

**USAT Board of Directors
Teleconference Call
July 13, 2009**

In attendance:

Rob Kasper, President
Brian Harrington, Vice President
Celeste Callahan, Secretary
Bob Wendling , Treasurer
Jim Donaldson
Vince O'Brien
Eric Averill
Mike Greer
Dave Kuendig
Victor Plata
Kelly Cook
Melissa Merson, ITU Board of Directors
Tim Yount, Deputy Executive Director
Skip Gilbert, Executive Director

Rob Kasper called the meeting to order at 5:45 MDT.

Bob Wendling reported that the new Form 990 has been accepted by the USAT Financial Committee.

Celeste Callahan moved, and Mike Greer seconded, for Board approval of same. Motion approved unanimously.

Melissa Merson, of the ITU Executive Board, joined the call to a) report on the IR Committee and a new relationship between the ITU and USAT, and b) to recommend nomination of Dottie Dorion as Honorary ITU Member. Celeste Callahan moved, and Vince O'Brien seconded, to accept this nomination. The motion was accepted unanimously.

Eric Averill moved and **Vincent O'Brien** seconded to accept grammar changes to the proposal to be presented for membership vote regarding USAT members elected to ITU governance participating on the USAT Board. Changes attached. Abstentions came from Celeste Callahan and Bob Wendling. In Favor were Brian Harrington, Jim Donaldson, Vince O'Brien, Eric Averill, Dave Kuendig, Kelly Cook, Victor Plata. Motion passed.

Jim Donaldson moved and **Brian Harrington** seconded to accept grammar changes to the proposal to be presented for membership vote regarding the most recent president serving as a non-voting, ex-officio member of the USAT Board. Changes attached. Motion passed unanimously.

Brian Harrington moved and **Mike Greer** seconded to amend the proposal to be presented for membership vote regarding board terms, to reduce the hiatus requirement from the number of years served to one half of the number of years served. Changes attached. Motion passed unanimously

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Resolution for Board Action

July 15, 2009

Subject: Enhancement of the Nominating Committee

Background:

1. The Nominating Committee is a standing committee of the USA Triathlon Board of Directors.

2. The mission of the Nominating Committee as described in The USA Triathlon Committee Guide is “to ensure the proper conduct of USA Triathlon elections”.

3. The present scope of duties of the Nominating Committee as stated in Article XI of the bylaws of USA Triathlon are:

(1) Preparation and dissemination of a “Call for Nominations” document setting forth the process and timeline for a member becoming a candidate in the election, the election timeline and election rules. This “Call for Nominations” should be printed in an issue of the Federation newsletter which should be received by the membership prior to the May 1 date for opening of nominations and should be posted on USAT’s website no later than April 15.

(2) Verification that all persons seeking to be nominated for a General Director position complied with all of the requirements for nomination, including, in the case of non-incumbents, verifying that the candidate’s petition includes the requisite number of valid signatures.

(3) Overseeing the preparation of the ballot and each candidate’s platform document

4. “More than a quarter of members (26%) said that they would like to get involved with the leadership and governance of the organization. This is a high level of interest in volunteer leadership. It presents another area of opportunity for USAT” (2008 Strategic Planning Survey Membership Report). Despite this finding, USA Triathlon presently suffers from a lack of identification and involvement of these members.

5. Further, there is and has been a very low rate of participation in the regional and national elections of governance volunteers.

6. Further, there is an unmet need for providing present and newly elected governance volunteers with orientation and resource information to better enable them for service.

Financial Impact: Any budgetary requirements of the committee to utilize professional consultation to seek qualified members to volunteer for governance, to create and implement a campaign for voter participation, and to provide instruction and materials for the orientation of newly elected governance volunteers .

Relevant and Affected Bylaws, Rules, and Procedures:

USA Triathlon Bylaws Article XI- additions only

Whereas, USA Triathlon is in great need of qualified members to volunteer for governance positions at all levels.

And Whereas, There is a need to identify and provide encouragement to members qualified and willing to serve USA Triathlon in volunteer governance.

And Whereas, There is a great need to stimulate membership to participate in the elections of governance volunteers.

And Whereas, The present duties of the Nominating Committee are largely symbolic and narrow in scope.

Now therefore, be it resolved That the duties of the nominating committee be enhanced to:

1. Identify and encourage qualified members to participate in volunteer governance at all levels.

2. Create and maintain a program to stimulate member participation in the election of governance volunteers.

3. Consider, form opinions and report to the USA Triathlon Board of Directors on issues of governance reform.

4. Enhance and supervise the delivery of orientation and resource services to existing and newly elected governance volunteers.

Submitted by: Eric Averill

Eric Averill motioned to adopt a resolution to enhance the duties of the Nominating Committee. Bob Wendling seconded. Eric accepted a friendly amendment to strike the final sentence of the resolution renaming the committee, as that would require a bylaw change to first be posted for membership review and comment. The motion to adopt the resolution as amended passed unanimously.

Tim Yount presented Office Updates:

□ **AquaBike**

According to approved guidelines, a discipline must meet one of the two following criteria in order to be considered for establishment of a national championship:

First Criteria: If the International Triathlon Union supports a World Championship, then USA Triathlon will support a National Championship.

Second Criteria: If there is no International Triathlon Union World Championship for the category, then USA Triathlon will only designate a National Championship if the category meets the following: 1.) a total of 40 sanctioned events, and 2.) is present in a minimum of 6 USA Triathlon regions.

In 2008, USAT sanctioned 60 races, a 15% increase over 2007. These races were held across nine (9) regions. By the above standards, this discipline qualifies. The Federation needs a breakdown of this discipline by distance. Data is being gathered in order to host a National Championship for AquaBike. . Tim will assign a staff member/task force to work with the AGC and others on developing a national championship, to include distance to be contested in the sport of AquaBike..

Skip Gilbert spoke to the need to work on podium finishes of our professional triathletes at big ticket races, including the Olympics.

Mike Greer moved, and **Celeste Callahan** seconded, to adjourn at 7:06. Motion passed unanimously.