USAT BOD Teleconference Call December 10, 2007 Minutes

At 6:00 pm MDT, Rob Kasper called the meeting to order.

In attendance:

Rob Kasper
Joe Umphenour
Mike Greer
Eric Averill
Melissa Merson
Brian Harrington
Jim Donaldson
Celeste Callahan
Mark Fretta
Andy Kelsey
Jeff Matlow
Skip Gilbert

National Office Update

Skip Gilbert provided an update on IT issues, new annual employee appraisal process and insurance for 2008.

Resolutions

Resolution for Board Action

December 10, 2007

<u>Subject:</u> Clarification of Financial Statement Presentation

Requirements

Background: Conflicting USA Triathlon bylaw requirements make it unlikely that the first in-person Board of Director meeting of the year can be scheduled in full compliance with the bylaws of USA Triathlon. Typically, the financial statements of USA Triathlon cannot be prepared and audited prior to the second quarter of the year, yet USA Triathlon bylaws currently state that these statements must be presented at the first meeting of the Board to take place in the first quarter.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

Article VII, Section 6 (a) (1)

The first meeting shall be scheduled in the first quarter of the calendar year and shall

serve as the first meeting of each newly elected board, at which the financial

statements of USA Triathlon for the preceding calendar year, audited by a certified

public accountant, shall be presented to the Board.

Article VIII, Section 3 (d)

The Treasurer shall have charge of the funds and financial records of USA Triathlon.

The Treasurer shall oversee the preparation of the proposed annual budget for

submission to the Board of Directors. The Treasurer shall oversee (1) the preparation

of the annual financial report, to be audited by a certified public accountant selected

by the Board of Directors, and (2) such other special financial reports as the Board of

Directors may require. The annual financial report shall be made available for public

dissemination within one hundred twenty (120) days after the close of the fiscal year.

The Treasurer shall discharge such other duties as may be assigned by the President

or by vote of the Board of Directors.

Rules

None

Procedures

None

Whereas conflicting bylaw requirements make it unlikely that the first in-person Board of Director meeting of the year can be scheduled in full compliance with both the requirement to be held in the first quarter and the requirement to present audited financial statements for the preceding year; and

Whereas changing the timing requirement for presentation of financial statements of USA Triathlon would be a reasonable resolution to this conflict,

Now therefore be it resolved that Article VII, Section 6, (a) (1) of USA Triathlon's bylaws be changed by striking the clause "at which the financial statements of USA Triathlon for the preceding calendar year, audited by a certified public accountant, shall be presented to the Board".

And be it further resolved that the following be inserted after the third sentence in Article VIII, Section 3 (d) of USA Triathlon's bylaws: "The financial statements of USA Triathlon for the preceding calendar year shall be presented to the Board at the next in-person meeting after having been audited by a certified public accountant."

Submitted by: Brian Harrington and Rob Kasper

Celeste Callahan motioned, Mike Greer seconded to accept the Clarification of Financial Statement Presentation Requirements Resolution.

Motion passes unanimously

Resolution for Board Action

October 29, 2007

Subject: Increase the stipend amount for USAT Officials

Background: Race directors provide compensation to USAT officials assigned to their events. The compensation includes lodging (if required), round-trip mileage at the IRS rate, and a stipend of \$75.00 for short course events and \$125.00 for long course events. The stipend has remained the same since the 2000 season. This resolution proposes an increase of \$10.00 for short course events and \$15.00 for long course events.

Financial Impact: None

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

None

Rules

None

Procedures

Officials Manual, page 5

Whereas The stipend for officials has remained static for over eight years while the cost of food, officiating supplies, and other incidentals covered by the stipend has increased, and

Whereas USA Triathlon strongly recognizes and supports the efforts of its certified officials,

Now therefore be it resolved that effective January 1, 2008, the stipend for USAT officials assigned to sanctioned events be increased from \$75.00 to \$85.00 for short course events and from \$125.00 to \$140.00 for long course events.

Submitted by: Rob Kasper on behalf of Charlie Crawford

Melissa Merson motioned, Jim Donaldson seconded to accept the Increase the stipend amount for USAT Officials Resolution.

Motion passes unanimously

Subject: The Creation of a USA Triathlon Hall of Fame

Background:

Early in 2007, the Age Group Committee was asked to explore the possibility of creating a Hall of Fame for USA Triathlon. During the exploratory process, it was discovered that a previous Board had already adopted a policy creating a Hall of Fame in 1985, however, no action had been taken to put the Hall of Fame in place. A sub-committee of the AGC was formed to explore this subject further and to make recommendations on how to proceed. In addition to those on the AGC, members who participated included Judge Jones, Mike Greer and Tim Yount.

The committee contacted several organizations, including other NGB's, Triathlete Magazine and the WTC, to gather information and see how other practices may be relevant to USAT. The resolution previously adopted by the Board was also reviewed to determine if modifications were necessary to improve the initially adopted program. The sub-committee drafted a preliminary proposal and submitted it to the AGC, which approved the draft for the purpose of submitting it to the Board for comment. While a good deal of detail is included, we believe that the Hall of Fame Committee (to be appointed by the Board) should further develop the procedural details, which are likely to evolve over a period of time.

After receiving comments from the Board, the AGC sub-committee began to refine the proposal for submission to the Board.

Our findings have been that most major sports have a hall of fame and the structure of each is somewhat different depending on the sport and the resources available for administration of the program. The sub-committee and the AGC felt strongly that we need to be sensitive to the current financial position of USAT. At the same time, the program needs to be done in a "first class" manner in order to set the stage for future years, and to provide the proper level of stature and prestige to all recipients. We believe the program that is proposed meets that balance and we are pleased to present this program for your consideration.

Financial Impact: The Age Group Committee believes that this program can be carried out with an initial annual budget of \$20,000. This money would be used for travel expenses for the recipients and one guest, the awards, banquet expenses, general administrative expenses and a permanent Hall of Fame display to be kept at USAT offices,.

Relevant and Affected Bylaws, Rules, and Procedures

Bylaws

Article XI Committees

Rules

None

Procedures

None

Whereas the sport of Triathlon and the Multisport lifestyle has steadily grown in popularity in the United States, and

Whereas, this growth in large part has been caused by the extraordinary contributions of certain members of USA Triathlon, and

Whereas, USA Triathlon wishes to recognize those who have made an extraordinary contribution to the sport in an appropriate manner, and

Whereas a resolution creating a Hall of Fame was adopted by the Board in 1985, and

Whereas it is desirable to take the best elements of all of the information gathered in order to have the best possible program,

Now therefore be it resolved that the resolution adopted in October 1985 creating a Hall of Fame be amended by replacing the program with the following:

Nominations Process

USA Triathlon will selectively induct those who have achieved exceptional competitor success or have enhanced the sport through innovation, coaching, promotion, volunteering, or communication into the USA Triathlon Hall of Fame.

The Board of Directors of USA Triathlon will appoint a Hall of Fame Selection Committee. The Committee shall consist of individuals and organizations identified as leaders and active participants in the triathlon community.

Any person may nominate a candidate to the Hall of Fame. All nominations shall be made on the Nomination Form. The Committee is charged with the responsibility of verifying the nominee's qualifications before preparing a ballot for each of the Categories of Eligibility listing the best candidates eligible. The Committee in consultation with the Executive Director shall have the full authority to make nominations whenever it is deemed necessary to create the strongest ballot possible. All names of the ballot nominees shall remain private until publicly announced by either the Executive Director or Hall of Fame Voting Committee.

CATEGORIES OF ELIGIBILITY

Pro/elite (non-age-group) Triathletes (pre-2000)

Criteria for pre-2000 triathletes being placed in nomination shall be one or more of the following:

a. First contributors to the sport who demonstrated great courage or a pioneering spirit;

- b. Great competitors who competed at the highest level on a world or national stage for five or more years.
- c. Winner of three or more USA Triathlon (or predecessor organization) national championships;
- d. Winner of ITU world championship;
- e. Winner of Hawaii Ironman championship;
- f. Medalist at Pan-American triathlon championship;
- g. Other outstanding accomplishments at a national or international event.

Elite Athletes (post-1999)

Criteria for post-1999 elite athletes being placed in nomination shall be one or more of the following:

- a. ITU World Champion;
- b. Winner of three or more World Cup championships;
- c. USA Triathlon national champion;
- d. Winner of Hawaii Ironman championship;
- e. Medalist at Pan-American triathlon championship;
- f. Member of USA Olympic Team for the sport of triathlon;
- g. Olympic triathlon medalist
- h. Other outstanding accomplishments at a national or international event;
- i. USA citizen at the time of achievement;

To be nominated an elite athlete must have not competed as an elite athlete for at least three years prior to consideration, except when an athlete has reached forty years of age. A competitor in this category must have competed as an elite athlete for five or more years.

Age-group Athletes

Criteria for age-group athletes, including athletes in the sports of triathlon, duathlon and aquathlon being placed in nomination shall be one or more of the following:

- a. Winner of six or more USA Triathlon national championships;
- b. Winner of five or more ITU world championships;
- c. Other outstanding accomplishments at a national or international event;
- d. USA citizen at the time of achievement;

Contributors

Criteria for contributors being placed in nomination shall be one or more of the following:

- a. For ten or more years actively serving the USA Triathlon community with special distinction at the regional, national or international level;
- b. For five or more years exceptional non-athletic contribution to the sport of triathlon that has furthered the growth, reputation or character of the sport.

SUBMISSION TO VOTERS

The ballot and accompanying documentation (biographies, etc.) prepared by the Selection Committee shall be reviewed by the Executive Director or his/her designee for accuracy prior to its submission to the Hall of Fame Voting Committee.

Members of the Hall of Fame Voting Committee shall be:

- a. One member from each of these standing committees: Age-group, Athletic Advisory, Elite Athletic Selection, National Coaching, Physically Challenged, Race Director, Regional Presidents, Women, Duathlon and Aquathlon;
- b. One member of media;
- c. One member of a leading sponsor or manufacturer;
- d. Inducted Hall of Fame members
- e. One member of the National Board of Directors
- f. Executive Director of USA Triathlon or a designated staff member of USA Triathlon

Hall of Fame Voting Committee members will determine by vote how many individuals or organizations will be inducted in each Eligibility Category. The nominee(s) receiving the highest number of votes for their respective Category as determined solely by the Voting Committee shall be inducted into the Hall of Fame. There is no requirement that the Committee select a candidate from each Eligibility Category each year.

ANNOUNCEMENT OF HALL OF FAME CLASS

Each inductee will be informed by the chairperson/president of the Hall of Fame Voting Committee or Executive Director that s/he has been selected. In the event of a posthumous induction, the closest known living relative of the inductee will be contacted and invited to the ceremonies. Ceremonies will include presentation of a commemorative Hall of Fame document or plaque. Each inductee or his/her representative may make a short speech. The induction ceremony will occur at the annual USA Triathlon Congress or any other venue deemed appropriate by the Board of Directors.

Submitted by:

Jeff Matlow

On behalf of Chuck Graziano, Chair, Age Group Commission, the Age Group Commission, and Sub-committee on the USAT Hall of Fame

Rob Kasper stated that the Hall of Fame Selection and Voting Committee will be populated and ratified at the January BOD meeting. In addition, Melissa Merson suggested that the Hall of Fame presents a great opportunity to identify potential sponsors.

Motion passes unanimously

The following 2008 Board meeting scheduled was approved:

o In-person meetings:

o January 12 2pm – January 13 11:30am, C-Springs

- o September 20 Weekend, Portland OR
- o November 1 Weekend, C-Springs

o Teleconferences 8pm ET / 7pm CT / 6pm MT / 5pm PT:

- o February 4
- o March 3
- o April 7
- o May 5
- o June 2
- o July 14 (avoids 4th of July weekend)
- o August 4
- o September 8 (avoids Labor Day weekend)
- o October 6
- o December 1

Executive Session

At 7:57 pm MDT the meeting was adjourned.