USA Triathlon Board of Directors
Conference Call MINUTES
August 8, 2004

Thirteen (13) people were present on the call.

Present:	Presiding:	Ray Plotecia
	Board Members (11):	Dan Empfield Rob Kasper Eric Bean Tim Becker Steve Locke Fred Sommer Kevin Carter Brad Davison Jack Weiss Ray Plotecia Susie Gallucci
	Staff Member (1):	Libby Burrell
	Legal Counsel (1):	Mike Price

(Although an Executive Committee has not been in place as of January 1, 2004, Susie acted as Secretary General and drafted these minutes.)

Administrative Item
Hiring of Transcriptionist

1. Dan made motion to hire a transcriptionist/stenographer for board meetings. Jack seconded. Discussion ensued.

1a. It is important to have all board members participating in the meetings. When one board member is tied up as Secretary, writing the details of the meeting, the Secretary is not able to fully participate and contribute. Susie called the question.

1b. All eleven (11) board members were in favor of hiring a transcriptionist.

Agenda Item 1
Executive Director Update and Discussion

1. Susie updated the board regarding the Executive Director Search Committee. The Executive Director position was posted on USAT on Monday. The committee has been working with Buffy Filippell, of www.teamworkonline.com, about the marketing, application, and selection process. Buffy posted the opening on the new National Governing Bodies Jobs section of her website. Within 18 hours, USAT had received 21 online applications. All candidates would be directed to apply at www.teamworkonline.com from the USAT website, instead of using paper applications. Working with this company costs USAT $800.

2. The possibility of an Interim Executive Director was discussed. The board agreed that there was a large void left by the former Executive Directors that needed to be filled in the interim. Libby, as the only staff member on the call, requested that she discuss this with Bill Wengert

before the board made a decision. The board honored her request and agreed to discuss this more at the next conference call.

END OF AGENDA ITEMS

The in-person board meeting was readdressed to attempt to have all eleven (11) board members be present. The board unanimously agreed on September 13-15, 2004, as all eleven (11) board members were available to be in Colorado Springs at that time. The rough schedule would be as follows:
September 13: 5pm-8pm Staff Reports
September 14: 8am-6pm Begin with Executive Session, then switch to regular meeting.
September 14: 6:30pm Dinner for staff and board in the evening
September 15: 8am-1pm Regular board meeting

Meeting was adjourned.

NOW, THEREFORE, the Task Force[1] unanimously sets forth its conclusions and recommendations below.

1. The Task Force recognizes that the results of the membership vote on the Petition will not be finally determined until on or about Monday, August 2, 2004.

2. Assuming that the Petition were to pass by receiving the necessary number of votes, the Task Force recognizes that it will not be possible to comply with all of the literal provisions of the Petition. In particular, because many of the important time deadlines have already passed or will pass without sufficient time for compliance (*e.g.*, the June 15, 2004 deadline for nominations to close; the July 10, 2004 deadline for ballots to be posted; the August 1, 2004 deadline for ballots to be received; and the August 5, 2004 deadline for results to be announced), it will not be possible to comply with the time schedule for the 2004 Election as mandated by Article XXI, Section 3 of the Petition.

3. The impossibility of complying with the literal time schedule for the 2004 Election gives rise to the question of whether the 2004 Election should be held under a revised time schedule, or whether the 2004 Election should be deemed moot. This issue is complicated by certain other provisions of the Petition, including but not limited to provisions which prohibit the Board from amending the Bylaws, and provisions which provide that the terms of all 2002 and 2003 directors shall expire on October 1, 2004, and that directors from the eight new election districts be elected and seated by October 1, 2004.

4. Provided that the Board understands and appreciates the issues set forth below in paragraph 6, the Task Force unanimously recommends that the Board not undertake to hold a 2004 Election for the following reasons:

(a) The Task Force concludes that a 2004 Election is not in the best interests of the membership and is not in the best interests of USAT in terms of corporate governance or fiscal responsibility;

(b) Given the election just completed pursuant to the Panel Decision, the primary purpose of a 2004 Election has already been satisfied; and

(c) The Petition calls for a 2005 Election to commence with the opening of nominations on September 1, 2004 and the closing of nominations on December 1, 2004, and the cramming of another election into the limited time period following on the heels of the Panel-ordered election and before the 2005 Election would be a costly waste of time and resources.

5. Again subject to the Board's appreciation of the issues discussed in paragraph 6, the Task Force further recommends that the 2003 directors just elected in the Panel-ordered election serve until July 1, 2005, and that the Board resolve that the vacancies created on December 31, 2004 by the expiration of the terms of the 2002 directors be filled by the 2002 directors for an additional six months until July 1, 2005, at which time an entire new Board will be seated pursuant to the 2005 Election as set forth in the Petition.

6. The Task Force appreciates and recognizes, as should the Board, that the above recommended methodology for dealing with the Petition is not without risk and could be subject to legal challenge by third parties. The Task Force notes that the above recommended methodology is most likely subject to a greater risk of challenge than the alternative of holding a

[1] Members of the Task Force taking part in the recommendations and conclusions set forth herein include Michael Highfield, Tim Becker, Michael Smedley, Jack Weiss, and Markham Leventhal.

2004 Election under a revised time line because it calls for significantly more substantive and procedural variation from the literal terms of the Petition. For the reasons, set forth in paragraph 4, however, the Task Force is unanimous in concluding and recommending the course of action set forth above, which, although not free from the risk of challenge, the Task Force concludes is a reasonable, defensible, and preferable methodology for applying the Petition under the circumstances and which is in the best interests of the membership and USAT.

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