

**USATF BOARD OF DIRECTORS AGENDA
ANNUAL MEETING – ST. LOUIS, MISSOURI
Sunday, December 4, 2011**

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 (via phone)

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

Guests: Christina Corl, Rex Harvey, Anne Timmons, David Katz, Ed Koch, John Drummond

Meeting was called to order at 10:15 a.m. (CST)

CHAIRMAN/PRESIDENT REPORT

STEPHANIE HIGHTOWER

2012 Meeting Schedule

There is some concern among board members with holding Board of Director meetings in conjunction with events. Time is not maximized as people are cutting the meeting short in order to attend events. If the meeting's are conducted in conjunction with an event, it was discussed to arrive a day early for the meeting or staying a day later. Stephanie is going to review all concerns and decide the best scenario for successful meetings going forward.

The November Board meeting date has changed to Wednesday, November 14, to avoid conflicting with the Thanksgiving holiday.

Board Retreat

Lynn and Darlene need to work with Dorothy of National Travel to find a good winter weather friendly location to hold a Board of Directors retreat. Mike McNees will work with the USOC to get a facilitator in place when the Board agrees on some possible meeting dates.

One of the topics for the retreat needs to be revisiting the Strategic Plan.

Board Agenda Format

Each committee chair needs to come up with a consistent monthly meeting date and time. A calendar needs to be created showing when every committee will be meeting on a monthly basis. Committees will need to report back to Lynn Taeger so that a monthly meeting review can be distributed to the Board of Directors and the National Office executives. A template needs to be created outlining the proper areas and information that needs to be reported.

Mike McNees will be assembling from each national office executive, a weekly executive review. It will be distributed every Friday to the Board of Directors.

Board Agenda Topics of 2012

Board members need to be sure that all reports distributed in conjunction and prior to the board meetings have been reviewed so that only specific discussions on the reports are addressed during the meeting. There is not enough time in each board meeting to take the time to review and discuss the information.

Old Business from this point on will be addressed as unfinished business. Unfinished business needs to be added immediately as an agenda item for the next meeting.

To keep the board more disciplined, specific topics need to be addressed by the board in certain months leading up to events. For instance in the April or May board meeting the AAC and High Performance need to be included on the agenda to give us a review and get us ready leading up to the Olympic trials.

Jeff Darman would like to bring in the 5 C's again in October and make it an annual event.

Steve Miller feels the update from Jill and Max should be brought up and expanded on for each meeting. We shouldn't have a meeting without the opportunity to discuss these issues which are critical to our success. This will be a permanent agenda item under the CEO report going forward.

Deena Kastor would like to see an update from the USATF Foundation going forward. Bob Hersh feels the associations are not being informed of Foundation events. Willie Banks will facilitate giving the USATF Board a USATF Foundation update report but feels that Tom Jackovic would be the best person to give an update.

Mike McNees added that as the foundation evolves from a grant giving organization to a grant seeking organization and a programmatic organization the potentials for conflict for what we are doing is growing. A bigger concern for us at the staff level is the brand confusion. Jill and Max have met with Tom Jackovic.

Ludus Tours:

Representatives from Ludus Tours spoke about the affordable packages available for the Olympics in London.

Organizational Services – Ed Koch

Service is deficient for the Three Rivers Association based in Pittsburgh. Organizational Services would like to encourage growth in members, both individually and organizationally in the area. The Committee unanimously recommends the two Associations share the area in accordance with Article 6-A of the Bylaws.

MOTION (Ed Koch): Organizational Services recommends that the West Virginia Association have primary jurisdiction as the default Association for memberships, with no preference indicated and that upon Board approval a review of the service by both Associations will be scheduled during 2016 to review whether the shared jurisdiction shall be continued or modified. **APPROVED**

A petition for membership was reviewed by the organization Maccabi USA/Sports for Israel. It is our unanimous recommendation to the Board that the organization be accepted for membership as an Article 5-D-1 organization

MOTION (Willie Banks): Table membership approval for Maccabi USA/Sports until more information is gathered regarding the organization and membership criteria. **APPROVED.**

The National Scholastic Sports Foundation (NSSF) application was tabled by the board last year. Their representative requested that we leave their application on the table for one more year.

Organizational Committee also proposed a resolution that the Board would consider having an alternate member. This member would be a non-voting member unless they are participating as an alternate for a Board member who was unable to make a meeting.

Organizational Services is pleased to inform that the West Texas Association has made sufficient progress to be removed from suspension. Their status will remain provisional until further reviews.

There were no scheduled elections, although there may have been an emergency election in Athletes Advisory.

OFFICIALS MEETING:

Stephanie Hightower attended the officials meeting and there is an issue about rule books. The officials feel we are making a profit on the sale of rule books to certified officials. Ken and Gina will look into this situation to make sure they are getting the rule books at cost.

AAC MEETING:

We all learned a valuable lesson of how social media can impact a meeting and we need to look into the legalities of social media. Larry James and Christina Corl will work with the AAC and the Board.

A frank discussion on the events surrounding the AAC logo discussion was held. The Board members made clear, it's very serious concerns and expectations, that steps will be taken by the AAC in order to avoid a repetition of such an event.

LOGO ISSUE:

Larry James, Mike McNees and Norm Wain will meet to finalize the Nike contract so a response to the athletes can be delivered by the first of the year.

IAAF UPDATES:

Technical Committee (David Katz): We reviewed 83 proposed rule amendments, the new issue of the rule book is out, the official interpretation of the rules of the IAAF is in a book called The Referee, the new version will be out in a couple of months.

Women's Committee (Anne Timmons): The women's committee has not had a meeting, no report at this time.

Masters Committee (Rex Harvey): The Masters Committee will disappear in two years and it will convert into a commission. The biggest difference is it will no longer be elected by the congress, the IAAF council will appoint the members of that commission. The commission consists of three people from the WMA and three council approved members.

Cesar Mareno Bravo, who has headed the Masters Committee from its inception withdrew his nomination from the council and has retired from the council. The IAAF is pushing hard for the Masters NGB to be part of the IAAF NGB, it will generate much better communication and they do have a hammer over their head for some action. The Committee met in March, the most readily received point is the USA Masters is now dope testing. Also the recruiting video called Forever Young which was funded by the USATF and the USATF Foundation was well received by the IAAF Community and they are thinking of doing something similar. The World Championships in Sacramento were successful.

International relationships are invaluable. It's important that we show the rest of the world that we do have the same problems and concerns that they do and that we are not arrogant.

IAAF Report (Evie Dennis/Bob Hersh): Evie announced and congratulated Bob Hersh on his recent appointment of Senior Vice President of the IAAF. Regarding the IAAF elections and with regard to the governance changes we, the board, are responsible for the candidates chosen for the IAAF. It is important going forward that we are familiar with the candidates and what they are committed to achieve and have a little more strategy laid out even before going to the congress.

COMMITTEE REPORTS:

Management Committee (Jill Geer): MSI, Inc. and Management are having ongoing conversations with four Fortune 500 companies. We had a company contact us wanting to offer sponsorship per event but we are only interested in long term partnership sponsorship.

McDonald's – Max continues to be in touch with McDonald's, they will get back with us soon.

Verizon – Discussions will resume in early January after the holidays.

P & G – They are in the process of finalizing their plans, they won't be moving forward until that process has been completed.

Interactive outreach is in full swing, photo shoot for brand campaign was completed in St. Louis.

Operations Committee (Kim Haines): The Committee established that they are here and ready to support the National Office.

The Operations Committee feels there is a need for committee chairs to have better communication between committees so each one knows what is being accomplished.

There was a concern about knowledge of technology for the National Office; Jed Cornforth gave the committee an excellent presentation of future technology plans. He stated that he has the resources he needs to accomplish technology upgrades. The committee questioned whether there was a need for outside training for the new technology resources. Jed said there are people in the National Office who have the expertise and are willing and able to train where needed and he felt there was no need for outside training at this time but he will approach the committee if they discover it is needed.

Willie will be completing a report outlining when and how the Operations Committee is going to meet going forward.

Strategic Planning Committee (Deena Kastor): The committee recommends we take the USOC up on their offer to coach and mentor the USATF Board. Rick and Stephanie Hightower are aligned with this and want to implement this along with the Board retreat date.

The committee also feels we should focus and revisit the Organizational Assessment survey; there were many topics that were important to the board which will help us to move forward and strengthen the organization.

The Strategic Planning committee needs a new Vice Chair since the committee Vice Chair resigned from the Board. The Board will have a call the week of 12/12/11 to discuss appointing a new Vice Chair for the Strategic Planning Committee.

Audit Committee (Gina Miller): Auditors will send a representative out the second week of January. Kim Haines will schedule a meeting with his committee.

Finance Committee (Ken Taylor/Gina Miller): The 2012 Budget was distributed on November 18, 2011. The budget process begins at the end of August, first of September. Each Committee meets to establish their budget guidelines which are then reported back to the National Office.

MOTION (Taylor): Adopt the 2012 budget as published. **APPROVED**

Nomination Committee: The Committee met with all members present. They received over 15 outstanding nominations for independent members; three people have been chosen and approved unanimously by the Committee. The resumes of Jackie Joyner Kersey, Mickey Carter and Eve Wright were presented to the Board.

There was some discussion among the board about the process in place for the Nomination & Governance Panel Report to choose new Board of Director committee members. More discussion regarding this process will take place at the Board of Director's retreat.

MOTION (Hightower): Accept the three new Board Members who have been approved and recommended by the Nomination & Governance Panel: Jackie Joyner-Kersey, Mickey Carter & Eve Wright. **APPROVED**

Code of Ethics Committee (Wain): The Code of Ethics Committee has met to come up with a proposed Code of Ethics and we feel comfortable with the direction the COE is going. The Ethics Committee has some questions for the Board. After a lengthy discussion the Board will discuss this further at the next meeting of the Board in January. Norm Wain will put the questions in writing for Board of Directors discussion.

INTERIM CEO REPORT

MIKE MCNEES

Mike discussed the staff alignment and restructuring within the National office. He distributed an organizational chart showing the areas of change and outlined the strategic changes for the Board.

APPROVAL OF PAST MEETING MINUTES

MOTION (Hightower): Approve the November 9, 2011 meeting minutes as published. **APPROVED**

MOTION (Hightower): Approve the November 16, 2011 meeting minutes as published. **APPROVED**

MOTION (Hightower): Approve the November 21, 2011 meeting minutes as published. **APPROVED**

Board of Directors Meeting adjourned and the Board went in to Executive Session at 2:55 p.m. (CST)

SUMMARY OF MOTIONS:

MOTION (Ed Koch): Organizational Services recommends that the West Virginia Association have primary jurisdiction as the default Association for memberships, with no preference indicated and that upon Board approval a review of the service by both Associations will be scheduled during 2016 to review whether the shared jurisdiction shall be continued or modified. **APPROVED**

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