

**Minutes
USA Triathlon Board of Directors
Special Meeting
Teleconference Call
August 12, 2012**

Board Members Present:

Bob Wendling, President
Barry Siff
Jack Weiss
Victor Plata
John Lines
Steven Sexton
Kevin Smeltzer
Kevin Sullivan
Charles Baker
Dave Kuendig
Brian Harrington
Vince O'Brien

Not invited to attend
Melissa Merson, ITU ex officio

Staff:

Rob Urbach, CEO

Meeting began at 6:05pm MST

The Special Meeting of the Board via teleconference was called to consider USAT nominations for elections to ITU committees, to be held at the Auckland Congress in October. Nominations are due to the ITU by Tuesday, August 14th.

Candidates vetted and recommended by the USAT International Relations Committee are noted by an asterisk (*)

Nominations:

ITU Executive Board Member:

*Melissa Merson – (1 attachment) record and goals
Elizabeth Farnan – (1 attachment) nomination form and goals

ITU Constitution Committee:

*Gale Bernhardt – (2 attachments) nomination form and goals

ITU Medical and Anti-Doping Committee:

*Doug Hiller – (1 attachment) nomination form and goals

ITU Multisport Committee:

*Jeff Dyrek – (2 attachments) nomination form and goals

ITU Women's Committee:

*Candy Cheatham – (2 attachments) nomination form and goals

Susan Haag – (2 attachments) nomination form and goals

ITU AGC (appointed position):

*Celeste Callahan – (1 attachment) nomination form and goals

ITU Technical Committee:

*Joyce Donaldson

ITU Paratriathlon Committee:

*Jon Beeson

ITU Coaches Committee:

*Jonathan Hall

Motion to endorse the slate of candidates approved by the IR Committee and AAC (Lines/Seconded)

Motion to call the question (Weiss)

Motion to call the question approved by unanimous voice vote.

Roll call vote on the main motion:

Harrington n

Sexton y

Weiss n

O'Brien n

Kuendig y

Baker n

Siff n

Smeltzer n

Plata y

Lines y

Sullivan n

y-4 n-7

Motion to endorse the slate of candidates approved by the IR Committee and AAC failed.

Motion to recommit to the IR Committee consideration of the slate of nominees for the ITU positions (Sexton/Seconded)

Motion to call the question (Weiss)

Motion to call the question approved by unanimous voice vote.

Roll call vote on the main motion:

Sullivan n

Lines y

Harrington n

Sexton y

Weiss n
Kuendig y
Plata n
O'Brien n
Baker n
Siff n
Smeltzer n

y-3 n-8

Motion to recommit to the IR Committee consideration of the slate of nominees for the ITU positions failed.

Motion to vote on the two ITU executive board candidates, Melissa Merson and Elizabeth Farnan (Weiss/Seconded)

Chair requested that each Board member have a limited opportunity to speak.

Discussion

NOTE: Comments are not in chronological order.

Sexton.

Noted that the incumbent candidate:

- Is popular among her international colleagues.
- All but guaranteed to be re-elected by the ITU Congress.
- Has the confidence of the president, vice president and CEO of the ITU who have asked USAT to send her back to the ITU.
- Endorsed by the leaders of triathlon's business community, and reintegrated triathlon's domestic industry with international counterparts.
- Has support of the highest level of the USOC.
- Has secured tens of thousands of dollars from the USOC for USAT.
- Has years of experience as a USAT regional representative, a member of the USAT Board, and as a USAT official.
- Played a pivotal role in bringing the ITU WTS event to San Diego, which would not have happened without her efforts.

Noted that the challenger candidate

- Has less experience in USAT governance.
- Has never expressed an interest in ITU until a few weeks ago.
- Has never volunteered for the ITU.
- Is not known by the ITU or USOC, nor endorsed by either.
- Has only a few percentage points of chance of winning, which would risk USAT losing a seat on the ITU Executive Board.
- Is not known by the USAT Board, and did not return Sexton's personal phone call inquiring about her candidacy.

Kuendig.

Agreed with Sexton's comments.

Lines.

- ITU has told USAT to nominate Melissa Merson for the ITU Executive Board.
- If Melissa Merson is not nominated that there will likely not be a USAT representative on the ITU Board.

- The USAT Board has a fiduciary duty to make sure for its members that USAT has a representative on the ITU Executive Board.
- USAT President made the second to the motion to nominate Melissa Merson on the IR Committee.

Plata. Question to Rob Urbach - *is it helpful for USAT to have a member on the ITU Board or not helpful?* Urbach commented that it is difficult to say, that the ITU Board is not engaged in ITU business, and Urbach noted that he has no experience in engaging the ITU Board to make decisions important to USAT.

Plata noted that:

- The current USAT ITU Executive Board Member's work has been outstanding. Merson was the vision behind bringing the ITU WTS event to San Diego that would not have happened without her efforts. For that reason alone she deserves nomination to another term.

Wendling.

- The incumbent has made huge contributions to USAT.
- Participation of the incumbent on the USAT Board has been limited by the 2011 ITU Constitutional amendment and by USAT resolution. The resolution controls the actions of the ex officio member, the Board has complete power, and it need not go any further.
- All three ITU executive officers want the incumbent back on the executive committee.
- Chances of the incumbent being re-elected to the ITU Board are probably between 80-90%.
- USAT is better off with Melissa in the position than having anyone else in the position, or by not submitting anyone's name to go forward.

Smeltzer.

- The accomplishments of USAT CEO, and that he has established a rapport with the ITU, and international community.
- With the success of the new CEO, perhaps it is a time to look at new ideas and new faces for other positions. USAT is at a critical time, USAT is choosing to make a good decision.

Weiss.

Noted that the challenger:

- Serves on the USAT Nominating and Governance Committee.
- Has written decisions for that committee.
- Has served as an auditor on PATCO.

More women need to be brought into leadership roles and given the chance to operate.

With regards to the incumbent - the Board passed a resolution regarding her conduct to avoid disruption. Weiss cannot support the incumbent based on past Board meeting disruption.

Siff. Questions to Rob Urbach - *how do you foresee a future without a representative on the executive board? How do you foresee USAT can move forward without a member on the executive board? Do you think USAT will be taking a step back?*

Urbach commented that the ITU Board is not engaged in the day-to-day operations of ITU and Urbach's relationships are with the key operations staff including Laureen Barnett, Antonio, Gerge, Enrique. There is really good rapport with the operations staff, and there is no need to engage at the ITU Board level. Understanding how the ITU operates is important. Hosting a WTS is a matter of where the dollars are. we are moving forward regardless of what the ITU Board looks like. Operations staff is not changing and will be the ones making the decisions that impact USAT.

Sullivan. No comment.

Harrington. No comment.

O'Bien. No comment.

Baker. No comment.

Additional question of Rob Urbach - *has the USOC indicated if it would prefer a USAT representative on the ITU Executive Board?* Urbach responded that he has not had any dialogue with the USOC on the issue.

The first part of the motion applied to the nomination of Melissa Merson.

Roll call vote

Smeltzer n

Weiss n

Harrington n

Siff n

Baker n

Plata y

Kuendig y

O'Bien n

Sexton y

Lines y

Sullivan n

y-4 n-7

Nomination of Merson failed.

The second part of the motion applied to the nomination of Elizabeth Farnan.

Roll call vote

Smeltzer y

Weiss y

Harrington y

Siff y

Baker y

Plata y

Kuendig y

O'Bien y

Sexton n

Lines n

Sullivan y

y-9 n-2

Nomination of Farnan passed.

Motion to follow the same procedures for the ITU Women's Committee that was used for the ITU

Executive Committee nomination (Weiss/Seconded)
Approved by voice vote with Lines voting no.

Discussion

Sexton.

Noted that the incumbent is respected by the community and has served well. She has also served on the USAT Board of Directors and USAT Women's Committee.

The challenger:

- Is unknown to the Board, and did not reply a phone call from Sexton regarding her candidacy.
- Indicated incorrectly on her resume that she is a member of the USAT Women's Committee. She was neither appointed by the President nor approved by the Board.

Lines

Questioned the resume of the challenger and raised a point of information questioning who nominated the challenger. The point of information was not answered.

Harrington.

The individual submitting nomination for the ITU Women's Committee is an active member of the USAT Women's Committee. She is a woman from Harrington's district. Every effort to bring a new woman in to governance is thwarted. Incumbents are not incumbents for life. The incumbent failed to get information to the USAT Women's Committee about the ITU Women's Symposium held in San Diego.

Smeltzer.

(Speaking as the liaison to the Women's Committee) The incumbent has been silent on the Women's Committee. The Committee did not know about the opportunity to participate in the ITU Women's Symposium. The challenger has been active on the Regional Council.

Wendling noted that the challenger is not a member of the USAT Women's Committee.

Question- regarding how the challenger could justify the reference to serving on the Women's Committee.

Smeltzer - there are regional women's committees that she may have served on.

The first part of the motion applied to the nomination of Candy Cheatham.

Smeltzer n

Weiss a

Harrington n

Siff a

Baker n

Plata y

Kuendig y

O'Brien - left the call

Sexton y

Lines - left the call

Sullivan n

y-3 n-4 a-2

Nomination of Cheathem failed

The second part of the motion applied to the nomination of Susan Hagg.

Smeltzer y

Weiss y

Harrington y

Siff y

Baker y

Plata a

Kuendig n

Sexton - Left the call

Sullivan y

y-6 n-1 a-1

Nomination of Susan Hagg passed.

Motion to accept the remaining candidates endorsed by the IR Committee (Weiss/Seconded)

Motion approved by unanimous voice vote.

Motion to adjourn (Weiss/Seconded)

Motion approved by unanimous voice vote.