

## USAT Board Meeting Minutes

Location	Date	Time	Format
Westin Irving Convention Center, Irving, TX	April 30, 2022	9:05 AM	In-Person

### In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Ben Collins	Treasurer	Present
Chuck Graziano	Secretary	Present
Dr. Tekemia Dorsey	Director	Present
Gabriela Gallegos	Director	Present
William Huffman	Director	Present
Monica Paul	Director	Present
Erin Storie	Director	Not Present
Keri Serota	Director	Present
Felix Stellmaszek	Director	Present remotely until 10:10AM
Scott Sternberg	Director	Present
Others Present		
Rocky Harris	CEO	Present
Victoria Brumfield	Chief of Staff	Present
Nellie Viner	Senior Counsel	Present
Katie Willemarck	Chief Financial Officer	Present
Sandra Cook	Governance and HR Manager	Present
Jacqueline McCook	Ex-Officio	Present

### Minutes

#### 1. Call to Order

Joel Rosinbum called the meeting to order at 9:05AM CDT.

At that time, a quorum was confirmed.

Joel welcomed everyone to the meeting. His opening remarks included comments about how well the First Multisport Championship Weekend has been going. The local organizing committee has also commented that it has been a great experience working with USA Triathlon.

## 2. Approval of Minutes

<b>MOTION</b>	Henry Brandon	Keri Serota	
To approve the minutes of the February 7, 2022 virtual meeting and, March 9, 2022, March 21, 2022 and April 25, 2022 slack channel meetings.			
Motion carried			

## 3. Agenda Conflict of Interest Disclosures

Joel Rosinbum asked members and observers if anyone had a conflict to declare or had a conflict related concern in relation to any of the items of the agenda. None were noted.

## 4. CEO Report- Rocky Harris

- Has been successful in attracting and retaining staff that are passionate and motivated in the current marketplace.
- Noted that all categories of membership are up year to date over the same period in 2021, except for clubs, which are down by 23%. Rocky noted that this appears to be related to the requirement that club members need to have SafeSport training. Youth participation has increased significantly from 2021, but is still down from 2019, and is a major long-term area of focus.
- A tactical review of 10 areas of operations was provided particularly for the benefit of newer board members who would benefit from a deeper perspective of the organization than is typically provided at board meetings.

## 5. Treasurer's Report- Ben Collins/Katie Willemarck

- Thus far happy with the performance of the USOPC money manager since making the change.
- Investments for 1<sup>st</sup> quarter are down, but outperforming the S & P.
- First quarter variance in revenue favorable by \$353,553, and in expenses by (\$51,507) resulting in net operating income variance favorable by \$405,120.
- The audit has been completed and the field work for the 990 has been started.
- Objective is to finalize audit and file 990 with IRS by 5/25/2022.

## 6. Business and Events Update- Victoria Brumfield

- The foundation strategic plan is being developed so that it is aligned with Elevate 2028.
- The current direction for events is to consolidate our "owned events" and championships into three major events: Multisport Festival, Legacy Triathlon and Age Group National Championship.
- For Elite Para events, the focus is on hosting events on home soil in order to increase support of athlete development. For Elite Triathlon, the plan is to host three Continental Cup events per year.
- Rules harmonization efforts continue with an effort to align Ironman, World Triathlon and USA Triathlon rules. Ironman and World Triathlon continue to push for US rules to align with theirs since their rule book represents rules of other countries around the world. Next step is for USAT to create a constituent based group together to review and clarify current USAT rules and then

attempt to find common ground given what is best for athletes, race directors, access and safety.

- New strategic partnerships include: Tri Find, Zwift, CrossFit, Airbnb, CAF and Boy Scouts Order of the Arrow (who are working on their first triathlon).

**7. World Triathlon Updates- Gabriella Gallegos**

- World Triathlon strategic plan has been distributed to the board and is included in the board book for review and information.
- World Triathlon committees are elected. Commissions are appointed by the board.
- Megan Ritch has replaced Barry Siff on the DEIA Committee (this is not a country-based appointment).
- There will be an opening on the Women’s Committee coming up in November.
- Nominations open in May for the Award of Excellence.
- In June, the World Triathlon Executive Board is planning to meet in-person for the first time since Gabriella has been on the board. This meeting is planned to be in Montreal.
- World Triathlon has expressed support for Ukraine and has extended their sanctions of Russian athletes to include officials and race directors.
- Efforts continue and there have been several meetings to establish a transgender policy.

**8. Gender Inclusion Policy- Gabriella Gallegos**

- There is currently a USA Triathlon transgender policy. A working group has updated the transgender policy and would like Board feedback.
- Joel suggested that the draft policy should be re-ordered to address Elite Athletes first and then age groupers.
- The current policy prioritizes inclusion over fairness at the recreational level. The draft policy addresses how more competitive athletes should be handled who may be participating at World Triathlon events.
- There is a minimum 30-day review policy for applications, and no maximum time included for review. Ben Collins suggested that there should be a maximum period of time for review.
- HIPPA requirements do not apply to the applications, since USAT is not a healthcare provider, but it is covered by the confidentiality policy.

<b>MOTION</b>	Ben Collins	Keri Serota	
To approve the concept of the proposed document, subject to modification based upon changes discussed.			
CARRIED			

**9. 2022 Governance and Insurance Update (Election, Committees, Policies, etc.)- Nellie Viner**

- The insurance market is hardening, with some NGBs finding it difficult to get coverage at all, or with large increases. USAT fortunate to have retained coverage with only a modest increase.
- There have been significant settlements at other NGBs for sexual abuse and molestation claims.
- USAT has completed and has been found fully compliant with all four standards of the U.S. Center for SafeSport’s audit.

- The USOPC audit is coming up for 4<sup>th</sup> Quarter 2022. Other NGBs have obtained scores as high as 89%.
- USAT needs to have one more Athlete member added to the Nominating and Governance Committee (NGC).
- There are no General Directors, whose terms expire in the upcoming election cycle. Ben Collins will reach his term limit as an Athlete member at the end of this year. Two independent directors (Monica Paul and Scott Sternberg) have term expirations at the end of this year and are eligible for appointment for an additional term. The NGC is looking for assistance in finding candidates for independent director positions.

**10. Conflict of Interest Policy Update- Chuck Graziano**

- A meeting of the Task Force (Nellie Viner, Deonna Neal, Dave Patterson, Chuck Graziano) was held and progress has been made in identifying need to revise Conflict of Interest (COI) form, to produce a training document that explains the policy in plain English, and to increase level of training provided to all subject to the policy.
- Dave Patterson has offered to provide board training at the August meeting in Milwaukee.
- Next step is for the Task Force to review ideas for specific changes to COI form and to attempt to create a training document.

**11. Executive Session**

<b>MOTION</b>	Gabriella Gallegos	Henry Brandon	
To go into Executive Session			
CARRIED			

<b>MOTION</b>	Keri Serota	Henry Brandon	
To close Executive Session			
CARRIED			

**12. Misc., Wrap Up and Executive Session- Joel Rosinbum**

<b>MOTION</b>	Ben Collins	Scott Sternberg	
To post the proposed bylaw changes that have previously approved by the board on the USAT website for 30 days to allow for membership comment.			
CARRIED			

<b>MOTION</b>	Chuck Graziano	Ben Collins	
To approve the proposed Conflict of Interest policy revisions included with the board book.			
CARRIED			

**13. Adjourn**

<b>MOTION</b>	Keri Serota	Monica Paul	
To adjourn the Meeting			
CARRIED			

The meeting was adjourned at 1:40 PM.