USA Triathlon Board of Director's Meeting
Saturday – Sunday, January 17 - January 18, 2009
Broadmoor Hotel – USAT Race Director Symposium
Colorado Springs, CO

Present:

Board of Directors:

Rob Kasper, President
Brian Harrington, Vice President
Jeff Matlow, Treasurer
Celeste Callahan, Secretary
Jim Donaldson
Mike Greer
Eric Averill
Bob Wendling (via teleconference)
Victor Plata Pro/Elite
Dave Kuendig Pro/Elite
Kelly Cook Pro/Elite (via teleconference)

Staff:

Skip Gilbert, Executive Director
Sharon Carns, Executive Coordinator
Tara McCarthy, Regional Coordinator
Rachel Roebke, Regional Coordinator
Gordon Weldon, Operations Director
Dave Christen, Operations Manager
Wendy Peel, Membership Programs Coordinator
Kathy Matejka, Event Services Director
Scott Schnitzspahn, Sport Performance Director
Jeff Dyrek, National Events Director
Tim Yount, Senior Vice President of Marketing and Communications
Jason Mucher, Communications and Media Relations Manager
Chris Didario, Creative Services Manager
Jayme Ramson, Communications and Web Content Coordinator

Committee Chairs:

Candy Cheatham, Chair, Regional Council
Jack Weiss, Chair, Race Director Committee
Jon Beeson, Chair, Physically Challenged Committee

Regional Board Presidents:

Kevin Trock, Southwest Region
Kris Swarthout, Midwest Region
David Young, South Midwest Region
Greg Elsnic, Mideast Region
Richard Anton, Southeast Region
Robert Vigorito, Mid Atlantic Region
Pam Zawada, Northeast Region
Jose Valdes, Rocky Mountain Region
Rebecca Meyer, Florida Region

Guests:

Rose Snyder, Trainer
Julie O'Neal, USOC
Jamie Martin, USOC

Note: Information may be reported according to topic and not necessarily in the chronological order of discussion.

Saturday, January 17

Presiding: Rob Kasper

Call to Order – Rob Kasper 2:00 pm

President's Opening Remarks

Rob Kasper welcomed the Board of Directors and Regional Presidents. Rob stated that one of the challenges in 2009 will be driving best business practices across all components of USAT's operations to include the Board of Directors, regions and committees.

Executive Director's Opening Remarks

Skip Gilbert stated that 2008 was a successful year. Going into 2009, USAT will be focusing on program development and moving forward with two Regional Coordinators that will be tasked with facilitating these programs.

Please Note: Kelly Cook joined the meeting via conference call at 2:10 pm MST.

Other Business

The Board and Regional Presidents were asked to review the USAT Code of Ethics and Conflict of Interest Statement. Members were asked to read and initial the bottom of each page and sign the Conflict of Interest Statement.

Conflict of Interst Form Discussion:

Eric Averill and Brian Harrington (Ethics and Conflict of Interest Task Force) are currently researching the language of numerous different organization's Ethics and Conflict of Interest statements.

Action item: Eric and Brian will have the results of their research completed and ready for Board vote by May 2009.

Recessed: 2:30 pm (Executive Session for Officer Election)
Reconvened: 3:00 pm

Appointment of Officer Election Results

National BOD Mid-Atlantic Appointment:

Bob Wendling

Please note: Bob Wendling was notified of his appointment and asked to join the meeting. Bob Wendling and Kelly Cook were present via conference call to vote in the Officer Election.

Officer Election:
Rob Kasper – President
Brian Harrington – Vice President
Jeff Matlow – Treasurer
Celeste Callahan – Secretary

<u>Volunteer Service Recognized</u>
Candy Cheatham served as a Regional President Committee Chair from 2004-2008, and Melissa Merson served on the Board of Directors from 2006-2008 before winning a seat on the ITU Executive Board. Both were presented with a certificate and gift. Joe Umphenour, Andy Kelsey and Mark Fretta (not in attendance) served on the Board of Directors as pro/elite representatives prior to the 2008 USAT Elite Athlete Election and were recognized for their service.

<u>Discussion Items:</u>

Drug Testing:
The Board discussed implementing drug testing of age group athletes at our National Championships. The consensus of the group is to have a plan in place that includes:

- Showing support - pledge to keep clean – United States Anti Doping Agency (USADA), website
- Educating – two-prong; performance enhancing drugs and drafting
- Working with other National Governing Bodies
- Developing a marketing campaign
- Penalties

Duathlon:
In conjunction with the efforts of the Duathlon Committee, Jeff Dyrek, National Events Director, and Bob Wendling, Celeste Callahan is working to promote and grow the sport. The 2009 Duathlon National Championships will be held in Richmond Virginia.

Physically Challenged Rule Change:
Charlie Crawford, Commissioner of Officials, and Jon Beeson, Physically Challenged Chair, explained that a physically challenged athlete is asking for a change in the age group rules to allow a competitor to use a tandem bike and assistance. The Board agreed with the PC committee's conclusions: If you allow one class of people to have a certain type of bike and assistance that is not allowed to other people in the same division it creates an unfair advantage.

Budget:
Board reviewed the revised 2009 budget.

Jeff Matlow motioned, Celeste Callahan seconded to adopt the revised 2009 budget.

Record of votes:

Brian Harrington – yes
Bob Wendling (via teleconference) - yes
Jeff Matlow - yes
Celeste Callahan - yes
Jim Donaldson - yes
Mike Greer - yes
Eric Averill- yes
Victor Plata - abstained
Dave Kuendig - yes
Kelly Cook (via teleconference) - yes

Motion passed.

Regional Operations Manual
Kevin Trock presented the revisions and comments initially made on 1/14/2009 by the Regional Presidents.

Marketing Advisory Committee
On the December 8, 2008 Board teleconference meeting a resolution creating a Marketing Advisory Committee passed unamouisly. The Board discussed populating this committee on the February 2, 2009 Board call.

Action item: Rob Kasper requested a list of names be sent to him prior to the February 02, 2009 Board call.

Recessed: 4:00 pm
Reconvened: 4:15 pm

Committee Chairs and Board Liaisons Established
Age Group Committee:
Chair: Chuck Graziano
Vice Chair: Lee Zohlman
Members: John Hunnicutt, Kirk Strang, Tom Manzi, Rob Vigorito, Steve Sutherland
Board liaison: Jeff Matlow
Staff liaison: Tim Yount

Athlete Advisory Council:
Members: Victor Plata, Dave Kuendig, Kelly Cook, Ryan Bickerstaff, and three (3) additional slots - TBD
Staff liaison: Katie Baker

Audit/Finance:
Treasurer: Jeff Matlow
BOD elite athlete: Dave Kuendig
BOD member: Mike Greer
Staff liaison: Deby Williams

Bylaw:
Member: TBD (past president)
Board liaison: Brian Harrington
Staff liaison: Sharon Carns

Action item: Skip Gilbert recommended seeking out past USAT Board Presidents to populate the committee.

Collegiate Committee:
Chair: Mark Stoutenberg
Members: Sally Embrey (RM), Marcus George (SW & PNW), Kendrick Gibson (SE & Florida), Aaron Kamnetz (MW), Alex Lechner (Elite Athlete), Rachel Linder (SMW), Morgan Staley (ME), Wes Bochner (MA), Zuzana Trnovcova (NE)
Board liaison: Mike Greer
Staff liaison: Jeff Dyrek

Compensation:
Board president: Rob Kasper
BOD elite athlete: Dave Kuendig
Member: Jim Donaldson

Duathlon:
Chair: Mike Plumb
Members: Jason Digman (MW), Lloyd Sampson (SW), Alex Eversmeyer (MA), Mark Hughes (MA), Nathan Brochers (MA), John Elliott (MA), Judi Carbary (MA), Derek Kite (RM), Carol Whipple (RM), Guy Petruzzi (ME)
Board liaison: Celeste Callahan
Staff liaison: Tim Yount

Emerging Sports:
TBD

Action item: Rob Kasper recommended that staff work with members of this committee to determine if emerging sports should be a staff function or committee function. Committee is on hold until Rob Kasper confirms.

Elite Athlete Selection Committee:
TBD

Action item: This Committee will be populated and ratified on the February 02, 2009 Board teleconference call.

Hall of Fame Committee:

Voting
Chair: Chuck Graziano
Members: Tom Carlson (Media), Jim Jimison, Hall of Fame members
Board liaison: Jim Donaldson
Staff liaison: Tim Yount

Organizing
Chair: Chuck Graziano
Members: Judge Jones, Stephen Sutherland and Tim Yount

Screening

Members: Jim Donaldson, Dick Johnson, Judge Jones, Lew Kidder, Karen Smyers and Stephen Sutherland

Action item: Jim Donaldson will continue working on populating this committee.

Hearing and Appeals:
Board liaison: Brian Harrington
Staff liaison: Skip Gilbert

International Relations:
Chair: Melissa Merson
Members: Skip Gilbert (CEO), Scott Schnitzspahn (SP Director), Joyce Donaldson (Chief Tech Dir.), Jeff Dyrek, TBD (Chair of NCC), TBD (AAC), Kevin Trock (RP Chair), Charlie Crawford (Officials), TBD (additional members).
Board liaison: Brian Harrington
Staff liaison: Scott Schnitzspahn

Action item: Victor Plata will work on filling the AAC representative.

IT Committee:
Members: John Burbidge (USA Swimming), Trevor Miller (USOC), Kimberle Levin, Bob Weldon (USAT Hockey), Mike Mogren (IT Services Manager), Bob Wendling (Board member).
Board liaison: Eric Averill
Staff liaison: Gordon Weldon (Operations Director)

National Coaching:
Members: TBD
Board liaison:
Staff liaison: Scott Schnitzspahn

Action item: Scott Schnitzspahn is working to populate this committee. Board liaison will be decided on the February 02, 2009 Board call.

National Coaching Ethics:
Currently the Hearing and Appeals Committee fills the role of the National Coaching Ethics; therefore, Board recommended to disband.

Nominating Committee:
Members: Skip Gilbert (CEO), Victor Plata (BOD Elite Athlete).
Board liaison: Celeste Callahan
Staff liaison: Sharon Carns

Physically Challenged:
Chair: Jon Beeson
Co-Chair: Brian Leske
New member: J.P. Therberge
Board liaison: Mike Greer
Staff liaison: Tim Yount

Action item: Board will vote on the requested name change on the February 02, 2009 Board call.

Race Director:
Members: TBD
Board liaison: Jim Donaldson
Staff liaison: Kathy Matejka

Discussion occurred on USAT's specific member requirements for this committee. Decision was made to put this committee on hold.

Action item: Board will ratify on the February 02, 2009 Board call.

Regional Presidents:
Chair: Kevin Trock (SW)
Members: Dave Young (SMW), Greg Elsnic (ME), Kris Swarthout (MW), TBD (PNW), Robert Vigorito (MA), Pam Zawada (NE), Jose Valdes (RM), Rebecca Meyer (Florida), Richard Anton (SE).
Board liaison: Eric Averill
Staff liaisons: Tara McCarthy and Rachel Roebke

Strategic Planning:
Members: TBD
Chair: Eric Averill
Board liaison: Bob Wendling
Staff liaison: Skip Gilbert

Action item: Eric Averill will send a list of members to Sharon Carns before the February 02, 2009 Board call.

Women's Committee:
Members TBD
Co-Chair: Ashley Rosilier
Co-Chair: Jean McGuire
Board liaison: Celeste Callahan
Staff liaison: Kathy Matejka

Jim Donaldson motioned, Eric Averill seconded to populate the Committees as named and disband the National Coaching Ethics Committee.

Motion passed unanimously.

<u>Appointments</u>

Independent Auditor:
Rob Kasper recommended based on external reviews of USA Triathlon's operations that the Board of Directors rather than staff should select USA Triathlon's Independent Auditor.

Jeff Matlow motioned, Celeste Callahan seconded to accept Ken Waugh as Independent Auditor.

Motion passed unanimously.

ITU and PATCO delegates:
Melissa Merson stated that in the past USAT has traditionally nominated the President as the delegate to ITU and the Vice-President as an alternate. However, the International Relations Committee (IR) discussed having the President and CEO as two delegates. She recommended approving the President and CEO as two delegates to ITU and PATCO as well. She suggested that at a later date a decision can be made on additional delegates.

Eric Averill motioned, Brian Harrington seconded to accept the President and CEO as ITU and PATCO delegates.

Motion passed unanimously

Rob Kasper called Executive Session at 5:15 pm MDT

Reconvened Sunday, January 18

Call to Order – Rob Kasper 8:00 am

<u>**Governance Training**</u>
Rose Snyder conducted Board and Regions governance training on best practices, goal setting, strategic thinking, ethics and conflict of interests.

Recessed: 9:30 am
Reconvened: 9:45 pm

<u>**Committee Reports:**</u>

Treasurer Report:
Though revenue from membership sales in 2008 will be coming in just short of our forecast, overall expenses were down for the year as well. While we still have a few more expenses to be booked in December 2008, and our auditors are in the process of reviewing our books, we expect to end 2008 with a surplus. More details will follow when this is confirmed.

As we embark upon a new year, we need to be cautious of how the current economic climate may affect our business. Though we have yet to see any real indicators of a down-turn in expected revenue, it is vitally important that we keep a close eye on our year over year sales. With a 2009 budget that projects a $70k surplus, any significant downturn in revenue could lead us towards deficit spending. Strong downward trends in revenue may even require readjustment of expense allocations. Currently, however, we see no signs of needing to readjust the approved Budget.

In terms of our Rainy Day Fund, we have allocated our money to accomplish the following:

- Maintain enough in liquid assets to cover at least 6 months of operating expenses, in case of economic hardship
- Capitalize on eventual upturn in equity market without significant risk of exposure

- Maintain a balanced portfolio as defined by the USAT investment policy

Our overall Rainy Day Fund portfolio stands at approximately $3.2MM as of January 16, 2009. In 2008 our portfolio was down 18.1% (vs the benchmark of -23.5%). It goes without saying that 2008 was a tough year. There was no place to hide in the market. Understanding that, we have positioned the portfolio to fully participate in the recovery, whenever that begins, while also maintaining financial security in the unfortunate circumstance of long-lasting economic hardship.

Race Director Committee (RDC):
Jack Weiss, Chair of the RDC, reported that the committee has been working with the Event Services staff on Level II Race Director Certification and is scheduled to debut the beginning of March 2009. During the weekend of the Race Director Symposium, 35 race directors got together and formed the US Event Organizers Association. This organization will be independent from USAT. The goal is to help race directors network and build quality races.

Business Unit Reports
Kathy Matejka, Event Services Director; Jeff Dyrek, National Events Director; Gordon Weldon, Operations Director; Scott Schnitzspahn, Sport Performance Director; and Tim Yount, Senior VP of Marketing and Communications presented.

Presentation attached to the original of these minutes.

Approval of Minutes:
Celeste Callahan motioned, Brian Harrington seconded, to approve the minutes of the September 18-19, 2008 meeting; November 1-2, 2008 meeting; teleconference call minutes, November 13, 2008; teleconference call minutes, December 8, 2008; and teleconference call minutes, January 5, 2009.

Motion passed unanimously

Prior to adjournment Rob Kasper mentioned several action items:

Action item: Rob Kasper asked the Board to send comments on the 2009 goals by Friday, January 23, 2009. Goals will be discussed on the February 02, 2009 Board call.

Action item: Rob Kasper asked the Board to send any final word changes on the strategic plan by Friday, January 23, 2009. Changes will be discussed on the February 02, 2009 Board call.

Action item: Rob Kasper stated that the Regional Operations Manual Taskforce has a call on Thursday, 1-22-09 to discuss changes. He asked that the manual be ready for the February 02, 2009 Board call.

Please note: In the Regional Presidents meeting on January 17, 2009 a Taskforce was created to review the Regional Operations manual. The Taskforce includes: Kevin Trock, Pam Zawada, Kris Swarthout, Eric Averill, Rob Kasper, Skip Gilbert and Jeff Matlow.

Action item: Eric and Brian need to have a report ready for the February 02, 2009 Board call noting progress on Bylaw recommendations on Ethics and Conflict of Interest.

Action item: Rob Kasper will review the 2009 Board meeting schedule and add a late spring /early summer meeting, and will be up for discussion on the February 02, 2009 Board call.

Mike Greer motioned, Brian Harrington seconded to adjourn meeting.

Adjournment: The meeting adjourned at 11:30 am