

**U.S. Field Hockey Association
Board of Directors Meeting
February 10-12, 2006
San Diego/Chula Vista, CA**

Board Members Present:
Sharon Taylor, President
Barb Doran, Exec VP/Sec
Meri Dembrow, Treasurer
Billie Ahluwalia
Barb Carreiro
Pat Cota
Pam Hixon
Christine Hunsicker
Jim Johnson
Lenny McCaigue
Christine Millbauer
Charlene Morett
Jill Reeve
Dan Shapiro
Jason Wellings

Board Members Absent:
Merrily Baker
Andrew Duncan
Michele Madison

Staff:
Karen Collins
Laura Darling
Sheila Walker
Terry Walsh
Susan Weeks

Also Present:
Pat Rodgers, Nom/Gov
Joe Strout, Nom/Gov
Virginia Witte
Lesia Yawn

1. Call to Order. President Sharon Taylor called the meeting to order at 3:00 PM PST.
2. **Motion.**

Mr. Shapiro moved

“To delay the start of the Board meeting to 6:00 PM to permit the attendance of two athlete representatives who were in a formal team training session at the Chula Vista Training Center.” **PASSED**
3. Meeting Reconvened. The meeting reconvened at 6:45 PM PST.
4. Introductions. Ms. Taylor introduced Patrick Rodgers and Joe Strout representing the Nominating & Governance Committee; Dr. Lesia Yawn, invited facilitator for strategic planning; Virginia Witte, former internal auditor of the US Olympic Committee, and Laura Darling, Karen Collins, and Susan Weeks from the national office staff.
5. Adoption of New Agenda.

Motion.

Mr. Shapiro moved

“To adopt a new agenda amended to include the report of the Technical Director, Terry Walsh, on Friday.” **PASSED**

6. Technical Director’s Report. See attached report.

Mr. Walsh commented that a competition with China this year (unbudgeted) will be most beneficial and perhaps guarantee a place in the pre-Olympic test event for 2008. He projected a cost of approximately \$60,000 for the Chinese portion of such a test series. He requested the Board consider finding additional funds to support this venture. He further emphasized that USA Field Hockey cannot be internationally successful as long as the best players in the country must decline their invitation to compete for the USA due to school or employment constraints. He commented that this has been a long-standing problem for the international success of USA Field Hockey.

7. Board Meeting Minutes. Discussion ensued concerning who has ultimate authority over the minutes.

Ms. Taylor said that according to Robert’s Rules of Order, minutes should include only action items and enough discussion to let people know what the subject matter is. Debate should not be included.

Mr. Johnson recommended only recording the actions taken and other commentary that would clarify the intent of the motions.

Motion.

Ms. Hunsicker moved that

“The Secretary will be responsible for reviewing and proposing the minutes from the Executive Committee and Board of Directors meetings – the minutes to be published in a book of minutes.” **PASSED.**

8. Approval of Minutes.

- a. The May 10, 2005 Board of Directors minutes were approved with the following change:

Page 3, first paragraph should read: “Mr. Rodgers said that handling of this issue will set a policy or precedence. A board must be consistent in treating issues and consistency of treatment from one case to the next applies without exception. He also said that as facts are uncovered, the board can decide on its own about the risk issue.”

Motion.

Mr. Shapiro moved

“To postpone approving the Executive Session portion of the May 10 minutes until the next meeting of the Board of Directors.” **PASSED**

- b. The August 8, 2005 Executive Committee Minutes were approved with the following changes:

Page 2, #4; add to the end of the paragraph, “Ms. Doran said she would ask the de facto chairman, Bruce Elliott, if he had invited Ms. Taylor.”

Page 3, #10; first and second sentences should read, “Ms. Walker was asked for an update on the appointment of Nick Conway to the position of Men’s National Coach by Ms. Doran. She said Nick has been appointed as program and performance director for the Men’s programs.

- c. The December 19, Board of Directors minutes were approved as amended:

To remove the name of Char Morett in attendance.

6. October 3, 2005 Motion. Correct wording:

Mr. Shapiro asked that the entire Board be permitted to see the contract. When Ms. Taylor said no, Mr. Shapiro said if he could not review the contract, he did not want to be a board member and excused himself from the remainder of the call.

Mr. James said that in his opinion it was out of the ordinary for a board to review contracts, but that the board could decide to have contracts reviewed by committee if they wanted.

Mr. Shapiro noted that Robert’s Rules of Order states, “The name and subject of a guest speaker can be given, but no effort should be made to summarize his remarks.” Ms. Doran noted that this would be considered when recording future minutes.

9. Duties of President, Secretary, & Treasurer. The Board discussed the document included in the Board packet that describes the duties of the Board President, Secretary, and Treasurer.

Motion.

Ms. Hunsicker moved

“To mark the job responsibilities [document] as a draft or example to be used as a resource with no binding effects.” **PASSED** (See attached document)

10. Bylaws Relating to Nominating/Governance Committee Scope. Bylaw Article IX 9.1 was discussed in relationship to governance. Board members

disagreed on who should handle governance issues; the Board or Nom/Gov Committee. It was suggested these Bylaws be reviewed and rewritten to make it clear what governance is and who is responsible for carrying it out.

11. Finance and Audit Committee Report. Ms. Dembrow reported that the Association is not in a healthy financial position, and must get its financial house in order before sustained international excellence can be achieved.

Ms. Dembrow circulated and elaborated upon a report from Finance/Audit that was not published in the pre-meeting materials. (Copy attached)

Although the President quoted from Mr. James' report, which questioned both the methodology and fairness of the finance report as well as its tone, and said the nature and scope of the analysis is a question for the board and should be kept confidential, Ms. Taylor did not make a copy of the report available to the board.

Ms. Taylor was questioned why she had taken this to legal counsel since it was just an internal committee report submitted to the Board. Ms. Taylor responded that it was because it lacked substantiating documentation.

Ms. Dembrow reported that:

- USA Field Hockey is behind schedule in building the fund for replacement of the turf at the Virginia Beach Training Center.
- There is \$287,000 in the USA Field Hockey reserve account; however USFHA must secure a bond against the impending loan of \$130,000 to pay Astroturf the first installment on the Chula Vista Field.
- Preceding years' financial trends, (2002, 2003, 2004, 2005) reflect a pattern of deficit spending.
- \$500,000 is the total in committed money, or deficit money, that USHFA currently owes.
- In June 2005, staff presented the "X Budget" reflecting a \$92,000 positive balance. In November the forecast was a \$25-\$50,000 negative balance. Currently the deficit is \$123,000. Ms. Dembrow emphasized that we do not do a good job of forecasting.
- Budget reports have not been presented to Finance/Audit Committee in a consistent format from year to year, have not included detail, and are not in accordance with accepted budgeting and forecasting financial practice. Ms. Dembrow said that half of the accounts in our chart of accounts missed budget by +/- 20%. An acceptable rate is 5-6% variance.
- One solution would be to prepare a monthly budget that would enable adjustments to be made and track trends.
- The Finance/Audit Committee recommends an internal audit/internal control check be conducted.

Ms. Walker responded that external factors impacting the financial trends were not presented to the Board in the context of the financial trends, as follows:

- Changes in accounting practices in 2003, from cash to accrual accounting for membership income.
- The failure of the independent auditor to disclose this change in the audit opinion or in the debrief with the Executive Director resulted in a similar financial scenario in 2004.
- Ms. Walker said she accepted full responsibility for failure to defer membership income from 2004 to 2005.
- The loss of funding from the USOC in 2004, 2005, and the current year 2006.

Ms. Taylor replied that an internal audit conducted by the Finance/Audit Committee would be a conflict of interest, and she recommended an independent auditor be engaged to do the work the committee wants. Ms. Dembrow said it was not an internal audit but a “financial management review” to help streamline and enable the Association to more accurately know their financial position.

Motion.

Ms. Dembrow moved that

“The Finance/Audit Committee perform a financial management review on the financial operations of USFHA at the office in Colorado Springs within ninety (90) days.” **PASSED**

12. The meeting recessed for the evening at 12:15 AM. PST.
13. The Board meeting reconvened at 8:30 on Saturday, Feb. 11 at the Olympic Training Center in Chula Vista. Ms. Taylor called the meeting to order, and Ms. Dembrow chaired discussion on financial matters.
14. Budget. Ms. Dembrow led the Board in a review and discussion of the 2006 budget since this is the first budget to be approved by this Board. According to Ms. Dembrow:
 - The 2006 budget is at a \$280,795 deficit, part of which is a \$121,300 deficit for 2005, so USFHA starts the year without a balanced budget. Ms. Dembrow stated that it is fiscally prudent to arrive at a balanced budget.
 - Sources of revenue were discussed. Ms. Weeks reported that multiple-year and bigger contracts have been signed by several sponsors and non-hockey sponsors were being sought. Expanding Hockey Festival to pick up teams that are lost due to lack of umpires was discussed. It was recommended to explore ways to get more volunteers and umpires involved, and to increase membership which would help solicit sponsors. Expanding the Futures programs would also bring in more revenue. Ms. Millbauer said the Development Committee is working on recommendations for future development in these areas.
 - A portion of revenue comes from the Men’s Field Hockey Foundation but funds for 2005 have not been received. Terry Walsh is meeting with Don

Robinson, President of the Men's Foundation, to discuss upcoming men's programs in hopes that the stronger men's program will encourage the Foundation to meet their obligation, especially as the men's programs do not receive any USOC money. Various board members expressed the importance of continued open dialogue with Mr. Robinson.

- Ms. Darling said that opportunities for the TalentLink program still exist for 2006. Although Finance/Audit is not comfortable with the \$54,000 revenue projected for 2006, Ms. Darling said she believed the program needs more time to catch on and that by June we should know how the program will be accepted. Coaches will only be able to access the Futures Player Information Guide through TalentLink, so that should boost enrollment in the program.
- Ms. Walker said the Sport Development program is the most difficult program area to manage. Ms. Walker suggested that USFHA partner with the YMCA and similar organizations to work with youth.
- When questioned about requesting a loan from the U.S. Field Hockey Foundation to balance the budget, Ms. Dembrow did not recommend that since it only serves to reduce the balance in the Foundation funds and should not be used for operations.
- Ms. Dembrow recommended balancing the 2006 budget by sending the budget back to the staff to cut \$160,000 in expenses from the \$280,000 deficit.
- Ms. Dembrow suggested that the 2005 deficit of \$100,000 be deferred to \$50,000 in 2006 and \$50,000 in 2007.

Motion.

Ms. Dembrow moved that

“The Executive Director and staff revise the budget to show a current year deficit of no more than \$50,000. This budget to be submitted to the Finance/Audit Committee within three weeks for consideration and recommendation to the Board.” **PASSED.**

Motion.

Mr. Johnson moved that

“The Finance/Audit Committee be authorized to select a certified Public Accountant to perform an audit for the Organization for the calendar year 2005 and also prepare the tax form for 2005.” **PASSED.**

15. Executive Director's Report – Sheila Walker. Attached
16. Marketing Report – Susan Weeks. Attached.
17. Olympic & Sport Development Report – Laura Darling. Attached.
18. The meeting was recessed for the day at 5:00 PM.

19. Ms. Taylor called the Sunday, February 12 session of the Board of Directors to order at 8:30 AM.
20. Member Services Committee Report – Barb Carreiro.
The Membership Services Committee met on February 10 and has reviewed a time-sensitive letter received from the FIH.

Motion.

Ms. Carreiro moved

“To direct the Executive Director to submit to the FIH a letter of interest in hosting an Olympic Qualifier for the Women’s National Team in 2008.”

PASSED

This would be a letter of inquiry. The Board discussed the advantages and costs of hosting an Olympic Qualifier. Estimated requirements and costs would be similar to hosting the Champions Challenge unless there is a TV requirement which would increase costs substantially. Ms. Dembrow estimated \$200,000 in expenses. The event would provide a “home team” advantage for the US Women.

Ms. Carreiro presented a formal request to Ms. Taylor from the Member Services Committee that Pam Hixon be appointed as a member of the Member Services Committee. Ms. Taylor made the appointment and asked for **ratification** by the Board. **PASSED**

Questions to Member Services Committee members should be directed as follows:

Umpiring – Barb Carreiro
Coaching – Lenny McCaigue
Olympic Pipeline – Char Morett
Membership – Barb Doran
High Performance – Pam Hixon

21. Development Report – Christine Millbauer
Ms. Millbauer presented the attached report from Development Committee members Pat Cota, Pam Hixon, Dan Shapiro, and Christine Millbauer.
22. Policy Sub-Committee Report – Mr. Johnson reported the committee is comparing USFHA policies and bylaws with those of the USOC and should have a draft ready for the Board to review at the June meeting. In addition, they plan to review policies from several other NGBs. It was suggested they also look at policies from businesses.
23. National Office Location

Discussion ensued concerning the lack of adequate office space at the national office. Moving the national headquarters to the east coast near the center of field hockey activity was suggested as an option.

Motion.

Mr. Johnson moved that

“The Finance/ Audit Committee and staff form a working group to look at options to find suitable office space for the national staff and report recommendations to the Board of Directors at the next Board meeting.”

PASSED

24. New Business

Request from High Performance. Ms. Hixon followed up on the request by Mr. Walsh for approximately \$60,000 to host the Chinese in a tournament. Due to budget restraints, Ms. Hixon invited Board discussion on approaching the USFH Foundation for the \$60,000. Ms. Taylor suggested that the Member Service Committee prepare a request, and submit it to the Finance/Audit Committee prepare a recommendation for the Board so that a favorable recommendation could be given to the Foundation before the next Board meeting.

Resolution. Ms. Carreiro proposed a resolution to help clear up miscommunications between the Board and Staff:

Resolution made by Ms.Carreiro:“The Board of Directors appreciates and recognizes the extra efforts, hard work, and passion with which the national office staff performs their work.” **PASSED UNANIMIOUSLY**

25. President’s Report – Sharon Taylor

Ms. Taylor said that under the new governance system the Executive Committee had selected a strong Nominating/Governance Committee that in turn had selected Board members who are diversified and had shown an interest in field hockey. Ms. Taylor offered praise for a strong high performance staff, continued financial support from the USOC, and a professional office staff. However, Ms. Taylor expressed concern that Board members had violated USOC and USFHA Board governance precepts set forth by the Nominating/Governance Committee and that the Board had lost its unity. A transcript of her remarks is available, upon request, from Ms. Taylor. A number of board members disagreed with her comments.

26. Adjournment. The meeting was adjourned at 11:30 AM