

Minutes
USA Triathlon Board of Directors
Marriott, 5580 Tech Center Drive, Colorado Springs, CO
November 16-17, 2013

Wendling called the meeting to order 8:05 a.m. MST, November 16, 2013

Board Members Present:

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

Staff:

Rob Urbach, CEO
Sharon Carns, Senior Governance Affairs and HR Manager
Amy Drown, Executive Assistant
Lauri Maloney, Business Analyst
Kathy Matejka, Event Services Director

Guests:

Ann Gilbert, PNW Region Council Chair
Hector Torres, FL Region Council Chair
Kris Swarthout, SMW Region Council Chair
Jim Weaver, ME Region Council Chair
Chris Bowerbank, RM Region Council Chair
Dave Young, SMW Region Council Chair
Kurt Perham, NE Region Council Chair
Elizabeth Farnan, SW Region Council Chair
Richard Anton, SE Region Council Chair
Penni Bengston, RDC Chair
Brian Wagner, Managing Director, Sierra Commercial Real Estate Inc.

President's Opening Remarks: Wendling briefly reviewed recent office and board activity in addition to agenda items including 1600 registered athletes for 2014 Chicago ITU event, the new ranking system, legal issues, Super Sprint Series television coverage, Swim Collar Task Force, etc.

Approval of Minutes:

Motion (by Weiss and seconded): To approve 10/3/13, and 10/7/13 Minutes – Approved by unanimous voice vote.

Motion (by Siff and seconded): To table discussion on 10/27/13 minutes until the morning of 11/17/13 - Approved by unanimous voice vote.

Treasurer’s Report: Weiss summarized the financial reports and the submission of the previously circulated 990s to the IRS with revisions suggested by Wendling.

Motion (by Siff and seconded): To approve financial reports - Approved by unanimous voice vote.

CEO Report: Urbach reported a general organizational overview on the strengths (e.g. membership), weaknesses (e.g. lack of diversity, spectators, and reduced growth rate), opportunities (e.g. USAT Foundation, new offerings, and deeper membership engagement), key performance indicators, and cash flow metrics.

Recess 9:51am
Reconvene 10:00 am

Region Report: Regional Council Chairs representing FL, MA, MW, NE, PNW, RM, SMW, ME, SW and SE presented their respective Region’s achievements, goals, and budgets.

Swim Collar Task Force: Weiss summarized the recommendations of the task force (see attached). A discussion occurred regarding shared responsibilities (USAT, Race Directors, and Athletes); WTC, ITU, and FINA standards adopted without scientific support; the need to gather and study information before enforcing swim collar rules or standards; and the

Motion (by Weiss and seconded): To accept the Swim Collar Task Force’s attached graph with the addition of Celsius conversion degrees, accept the Swim Collar Task Force’s attached questionnaire to gather information for 2014, accept the elimination of the word “mandatory” from the chart, and accept Brandon’s friendly amendments summarized below:

1. add “athletes” to the end of Note 1.
2. add “acclimation, regional adaptation, and wind” to the end of Note 2.

Weiss accepted friendly amendments.

Roll Call Vote:

Barrett Brandon	abstain
Susan Haag	yes
Vince O’Brien	yes
Jacqueline McCook	yes
Victor Plata	abstain
Steven Sexton	no

Barry Siff	yes
Kevin Smeltzer	yes
Kevin Sullivan	yes
Jack Weiss	yes
Mike Wien	yes

Motion passed Y-8, N-1, A-2

Recess 1:00 pm

Reconvene 1:15pm

Foundation: Urbach provide Foundation developments. The Board discussed marketing materials, the status of the Foundation, and the ongoing efforts to attract trustees.

National Office Building: Urbach presented information on the owner's offer to allow USAT to purchase the building it currently leases. Brian Wagner, Managing Director with Sierra Commercial Real Estate Inc. joined the meeting to answer questions regarding the potential purchase.

Motion (by Siff and seconded): To approve having the building appraised and to move forward with assessing the building for possible purchase. Approved by unanimous voice vote.

Para Tri Committee: **Motion** – (by Weiss and seconded): To accept PC Open Division Guidelines (written by Charlie Crawford, Commissioner of Officials) as an Addendum to the competitive rules (attached). Approved by unanimous voice vote.

Age Group and National Championship Selection: Wendling provided a history of email communications related to the National Selection Committee and the AGC as far as work being done on a separate, stricter qualification standard for the Sprint National Championship. Urbach will engage with the committees to evaluate the process for next year.

Rules Harmonization Task Force: Siff reported the task force had a productive first meeting. They are working on rule elements and are anticipating changes to be presented to the Board in early 2014.

CEO Report (continued): Urbach continued and completed his general organizational overview, including the NCAA initiative (January vote anticipated); an update on the 2013 election, historical voting protocol, membership database confusion and issues, and the issue of whether Sexton is qualified to be on the ballot.

Recess 3:45 pm

Reconvene 4:00 pm

Elite Election: Urbach updated the board on the current status of the 2013 Election.

Motion (by Wendling and seconded) to restart the non-pool elite and elite election as soon as possible. All elites will be eligible to vote for General Director and Regional Council.

Plata proposed a friendly amendment that USAT CEO request the USOC appoint an administrative team – three person panel (USOC Board member, USOC AAC member, and a NGB Council member) to administer the restart of the election.

Roll Call Vote on amendment:

Barrett Brandon	yes
Susan Haag	yes
Vince O'Brien	yes
Jacqueline McCook	no
Victor Plata	yes
Steven Sexton	yes
Barry Siff	no
Kevin Smeltzer	abstain
Kevin Sullivan	no
Jack Weiss	no
Bob Wendling – (break tie vote)	no
Mike Wien	no

Amendment failed Y-5, N-6, A - 1

Roll Call Vote on main motion:

Barrett Brandon	yes
Susan Haag	abstain
Vince O'Brien	yes
Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	abstain
Barry Siff	yes
Kevin Smeltzer	abstain
Kevin Sullivan	yes
Jack Weiss	yes
Mike Wien	abstain

Motion passed Y-7, N-0, A-4

Motion (by Haag and seconded) to restart the entire voting election process: General Director, Region, Athlete Director, AAC Representative, and proposals.

Wendling recommended that Urbach be a part of the three person panel. Urbach as mandated by Bylaws is the election administrator and will work with Plata to request that the USOC appoint a three person panel.

Sullivan offered a friendly amendment to restart the voting as opposed to restarting the election. Haag accepted.

Wendling reminded the Board that a date to restart the voting will occur after a decision is made by the Hearing and Appeals Committee on whether Sexton is qualified to be on the ballot, which is currently pending.

Roll Call Vote:

Barrett Brandon	yes
Susan Haag	abstain
Vince O'Brien	yes
Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	abstain
Barry Siff	yes
Kevin Smeltzer	abstain
Kevin Sullivan	yes
Jack Weiss	yes
Mike Wien	abstain

Motion passed Y-7, N-0, A-4

2014 Budget:

Lauri Maloney, Business Analyst presented IT budget.

Kathy Matejka, Event Services Director, presented Event Services budget.

Motion (by Weiss and seconded) to adjourn for the day at 5:46 pm MST - Approved by unanimous voice vote.

Reconvened meeting on 11/17/13 at 8:00 a.m.

Roll call:

Board Members Present:

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

Staff:

Rob Urbach, CEO
Sharon Carns, Senior Governance Affairs and HR Manager
Amy Drown, Executive Assistant
Chuck Menke, Marketing and Communications Director
Andy Schmitz, High Performance General Manager (joined via teleconference)
Jonathon Hall, Performance Advisor (joined via teleconference)

Guests:

Penni Bengston, RDC Chair

Approval of Minutes:

Motion (by Sexton and seconded) to approve the 10/27/13 minutes as amended.

Roll Call Vote:

Barrett Brandon	yes
Susan Haag	abstain
Vince O'Brien	no
Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	yes
Barry Siff	yes
Kevin Smeltzer	no
Kevin Sullivan	yes
Jack Weiss	no
Mike Wien	yes

Motion passed Y-7, N-3, A-1

Race Director Committee (RDC):

Bengston presented on RDC activities: committee commitment, Level I and II certification Race Director Certification, Gatorade program, and annual membership conversions.

2014 Budget (continued):

Urbach presented Membership Services, and Sport Development budget.

Recess: 9:50 a.m.

Reconvene 9:55 a.m.

2014 Budget (continued):

Urbach presented National Events budget.

Menke presented Marketing and Communications budget.

Recess: 12:20 p.m.

Reconvene 12:47 p.m.

Schmitz and Hall joined the meeting via conference call to present High Performance budget.

Board discussed suggested adjustments to the budget.

Motion (by Weiss and seconded) to approve the 2014 National Office budget with the following changes: \$1K added to the Collegiate Committee travel (line item 5003) and \$6.4K added to the Para Triathlon Committee (line item 5008).

Sexton offered a friendly amendment to roll over any 2013 Athlete Development budget surplus greater than \$100K into the 2014 budget to compensate for the USOC grant cut.

Weiss did not accept the amendment.

Sexton proposed the amendment and it was seconded.

Roll Call Vote:

Barrett Brandon	abstain
Susan Haag	no
Vince O'Brien	no
Jacqueline McCook	no
Victor Plata	no
Steven Sexton	yes
Barry Siff	no
Kevin Smeltzer	no
Kevin Sullivan	no
Jack Weiss	no
Mike Wien	no

Motion failed Y-1, N-9, A-1

Motion (by Sexton and seconded) to table the budget until the December 9, 2013 Board teleconference call or special meeting. Failed by voice vote.

Motion (by Sexton and seconded) to add \$50K to the Para Triathlon budget and \$50K to the ITU Olympic budget for direct athlete support. Failed by voice vote.

Roll Call Vote on Main Motion:

Barrett Brandon	yes
Susan Haag	yes
Vince O'Brien	yes
Jacqueline McCook	yes
Victor Plata	yes
Steven Sexton	abstain
Barry Siff	yes
Kevin Smeltzer	yes
Kevin Sullivan	yes
Jack Weiss	yes
Mike Wien	yes

Motion passed Y-10, N-0, A-1

Region Budget:

Motion (by Weiss and seconded) to approve the benchmark budget and to postpone consideration of all Regional supplemental budget requests until the December 9, 2013 Board teleconference call. Approved by unanimous voice vote.

Collegiate Committee:

Motion (by Sexton and seconded) to approve change in the Collegiate rules to eliminate the age limit, which is currently set at age 28.

After discussion Sexton withdrew motion.

Motion (by Weiss and seconded) to adjourn at 2:48 p.m. MST - Approved by unanimous voice vote.