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

Wednesday, September 15, 2021, 1:00 p.m. – 3:30 p.m. Videoconference

Meeting Chairman: Kipp Nelson Vice Chair: Eric Resnick

Board Members Present: Liz Arky (Foundation), Rosie Brennan (Cross Country Athlete), Alex Deibold (Snowboarding Athlete), Bryan Fletcher (Jumping/Nordic Combined Athlete), Ken Graham (Foundation), Cami Thompson Graves (Cross Country), Lisa Kosglow (At-Large), Darryl Landstrom (Alpine), Martina Lussi (Jumping/Nordic Combined), Troy Murphy (Freestyle Athlete), Warner Nickerson (Alpine Athlete), Dylan Omlin (Snowboarding), Mike Page (Freestyle), Steve Shafran (Foundation), Tiger Shaw (CEO), Steve Strandberg (Foundation), Tom Wallisch (Freesking Athlete), and Tom Yaps (Freesking).

Ex-Officio Board Members Present: Dexter Paine, Emily Cook (USOPC AAC Alternate), Brian Leach, Kikkan Randall, Nick Sargent, Hank Tauber, and Andrew Weibrecht (USOPC AAC Athlete)

Board Members Excused: Frankki Bevins and Kelly Pawlak (ex-officio)

Management Team Present: Brooke McAffee, Sheryl Barnes, Trisha Worthington, Michael O'Conor, Charlotte Moats, and Alison Pitt.

Additional Attendees: Andrew Gauthier, Patty Frechette, Jesse Hunt, Victoria Brown, Alexis Voutas, Steve Pearlman, Carlos Lamadrid, Elaine Minahan, Gar Trayner, Sharka Fabian, Annie Kao, Hannah Kearney, Chip Knight, Craig Booth, Eric Webster, Katie Kicklighter, Kyle Kilcomons, Mark Schneider, Michael Sitton, Gillian Bower, Chris Grover, Colin Hilton, and Catherine Raney.

1. Chairman Calls the Meeting to Order & Established Quorum

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. Ms. Pitt requested that Directors declare conflicts concerning any item on the agenda at this time.

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

Mr. Nelson noted that the global pandemic is continuing to impact our organization and our ability to train going into the Olympic season. We are expecting additional, difficult protocols for the OWG.

Mr. Nelson discussed the CEO search and the efforts of the search firm as well as the athlete involvement. There are a few candidates that are finalists. The decision will most likely be announced by the end of September. Ms. Randall mentioned that the athletes appreciated their involvement.

On the financial front, we have increased expenses due to the pandemic and the OWG preparations, but we have continued to balance our budget and we have received support from our Trustees. Mr. Nelson thanked the staff, athletes, board, and trustees for all their resilience.

3. U.S. Ski & Snowboard May 21, 2021 Meeting Minutes' Approval: Alison Pitt

Ms. Kosglow moved, and Mr. Landstrom seconded the motion to approve the meeting minutes from May 21, 2021. There was no comment and the motion passed unanimously.

4. U.S. Ski & Snowboard Chief Executive Officer's Report: Gale H. "Tiger" Shaw

Mr. Shaw discussed the continued impact of the global pandemic and the efforts made by the organization to address it and our successes in controlling spread within our organization. We've managed to continue to train and prepare for the season. We are on a modified work location based on the increased rates of Covid.

Travel restrictions will continue to impact our athletes and team travels this year because the U.S. is considered a high transmission area again. We will have many on our teams with Swiss and Austria visas to assist our athletes in training in the EU this fall because we cannot go to the southern hemisphere. Additionally, the pandemic is impacting other international athletes coming to the U.S. to compete. The USOPC is assisting but there will be delays and impacts.

Regarding the Olympics, we are watching the media on the boycotts. We have a team dedicated to planning for Beijing and the additional challenges that the pandemic will have on travel restrictions and protocols. There may be added costs with the protocols. There was discussion among the board regarding human rights issues and possible boycotts.

5. Financial Report: Brooke McAffee

Ms. McAffee discussed the FY2022 operating budget. Ms. McAffee referenced the Olympic selection events coming up and the schedule. Additionally, Ms. McAffee indicated that FIS is expected to provide a 20% prize subsidy for host nations on events. This will assist with our budget.

Membership renewal is above this time last year but is similar to the numbers for 2019. Ms. McAffee provided an overview of the content collective and the campaigns completed since the onboarding in March 2021. There were questions from the Board on the athlete involvement and Mr. Kilcomons discussed the structuring of the deals based on athlete input.

Ms. McAffee discussed the increased expenses with the FY2022 operating budget included increased costs in COVID testing, Olympic planning, and insurance policies. Ms. McAffee provided the forecast for the marketing revenue and Mr. O'Conor provided additional details regarding the sponsorship, partnership, and licensing deals. There are not many partner renewals this year because it's an Olympic year and most partnership are written to go through the OWG.

There was discussion among the Board regarding global supply chain delays that will be impacting the ski industry including gear and apparels. Additionally, there are increased shipping costs and delays. All of this means that there will be increased costs to consumers, and it is expected that this will take 2-3 years to correct the supply chain.

Ms. Worthington discussed the fundraising including the Jeff Shiffrin athlete resiliency fund. The Shiffrin family was beneficial in helping us to raise \$250,000. The athlete distributions will be made in April 2022 through a grant program. Additionally, the Marolt Athlete Endowment campaign is continuing along with the Borgan Swartz Education Fund, the Steven & Mary Ann Read...

Ms. Worthington summarized the upcoming fundraising events in September and October. We are doing another Facebook live event on September 17.

6. Nomination & Governance Committee Report: Steve Strandberg/Lisa Kosglow

Ms. Koslgow reported on the actions of the Nomination and Governance Committee. Ms. Kosglow thanked the committee for its engagement. There are several board members that are transitioning off our Board in May at the end of their two 4-year terms.

Ms. Kosglow mentioned that we will be updating the process for elections within sport committees. She also provided a summary of the bylaws updates and the governance changes that will be made and asked Ms. Pitt to provide further comments. Ms. Pitt outlined the changes including increasing athlete representation, the definition of athlete representatives, updating the grievance process, and other updates for communication and holding meetings.

7. SafeSport, Avalanche & Security Update: Alison Pitt

Ms. Pitt reported that there is no active litigation and no athlete grievances have been filed.

Ms. Pitt summarized the open cases with the Center and the NGB and reviewed the aging report of the open cases. The proposed FY22 Code of Conduct, amendments to the Athlete Safety Policy and FY22 Minor Athlete Abuse Prevention Policy (MAAPP) were discussed. The MAAPP is subject to final review by the U.S. Center for SafeSport. Finally, Ms. Pitt mentioned the membership Avalanche training course developed with the BRASS Foundation and the Utah Avalanched Center and that ~13,000 members have completed it.

Mr. Standberg moved, and Mr. Graham seconded the motion to approve the amendments to the Code of Conduct, the Athlete Safety Policy and the new MAAPP. There was no comment and the motion passed unanimously.

8. Diversity, Equity and Inclusion Action Plan Update

Ms. Annie Kao, our consultant assisting with our DEI action plan provided an update on the six pillars that are the focus of the plan: (1) leadership and governance, (2) training and education, (3) partnerships, (4) expanded access & representation, (5) website and public facing content, and (6) recognition. The DEI action plan has specific action items chartered through this year. Mr. Nelson thanked Ms. Kao for her summary.

9. FIS World Cup Cross Country Event Bid Update

Mr. Landstrom provided a summary of the efforts by the Loppet Foundation to bring the FIS World Cup for Cross Country to Minneapolis in the near future since the March 2020 event was cancelled due to Covid-19 by FIS.

10. 2022 Beijing Olympics – Athlete Selection Procedures

Mr. Landstrom moved, and Ms. Lussi seconded the motion to approve the amendments to Freestyle & Freeski 2022 OWG Selection Procedures, the Cross Country 2022 OWG Selection Procedures, and the Alpine 2022 OWG Selection Procedures. There was no comment and the motion passed unanimously.

11. FIS Update

Mr. Paine updated the Board on the changes to FIS including the new president Johan Eliasch and secretary general Michel Vion. Gian Franco Kasper passed away this summer after over 40 years of service to FIS. In four months of new leadership, the changes that we have requested to the bylaws for years will most likely be passed at the October meeting. The new leadership brings a different culture.

FIS is reviewing the media rights and its relationships with broadcasters. FIS is looking at the option of centralizing the media rights. Ms. Kearney provided an update on the athletes' commission and its upcoming meeting.

Mr. Nelson thanked Mr. Paine and Ms. Kearney for their efforts and participation.

12. USOPC Update

Mr. Weibrecht provided a recap of the discussions about Tokyo and the takeaways. There are future calls scheduled to assist with planning for Beijing based on protocols that were used in Tokyo. Additionally, there was discussion regarding the AMP program and providing an update at the next meeting as more information in learned about the fulfillment from Tokyo.

Mr. Paine provided an update on the political and diplomatic environment around hosting the OWG in Beijing. We are hopeful that there will not be any action taken that will affect athletes. We are expecting restrictive access and protocols due to the pandemic. The playbook is expected to be released in October.

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

13. Salt Lake City Olympic Bid Committee Presentation

Ms. Raney, an Olympian and member of the Salt Lake City Olympic Bid Committee, provided a summary of the objectives to bid for 2030 or 2034 games. Utah continues to have its venues from the 2022 Games which have been maintained and updated as world-class venues. The committee is focused on propelling winter sport and hosting games every 16-20 years plus other games at the venues. Another focus is to help lower the barriers to entry for winter sports for athletes worldwide.

Ms. Raney summarized the role of the future winter host commission and the competitive environment for the 2030 and 2034 games (Sapporo, Japan, Vancouver, Canada, Barcelona, Spain, and Kiev, Ukraine).

Mr. Hilton discussed the technical work required for the bid. Hosting the games in the U.S. also provides an enhanced U.S. Winter Sports model and improves the partnerships with the NGBs and the development pipeline. Mr. Hilton emphasized that this is a partnership with the USOPC and the NGBs. There were a few questions from the Board on the bidding process and Ms. Raney provided responses.

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

Mr. Nelson discussed the future Board meeting dates.

Wednesday, November 10, 2021 | 1:00 p.m. - 2:30 p.m. MDT Wednesday, March 16, 2022 | 1:00 p.m. - 2:30 p.m. MDT Friday, May 13, 2022 | 10:00 a.m. - 12:30 p.m. MDT

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 questions. There were no questions.

16. Closing Comments & Motion to Enter Executive Session

Ms. Cook moved, and *Mr.* Fletcher seconded the motion to adjourn the open session of the meeting and move to the executive session. The motion passed.

At 2:55 p.m., the Board went into an executive session.

Respectfully submitted.

/s/ Alison Pitt Alison Pitt, Secretary of Meeting