

Virtual USAT Board Meeting Minutes

Location	Date	Time	Format
Governance Slack Channel	May 23, 2022	N/A	Virtual

In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Ben Collins	Treasurer	Present
Chuck Graziano	Secretary	Present
Keri Serota	Director	Present
Dr. Tekemia Dorsey	Director	Present
Gabriela Gallegos	Director	Present
William Huffman	Director	Present
Monica Paul	Director	Present
Scott Sternberg	Director	Present
Felix Stellmaszek	Director	Present
Erin Storie	Director	Present
Jacqueline McCook	Ex-Officio	Present
Allysa Seely	Ex-Officio	Present

Minutes

1. Approval of USAT Election Policy

USA Triathlon (“USAT”) Board reviewed and updated the Election Policy, which conforms to USOPC audit requirements.



Election Policy

Updated May 2022

Broad and robust participation in elections is important to the long-term success of USA

Triathlon. USA Triathlon's annual members are the foundation of this membership-based organization, and their voices are vital in helping shape the future of the sport. A vocal, engaged and voting membership ensures the best interests of multisport athletes across the country are being heard and heeded at the national level. To that end, USA Triathlon will facilitate comprehensive communication regarding call for nominations for candidates and election dates. It is intended that USA Triathlon elections shall be as free from unfair influence and manipulation as is reasonably possible. Elections shall be by written ballot or electronic means and USA Triathlon shall preserve documentation of the election and results. Board of directors and other governing board members must be selected without regard to race, color, religion, national origin, or sex.

I. GENERALLY

Independent Outside Organization. The Chief Executive Officer will retain an independent outside organization which will be responsible for collecting the ballots, counting the votes, and certifying the election results. If a special election must be held to fill a vacancy for an Athlete Director or Representative, USA Triathlon's Athletes' Advisory Council may approve that the Chief Executive Officer use an internal election process.

Voting Members. To be eligible to vote in an election, an individual shall be a citizen of the United States, at least eighteen (18) years old and a member of USA Triathlon one month prior to the date of the election in order to be eligible to vote in an election. Individuals voting for athlete representatives on the Board of Directors, United States Olympic and Paralympic Committee (USOPC) and USA Triathlon Athletes Advisory Councils must meet the definition of Elite 10 Year Athlete contained in Section 6.8 of the USA Triathlon Bylaws.

USA Triathlon shall review and validate voter eligibility prior to circulating the election ballots.

Candidates. General Director and Athlete Director candidates shall be members of USA Triathlon in good standing at the time of nomination. In addition, candidates should be citizens of the United States, eighteen (18) years of age or older and meet the qualifications contained in Section 6.4 of the USA Triathlon Bylaws. These qualifications include but are not limited to (i) having the highest personal and professional integrity (ii) demonstrated exceptional ability and judgment and (iii) effectiveness, in conjunction with the other Directors, in collectively serving the long-term interests of USA Triathlon. Candidates shall include a conflict of interest disclosure form with their nomination petition, which must be approved by the USA Triathlon Ethics Committee prior to the

candidate being placed on the ballot.

Elite 10 Year and 10+ Year Athlete Definition. Candidates for Athlete Director positions and Athlete members on committees must either meet the definition of “Elite 10 Year Athlete” or “Elite 10 + Year Athlete” contained in Section 6.8 of the USA Triathlon Bylaws.

II. COMPOSITION

Athlete Directors. Four Directors on the Board of Directors will be Athlete Directors. USA Triathlon’s representative to the USOPC Athletes’ Advisory Council will be one of the Athlete Directors. At least three of the Athlete Directors will be Elite 10 Year Athletes as defined by Section 6.8(a) of the USA Triathlon Bylaws. One of the Athlete Directors may be a 10+ Year Athlete as defined in Section 6.8(b) of the USA Triathlon Bylaws.

USA Triathlon’s alternate representative to the USOPC Athletes’ Advisory Council may be one of the Athlete Directors on the Board of Directors. If they are not also elected as an Athlete Director, however, they will be a non-voting *ex officio* member of the Board of Directors.

At least one Athlete Director’s most recent elite competition shall have been contested in each of the following: (i) as a female; (ii) as a male; (iii) in an Olympic competition as defined in the USA Triathlon Bylaws Section 6.8 or (iv) in a Paralympic competition as defined in the same. If the nominee pool does not allow for the foregoing, the Athlete Directors should be elected in order of majority vote.

General Directors. Four General Directors will be elected by a vote of the General Members. Qualified members may express their interest in running for a General Director position by responding to USA Triathlon’s call for nominations. The Board shall determine ideal candidate skill sets and criteria and will send to the Nominating and Governance Committee (NGC) prior to the election. The NGC will review all candidates who responded to the call for nominations to vet and will recommend a final slate of candidates for member vote. The NGC will nominate a minimum of two and up to three candidates for each General Director seat to be on the ballot unless fewer than this number of candidates expressed interest in running for election. The NGC must consider diversity of background and geography when preparing the slate.

III. ELECTION TIMELINE

Calendar. In the first quarter of every calendar year, the Chief Executive Officer or their designee will set the election calendar for that year.

Call for Nominations. USA Triathlon will make a call for nominations for General Directors and/or Athlete Directors annually. Nominations will be open for at least one month. Once USA Triathlon receives nominations, it will forward to the Nominating and Governance Committee for review and vetting per Section II.

Ballots. Ballots will be made available to the membership for at least one month, during which time, candidate information will be posted on USA Triathlon's website.

1. Election results will be announced within two weeks after the ballot deadline
2. The deadline to protest an election will end not more than two weeks after election results are announced
3. Election results will be certified within one month of the election protest deadline
4. Election time frames may be extended at the discretion of the Nominating and Governance Committee if there are fewer than two qualified candidates for any position

Games Years. In Games Years, the election timeline will be adjusted for candidates running for Athlete Director and Athlete Advisory Council positions.

1. USAT will make the Call for Nominations for eligible athletes in mid-April. The nomination period shall close no earlier than two weeks after the Olympics or Paralympics, whichever is later.
2. Communication regarding the Call for Nominations shall be comprehensive, including by Olympic and Paralympic athlete newsletters, email and social media channels.

IV. ATHLETE DIRECTOR ELECTION PROTOCOL

Election Cycle. Two Athlete Directors will be elected in odd years (to begin serving in the following even year). One Athlete Director will be elected in even years (to begin serving in the following odd year).

In Summer Olympic years, an additional Athlete Director will be elected to serve as the USA Triathlon representative to the USOPC Athletes' Advisory Council and will simultaneously serve as an Athlete Director on the USA Triathlon Board of Directors. An additional athlete will also be elected to serve as the alternate USA Triathlon representative to the USOPC Athletes' Advisory Council and will simultaneously serve as an athlete representative on USA Triathlon's Athletes' Advisory Council.

Athlete Director Roll Down. For the Athlete Director's election, candidates will be elected by receiving the most votes so long as all requirements in Section II are met. If the criteria

are not met because the candidate pool is deficient, then the candidate with the most votes wins.

V. CANDIDATE SUBMISSION REQUIREMENTS

Candidate nomination petitions must include the

following:

1. The name, address, contact number, e-mail address and annual membership number of the nominee
2. A written description of the nominee and their platform; the description shall not exceed 500 words
3. A photo of the nominee and
4. The nominee's resume
5. A completed Conflict of Interest disclosure form
 - For Athlete candidates, they must include disclosures of any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping codes, the Athlete Classification Code or SafeSport violations

If the submission does not include the foregoing, the submission may be rejected by USA Triathlon.

MOTION			
That this updated and revised Election Policy is adopted by the Board.			
CARRIED			