

# **U.S. Figure Skating Board of Directors**

## **Meeting Agenda**

**Monday, March 13, 2023, 8 p.m. ET**  
Via Video Conference

1. Opening of the Board of Directors Meeting
  - a. Welcome & Call to Order
  - b. Roll Call/Establishment of Quorum (to be taken via Zoom participant list)
  - c. Approval and Adoption of Agenda
  - d. Disclosure of Conflicts Related to Meeting Agenda
  - e. Acceptance of Minutes from Feb. 18 Meeting
2. President's Report
  - a. General
  - b. Approval of Christina Gao to Foundation Board of Trustees
  - c. RFA: Bylaw proposal for board approval (arbitration)
  - d. RFA: Rule proposal for board approval (ICMS)
3. Approval of Standing Rules for Governing Council
4. Financial Report
  - a. Monthly Financials Report
  - b. Review and approval of draft FY2024 (2023-24) proposed budget
5. New Business
6. Closing Announcement and Adjournment
7. Next meeting of the Board of Directors is via video conference on Monday, April 3, 2023, at 7 p.m. ET. (Please note the earlier start time.)

**U.S. Figure Skating Board of Directors  
Via Video Conference  
Monday, March 13, 2023, 8 p.m. ET**

**Present – Voting Members**

Samuel Auxier (President), Jackie Chang, Janis Engel, Rachael Flatt, Victoria Hildebrand (Treasurer), Kristina Lundgren, Colin McManus, Kimberley Moore (Secretary), Heather Paige, Kevin Rosenstein, Matthew Slatius, Amanda Will (Vice President), Kym Worthy, Felicia Zhang

**Present – Non-Voting Members**

Todd Bromley, Anne Cammett (Past President), Troy Goldstein (ISU Representative), Pilar Helm, Tracy Marek (Chief Executive Officer), Lauren O’Toole, Elise Preston

**Absent**

Jenna Longo, Simon Shnapir (alternate USOPC AAC representative)

**Guests**

None

**Staff**

John Anderson, Juliet Newcomer, Mario Rede, Kelly Vogtner

**I. Opening of the Board of Directors Meeting**

- A. Auxier called the meeting to order and welcomed everyone.
- B. Moore took attendance using the Zoom participant list, and a quorum was confirmed.
- C. The agenda was adopted.
- D. Auxier asked the members to disclose any conflicts based on the agenda for the meeting. No conflicts were disclosed.
- E. The Feb. 18 minutes were approved as presented.

**II. President’s Report**

- A. Auxier gave a high-level overview of the 2023 U.S. Synchronized Skating Championships and the 2023 World Junior Figure Skating Championships.
- B. Auxier and Cammett provided some background information on Christina Gao. Auxier then made the following motion:

**MOTION:** To concur with the trustees’ election and appointment of Christina Gao for a three-year term, to serve on the U.S. Figure Skating Foundation Board of Trustees. **SECONDED. APPROVED.**

- C. Auxier and Vogtner presented changes being proposed to the bylaws regarding arbitration. Newcomer reviewed information provided by Tom James, outside legal counsel. Rosenstein then made the following motion:

**REQUEST FOR ACTION:** To approve the amendments to Article II (K) and Article XXV, Section 1, of the U.S. Figure Skating Bylaws, and rule GCR 6.01 (B) as presented. **SECONDED. APPROVED.**

*Note: Per Article XVII, Section 4, this action is not subject to alteration or cancellation by the Governing Council, as such action would contradict applicable law, rule, regulation or policy of a regulatory body or organization with jurisdiction over U.S. Figure Skating. These amendments are a result of amendments to the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws. Please see the March 13, 2023, Report of Action for the specific language that was approved.*

- D. Auxier and Goldstein reviewed the proposed changes to Rule ICR 2.02. Lundgren then made the following motion:

**REQUEST FOR ACTION:** To approve the amendments to Rule ICR 2.02 to replace the national vice chair of the International Coaches Subcommittee with the senior director of athlete high performance on the International Committee Management Subcommittee as presented. **SECONDED. APPROVED.** *Please see the March 13, 2023, Report of Action for the details of the proposal.*

- E. Newcomer reviewed the standing rules for the 2023 Governing Council meeting. Auxier made a request for staff to research the possibility of presenting the detailed results of each vote, which Newcomer agreed to pursue. Auxier then made the following motion:

**MOTION:** To approve the 2023 Governing Council Standing Rules as presented. **SECONDED. APPROVED.** *Please see pages 4-6 of these minutes for the specific language that was approved.*

<Anderson joined the meeting.>

### III. Financial Report

- A. Hildebrand provided an overview of the FY2024 budget and the process undertaken to approach a balanced budget. Hildebrand then reviewed some of the key cuts. Marek provided some additional information, and Hildebrand and Rede addressed questions from the board members.
- B. The board discussed holding the 2024 Governing Council via video conference. Auxier then made the following motion:

**MOTION:** To hold the 2024 Governing Council meeting via video conference. **SECONDED. APPROVED.**

- C. Hildebrand then returned the discussion to the overall budget and made the following motion:

**MOTION:** To accept the 2023-24 budget for presentation to the 2023 Governing Council. **SECONDED. APPROVED.**

### IV. New Business – None

### V. Closing Announcements and Adjournment

Auxier notified the board that he and Marek will be attending the World Figure Skating Championships next week and reviewed the agenda for the ISU Conference being held on March 21.

The next regularly scheduled business meeting of the board will be Monday, April 3, 2023, at 7 p.m. Eastern Time via video conference.

Meeting concluded at 9:38 p.m. ET

Submitted,



Kimberley Moore, Secretary

**U.S. FIGURE SKATING  
STANDING RULES  
for the  
2023 ANNUAL GOVERNING COUNCIL MEETING (May 5-6, 2023)  
(Approved by the Board of Directors: March 13, 2023)**

The 2023 Annual Governing Council Meeting is scheduled to be held in person in Las Vegas, Nevada. During the meeting, the casting of votes will be conducted electronically (online) via the U.S. Figure Skating-approved online voting system.

To participate in the meeting, delegates must register through the online registration form found on the Governing Council page of the Members Only site no later than 11:59 p.m. Mountain Time on April 16, 2023 (the “Registration Deadline”).

All proxies must be assigned by the Registration Deadline. Proxies can only be used for matters stated in the Notice of the Meeting. No proxies can be used for new business.

The credentials report and the number of athlete delegates (to meet the bylaw requirement of a minimum 33.3 percent voting power in the Governing Council) will be confirmed, and the 33.3 percent minimum will be established, based on the total delegate registrations (including proxies) as of the Registration Deadline.<sup>1</sup>

The following additional procedures have been adopted to facilitate the orderly planning for and conduct of the meeting:

- Duly qualified delegates may isolate a Request for Action published in the meeting book or isolate an item from a Report of Action taken by the Board of Directors for the purpose of alteration, cancellation, referral to committee, or a point of clarification. The official online form provided by headquarters must be used to isolate an action. If an action is isolated for the purpose of either alteration or cancellation, the reason for the isolation must be stated on the official form that is submitted. Isolations for the purpose of alteration may not propose an alteration which is outside of the scope, or substantially changes the intent, of the action that has been isolated. Isolations that do so will be considered proposals for rule changes, which must be submitted in accordance with rule RCR 4.01 in the U.S. Figure Skating Rulebook and will be ruled out of order. The deadline for delegates to isolate any such actions has been established as 12 noon Mountain Time on April 27, 2023. Except as described below, no isolations will be permitted after April 27, 2023, including during the Governing Council meeting. Notwithstanding the April 27, 2023, deadline established above, any action taken by the Board of Directors after April 27, 2023, will be published in an Interim Report of Action and posted on the Governing Council page of the Members Only site ([www.governingcouncil.org](http://www.governingcouncil.org)). The deadline for delegates to isolate any such actions from such Interim Report of Action has been established as 8 a.m. Pacific Time on May 5, 2023. A delegate who has submitted an isolation must be present at and participating in the meeting in order for the isolation to be considered. Isolations that do not meet these requirements will be ruled out of order.
- Duly qualified delegates may submit an item of new business. The official online form provided by headquarters must be used to submit an item of new business. New business may not include a proposal to alter existing rules or bylaws. The procedure for altering existing rules or bylaws is outlined in rule section RCR 4.00 in the U.S. Figure Skating Rulebook. The deadline for delegates to submit an item of new business has been established as 8 a.m. Pacific Time on May 5, 2023. No new business will be permitted after this date, including during the Governing Council meeting. A delegate who has submitted an item of new business must be present at and participating in the meeting in order for the item of new business to be considered. New business that does not meet these requirements will be ruled out of order.

Requests for Action, including any new business item, that may result in a significant financial impact to U.S. Figure Skating, its members or member clubs, must be accompanied by an analysis of the potential financial impact in the event the item is passed. A Request for Action or new business item unaccompanied by an analysis of the potential financial impact will be ruled out of order.

The Governing Council meeting will be conducted under Robert’s Rules of Order, Newly Revised, (currently, 12th edition, 2020) and applicable provisions of U.S. Figure Skating bylaws and rules.

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<sup>1</sup> The Registration Deadline will serve as the record date under the Colorado Revised Nonprofit Corporation Act for determining the members entitled to vote at the Governing Council meeting.

## CONDUCT OF THE GOVERNING COUNCIL BUSINESS MEETING

1. To facilitate operations and voting, the meeting will be arranged with the board members together in front of delegate seating. Reserved seating will be provided for past presidents, VIPs, honorary members, athlete delegates and committee chairs.
2. The president will act as chair, except in such circumstances when the president delegates the chair to the parliamentarian.
3. Group coordinator reports presented to the Governing Council will not exceed 15 minutes.
4. Reports posted online will not be presented orally; however, in the event of a substantial change, that change will be announced at the meeting. Changes should be avoided if at all possible.
5. The chair should attempt to clearly present questions prior to voting in an effort to allow participants to understand the effects of their vote before casting it.
6. When addressing the meeting, everyone must speak into a microphone. The speaker's name and the name of the club or office represented must be stated.
7. No action, with the exception of unanimous consent, nominations, those presented by committee or in the meeting book, can be requested nor discussion allowed unless a motion has been made and seconded.
8. Discussion, including questions and answers, must be directed through the chair when these are in order. Conversation between members or delegates is prohibited during proceedings except questions and answers directed through the chair when these are in order.
9. A speaker may not exceed three minutes unless consent of the assembly is obtained. A request for such consent should be addressed to the chair. Discussion on any subject shall not exceed 15 minutes unless consent of the assembly is obtained.
10. No one may speak more than twice in one day on the same question. A second speech is not permitted until all who wish to speak have been heard once. If debate is closed before a second speech is made, the opportunity is lost.
11. In general, the maker of a motion will be given the first opportunity to speak to the question.
12. In general, proponents of each side of a question will be heard in equal number. If a motion appears to have a majority, the chair will call for the vote.
13. Speakers may not use any slides or visual aids during debate.
14. Policy is debated and adopted at U.S. Figure Skating business meetings. Rules implementing policy are written in committees. New business and floor amendments affecting rules must be made in the form of policy statements and moved in principle with an instruction to the appropriate committee to write the implementing language in the rules. For determination of intent during this process, the maker of the motion being implemented will be consulted. Rule writing is no part of debate and is out of order during the meeting. The chair will prevent attempts to write rules during debate.
15. The online voting system will be used for voting. There will be no voice votes. The results will be calculated electronically by the online voting system. A headquarters representative will confirm the voting results, which will be announced when the results are available. However, to facilitate action on matters for which approval is sought, the adoption by the delegates of matters by unanimous consent may be used.
16. Those delegates who hold proxy votes will not be able to split them (i.e. for any given item for which a vote is taken, when a delegate casts a vote, the delegate will not be able via the online voting system to indicate both a "yes" vote and a "no" vote, i.e., when a vote is cast it will have to be voted in full as a "yes" or "no" or "abstention"). Delegates should take this into account when assigning proxies and should consider assigning their proxies to a delegate who will be voting their own vote the same as the person who is assigning the proxy to the delegate.

## **PROCEDURES FOR CONTESTED OFFICE VOTING AT GOVERNING COUNCIL**

1. Voting will take place using the online voting system.
2. The names of each nominee will be listed for view by the delegates on a form of electronic ballot, with the candidate of the Nominating Committee listed first. All other candidates will be listed in the order in which their nominations were received, based on date and time (if available), or alphabetically by last name.
3. The results will be calculated electronically by the online voting system. A headquarters representative will confirm the voting results, which will be announced when the results are available.
4. A new online electronic ballot will be created in the event that any vote needs to be retaken.

## **CONDUCT OF THE SECTIONAL CAUCUS MEETINGS**

1. Each sectional caucus meeting is open only for delegates from that section. However, observers, board members and headquarters staff (to help manage the online voting systems) may also participate with the approval of the respective Board of Directors representative.
2. Only full member club delegates and individual member delegates may participate in the voting for non-athlete members of the Nominating Committee (see Article XV, Section 1 (A), in the U.S. Figure Skating bylaws).
3. The vote will be taken using the online voting system before the meeting is adjourned.
4. Governing Council delegates will be emailed the link and instructions for the online voting system. No proxies will be accepted.
5. If there is only one candidate per section, the voting process will still take place.
6. If there is more than one candidate and no candidate receives a majority of the votes cast, then a runoff election will be held between the two candidates receiving the highest number of votes cast. The candidate receiving the highest number of votes cast in the runoff election is elected.
7. A new online electronic ballot will be created in the event that any vote needs to be retaken.
8. The results will be calculated electronically by the online voting system. A headquarters representative, along with an independent representative, will confirm the voting results as soon as they are available before the meeting is adjourned with supervision by the Board of Directors representative.