
 - A. Employee retention credit received \$411K; showing position trend of \$477K cashflow
 - B. 1.3 months & 4 months coverage of expenditures based on current assets
 - C. High inventory: merchandise sales being captured and decrease expected
 - D. Credit card balance up 210% from April 2022
 - E. New practices for PTO accrual
 - F. Covid 19 loan: \$159K; SBA is being contacted for more information
 - G. Income Statement: USOPC \$1.3 grant counted in January, dispersed quarterly
 - i. Fundraising/grants in line with YTD April 2022
 - ii. On schedule for July with 100% of fundraising
 - iii. Direct mail expenses high but costs are frontloaded
 - iv. 53% increase in athlete & team funding; rising costs of travel & doubling of competition schedule impacted this
 - v. Overall revenue matches FY2022; expenses up 27% from 2022; 13% behind on revenue; 12% behind on planned expenses
 - H. Reforecast
 - i. Staffing, travel, competitions, timing of revenue
 - ii. \$800K planned in new revenue
 - iii. Direct Mail: ROI of 150%; income will be off \$100K
 - iv. Positive cash flow for remainder of year
 - v. Positive net income for 2023
 - vi. Draft 2024 budget by 3-5%; build-up 3-5 months of operating dollars as a buffer

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- I. Amanda moves to approve April financials; Jim motions to approve, Rick 2nd; motion passed unanimously

Competitions

Andrew Traciak

- J. Outlined details of competition schedule
- K. Participation: nearly back to pre-covid numbers; in recovery; format change, venues impacted numbers
- L. 4000 members, down since October; 266 clubs in October down to 166 clubs now; fan memberships, coach memberships; 2/3 members are males; largest interest is shotgun
- M. Craig: Andrew's replacement, Ashley MacAllister begins work next week
- N. Craig: Thank you Andrew for his contributions to USA Shooting

Membership

Glen Werner

- A. Slide details of freemium program
- B. Craig: leadership and unity in membership space

Development Update

Tracy Barnes

- A. Strategic direction: sustainability, broaden focus throughout Olympic quad and over longer time periods; expanded revenue streams and more funding avenues to weather any economic challenges
- B. Partnerships: NRA, IOTR, SCI, Glassen
- C. Sponsorships: Industry, outside the shooting industry (Patriot Mobile)
- D. Event Sponsorship: USAS Events, Industry Partners
- E. Royalties: Kimber, Ruger, Staccato 2011, Volquartsen (merchandising)
- F. Donations: USAS Foundation, SAAMI, RIAC,
- G. Grants: NSSF, WOMA
- H. Events: Fort Carson, DFW, Houston, Oak Club
- I. Partnerships: CMP, Hillsdale, NRA Whittington Center, USPSA, SASP
- J. Grants: working to add this focus to time
- K. Partner with other non-profits to boost membership and spread the brand; bolster national level events; building facilities and enhancing coach and official training and outreach
- L. outlined fundraising projections of expected monies the remaining 2023 and into Q1 2024;
- M. Path to Paris campaign: July 26 launch; increase awareness, strengthen brand, generate excitement, fan engagement, partnership development, royalties & sponsorships
- N. Ultimate Goal: \$20M by 2028; established an aggressive program; funds and partnerships will increase over the next year and improve once we mesh membership, partnerships, brand, telling our story; the coming together will create a better value proposition

USAS Foundation

Paul Checketts, Chairman

- A. Successful event with St. Hubertus at USA Shooting Headquarters; outstanding way to share excitement about athletes; raised \$40K
- B. Focused on Give & Raise campaign: give \$10K and raise \$10K
- C. Ann Lee committed to offer shotguns for auction; valued up to \$100K each; generate \$300k-\$400K; in appraisal process currently; Kevin Hogan is

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- assisting;
- D. Working on dinners as next steps: Randal Garrett
- E. Working on a signature event in San Antonio; working on a gala or shoot event
- F. Added members to trustee list; General Lester joined trustee board; current board chair of Toys for Tots
- G. Working to tell the story and send names to Paul if we can get additional folks involved

Board Schedule Craig Kozeniesky, CEO
Next meeting: 9/20/23 via Zoom
Possible in-person: 11/15/23

Jim: can host in-person meeting in Colorado Springs; pleased with Craig's leadership and the staff bringing the story to life; pleased with the event turnout and being around the athletes; many people want to continue to get involved; using Olympic athletes at conventions is where we can make an impact; we'll accomplish many goals and objectives with everyone's support; Thank you go Ana, Kim, Chad for your significant contributions; I'm always here to help and available to speak with anyone.

Executive Session Notes taken by Craig Kozeniesky, CEO

Adjourn Meeting Adjourned at 12:30 pm; motion by Ana, 2nd by Rick