

**USAT Board of Directors**

**Teleconference Call**

**February 9, 2009**

**In attendance:**

Rob Kasper, President

Brian Harrington

Celeste Callahan

Jeff Matlow

Bob Wendling

Jim Donaldson

Mike Greer

Eric Averill

Kelly cook

Dave Kuendig

Victor Plata

Skip Gilbert

President Rob Kasper called the meeting to order at 6:07 CMT.

Jim Donaldson moved, and Celeste Callahan seconded, to populate the following committees:

a) **Bylaw Committee.** Based on recommendation of the board at the January meeting, a previous board president, Rick Margiotta was added to the Bylaw Committee.

b) **Race Director Committee. :**

- Rob Childers
- Joyce Donaldson
- Jeremey Davis

- Dave Nicolas
- Jim Rainey
- Jane Miller
- Brad Davidson
- Barry Siff
- Amber Wasendorf, a non profit RD
- Scott Langden
- Jim Donaldson – Board Liaison
- Kathy Matejka - Staff Liaison

**Motion passed unanimously**

Celeste Callahan reported that she is working with Jack Weiss and Therese Bynum on recommendations for Duathlon Committee members to be forwarded to the board NLT February 20 for vote on March 2.

Skip Gilbert presented the ANCOR Contract for board approval

The mailing house renewal agreement is due

We spend about \$100,000 per year with ANCOR

In comparing ANCOR with other vendors, the staff says this company helps USAT best in moving forward

Jeff Matlow motioned, Celeste Callahan seconded, to approve the ANCOR Contract, leaving Skip discretion to work out issues with an indemnity clause.

**Motion passed unanimously**

Dave Kuendig reported for Victor Plata on the **AAC Composition** Resolution that was submitted during the November 1 Board Meeting by Joe Umphenour. The resolution reduces the number on the Committee from 8 to 7 so that there is no tie, and includes athlete directors on the national board by virtue of their position,

**Resolution for Board Action**

**Subject:** Athletes Advisory Council (AAC) Composition

**Issue:** Whether the Athlete Advisory Council should include the Athlete Directors and be reduced by one position.

**Background:** USA Triathlon has two distinct groups of elite athlete representatives who provide a voice and a vote for the broader elite athlete constituency – the five members of the Athlete Advisory Council (“AAC”) and the three Athlete Directors on the Board of Directors (“Directors”). The AAC is a standing committee per the USAT Bylaws. The Directors fulfill the 20% athlete representation requirement on the 11-member USAT Board of Directors legislated in the Ted Stevens Amateur Athletic Act.

The AAC appoints athlete representatives to USAT committees, and provides recommendations to the USAT Board regarding elite athlete policies (see below). The Board, including the Athlete Directors, ultimately approves, rejects, or modifies the recommendations. All members of the Elite Pool are eligible to serve on the AAC. Candidates for Director must meet eligibility requirements that demonstrate experience in World Championship, Olympic, or other Operation Gold-level competition (see qualifications below). The eligibility requirement exists to ensure that Directors have a minimum understanding of the challenges at the highest level of competition before passing judgment on policy directed at maximizing results of U.S. Athletes.

In practice, Directors are also AAC members. Directors participate in all AAC e-mail discussions, and conference calls. Directors give opinions on policy recommendations before being submitted to the Board. One thing Directors cannot do with the AAC is vote as AAC members. This AAC Composition Resolution would make Directors AAC members *in fact*, and give them a vote in the initial policy-recommendation process. This would ensure that AAC appointments and policy recommendations were executed with a minimum understanding of the challenges at the highest level of competition.

Combining the Directors with the AAC creates an eight (8)-member committee. This resolution would reduce the AAC committee from eight (8) to seven (7) to keep the committee odd-numbered in order to avoid tie votes and facilitate final rulings. The final Athlete Advisory Council would be comprised of three (3) Directors and four (4) elite athletes. Note that “elite athlete” includes athletes who may also meet the criteria to serve as Directors, so the committee may be comprised entirely of athletes meeting the Director eligibility criteria.

**Financial Impact:** None.

**Relevant & Affected By-Laws and Procedures:**

Bylaw Article X1, Section 2, (e):

*The Athletes' Advisory Council shall consist of five (5) members, each of whom shall be selected by and each of whom shall be a member of the Elite Pool (as defined in Article VI, Section 2 above). For the year 1997, the members of the Athletes' Advisory Council shall be the persons serving on the Board of Directors of the United States Professional Triathlete and Duathlete Commission immediately prior to the dissolution of the United States Professional Triathlete and Duathlete Commission.*

**Whereas**, USA Triathlon has two distinct groups of elite athletes who provide a voice and a vote for the broader elite athlete constituency – the Athletes Advisory Council, which appoints athlete representatives to USAT committees and provides recommendations, and the Athlete Directors, who vote and serve on the Board of Directors;

**Whereas**, including Athlete Directors on the AAC ensures that the committee has a minimum understanding of the challenges at the highest level of competition before passing judgment on policy directed at maximizing results of U.S. Athletes;

**Whereas**, reducing the number of committee members on the AAC to seven (7) will keep the committee odd-numbered in order to avoid tie votes and facilitate final rulings;

**Now therefore be it resolved** that Bylaw Article X1, Section 2, (e) be changed to the following:

*The Athletes' Advisory Council shall consist of seven (7) members. The three (3) Athlete Directors shall automatically serve as members of the AAC. The remaining four (4) AAC members shall be selected by and each of whom shall be a member of the Elite Pool (as defined in Article VI, Section 2 above).*

Submitted by:  
Ryan Bickerstaff, Athlete Advisory Council Member  
Dave Kuendig, Board Member

Dave Kuendig motioned and Kelly Cook seconded to accept the AAC composition change.

**Motion passed unanimously**

The **Regional Operations Manual** produced lively discussion. Bob Wendling introduced some changes in language that were agreed to and accepted as friendly amendments.

Eric Averill motioned and Jeff Matlow seconded, to accept the Manual as amended.

**Motion passed unanimously**

A resolution containing Regional Operations implementation details will be fine tuned and presented for vote at the March 2 board teleconference

The meeting went into Executive Session at 6:52, and adjourned at 7:10.