

Minutes
USA Triathlon Board of Directors
Teleconference Call
May 30, 2018

Siff called the meeting to order at 8:03 PM, May 30, 2018.

Board Members Present:

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Jacqueline McCook
Joel Rosinbum
Keri Serota
Barry Siff
Erin Storie
Mike Wien

Board Members Absent:

Judge Jones

USAT Staff in Attendance:

Rocky Harris

Approval of Minutes – Mike Wien

Minutes from the April 8 and 9 in Greenville –

Motion (by Brode and seconded)

Approved by voice vote.

CEO Report – Rocky Harris

Rocky attended a meeting of the USOC National Governing Board (NGB) CEOs. The primary topic was how we should react to the current situation challenging the Olympic Movement. Rocky believes we should focus on the future and define what actions we should take going forward and not spend so much time defending the past. He outlined three directions he believed we should take a leadership role among the NGBs going forward.

1. Make SafeSport consistent across the NGBs and a gold standard.
2. Enhance athlete services to focus on the whole person, so our athletes are better prepared to be successful and safe beyond the competitive venue.

3. Have the NGBs play a role in redefining the relationship with the USOC to provide more structure and oversight.

Barry reinforced this position for USA Triathlon to be at the forefront of leading the change and will be hosting the first meeting of the NGB Chairs summit planned tentatively for July. The interim CEO of USOC has enthusiastically endorsed this summit and plans to address the group at the start of the meeting.

Rocky talked about his leadership team and how they are having a positive impact on the whole organization.

USA Triathlon is also looking at developing a seminar to help retiring athletes transition out of the sport.

Recommended Changes in ByLaws – Staci Brode

Motion (by Brode and seconded) The Nominating and Governance Committee shall then nominate **up to 3 candidates** for each General Director seat to be on the ballot for a vote by membership within each region.

Approved by vote of 5 to 4.

Motion (by Brode and seconded) Independent Directors. The Nominating and Governance Committee shall nominate **up to 3 candidates** for each Independent Director to be selected by the board to serve a two-year term.

Approved by voice vote

Motion (by Brode and seconded). **Add term limits for Independent Directors** - Independent Directors may serve four successive two-year terms. Any Independent Director that serves four successive terms shall be required to take a minimum four-year hiatus from the Board. Thereafter, they may again serve up to four additional two-year terms.

Approved by voice vote - McCook Abstain

Motion (by McCook and seconded) **And amended via e-mail vote June 1, 2018 to include Athlete Directors term of office as being two years.**

Terms of Office definition that was accidentally omitted and should be included as follows: (1) Terms of Office. General Directors shall serve four-year terms commencing on January 1 of year following their election and ending on the fourth December 31 thereafter. Of the six (6) General Directors, terms shall be staggered such that half are

elected every two years. **Athlete Directors shall serve two (2) year terms commencing on January 1 of year following their election and ending on the second December 31 thereafter.** Of the three (3) Athlete Directors one (1) shall be elected in the odd-numbered years and two (2) in the even-numbered years. Of the three (3) Independent Directors one (1) shall be elected in the odd-numbered years and two (2) in the even-numbered years. Each Independent Director shall serve an approximate two (2) year term, commencing upon his or her appointment at the first regular meeting of the Board of Directors in the year following an election and ending at the first regular meeting of the Board of Directors of the year two years hence.

Action Item: Brode to check with Steve Smith on how we add Terms of Office that were accidentally omitted.

Motion (by Brode and seconded) Article 19 Section 7-1 - Remove “ non-incumbents” to make application process the same for incumbents and non-incumbents.

Approved by voice vote

Motion(by Brode and seconded) ***to better define independence of an independent director.***

No one will be qualified to serve as "independent director" if, at any time during the two years preceding commencement of or during his or her term or position as a director the candidate or an immediate family member of the candidate is a stakeholder of USAT (i.e. coach or race director) or had a material relationship with USA Triathlon including but not limited to: was employed by, held any paid position, any independent contractor position, or was a board member of USAT, the United States Olympic Committee (USOC), The American Triathlon Confederation (CAMTRI) or the International Triathlon Union (ITU).

Approved by voice vote

Future Board meetings

Cleveland National Championship

Thursday, August 9

5:30 PM Hall of Fame Dinner (Optional, but encouraged board member attendance)

Friday, August 10

Board Meeting

Saturday, August 11

1:00 PM to 4:00 PM – Board meeting if needed

4:15 PM Town Hall (Optional, but encouraged board member attendance)

2019 Budget Meeting. Due to a conflict with an important Women's Summit, the board will explore changing the date of the meeting currently scheduled for December 1-2 or changing the location.

Action Item: Brode to explore both options.

Meeting ended at 9:56 pm.

Respectfully Submitted:

Mike Wien
USA Triathlon Board Secretary