USAT Board of Directors

Teleconference Meeting

Monday July 5, 2010

In attendance:
Brian Harrington, President
Eric Averill, Vice President
Bob Wendling, Treasurer
Candy Cheatham, Secretary
Victor Plata
Steve Sexton
Vince O'Brien
Jim Ryun
Melissa Merson
Celeste Callahan
Skip Gilbert, Executive Director
Scott Schnitzspahn, Sport Performance Director

Absent:
Jim Donaldson
Dave Kuendig

Brian Harrington called the meeting to order at 6:00 p.m. Mountain Daylight Time.

Elite Athlete Selection Committee (EASC)

Victor Plata stated there is a problem with the population on the EASC (no female AAC athlete for all male decisions). The current composition is all male because no female ran for the AAC..Therefore selections have not been voted on.

The Committee is to be comprised of the following people: Sport Performance Director (ex officio / non-voting), AAC Chairperson, member of the National Coaching Committee and one (1) AAC member (male athlete for all female decisions; female athlete for all male decisions).

Rob Kasper suggested the EASC be modeled after the Hearing and Appeals Committee. Meaning a panel would be chosen from a pool of coaches and athletes to decide selection. Bob Wendling recommended populating with three males, three females and three coaches. This method would lessen the possibility of conflict of interest.

Because this is time sensitive the Board agreed to have the Executive Committee (EC) make a decision on the AAC recommendation. Victor Plata and Scott Schnitzspahn agreed to take this back the AAC for further discussion and will have an AAC consensus for the Board. Action needs to be taken immediately so that the EASC can make athlete select regarding up-coming events.

Action item: Brian asked that Scott and Victor have this to the EC by Wednesday 7/7.

Action item: Eric will email the Bylaw definition of the Hearing and Appeals Committee to the Board.

National Office Update

Skip Gilbert updated the Board on action items from the June in-person BOD meeting:

- Foundation - surveys from other NGBs is in the process of being put together
- Digitaria - Itemized list will be sent to the Board soon

Enhancement of the Nominating Committee Bylaw Amendment

May 7, 2010

As stated in Article XXI, Section 4 "Any such resolution to amend the bylaws by vote of the Board of Directors shall be posted on the USA Triathlon website with a prominent link from the home page for a period of not less than 30 days prior to being voted on."

Background: In response to a resolution passed by the USA Triathlon Board of Directors, on July 25, 2009 "Enhancement of the Nominating Committee", the following changes are recommended to achieve consistency and compliance and will be voted on in the June Board of Directors meeting.

Recommended Changes:

P. 14 (c) recommended by the Nominating and Governance Committee shall be appointed by majority vote of General and Athlete Directors. This director will not be considered an "independent director" for purposes of this section if, at any time during the two years preceding commencement of or during his or her term or position as a director:
Independent Director. One (1) independent member ("independent director")

p.15 When the guidelines in this Section do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, will be made by the Nominating and Governance Committee. The Nominating and Governance Committee may determine that, in its judgment, a director who does not meet these guidelines strictly nonetheless, under all the facts and circumstances, does not have a relationship with the

corporation or any organization, entity, or individual associated with the corporation that would interfere with the perception or reality of the director's independent judgment, and that such a person may nevertheless be independent or an independent director under these Bylaws.
The Nominating and Governance Committee shall review at least annually the independence of Independent Directors.

p.27 ARTICLE XI Committees
Section 1. The Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council shall exist as Standing Committees of USA Triathlon.

p.28 Section 2.
(a) With the exception of the Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council, the number of members on all committees shall be determined by the Board of Directors.

p.29 Section 4. The duties of the Standing Committees shall be as follows:
(a) Nominating and Governance Committee. The Nominating and Governance Committee shall be responsible for:
Assurance of a fair election process which includes but not limited to the 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, election rules, the ballot and each candidate's platform document in a planned timeline that creates visibility for all elements of the election process.
(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 case of non-incumbents, verifying that the candidates petition includes the requisite number of valid signatures.
(3).Examination, evaluation and recommendation to the Board of Directors of any changes in governance structure or function that would enhance the volunteer participation of members, or the efficiency of the Regional Councils or the Board of Directors.
(a) Identification and encouragement of qualified members to participate in volunteer governance at all levels.
(b) Creation and maintenance of programs to stimulate member participation in the election of governance volunteers.
(c) Reporting to the USA Triathlon Board of Directors current best practices of form and functioning of governance

Please note: This resolution was approved for posting on the website for 30 days on the May 3, 2010 BOD teleconference call.

Eric Averill motioned, Rob Kasper seconded to accept the Enhancement of the Nominating Committee Bylaw Amendments.

Record of votes:
Eric Averill – yes
Bob Wendling - yes

Candy Cheatham, - yes
Jim Donaldson - yes
Victor Plata - no
Steve Sexton - yes
Vince O'Brien - yes
Dave Kuendig - yes
Celeste Callahan - yes
Motion passed

International Relations (IR) Update

Melissa spoke about upcoming events and issues:

- Congress in Budapest
- Puerto Vallarta

Action item: Melissa will contact Skip to discuss the review process for Puerto Vallarta and how USAT contracts for the services. Then set up a conference call with PATCO to set up the day of training.

- International impact of the gulf oil spill.

USAT Long Distance Triathlon Championship

Bob Wendling stated that USAT seems to have a contract with a race management company to operate and control the USAT Long Distance Triathlon Championship and the specific qualifying events and super qualifying events that qualify entrants into our USAT LD Championship. Top finishers are then awarded with slots to the ITU World LD Tri Championships. Bob is interested in knowing how much money USAT is receiving under the contract with the race management company. Also, Bob questioned why are there only select events where our members can qualify for Nationals, and who selects those events.

Skip clarified the contract and how much money USAT is receiving.

Bob followed up by asking if USAT has the option open for having other series and other disciplines, possibly a Duathlon series that would fit under the National Championship.
Skip explained that USAT is not closed to any one direction, but it depends on the philosophical discussions and where the organization wants to go.

Youth

Skip updated the Board on a Boy Scout Badge using multisport. A member connected with Skip on this idea and USAT is moving forward with the idea. Melissa Merson offered help and asked if others will be involved with the development of this idea. Skip stated at some point this will be in the development process and will be offered up to the Board and respective committees.

Action item: Skip Gilbert will forward the member email and Training Guide for Board review.

Hy-Vee

Steve Sexton expressed concern about the recent Hy-Vee race decision. Board discussion occurred about moving forward.

Celeste Callahan motioned, Candy Cheatham seconded to adjourn at 8:00 pm.