DRAFT Minutes
USA Triathlon Board of Directors
Hilton Downtown, 509 West Wisconsin Ave, Milwaukee, WI
August 9, 2013

Wendling called the meeting to order 8:00 a.m. CDT, August 9, 2013

Board Members Present:

Barrett Brandon
Susan Haag
Jacqueline McCook
Vince O'Brien (via teleconference)
Victor Plata (via teleconference)
Steven Sexton
Barry Siff
Kevin Smeltzer
Kevin Sullivan (via teleconference)
Jack Weiss
Bob Wendling, President
Mike Wien

Staff:

Rob Urbach, CEO
Sharon Carns, Senior Governance Affairs and HR Manager
Amy Drown, Executive Assistant

Guests:

Tara Comer
Chuck Graziano

President's Opening Remarks: Wendling briefly reviewed the issues left over from last meeting and the other items on the agenda.

Approval of Minutes:
Motion (by Weiss and seconded): To approve 7/1/13 Minutes – **Approved by unanimous voice vote**.

Treasurer's Report: Weiss summarized the financial reports.

CEO Report: Urbach reported that the Milwaukee plans and conditions are positive. Discussed engaging sponsors in USAT culture, Foundation fundraising dinner this evening, "Town Hall" meeting tomorrow, Strategic plan (4 pillars), Splash and Dash (~ 40 races), Retro Series, Super Sprint Series (9/19/13 Universal television coverage), ITU WTS Chicago 2014/15 "win", High Performance (7/4 collegiate camp), and USAT Age Group Nationals increased popularity (achieve through qualification standards, letters to All-Americans, VIP treatment, email to others close to qualifying, and TYR arranging for

Chrissie Wellington's appearance). Membership continues to grow, but with some softness. Anticipate reaching 1000 club threshold this year. Also reviewed and discussed the financials. Discussed new initiatives, including the Diversity Committee's plans to meet, Chicago, and various other programs. The opportunity to purchase the building where the national office is located was also discussed.

<u>Committee Reports and Discussions:</u>

Women's Committee: Comer introduced herself. Discussed the Women's Committee's "tag line", efforts to bring more women into triathlon, the Committee members and their roles, the new communications strategy through consistent presence in all media outlets, The Women's Guide to Triathlon and its April 2014 estimated publication date, the Committee's grants program, the Share Your Strength Campaign, and two webinar series.

Age Group Committee: Graziano discussed the organization of the AGC, its Committees, the pending aquabike guideline, and the AGC's support for the roll back of the youth annual membership fees and the one day fee.

Collegiate Committee: Sexton reported on working with staff to schedule an annual meeting, developing a plan for instituting "best practices", and the NCAA initiative.

Recess: 10:25 a.m.
Reconvene: 10:30 a.m.

Duathlon Committee: Wien reported the need to engage more with this Committee.

Ethics Committee: Sullivan reported that one complaint had been filed, but quickly withdrawn. The Committees' vetting of the proposed revised Code of Ethics and Conduct. The Committee anticipates proposing a Safe Sport Policy in 2013 that is in the process of being developed by legal counsel.

Finance and Audit Committee: Weiss discussed the K-1, the draft annual audit report, and the 990 for 2012 (together with the extension that was filed).

Hall of Fame: Siff reported on the revamping of the Committee, the new mission statement, and the new proposed guidelines for nominations to be discussed further at the 9/9/13 meeting.

Marketing Committee: O'Brien updated the Board on the positive financial marketing numbers: 30% over the 2013 budget and 60% over last year, 2012.

National Championship Event Committee: O'Brien stated that the Committee made decisions on recommendations for event locations that will be circulated to the Board.

International Relations Committee: Siff stated that the most recent meeting was in June, reviewed the minutes of that meeting (previously circulated to the Board), and

USAT's anticipated full representation at the London ITU meeting. ITU is in the process of moving from Canada to Switzerland. The Board also discussed the creation of a Rules Harmonization Task Force.

Nominating and Governance Committee: Sullivan reported that the Committee completed the call for nominations documents for the 2013 elections with significant contributions by Sharon Carns and Committee Chair Elizabeth Farnan, vetted the proposed revised Code of Ethics and Conduct, held an initial meeting to discuss Committee consolidation recommendations, and anticipates scheduling a second meeting to continue the consolidation discussion.

National Coaching Committee – Siff discussed the Level II and Long Course certification meetings to take place at Kona.

Paratriathlon Committee: Weiss reported on the revamping of the grant program, and a proposal to legalize recumbent tricycles for PC Open athletes.

Race Director Committee: Weiss said that meetings have been sparse due to the fact that it is the busy race season, but that there have been discussions about the fees for certified and uncertified race directors.

Regional Chair Committee: Smeltzer discussed the regions' voluntary quarterly reporting system, the 8 reports that have been submitted, initial negative reaction to the proposed Board Regions reorganization, and the call scheduled for next week.

Recess: 12:30 p.m.
Reconvene: 12:35 p.m.

Victor Plata and Vince O'Brien were not on the call when it was reconvened.

Swim Collar Task Force: Weiss reported on the committee's findings on the 78 degree wetsuit rule and its continuing validity since without a wetsuit at 78 degrees a swimmer's core temperature will not change, and the Committee's recommendation to investigate the minimum temperature at which an athlete can compete without a wetsuit.

<u>Unfinished Business:</u>

Bylaws Amendments:

Motion (by Sullivan and seconded): to approve the Bylaw amendments Resolution (copy attached) for submission to a vote of the general membership.

Main Motion roll call vote:

Barrett Brandon	N
Susan Haag	Y

Vince O'Brien	Y
Jacqueline McCook	Y
Victor Plata	absent
Steven Sexton	N
Barry Siff	A
Kevin Smeltzer	Y
Kevin Sullivan	Y
Jack Weiss	Y
Bob Wendling, President	-
Mike Wien	N

Motion passed Y - 6, N - 3, A - 1

Motion (by Brandon and seconded): to place item 6 of the Bylaw Amendment Resolution (above) on the ballot for the elite athlete class to vote as a class on whether to accept or reject the proposal to amend the bylaws regarding Athlete Director seats, and not submit the vote to the general membership class.

Main Motion roll call vote:

Barrett Brandon	Y
Susan Haag	N
Vince O'Brien	N
Jacqueline McCook	N
Victor Plata	Y
Steven Sexton	Y
Barry Siff	N
Kevin Smeltzer	N
Kevin Sullivan	N
Jack Weiss	N
Bob Wendling, President	-
Mike Wien	N

Motion failed Y - 3, N – 8

Motion (by Sexton and seconded): to seek the opinion of another independent legal counsel acceptable to Plata and Sullivan concerning the legality of proceeding with amendment 6 on the Bylaws Resolution without allowing the athletes to vote as a distinct class.

Main Motion roll call vote:

Barrett Brandon	Y
Susan Haag	N
Vince O'Brien	N
Jacqueline McCook	Y
Victor Plata	absent

Steven Sexton	Y
Barry Siff	N
Kevin Smeltzer	N
Kevin Sullivan	N
Jack Weiss	N
Bob Wendling, President	-
Mike Wien	Y

Motion failed Y - 4, N - 6

General Directors' Regions: Wendling reviewed the proposal to restructure the Board-level Regions.

Motion (by Weiss and seconded): to approve to the resolution in the Board Book to Reorganize the Board Regions.

Main Motion roll call vote:

Barrett Brandon	A
Susan Haag	Y
Vince O'Brien	Y
Jacqueline McCook	Y
Victor Plata	absent
Steven Sexton	A
Barry Siff	N
Kevin Smeltzer	Y
Kevin Sullivan	Y
Jack Weiss	Y
Bob Wendling, President	-
Mike Wien	N

Motion passed Y -6, N - 2, A – 2

Recess: 3:22 p.m.
Reconvene: 3:34 p.m.

Code of Conduct and Ethics:

Motion (by Sullivan and seconded): to approve to the Resolution to adopt the revised Code of Ethics and Conduct. Approved by unanimous voice vote.

<u>New Business:</u>

Youth One-Day Fees:

Motion (by Siff and seconded): to approve the Resolution to change the Youth One Day fee for 2014.

Main Motion roll call vote:

Barrett Brandon	N
Susan Haag	N
Vince O'Brien	N
Jacqueline McCook	N
Victor Plata	absent
Steven Sexton	N
Barry Siff	N
Kevin Smeltzer	A
Kevin Sullivan	N
Jack Weiss	Y
Bob Wendling, President	-
Mike Wien	N

Motion failed Y - 1, N - 8, A - 1

Fan Membership: Siff discussed creating a reduced fee fan membership to appeal to people that do not want to be full members.

The Board discussed the status of the Foundation and the ongoing efforts to attract trustees.

USAT Competitive Rules: Wendling discusses the process for changing the rules and the need for checks and balances.

Motion (by Siff and seconded): to require that all modifications to the USAT Competitive Rules be approved by the Board. Motion approved by unanimous voice vote.

Urbach announced that Sharon Carns will be leaving USAT. Board members expressed their appreciation for her many years of service.

Motion (by Weiss and seconded) to adjourn at 4:58 p.m. Approved by unanimous voice vote.