



## American Canoe Association (ACA) Board of Directors Meeting Minutes

**Date:** October 17, 2018  
**Location:** Teleconference

### Attendance:

Voting Board Members Present: Robin Pope, Kirk Havens, David Bell, Lili Colby, Marsh Jones, Peter Sloan, Stanton Collins, Steve Hutton, William Irving, Bill Micks, Anne Maleady, Scott Mann

Voting Board Members Absent: Jeff Rouse, Kelly Allen

Non-voting attendees:

ACA Staff: Wade Blackwood

The meeting was called to order at 1935 by President Peter Sloan.

A quorum was established with 12 of 14 voting members present.

Peter turns over to Wade with one addition to agenda by Marsh.

Kirk raised a point of order about a potential Conflict of Interest for Scott based on our understanding that Scott still officially sits on USACK's Board.

Open and productive discussion followed regarding the potential for real vs. perceived conflicts, legal obligations and repercussions, etc.

Kirk : need a resolution on Scott's role with USACK.

Scott: still on Board of USACK.

Kirk: need to resolve conflict of interest. USACK asked ACA to resolve debt and help close organization.

Scott: don't think there is a conflict, will recuse from USACK discussion, non-functioning in sport

Kirk: perception of conflict. USACK asked for help in covering debt. Debt can be sought from USACK board members by debtors.

Scott: not a lawyer, cannot come after volunteers. Don't see as a pending liability. Will be transparent.

Kirk: issue would be need to retain a lawyer should debtors pursue USACK Board members.

Scott: last time was raised, make clear, feels obligation to USACK to see through second half.

Kirk: don't think you should resign from USACK due to Board member. fiduciary responsibility., especially if this jeopardizes a USACK quorum.

Peter: not a lawyer, 2 issues, ACA vulnerability? Broader financial exposure? Appropriate handling.

Kirk: perception of COI is to be avoided.

Peter: clearly an issue liability.

Peter: not major issue.

Kirk: reiterate duality of interest.

Lili read Scott's email, stating he is not comfortable with approving membership categories.

Scott: defer to chair, additional planning needed. Need to be clear on vision.

Back to conflict discussion.

Peter: Wade, has USACK petitioned ACA to support debt resolution.?

Wade: Short answer is yes.

Anne: USACK fund raising request in July August.

Scott: not under auspices of USACK. Discussion back in spring. Recuse from unresolved issues.

Peter: issue by issue.

Kirk: It is the prerogative of president to resolve the point of order.

Marsh: What is the USACK debt?

Scott: lawyer costs, final accounting activity. Less than \$10k.

Marsh: amount not significant.

**[Action Item] Discussion Resolution:** While there was not full consensus of the Board regarding the actual level of conflict, Scott agreed to recuse himself from future discussions and votes that would be impacted by, or have ramifications for resolution of the remaining USACK debt or other related USACK issues. Additionally, Executive Committee of the ACA Board agreed to continue discussions with Scott, to include consultation with legal counsel and/or Wade as needed, to more fully address and resolve the COI before November BOD meetings.

Peter returned to planned agenda

Wade: 3 issues, instruction education increase number and clean up; app use and phone use 20% to 51% ; prepare for this usage

### **Focus for 2019**

**Stewardship** video series; current wordy and long, 30/40second clips, need friendly accessible communications.

Increase community grants; engage locally, supports quick action on issues, push active engagement.

**Competition** add two tests, rebuild how to get involved story, grow competition, talking at international canoe association, Mexico and Canada, get USOC support.

**Recreation/Exploration** targeted benefits, build membership, video clips of activities.

**Insurance** buddy app provides daily insurance, ready by year end, buy event insurance immediately, safe outdoor usage.

**Outfitter and Livery** program to be increased, competitive rates, diversified revenue stream,.

**Properties** Sebago and Sugar challenges, pre-occupied with competition, Props offer options, rent? Best options for ACA , investigate how we sell property if donated outright or through legacy programs with and without restrictions,.

**Communications** confusing on how to be a part of ACA, how to get involved, regional events to tell ACA story,.

**Accounting** working with David to gain clarity on how funds spent, put items in right buckets,.

**Fundraising** how do we create a Development plan, go after low hanging fruit, opportunities in stewardship, less competition, education. Need to figure this out, in step with board on areas to grow first.

Scott: super encouraging! How will this come about? How will this be implemented and what are the metrics for success?

**[Action Item]** William asked Wade to present on Scott's question at November meeting

Peter: Strategic planning needed, what do we Wade want to accomplish? Priorities, At November meeting discuss how initiatives are visible. Wade, you tell us,.

Wade: short answer it is about membership change and how we tell our story, need to free up time to do this messaging. All goals relate to bringing members into organization and produce a better outward facing ACA..

Lili: really appreciated Wade's statements, encouraged.

Marsh: didn't hear anything about website overhaul.

Wade: website is handled internally, is an ongoing process.

Wade: budget approval relies on membership levels.

Peter: need budget ASAP, approve and revise if needed.

David: any budget subject to change, one possibility approve current figures, end in black, not doing deficit spending in '18; details on line items done later.

Kirk: agree, would expect deviations to be brought to our attention if needed.

Scott: split two, budget and membership categories, pass budget.

Peter: Anyone disagree? - no one

Peter -: educated board today, Wade do a quick run thorough.

Wade: shout out to David!!! Slides are his handiwork. Overarching aspect, membership changes will give opportunity to grow. Given known numbers expecting in black around \$100K? Grow base of ACA by clarity of mission, holding all proposals up to this clarification of mission criteria. This is our best estimate.

**[Action Item] Discussion Resolution:** separate out budget approval from membership category approval.

**Motion to accept budget for 2018/2019, Kirk motion, Lili second. Unanimous.**

Peter: given the time, and that the membership category discussion is bigger, should we look at later?

Wade :- let me preface this, timeline for initiating new membership categories if approved is now January 1, use Fall to tell story, Right now 5 levels of membership are proposed,.

Peter: based on numbers sent, what is the roll out plan?

Wade: tactical side simple but difficult to start process, if price issue easy to fix, if no go more difficult, need to green light it and get work started, so we know what to expect January first. Also get message out to members, also able to measure site change progress. Wants green light on levels, we can talk money after.

Marsh: aligned with slides, Question, what is hope for uptick? Opportunity to present at Olympic Hopeful Event next month? To make successful, launch and communications plan needs to be executed flawlessly. Concepts great, just click button.

Wade: won't be ready by Olympic Hopeful Event, step one: this is something we have to change. We need to get started, and ensure it all works, January launch date acceptable if we get started now based on present knowledge.

Peter: echo Marsh's concerns, longest lead time technical,.

Marsh: suggesting moving forward.

Kirk: agree with moving forward, agree to getting message right early on.

Scott: two decisions 1) change in structure, and 2) in November price discussion,

Lili: have you tried to get a new membership on line currently? Very difficult, confusing, currently so many choices.

Peter: need to give Wade approval to start with, second approval to go live.

**[Action Item] Discussion Resolution:** BOD expects to have an opportunity to approve the final membership categories and prices before implementation.

**Scott Motion to approve membership structure as proposed by Wade. Scott motion, Anne second. Unanimous.**

Wade: will work on November timeline, encourage you to register for Charleston, Nainoa Thompson 'skeynote speaking,.

Kirk: appreciated Scott congenial discussion of conflict of interest.

**[Action Item] Peter: Wade, can you address Scott's questions regarding an update on the Olympic agreements at existing training sites, Charlotte and Oklahoma, issue off line.**

Adjournment:

Peter moved that the meeting be adjourned. Anne seconded the motion. All were in favor. The meeting was adjourned at 2106.

Submitted by,

Anne Maleady  
Secretary  
ACA Board of Directors