

USAT BOD Teleconference Call December 8, 2008
Minutes

At 6:03 pm MDT, Rob Kasper called the meeting to order.

In attendance:

Rob Kasper
Brian Harrington
Jeff Matlow
Joe Umphenour
Mike Greer
Eric Averill
Melissa Merson
Jim Donaldson
Celeste Callahan
Andy Kelsey
Mark Fretta
Skip Gilbert

CEO Update

Skip Gilbert updated the Board on: Hang-A-Star, Duathlon World's, Southeast Region meeting and financial report for October.

ITU Congress Update

Rob Kasper reported that the 2008 ITU Congress was very successful for USA Triathlon. All positions USA Triathlon nominated were elected except for Jeff's, and that may still happen by appointment. The Duathlon Committee to which he was nominated has been renamed to the Multisport Committee and grown by 4 members to be appointed by the ITU Executive Board. Rob sent USA Triathlon's recommendation of Jeff's appointment to Marisol Casado, the incoming ITU President

Positions elected:

Melissa Merson	Executive Board
Joyce Donaldson	Technical Committee
Doug Hiller	Medical Committee
Gale Bernhardt	Constitution Committee
Jon Beeson	Athletes with a Disability (AWAD) Committee
Candy Cheatham	Women's Committee

Not counting other members of the AWAD Committee (yet to be announced), with 6 total so far, USA Triathlon now has greater total representation on elected ITU governance and committees than any other NF. If Jeff gets appointed, that makes 7. Great sessions, much progress was made. Thanks for your support of the USAT delegation.

Melissa Merson announced that in her new role she has been tasked with putting together a draft proposal to help develop federations in countries that do not have them.

Celeste Callahan provided an update on her activities of the ITU Congress weekend.

Resolutions

Resolution for Board Action

December 8, 2008

Subject: Elite Pool Definition

Background: The current definition of USA Triathlon's elite pool to include only those athletes currently holding a pro license not only unnecessarily restricts highly experienced and qualified athletes from holding governance positions on USAT's Board of Directors, but does not comply with the spirit and intent of USOC requirements for NGB Board membership. Expanding the definition of the elite pool to encompass recently retired elite athletes meeting USOC's requirements greatly increases the pool of qualified candidates, and therefore the likelihood of members of the elite pool selecting the best possible athletes to represent them on USA Triathlon's Board of Directors.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

USA Triathlon Bylaws:

Article VII, Section 4 (b) - Three (3) directors shall be Athlete Directors, who shall be members of and who shall be nominated and elected exclusively by the members of the Elite Pool (as defined by Article VI, Section 2 above).

Article VI, Section 2 - USA Triathlon shall create a class of membership known as an elite athlete membership with criteria to be established by the AAC and approved by the BOD.

Article XXI, Section 6 (c) - Only members of the Elite Pool shall have the right to vote in elections for Athlete Directors.

USOC Bylaws:

Section 8.8.2 (c):

At the time of election, all NGB athlete representatives shall have demonstrated their qualifications as athletes by having:

1) within the ten (10) years preceding selection, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's IF for which a competitive selection process was administered by the NGB, . . . or an IPC-recognized World Championship in events on the Paralympic Games program; or

2) within the twenty-four (24) months before selection, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB's national championships or team selection competition for the events listed in paragraph (1) above; or

3) for the purposes of the standards outlined in Section 8.8.2.b.(ii) only, within the ten (10) years preceding selection, presented the United States Paralympic Games, or an IPC-recognized World Championship in events on the Paralympic Games program.

Rules

None

Procedures

The Elite Pool is currently defined by the AAC as any athlete holding a current pro license.

Whereas under USAT's current structure, any retired elite athlete that complies with Section 8.8.2 (c) of the USOC bylaws is not eligible to run for a position on USAT's Board because he/she doesn't hold a current elite license; and

Whereas by defining USAT's Elite Pool to cover only those holding a current pro license, USAT does not comply with Section 8.8.2 (c) of the USOC Bylaws for athlete representation on an NGB Board; and

Whereas if USAT is found to be out of compliance with the USOC Bylaws, USAT will be ordered to come into compliance, jeopardizing their NGB status should they fail to do so; and

Whereas it is in the best interest of USA Triathlon to expand the pool of athletes eligible for election to USA Triathlon's Board of directors to include experienced athletes recently retired;

Now therefore be it resolved that the USAT Elite Pool is defined as those athletes who:

- (1) within the ten (10) years preceding an election, have represented the United States in the sport of triathlon in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the ITU for

which a competitive selection process was administered by USAT, or an IPC-recognized World Championship in events on the Paralympic Games program; or

- (2) within the twenty-four (24) months before election, have demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of USAT's national championships or team selection competition for the events listed in paragraph (1) above; or
- (3) hold a current elite license as defined by the AAC and approved by the USAT Board of Directors.

Submitted by: Joe Umphenour and Mark Fretta

Rob Kasper clarified that this resolution supports the same criteria as the USOC. Furthermore, the resolution expands the eligibility to vote as well as run for a seat on the National Board. This does not change the definition of what an elite athlete is.

Joe Umphenour motioned, Mark Fretta seconded to adopt the Elite Pool Definition resolution.

Motion passed.

Resolution for Board Action

November 5, 2008

Subject: USA Triathlon Marketing Advisory Committee

Background:

On November 11, 1998, a resolution was passed by the USAT Board of Directors to create the Multitude of Officers Reflecting on New Sponsorships Committee, comprised primarily of the Executive Committee. The purpose of this Committee was to review every potential sponsorship contract that was received by USAT and provide guidance on whether or not to pursue the business arrangement. At that time, USAT did not have a marketing department and such detailed oversight was required.

Since the resolution was enacted, USAT has created a marketing department which has, in turn, developed guidelines for sponsorship and partnership activities. With the expanded internal structure of USAT, the appointment of experienced staff members overseeing marketing activities and the volume of sponsorship and partnership opportunities presented to USAT, it is no longer beneficial for the Executive Committee to manage all aspects of USAT's marketing and sponsorship efforts.

In order to allow the USAT staff to efficiently confirm new business arrangements with potential partners while at the same time ensuring fiscal responsibility, the Multitude of Officers Reflecting on New Sponsorships Committee must be altered to reflect the capabilities of the staff and the organization.

In place of this committee, USAT will create a Marketing Advisory Committee to oversee all major marketing contracts. Though the USAT staff will be empowered to confirm deals that hold little financial impact to the organization, the Marketing Advisory Committee and, ultimately, the Board of Directors, will oversee the approval of sponsorships and partnerships that have a potentially significant financial impact on USAT.

Financial Impact:

Likely to have a positive impact on USAT's net worth over the long run.

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

None

Rules

None

Procedures

Multitude of Officers Reflecting on New Sponsorship resolution of November 11, 1998

Whereas the Board requires oversight of major USAT marketing initiatives; and

Whereas the Multitude of Officers Reflecting on New Sponsorships resolution has become ineffective in advancing USAT's marketing goals;

Now therefore be it resolved that the "Multitude of Officers Reflecting on New Sponsorship" resolution of November 11, 1998 be rescinded; and

Be it further resolved that In its place, the USA Triathlon Marketing Advisory Committee shall be created. The Marketing Advisory Committee shall be chaired by the most senior USAT marketing staff member and populated with between 6 and 10 members, including the Executive Director, the Treasurer and/or a member of the Board of Directors selected by the president based on marketing and finance experience, and 3 to 7 individuals with marketing, sponsorship and/or partnership experience, as recommended by the Chair of the Committee and approved by the Board of Directors. It is not required that all members of the Marketing Advisory Committee be USAT members. The Marketing Advisory Committee shall have the following responsibilities:

Level 1 Agreements: Contracts that may generate revenue or incur expenses over a 12 month period in excess of

1. \$25k in cash, or
2. \$50k in Value-In-Kind, or
3. Binds USAT with exclusivity to any one organization for 36 months or longer

- All Level 1 agreements will be submitted to the Marketing Advisory Committee for approval and reviewed within 5 days of receipt.
- Marketing Advisory Committee shall approve or deny the proposal
- If Executive Director does not agree with decision of Advisory Committee, the ED can bring the proposal to the attention of the entire Board of Directors for discussion

Level 2 Agreements: Contracts that may generate revenue or incur expenses over a 12 month period in excess of

1. \$50k in cash, or
 2. \$100k in Value-In-Kind, or
 3. Binds USAT with exclusivity to any one organization for 48 months or longer
- All Level 2 agreements are submitted to the Marketing Advisory Committee for advice and instruction and reviewed within 5 days of receipt
 - Following Marketing Advisory Committee feedback, all Level 2 agreements are submitted to the Board of Directors with recommendation for final approval or disapproval.

Submitted by: Jeff Matlow

Jeff Matlow motioned, Mike Greer seconded to adopt the Marketing Advisory Committee Resolution.

Motion passed.

At 7:27 pm MDT the Board went into Executive Session.