

USA Weightlifting Board of Directors
February 21-22, 2015
Colorado Springs, CO
Minutes

Board Members Present: Paula Aranda, Colin Burns, Jasha Faye, Dan Foerster, Mike Graber, Terry Grow, Ursula Papandrea, Ari Sherwin, CJ Stockel, Emmy Vargas
Staff: Michael Massik, Phil Andrews, Michael Conroy, Carissa Gump, Laurie Lopez, Peter Roselli

Summary of Board Actions

1. The Board elected CJ Stockel as the Chair.
2. The Board defined and reviewed all committee missions and functions and is in the process of extending invitations to committee candidates.
3. The Board continued to develop and refine the chief governance responsibilities so that USA Weightlifting is in alignment with NGB governance best practices. A summary is presented below.

USA Weightlifting Board Governance Responsibilities

USA Weightlifting Board Members and senior staff attended a governance workshop in their continuing effort to gain a shared understanding of governance best practices. They resolved to govern in alignment with these best practices and to realize the vision that USA Weightlifting will become the strongest and smartest NGB in America.

At the workshop held in Colorado Springs, February 21-22, 2015, they discussed many of the guidelines that were prepared by the Working Group of the National Governing Bodies Council (NGBC) and the Athletes Advisory Council (AAC) to assist in promoting governance best practices for board members of National Governing Bodies (NGBs). These guidelines include legal and fiduciary duties, basic board responsibilities and governing standards. A summary of several important governance best practices follows. (note: The NGB Board Member Guidelines that served as the basis for this discussion can be found [here](#))

Governance Best Practices

Over the years, NGBs have evolved from operating as simple volunteer driven sports organizations to operating more like businesses. Increasing legal and fiduciary responsibilities and the desire for systematic ongoing success requires this shift.

I. Legal Responsibilities

National governing bodies are nonprofit organizations. They are tax-exempt under section **501(c)(3)** of the Internal Revenue Code, making them subject to the same basic standards as other nonprofits. NGBs, as nonprofits, hold public trust. As a result, NGBs and their board members are

subject to strict ethical guidelines and public scrutiny. Board members must meet three well-established legal standards of conduct when carrying out board responsibilities. They are:

Duty of Obedience ensures that operations and resources are aligned to fulfill the mission. Programs and services must support the mission. This relates directly to upholding the “public trust.”

Duty of Care requires responsible financial and legal stewardship when making board decisions and taking action.

Duty of Loyalty requires sole commitment to the best interests of the organization. For example, board members cannot “self-deal” or use their board position for personal gain. Complying with the Duty of Loyalty also means that a board member cannot favor the interests of a particular stakeholder group above the overall interests of the NGB. For example, a coach who serves as a board member can and should voice the perspectives of fellow coaches in board discussions. But when voting, that coach must consider all relevant factors, including other constituent voices, and vote for and act on what is best for the entire organization.

II. Ten Basic Board Responsibilities

The major responsibilities of nonprofit boards are listed in Robert T. Ingram’s acclaimed book, “Ten Basic Responsibilities of Nonprofit Boards, Second Edition.” His book, published by Board Source, is generally accepted and widely used. His list follows, with a summary that adapts the responsibilities to NGB boards.

1. **Determine mission and purposes.** Boards create and periodically review a statement of mission and purpose that is relevant in the current environment and appropriately serves its primary stakeholders.
2. **Select the chief executive.** Boards reach consensus on the chief executive’s responsibilities and undertake a careful search to find the most qualified individual for the position.
3. **Support and evaluate the chief executive.** Boards ensure that the chief executive has the moral and professional support he or she needs to further NGB goals.
4. **Ensure effective planning.** Boards must actively participate in an overall planning process and assist in implementing and monitoring plan goals.
5. **Monitor and strengthen programs and services.** Boards determine which programs are consistent with the organization’s mission and monitor their effectiveness.
6. **Ensure adequate financial resources.** Boards make sure the NGB has the resources needed to fulfill its mission.

7. **Protect assets and provide financial oversight.** Boards assist in developing an annual budget and ensuring that proper financial controls are in place.
8. **Build a competent board.** Boards articulate prerequisites for board candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. **Ensure legal and ethical integrity.** Boards are ultimately responsible for adherence to legal standards and ethical norms.
10. **Enhance the organization's public standing.** Boards clearly articulate the organization's mission, accomplishments, and goals to the public, and garner support from the community.

III. Ten Governing Standards

Understanding board responsibilities is fundamentally important. Understanding *how* to perform them is equally important. The following governing standards are listed in no particular order. Board members are expected to perform them all.

1. **Understand and execute board responsibilities**, while respecting the authority and responsibility of the chief executive.
2. **Lead strategically with a forward focus**; collaboratively with the chief executive, set strategic direction and high-level priorities.
3. **Do not micromanage** by getting caught-up in day-to-day details; respect the chief executive's authority to lead and manage the NGB.
4. **Commit to the best interests of the entire NGB**, vote and act responsibly for the NGB and all its stakeholders, not exclusively for one stakeholder group.
5. **Support board decisions** once they are made.
6. **Honor confidentiality** requirements and commitments.
7. **Behave ethically**, taking care to disclose and act appropriately on any conflicts of interest.
8. **Behave courteously**; communicate succinctly and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
9. **Regularly attend and prepare** for board meetings and activities.
10. **Serve as NGB advocate**, speak well of the NGB and other board members.