

United States Orienteering Federation

Minutes of the Board Meeting held on Saturday, March 28, 2009 – 5:00–8:00 pm
Held at the Howard County Conservancy, Woodstock, Maryland

Arrival, Free discussion:

Call to order & Secretary Takes roll: (Valerie Murray, Recording Secretary)

16 Board members (15 votes + President) are present. A quorum is present. (Note that vote counts vary when Board members left the meeting for varying periods of time.)

<i>Present</i>	<i>Last Name</i>	<i>First Name</i>	<i>Position</i>	<i>Vote?</i>
x	DURAND	Clare	USOF President	Y - Tie
x	JOHNSON	Rosemary	USOF VP Administration	Y
x	KRAGHT	Gary	USOF VP Club Services	Y
	PADDOCK	Bob	USOF VP Competition	
	FLUEGEL	Donna	USOF VP Marketing and Public Relations	
x	MINIUM	Mike	USOF VP Program Development	Y
x	MURRAY	Valerie	USOF Recording Secretary	Y
x	SHANNONHOUSE	Robin	USOF Interim Executive Director	N
x	MARTINEAU	Phil	USOF Board HEARTLAND Region	Y
	Vacant		USOF Board Alternate HEARTLAND	
x	EAGLETON	James	USOF Board MID-ATLANTIC Region	Y
	TOLBERT	Ralph	USOF Board Alternate MID-ATLANTIC	
	TULLIS	Eric	USOF Board MIDWEST Region	
	VAUGHAN	Stevan	USOF Board Alternate MIDWEST	
	SANKUS	Joanne	USOF Board NORTHEAST Region	
x	HAWKES-TEETER	Susan	USOF Board Alternate NORTHEAST	Y
x	DRUMM	Scott	USOF Board NORTHWEST Region	Y
	SINCOCK	John	USOF Board Alternate NORTHWEST	
x	IRVING	David	USOF Board PACIFIC Region	Y
	Vacant		USOF Board Alternate PACIFIC	
x	HALL	Jim	USOF Board SOUTHEAST Region	Y
	SHANNONHOUSE	Steve	USOF Board Alternate SOUTHEAST	

x	E			N
x	CARR	Lisa	USOF Board SOUTHWEST Region	Y
	COURTNEY	Ralph	USOF Board Alternate SOUTHWEST	
x	KUHN	Frank	USOF Board Member AT LARGE	Y
x	FERGUSON	Linda	USOF Board Member AT LARGE	Y
x	LENNON	Greg	USOF Board Member AT LARGE	Y
x	LUIS	Cristina	USOF Board AT LARGE Competition	Y
	BEECROFT	Kris	USOF Registered Agent	N
	SCHORR	Glen	Guest (to be appointed Executive Director)	G
	Ferguson	Chuck	Guest	G
	Gusiatnikov	Vladimir	Guest	G
	Martineau	Stephanie	Guest	G
	McGrath	Clem	Guest	G
	Weyman	Eric	Guest	G
	Wilkison	Rob	Guest	G
	Observers: Karen Dennis, Jeff Ferguson, Cameron Murray, Ian Smith, Glen ??			
PRESENT X = yes/, A = alternate, E = executive director, G = guest. VOTE Y/N = yes/no				

Open Forum (5 minutes to any member to address the Board)

Greg Howard of the Howard County Conservancy, told the meeting that the Center was the first green building in the County.

Approval of Minutes from January 2009 meeting

Gary K. moved to add the following to the Revenue Enhancement Proposal Motion (under **Action Items** on page 3 of the minutes:

“Effective 2011 charter renewals, club dues \$1.00 per ‘non-A’ meet start.”

Amendment seconded, approved. **Vote:** Aye 15; Nay 0; Abstention 1. Motion approved

Motion: Approve minutes as amended, seconded. **Vote:** Aye 12; Nay 0; Abstain 2. Motion approved

Action item: Valerie M. will send corrected minutes to Janet Tryson for the USOF Virtual Binder.

Financial Report

1. Question on how little is available for **awards** (\$162 remains). New awards have been ordered recently, but need to have enough funds available for postage when sending awards to clubs. Dave I. proposed moving \$100 to Awards Fund, seconded. Discussion to delay any transfer until Board receives a report from Awards Fund Administrator, Duane Adams.
Vote: Aye, 11; Nay 3; Abstention 1. Motion approved to move \$100 to Awards Fund.
2. **Hiring Committee** reimbursement. Recommended that the Board authorize the Executive Committee to approve out of budget expenses, but they have to be included in year-end Treasurer's Report. The budget could also be amended. Greg L. then proposed amending the budget for Hiring Committee: Remove \$2,500 from the Executive Director Salary, and add that amount to the Hiring Committee Budget. Seconded.
Vote: Aye 15; Nay 0; Abstention 1. Motion approved.
3. **College Development Fund** – Gary K. - Fund should have more money than indicated, should move \$1,000 from O in Schools Fund.

Action Item: Robbie S. will make the changes to the budget. Amended budget is [attached](#).

Report from Hiring Committee and introduction of new Executive Director

Greg L. thanked all the members of the Hiring Committee (HC) - Greg Lennon, Lisa Carr, Donna Fluegel, Phil Martineau, Clem McGrath, as well as Mike Minium - who worked tirelessly throughout the recruitment, interview and hiring process. The HC evaluated several firms, choosing a specialist in non-profit area, with particular expertise in sports. Ads were put out, 264 résumés were received. All were evaluated, about 47 were contacted by a recruiter for a ± 1 hour telephone interview. The HC evaluated a total of nine people, with two rounds of phone interviews with at least two HC members. Two in-person interviews were conducted. Greg L. then welcomed **Glen Schorr**, who will be starting as the new Executive Director of USOF on April 15, 2009. Glen S. responded saying that the Board, Staff Task Force and Hiring Committee should feel good about the search process. It took six weeks, and the recruiters chose well. A four-page vision statement was written. Glen S. believes we should be passionate about promoting this sport. He will look for ways to promote gross income.

Action Items:

1. **Appointment of Glen Schorr as Executive Director beginning April 15, 2009.** Proposed by Greg L., seconded. **Vote:** Aye 14; Nay 0; Abstention 1. Press Release [attached](#).

Note that Robin S. will operate in transition mode for April 15-30 period, at the ED contract rate.

Proposals to adopt the USOF Policies as drafted and circulated to the Board by Robin S.

prior to the Board meeting. These policies are prompted by questions included in the new IRS Reporting Return 990 which must be filed by all 501(3)(c) non-profit organizations. USOF needs to formalize these policies to comply with current and future IRS requirements. Robin S. e-mail [attached].

1. Proposal for **USOF Conflict of Interest Policy**. Motion to accept this Policy as written, seconded. **Vote:** Aye 14; Nay 0; Abstention 0. Conflict of Interest Policy approved.
2. Proposal for **USOF “Whistleblower” Policy**.
 1. Mike M. proposed inserting a second paragraph as follows:
“Any board member or employee with knowledge of any illegal or wrongful behavior by any person associated with the federation is required to report these concerns to any member of the Executive Committee.”
Motion to amend seconded. **Vote:** Aye 15; Nay 0; Abstention 0. Amendment passed.
 2. Cristina L. proposed amending the last paragraph by inserting the following after the words “The Board of Directors will”:
“do their best to protect:....”
Motion to amend seconded. **Vote:** Aye 15; Nay 0; Abstention 0. Amendment passed.
 3. Gary K. proposed deleting and substituting words in what is now the third paragraph as follows:
“The officer or director is to promptly advise [delete ‘*the entire*’] (substitute) *a member of the Executive Committee of the*”
Motion seconded. **Vote:** Aye 13; Nay 1; Abstention 0. Amendment passed.

Motion to approve Whistleblower Policy seconded.

Vote: Aye 14; Nay 0; Abstention 0. Whistleblower Policy, as amended, approved.

1. Proposal for **USOF Document Retention & Destruction Policy**.
 1. After discussion, Rosemary J. proposed adding and changing wording (italicized) in the fifth paragraph, third line, ‘**Legal Files**’ as follows:
“for a period of ten years or *three years past* the life of the document, *whichever* is longer.” **Vote:** Aye 14; Nay 0; Abstention 0. Amendment passed.
 2. Dave I. questioned the retention of BoardNet e-mails. Since these are stored on the Yahoo Groups website, at some point in the future the Board would need to discuss retention and deletion of e-mail.
 3. Phil M. questioned the inclusion of the **Destruction** requirement. After discussion, Dave I. proposed deleting the sub-paragraph and the words “& Destruction” from the title of the policy. Motion seconded. **Vote:** Aye 12; Nay 1; Abstention 1. Amendment passed.

Motion to approve Document Retention Policy, as amended, seconded.

Vote: Aye 13; Nay 0; Abstention 0. Document Retention Policy, as amended, approved.

1. Proposal for **USOF Compensation Committee Policy**. Discussion concerning the composition of a Compensation Committee. Motion to postpone this to the next Board Meeting seconded. **Vote:** Aye 14; Nay 0; Abstention 0. Compensation Committee Policy postponed to next meeting.

Action Item: Glen Schorr will look into the Compensation Committee Policy. Clare D. will look into the composition/appointment of a Compensation Committee.

Note: Policies as amended and approved by the Board are [attached in their entirety](#).

1. **Competition Bids.**
2. Sprint and Ultralong Champs bids from ROC September 19-20. Motion to approve seconded. **Vote:** Aye 13; Nay 0; Abstention 0. Bid approved.
3. US National Trail-O Champs bid from LAOC to be held in December, 2009 (5, 6 Dec or 12, 13). Motion to approve seconded. **Vote:** Aye 14; Nay 0; Abstention 0.
4. **Map Fund Policy.** Postponed to next Board Meeting.
5. **Resolution thanking Staff Task Group and Hiring Committee** for all their hard work resulting in the hire of an Executive Director. **Vote:** Aye 13; Nay 0; Abstention 3.
6. **Resolution welcoming the Austin Orienteering Club**, sponsored by NTOA. Approved by acclamation.

Status and Discussion Items

1. **Report on Finance Committee.** Clare D. We need to put together a budget for next year and increase the membership of the Finance Committee. Currently Dave I. develops the budget, but due to health complications is not always available; Gary K. works on insurance, and contributes to developing the budget; Cathy Yekenevicz is an advisor.
2. **JWOC Bid Status.** The BAOC Task Force 2013 is working on a proposal, which will include venue (Lake Tahoe?), financing, volunteers, marketing and media. Vladimir G. asked why we should take on JWOC: it has been 15 years since an international event was held in the US. It would be good publicity for orienteering, and also good for junior development.
3. **Thanks to new volunteers.** The Background Check Committee is being re-formed with new volunteers.
4. **Report on RoadID Marketing Arrangement.** Stephanie Martineau presented information about the RoadID program which has been publicized on ClubNet and accessed through the USOF website.. An information flyer was handed out. Stephanie M. emphasized that local clubs should be encouraged to participate in this useful program.
5. **Modernization Task Force Update.** Cristina L.: we need to use the web better; and put the membership database on line. Kent Shaw is working with Cristina to modernize the website. Volunteers are needed to spread the work, and be responsible for sections. Glen S. said that the Robbie S.'s Virtual Binder is an exemplary product, one that is very useful to members.
Action Item: Valerie M. is responsible for getting any BoardNet proposals into the online Virtual Binder.
6. **Non-chartered event sanctioning.** Clare D. reported no progress with this issue.
7. **IOF Clinics.** Added by Cristina L. There will be one IOF clinic at the Spring 2010 Canadian Western Champs.
8. **By Laws.** Robin S. stated that proposals for By Laws changes, Articles of Incorporation, need to be published 21 days (By Laws)/25 (Articles of Incorporation) prior to the AGM which is at the end of June at the PNWOF events. The proposals will

be included in ONA and on the USOF website.

Action Item: Rob Wilkison/Robin S. will get these proposals to Donna F. for inclusion in ONA.

9. Scheduling of meetings for 2009.

1. The Annual Convention (AGM) will take place on Saturday, June 27 at the COC meet at Cle Elum, Washington.
2. The next Board meeting will be held on June 26 before the scheduled sprint races, and there will be a short Board Meeting following the AGM on June 27.
3. Tentative arrangements for two more Board meetings in 2009: at the September Rochester event, and possibly one in December.

Adjournment at 7:35 pm by acclamation.

The USOF Board Meeting was followed by a closed meeting of the Executive Committee to discuss Executive Director transition process.

Respectfully submitted: Valerie Murray, Recording Secretary

Agenda

BOD Meeting March 28, 2009
Howard County Conservancy, Woodstock, MD
5:00-8:00 PM

5:00 Arrival, Free discussion - food served
5:10 Call to order & Secretary takes roll
5:15 Open Forum (5 minutes to any member to address the Board)
5:45 Approval of Minutes from January meeting
5:50 Financial Report

6:00 Report from Hiring Committee and introduction of new ED

Action Items:

- 6:15
1. Appointment of Glen Schorr as Executive Director beginning April 15
 2. Proposal for USOF Conflict of Interest Policy - Robin
 3. Proposal for USOF "Whistleblower" Policy - Robin
 4. Proposal for USOF Document Retention and Destruction Policy - Robin
 5. Proposal for USOF Compensation Committee Policy - Robin
- 6:40
6. Any competition bids - Bob Paddock
 - Sprint and Ultralong Champs bids from ROC Sept. 19-20
 - Trail-O bid from LAOC may be ready for a BOD vote?

7. Map Fund Policy Change? - Gary Kraght and Linda Ferguson
8. Resolution thanking Staff Task Group and Hiring Committee for their hard work resulting in the hire of an Executive Director.
9. Resolution welcoming the Austin Orienteering Club

7:00 Status and Discussion Items

1. Report on Finance Committee - Clare Durand
 2. JWOC Bid Status - Any Report from the BAOC Task Group?
 3. Thanks to any new volunteers
 4. Report on RoadID Marketing Arrangement - Stephanie Martineau
 5. Modernization Task Force Update - Cristina
 6. Non-Chartered event sanctioning - Clare Durand
- 7:20 7. Scheduling of remaining meetings for 2009
 AGM to take place June 27 at COC meet
 Next Board Meeting - TBD,
 June 26 at Cle Elum? or Previous weekend in Idaho?

7:30 Adjournment

Executive Committee/ED Transition meeting to follow immediately

[Amended Fund Budgets \(pdf\)](#)

Proposals to adopt USOF Policies

Policies passed by the Board at the March 28th Board Meeting

USOF Conflict of Interest Policy

A conflict of interest may arise when a director, officer, or member of a committee with governing board delegated powers has a financial, family or other interest that may conflict with his/her duty to work in the best interests of the federation.

To avoid real and perceived conflicts of interest, all directors, officers, committee members or employees are to promptly disclose, in writing to the Board of Directors, any conflicts of interests that emerge. All directors and officers must at least annually disclose in writing to the Board any potential conflicts of interest that may foreseeably arise.

The Board of Directors will determine whether a conflict exists, and whether the conflicted person may vote or otherwise make decisions on matters related to the conflict.

USOF “Whistleblower” Policy

Any person with knowledge or suspicion of any illegal or wrongful behavior by any person associated with the federation is encouraged to report these concerns to any officer or director. Any board member or employee with knowledge of any illegal or wrongful behavior by any person associated with the federation is required to report these concerns to any member of the executive committee.

The officer or director is to promptly advise a member of the ~~entire~~ Executive Committee of the reported behavior, and the Executive Committee will determine what action, investigation or

other response is warranted under the circumstances.

The Board of Directors will do their best to protect the reporting individual from any retaliation arising from good-faith reporting of suspected illegal or wrongful behavior.

USOF Document Retention & Destruction Policy

Certain records and files are important legally to the federation and should be retained, either in hard copy or electronic format. All retention periods are minimums, and retention periods for documents not specifically mentioned below will be determined by appropriate pertinent factors.

Government Returns

The Executive Director, or his/her designee, will retain permanent copies of all annual returns and reports filed with any governmental authority.

Financial Records

Financial records, including monthly financial reports, invoices, authorizations for payment, expense reimbursement, deposit receipts, bank statements and other bookkeeping documents should be retained for at least 6 years from the end of the fiscal year.

Board of Director and Annual General Meeting Minutes

The Executive Director, or his/her designee, will retain permanent copies of all Board of Director Minutes and Annual General Meeting Minutes.

Legal Files

The Executive Director, or his/her designee, will retain the original documents of all contracts, loans and other legal documents of the federation for a period of ten years or *3 years past* the life of the document, whichever is longer.

Litigation Files

Records relevant to litigation or potential litigation will be retained until the federation's legal counsel determines the records are no longer needed.

Destruction

~~Paper documents not retained should be shredded. Electronic media should be permanently deleted. Duplicates must also be destroyed.~~