



Orientering USA
Board of Directors Meeting
Georgia Navigator Cup
Jan. 14, 2017 2:15pm-5:30pm

Attendance

Board members:

1. Peter Goodwin,
2. Tom Strat,
3. Kris Beecroft,
4. Greg Lennon,
5. Alex Jospe,
6. Bob Forgrave,
7. Ian Smith,
8. Barb Bryant,
9. Pat Meehan,
10. Charlie Bleau (late)

OUSA members:

Sandy Fillebrown,
Matthew Robbins,
Steve Barnhart,
Clare Durand
Rick Worner
Linda Worner

*Note: attendees did not all attend
the full meeting.*

OUSA staff:

Erin Schirm (part)
Glen Schorr

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Summary

1. [Minutes from the last meeting](#) were approved.
2. We reviewed the 2016 financials; however, there is still work to be done to audit team fund numbers and identify restrictions.
3. The Finance Committee will present an operating reserves policy to the Board.
4. Barb gave a presentation on financial regulations affecting OUSA
5. We discussed the ED transition. (ED provided a [report](#) prior to the meeting.)
6. We discussed ONA
7. **The board changed the Rules of Competition so that the time to come into compliance after WOC team trials is now 1 week.** This means athletes would have 1 week to sign the athlete agreement, and additional time as specified in the athlete agreement to submit their training plan. Clare will draft the final rules language in accordance with this intent.
8. The board approved the request for a Trail-O rules waiver for team selection.
9. The board reviewed and discussed the [4th quarter Junior Coach report](#)
10. The board reviewed and discussed the [JWOC report](#)
11. The USA will host the 2018 World Cup and World Master's Ski-O Champs; Alex is on the organizing committee and will come back to the board with financials and requests.
12. Ed Despard will be 2021 World Games Technical Director and is attending the High Level Events workshop in Poland in February.
13. All are tasked with sending proposals for spending the 50th Anniversary Fund to Peter Goodwin. Prior to the meeting, Peter sent around a proposal; that is shown [here](#) along with a summary of the email conversation.
14. Insurance:
 - a. We have published the [new memo to clubs](#) about insurance [here](#) .
 - b. Our insurance agent will present at an open online meeting soon. Other insurance-related discussion was held.
15. We did not have time to discuss other reports from committees. Prior to the meeting, the [responses to a recent committee head survey](#) were shared with the board, and the link to the [older document with information about committees](#) was also shared.

Action Items

1. Greg: share draft club survey with Board for feedback - this will include a request for ideas and feedback on how to spend the 50th Anniversary Fund.
2. Kris: create task force to study combined national/club membership
3. Pat, Barb, Ian: audit team funds.
4. Pat, Barb: Prepare 2016 financial statements distinguishing operating from other moneys, and including balances in the statement of activities.
5. Pat, Fin Comm: update the budget so that the maximum or planned expenditures of the teams are included in the spreadsheet.

6. Kris: share the Annual Fund amounts collected to date (as of 1/17).
 - Unrestricted: \$20,045
 - Endowment Fund: \$4,440
 - Jr. Team: \$3,950
 - Sr. Team: \$3,185
 - Ski-O Team: \$1,445
 - Trail-O Team: \$400
 - MTBO Team: \$145
 - WUOC Team: \$45
7. Barb: work with Fin Comm to revise operating reserves policy.
8. Greg: check that 50th Anniv Fund donations are correctly marked.
9. Directors: contribute to OUSA.
10. Barb/Sandy: prepare a list of the tasks that Sandy will handle; share with Board.
11. Glen: create a spreadsheet listing all conventions, visitor bureaus and sports commissions and showing which club would be appropriate to work with them.
12. Kris/EC: identify someone to manage OUSA relationships with visitor bureaus, sports commissions and states.
13. Barb: schedule phone board meeting 3 weeks from now.
14. Kris, Pat: ONA action items, including putting historical issues online, ensuring that content providers agree to their content being online in the future, switching ownership of content to OUSA so that we can freely post articles on our website. Kris will share with the board the total amount for the Annual Fund to date. Kris: forward email from Fluegels about ONA to the board. Share the original contract with the board when it arrives.
15. Clare: draft new language for rules based on the Board vote for Senior Team compliance time frame of 1 week.
16. Kris: contact Joey from Vulcan OC about 2021 World Games; ensure we have a good organizing team.
17. All: send Peter Goodwin proposals for use of the 50th Anniversary Fund.
18. Peter: advertise for 50th Anniversary Fund proposals to clubs; get an announcement to Glen by Tuesday for the newsletter. Work with Greg to get open-ended questions in the club leadership survey pertaining to the use of the 50th Anniversary Fund.

Minutes

12/19/2016 Board meeting minutes approved

Peter moved to approve the board meeting minutes; Pat seconded.

Some action items are outstanding.

The motion passed unanimously.

2016 Financial Statements

Pat walked through the current version of the 2016 financial statements with us. They were posted by Robin Shannonhouse to the boardnet email list.

- Statement of financial position
 - Assets
 - \$133,636 in cash includes restricted and board-designated amounts
 - The prepaid expenses (~\$30,000) are our insurance policy; we saved some money by paying it up front.
 - The \$2000 map loan to City of Trees will be paid back to OUSA in 2017.
 - The BOD-designated portion of the endowment is from life member dues
 - The remainder of the endowment is from individual donations to the endowment
 - Endowment amounts are approximate because we don't know the year-end fair value yet
 - Liabilities include bills we haven't yet paid, totalling \$1810
 - Equity
 - The \$90,551 in the unrestricted net assets line includes \$44,250 donated for the junior coach salary, \$32,589 in contributions to the 50th Anniversary Fund (clearly earmarked for specific purposes in the solicitation), and the board-designated team funds.
 - The net income of \$31,442 is actually a net loss of over \$12,000 if you take into consideration restrictions and look only at unrestricted amounts. Pat is still working on getting the reporting changed so that this can be clearly seen.
- Income and Expense (actual vs budget)
 - Pat would like this report to include the starting and ending balances
- Statement of Activities and Functional Expenses
 - Pat would also like this report to include the starting and ending balances

Discussion

- Pat has asked Robin to make year-end journal entries and corrections; Robin has not made those changes because she says they are not according to GAAP. She has prepared a separate report (not shared with the Board yet) showing separate columns for board-designated, restricted, and so on. Pat states that we are not obliged to follow GAAP, and that we need reports that help us manage the organization and know how much we actually have to spend. Barb said that we can produce reports that are both GAAP and meet the needs Pat has stated; Barb and Pat to follow up.
- Barb stated that some of the income has been miscategorized and should be changed to restricted instead of unrestricted. This includes the donation for the junior coach salary as well as all 50th Anniversary donations.
- Peter pointed out that total current assets are ~\$25,000 higher than one year ago, and this seems like we are moving in the right direction. However, Pat and Ian pointed out

that without understanding how those assets are committed with restrictions, it is not possible to interpret that number relative to last year.

- Teams have both restricted and board-designated money. The restricted donations to teams are tracked by Robin, but she does not track the board-designated amounts. Rather, the total of board-designated plus restricted amounts are tracked in team fund spreadsheets started by Peter and now handed off to Ian.
- Pat would like to see a single number for the annual fund, regardless of whether the money comes in before or after January 1.
- Board directors should contribute to the annual fund.
- Peter would like to see the amounts that the teams can spend in the budget spreadsheet, and not just in a note to the budget.
- No team has provided Pat with their 2017 budget; we anticipate gathering those in the next weeks.
- Greg thought that money coming in to the 50th Anniversary Fund might not be being tagged correctly.

Operating reserves policy

Barb will work with the Finance Committee on a revised operating reserves policy.

The updated policy will state that OUSA should maintain in cash and cash equivalents no less than an amount equal to the sum of unspent restricted donations, plus unspent board designated amounts, plus an amount equal to 6 months of annual unrestricted spending.

Financial regulations affecting OUSA

Barb gave an informational presentation. Key points for OUSA Board members to know:

1. We are governed by state and federal laws applying to corporations in general, and non-profits in particular.
2. Directors have a duty of care (manage OUSA resources to accomplish the mission with efficiency and effectiveness) and a duty of loyalty (put OUSA first).
3. Following GAAP (generally accepted accounting principles) is required for audit (state requirement), as well as in preparing 990 for IRS, and also by granting agencies and watchdog organizations.
4. We are required to report the fractions we spend on programs, fundraising, and operations (total 100%). The larger the fraction we spend on programs, the better we look to the government, donors and granting agencies. **Starting in 2018 we will be required to disclose our cost allocation method** amongst these 3 areas.
5. We are required to separately report our restricted vs unrestricted income and net assets. Starting in 2018, we will also be required to report our board-designated amounts (with purposes). **We need to track board-designated team funds** in our main accounting system using net asset accounts.
6. The guidelines on labeling donations as restricted vs unrestricted are clear, and **we are not following them correctly**.

7. Starting in 2018, we will be required to disclose our operating reserves policy, and how we manage our liquid assets. **We need to update our reserves policy** so that it deals correctly with unrestricted money.
8. There are several rating organizations; **OUSA Board should take action to bring us into compliance** with the key measures of a well-run non-profit.

Executive Director transition

Glen prepared a spreadsheet of all the tasks he handles so that we can transfer them to others. This spreadsheet has been made available to Directors.

Sandy Fillebrown stepped forward to help out with many administrative things that Glen was doing. She's now the Communicating Secretary of OUSA. Her address will probably be the official home address; her phone number is provided as the OUSA number; she will take email sent to contact@orienteering.org, which address will show up on website and other places that we require an official contact. Kris stated that we should make a list of what she is doing so we understand her role. The Board expressed its thanks to Sandy; we really appreciate her taking this on.

Kris and Greg met with Glen to talk about how to continue to get sponsorships from cities where we host A meets. There are three main meetings a year where you can meet representatives from tourist boards or other local organizations that have money they are willing to give to groups like ours to encourage local events where people spend money in the region. Glen has obtained money that way and the income has been split 50-50 between the local club and OUSA.

Peter stated that if we could find a person to take on interaction with local tourist boards, now, it would be good, so as not to lose continuity. He said that some clubs have been receptive to Glen working on this, and other clubs have not.

For 2017 events, Glen anticipates completing this work by the end of February when he steps down. For the Flying Pig, he is working on making connections at the state level. He met with members of OCIN, OLU and OBLUE on Tuesday and discussed the relationship with the state of KY; he is also working on visitors bureaus and the state of IN. Glen stated that for other state and local organizations he has contact with, OUSA can identify someone (possibly in the local club) to receive emails and learn how to maintain the relationship. Glen will create a spreadsheet listing all conventions, visitor bureaus and sports commissions and showing which club would be appropriate to work with them.

Orienteering North America

Pat and Kris met with the ONA editors, Steve and Donna Fluegel, last Monday. (ONA is the official publication of OUSA.)

We will pay them \$20,000 to produce 5 color issues. The Fluegels are responsible for obtaining any and all ads, and all ad revenue goes to the Fluegels on top of the \$20,000. We do not know if there is a page limit to each issue; Pat said he did not get that information. Peter stated that there was not, and that the size of each issue was dependent on how much content was sent to the Fluegels.

Working with the Fluegels, Pat determined that the annual cost per member is \$18.75. If we were to have more members, the cost per member would decrease. With 2000 members, it would cost \$12/member, and with 3000 members, it would cost \$10/member.

Kris will forward to the Board an email from the Fluegels with information about the agreement. Donna will send the contract between the Fluegels and OUSA to Kris and Pat in a couple of months (it is at their home in CT, and they are away).

Questions and discussion from the board:

- Can we get issues from 2000-2016 online? Pat/Kris to explore this possibility.
- Greg asked that, going forward, the Fluegels ensure that content providers understand that the material they submit may be going online.
- Several directors felt that OUSA should own the content going forward. For example, we may wish to publish articles about training or coaching on the OUSA website as well as in ONA.
- We (OUSA) provide most of the content; if we want to make changes in the content to make it more relevant for the membership, that is up to us.
- Ian asked about the possibility of switching to all-electronic editions. Peter discussed problems with previous electronic issues, such as how to release it only to members. Some felt that all-electronic issues would not be successful; people like having a permanent hardcopy.
- [Charlie joined the meeting]
- Kris and Pat feel that it was a good conversation and look forward to exploring additional productive changes with the Fluegels.

Competition Rules

Kris explained the rationale behind the senior team ESC's request to change the "2 weeks" to "1 week" for athletes who make the WOC team to come into compliance with athlete requirements. She clarified that the proposal was that athletes would have one week to sign their athlete agreement. The athlete agreement imposes further timelines, such as two weeks from signing to provide a training plan. Thus athletes have up to 3 weeks after making the team to prepare and submit a training plan.

Peter moved that the language be changed so that athletes have 1 week, not 2, to sign the athlete agreement. Clare (Chair of Rules Committee) will craft the precise language in accordance with this intent.

Pat seconded the motion.

After discussion a vote was taken and the motion passed, with these board members voting in favor: Alex, Greg, Bob, Tom, Ian, Barb, Pat, Peter and Charlie, and non opposed.

Trail-O rules waiver

A waiver was requested to allow Temp-O competition selections as follows:

US Temp-O champion and any eligible competitors with a final score better than 18 seconds per control at the US Temp-O Champs will be invited to spots for the Temp-O competition (in order of finish). Once any such top scorers have been exhausted, any remaining Temp-O spots shall be filled by the ESC from among those selected for the Pre-O competition.

In the event that more than three Open and/or Paralympic competitors have been selected to the team, the makeup of the Relay teams will be determined onsite.

Clare explained the intention behind the request for the waiver.

Peter moved to approve the waiver and Barb seconded.

There was no discussion.

A vote was taken and the motion passed, with these board members voting in favor: Alex, Greg, Bob, Tom, Ian, Barb, Pat, Peter and Charlie, and non opposed.

Junior Coach Reports

Kris introduced and Barb presented the 4th quarter report and the JWOC report.

Key points from the 4th quarter report:

- The main goal was NAOC; OUSA retained the Future Championship Cup by a landslide with many solid individual performances.
- The JNT application came out late due to working out rules changes with the Board; it is a well crafted and useful document and Directors are encouraged to read through it.
- Two training camps were canceled due to weather (FL) and lack of attendees (MN). However, Erin established a relationship with a MN organization with hundreds of kids who want to start orienteering.
- Upcoming activities include processing national program applications, designing athlete training plans, training camp planning, monitoring training logs, meetings with team athletes and other coaching activities, JWOC prep, and coaching certification course planning. Boris (regional coach) will hold a junior training camp in March.

Key points from the JWOC report:

- Data from 2009-2016 is presented.
- Strong positive measurable change since Erin started coaching the JWOC team as full-time coach:

- Full teams (vs small women's teams previously) with strong competition to make the team.
- Hugely improved placings, with men and women now making the A Middle final, and Sprint and Long finishes in the top 50 for both Men and Women.
- More depth, with 3-6 runners rivaling what used to be our top performance, in each race.
- Consistent individual improvement year-to-year among the women.
- Erin notes that college is a time we tend to lose athletes, and that is something OUSA needs to focus on in future years.

Erin is the junior coach. For a while he was also taking on the role of Director of Sport Development, but has passed that on to Alex, except that he is still working on coaching certification.

We discussed this history of his salary and scope of work, and what OUSA can do to better support junior development.

International events

2018 World Cup and World Master's (Ski-O)

This event will be hosted by the US. There is a small organizing committee of 4 people including Ken Walker Sr, Alex Jospe and Ed Despard. They would like this to be a big event, with a lot of exposure, with a strong OUSA brand.

Kris asked Alex to provide written information about the event, with complete financial information, as it is currently known, and specific requests of OUSA, so that we can take the next steps. OUSA should provide adequate oversight including on the budget. The organizing committee should plan to make a presentation at each board meeting for the rest of 2017 so that we can keep on top of the progress.

Other discussion:

- We need to determine how the finances will work; specifically, where the seed money comes from, who absorbs any loss, and who gets any profit. One possibility would be for the ski-O team to provide the seed money and take the profit. We also need to determine whether OUSA is directly hosting the event, or whether it will be hosted by a club or another organization.
- Peter recommended using the NAOC model, with clubs participating and splitting the profit with OUSA.
- There are several IOF fees. Peter stated that OUSA historically has paid those fees.
- Greg asked how this is handled by other countries; we do not know. Alex would also like to know how the finances for WOC 1993 were handled and whether that was a successful model.

- Kris asked Alex to provide written information about the event, with complete financial information, is it is currently known, and specific requests of OUSA, so that we can take the next steps. OUSA should provide adequate oversight including on the budget. The organizing committee should plan to make a presentation at each board meeting for the rest of 2017 so that we can keep on top of the progress.
- Peter stated that events have to be sponsored by a club to get insurance (as opposed to OUSA generally), per bylaws and our insurance policy.
- Charlie asked what cancellation policies have been obtained by other large events. This could be a huge financial hit if there is no snow or a storm stops the events.
- The organizing team wants to publish Bulletin 1 in 3 weeks; in order to do that they need to sign a contract with IOF, and prior to that they need to figure out the financial arrangements with OUSA. We will plan a board meeting in 3 weeks.

2021 World Games

Ed Despard has agreed to be the Technical Director. He will go to the HLE meeting in Poland in February to learn more about putting on high-level events. Joey from Vulcan will play a leadership role on the organizing committee, perhaps as head of the local organizing committee. (Joey was the Extreme-O director at GNC.) Charlie stated that we need to decide where the World Games will be held and embargo that map. Kris will contact Joey and start establishing the relationship.

50th Anniversary Fund

Peter suggests that people put forward proposals; send them to Peter, about how you'd like to spend the money. Then Peter will pass these on to the Board, and the Board should look at it and say which ones to proceed on.

Kris stated that we must get club input on how the money is spent.

Peter to send Glen an announcement for the newsletter by Tuesday.

The club leadership survey that Greg is working on is designed to address this question among others. Greg stated that it is important to target club leadership with the questions about 50th Anniversary Fund.

Insurance

Matthew Robbins asked whether our insurance might extend to adventure race directors, which might motivate them to get club sanctioning for their events. Follow up with the insurance agent.

Ian Harding from MNOC has agreed to help develop guidelines for clubs for risk mitigation.

There will be a meeting at the end of January or beginning of February with the insurance agent.

Adjournment

Charlie moved to adjourn
Second: Peter Goodwin.
The motion passed unanimously.

Next in-person meeting

2:00-8:00 pm on Saturday of the BAOC A meet.

Appendix

Trail-O Rules Waiver Request

Trail-O Team ESC Proposal for WTOC selections 2017

Selections will take place following the Pre-O and Temp-O Champs event at LAOC in March. If the BAOC event on March 23rd is a ranking event, then it will be added to the rankings prior to selections.

Selections for the Pre-O competition will be made as indicated in OUSA Rules section G.4.6.

Selections for the Temp-O competition will be made as follows: ***(This will require a rules waiver from the board)***

US Temp-O champion and any eligible competitors with a final score better than 18 seconds per control at the US Temp-O Champs will be invited to spots for the Temp-O competition (in order of finish). Once any such top scorers have been exhausted, any remaining Temp-O spots shall be filled by the ESC from among those selected for the Pre-O competition.

In the event that more than three Open and/or Paralympic competitors have been selected to the team, the makeup of the Relay teams will be determined onsite.

From the OUSA Rules:

G.4.6 Selection Rules for the World Trail Orienteering Championships

G.4.6.1 The U.S. World Trail Orienteering Championships (WTOC) Team shall be composed of the three highest ranked individuals from each class in the U.S. Trail Orienteering Rankings who are eligible for the competition.

G.4.7 If anyone declines to be on the Team the next qualified person down the Ranking list shall be selected until the Team is full.

G.4.8 In the event that the ranking list is exhausted without filling the Team, the ESC may, at their discretion, name non-ranked U.S. Trail Orienteering National Team members to the WTOC Team.

Rationale:

The proposal is on the Board agenda for the 1/14/2017 meeting at GNC.

It was discussed and agreed upon by the Trail-O ESC 12/22/2016. It has been sent to the Trail-O message board for dissemination and comment. We are asking the OUSA board for a rules waiver to implement this procedure for 2017. After this year's WTOC we will evaluate how well this worked and prepare new rules for future years.

Rationale for this proposal:

Pre-O and Temp-O are distinctly different disciplines of Trail-O and it is not uncommon that the fastest Temp-O competitors are not the same as the best Pre-O competitors. Since we will be holding a Temp-O championships this year, for the first time we will have reasonable results to use to identify top Temp-O specialists for the team.

Why the 18 second cutoff? A cutoff has been established to insure that those who are offered Temp-O specialist spots are likely to have exceptional results at WTOC. This cutoff is similar to the best result yet achieved by the US in World Temp-O competition and is close to that required in qualifiers in order to make the final.

We also wanted a cutoff because it is unclear how many people will be willing to accept a spot on the team if they are restricted to only Pre-O or only Temp-O. This insures that we only go through a limited number of top competitors before reverting to the current system of having our top ranked Pre-O competitors also do the Temp-O.

ESC Rules Change Request

This document was prepared by Barb Bryant and shared via the "upcoming agenda" page on the OUSA website prior to the meeting.

ESC request

In December, the OUSA Board voted to approve the [rules changes](#) requested by the ESC, amended to change the proposed one week grace period to two weeks. There was little discussion at the Board meeting about the rationale for making it two weeks instead of one week. The change from one week to two was made without input from the ESC.

The ESC has requested that the Board reconsider the grace period, and change it to the requested one week. The current language is as follows:

G.1.7.6 Team Candidacy Declarations and Eligibility: On the entry form for the Team Trials, each competitor shall declare his/her candidacy. A competitor is a candidate and eligible for the WOC team if he/she is:

- a) A current Orienteering USA regular member and holds a United States Passport at least 48 hours before the first start on the first day of the Team Trials.*
- b) Intending to participate in the WOC if he/she earns a slot on the WOC Team. Competitors may revise their candidate status up until 48 hours before the first start on the first day of the Team Trials.*
- c) In compliance with the athlete agreement set forth by the ESC and approved by the Board Member in charge of teams.*

*A **two week** grace period shall be allowed to come into compliance with said policies.*

Original ESC rationale for the change: “we feel one week is sufficient to complete the paperwork involved”.

Discussion

There was some Attackpoint discussion of this grace period, summarized below.

[Thread](#)

Eddie Bergeron asked the reason for the proposed change from 30 days to one week. He stated that “it could take some time for someone to get a personal coach and establish a training plan.” He pointed out that the [2017 Athlete Agreement](#) allows 2 weeks to submit an annual plan, and suggested a minimum 2 week period for consistency. His argument is that an annual plan requires some thought.

Erin Schirm replied and made the following points:

1. Athletes should have an annual plan prior to the team trials, ideally starting in November. In addition, athletes should have a training log. A week should be adequate time to send in that information and sign the form.
2. If an athlete does not yet have a training plan, then the sooner they create one the better; already time is short to begin specific preparation for WOC after selection.
3. A national program where an athlete can make the team without having already had a training plan and log is not working well and ultimately is failing the athletes. ESC is working to change this in the USA, and the change from 30 days to one week in the requirements reflects this.

USA Team member Alison Campbell agreed with Erin; she gave herself as an example, with a coach and training plan set up by early 2014 with a goal of making WOC team in 2015.

The ESC Chair communicated to me the following comments:

1. The procedure for making this decision was not right. The ESC was not informed of the proposed change from 1 week to 2 weeks and did not have the chance to comment on it. If the change was made in response to the Attackpoint discussion, the Board should have been aware of Erin's reply which should have been weighted heavily.
2. With respect to the Athlete Agreement: it states that each athlete should "maintain an annual plan that is reviewed by the personal coach on a regular basis; a copy of said plan will be submitted to the designated ESC member for review, preferably within 2 weeks of submitting this Athlete Agreement." The 2 weeks here refers to a different task (submitting the plan to the ESC member) than the 1 week in the rule (turning in the athlete agreement). Regardless, someone who really wants to be on the Team should be familiar with the requirements prior to team trials, and be ready to comply. The ESC has been, and will continue to be, understanding of athletes' situations, and is not out to be unfair to anyone.
3. The ESC supports Erin's statement and hopes the Board will agree to make the change.