

**Minutes**  
**USA Triathlon Board of Directors**  
**Burlington, Vermont**  
**August 17, 2012**

**Board Members Present:**

Bob Wendling, President

Barry Siff

Jack Weiss

Victor Plata

Steven Sexton

Kevin Smeltzer

Kevin Sullivan

Dave Kuendig

Brian Harrington

Vince O'Brien

John Lines joined the meeting via conference call at 8:55am.

Melissa Merson, ITU Ex Officio, attended for the IR Committee report.

Absent: Charles Baker

**Staff:**

Rob Urbach, CEO

Sharon Carns, Governance

Meeting began at 8:09 am Eastern.

**Motion** to invite the ex officio member to attend the meeting via teleconference (Sexton/Seconded).

Brian Harrington n

Dave Kuendig y

Vince O'Brien n

Victor Plata y

Steven Sexton y

Barry Siff n

Kevin Smeltzer n

Kevin Sullivan n

Jack Weiss n

y-3 n-6

Motion to invite the ex officio member failed.

**President's Opening Remarks – Bob Wendling**

Discussion of recent activities including meeting with ITU representatives in London at the Olympics. The ITU is still working on getting mixed-relay medals for the next Olympics. The Olympic triathlons were well attended. Triathlon was the first venue to sell out tickets. Next meeting in November will be the budget meeting in Dallas Nov.2,3.

There was a request from staff to allow for a non-agenda presentation by a race organizer during the lunch break. There were objections to the request.

**Minutes of the Previous Meeting – Victor Plata**

**Motion** to approve the July 2<sup>nd</sup> minutes (Weiss/Seconded).

Approved by unanimous voice vote.

**Motion** to approve the August 12<sup>th</sup> special meeting minutes (Weiss/Seconded).

**Motion** to strike the language “Comments in support of incumbent,” “Comments in support of challenger,” and “Responses not supporting either candidate” (Plata/Seconded).

Motion passed by unanimous voice vote.

## **CEO Report – Rob Urbach**

### Wins

AGNC – has outgrown the Burlington venue in two years.

Youth Aquathlon Series – 28 of 30 first time events.

Podiums – World Cup Wins for Gwen Jorgensen and Lukas Verzbicas. Verzbicus is recovering from a cycling crash.

Social Media Growth – it is growing at an astronomical rate.

*Question: how much can the growth be attributed to the ITU WTS and Olympic events? - Unknown.*

PowerPoint presentation of Olympic Team photos.

Medical Panel – report is due soon, doctors on the panel initial assessment is that fatality events are random. USAT has addressed the issue and will continue to study every single incident.

*Question- whether there is more that can be done by USAT.* The issue will be taken up at a later time.

**ACTION ITEM:** address what more USAT can do regarding triathlon fatalities (Urbach).

USOC Audit

Staff Development

Sanctioning Process – the process is fully online.

### Financials

The most important metric is membership, USAT is doing well for memberships. Roughly \$800,000 ahead of last year at this time. Sanctioned events and clubs also continue to grow.

### Key initiatives

Website – It is good but costly. The USOC used to be a partner on the website and generated money for USAT, but no longer. Options are to maintain the status quo, bring it in-house, or partnering with another company. **ACTION ITEM:** A recommendation will be made to the Board in the next couple of months (Urbach).

### Championship Events

The intent is for planning to be done as much in advance as possible.

Under the Tri-Bundle Championships Format various disciplines are combined in one-day or weekend events. The following locations are determined or under consideration:

Age-Group National Championships/Sprint./Olympic/Aquabike/Para/Elite – Location TBD. Proposals have been made by Chicago, New Orleans, St. George, Milwaukee, Omaha, Oklahoma City, Nashville, and St. Paul. **ACTION ITEM:** Board will be provided report on AGNC proposals prior to voting sometime in October (Urbach).

Collegiate – Tempe, AZ

Draft-legal-Palooza (Youth)– West Chester, OH

(8:55am – John Lines joined the meeting via teleconference.)

### National Championships Sub-Committee Recommendations

Long Course Duathlon – Enumclaw, WA

Long Course Triathlon – Anderson, SC

Aquathlon – Asheville, NC

Discussion on bundling small events. No action taken.

#### Tentative 2013 Elite Schedule

Sarasota/Clermont

WTS San Diego

Dallas

National Championships

Chicago

#### Membership Portal

Value Exchange – request more information from members and generate more value.

#### Sponsorship

The challenge is to convert the passion in the sport to sponsorship

#### Opportunities and Challenges

Results Database – USAT can become a leader as a results hub.

More robust Event Calendar

Leveraging CRM Management – “Certified Retailers” (126).

Diversity Initiatives

Foundation – see below

Super Sprint Series – see below

#### Committee Reports and Discussions Items

**Treasurer’s Report** (see report attached) – *Jack Weiss*

Contract labor discussion. Request to include High Performance department overview at a later time.

**Athletes Advisor Council Report** (see minutes attached) – *Victor Plata*

High Performance requested the AAC to grant an elite license exception to a junior athlete to field a full mixed relay team at ITU Worlds. The AAC requested High Performance Staff provide recommendations for improving subscription rates at ITU events. Discussion on how planning for High Performance planning takes place.

**Nominating and Governance Committee Report** (see report attached)– *Kevin Sullivan*

Report on the ability of board members to access documents: **Conclusion** California law requires every director have the right to inspect USAT documents. The Committee made recommendations to the Board for its consideration on handling such director requests for documentation (see attachment).

**ACTION ITEM:** place recommendations to a vote on the next Board teleconference agenda (President).

Bylaws – USAT Bylaws must be updated to account for the most recent amendments.

**ACTION ITEM** – identify bylaw amendments and draft a synopsis for Board review to identify the problems (Committee with input from President and Secretary General).

**Strategic Planning Committee Report** (see report attached) – *Barry Siff*

Committee Members - Barry Siff, Pam Zawada, Chuck Graziano, Ryan Bickerstaff, Margie Shapiro, the President and CEO. The Strategic Planning Committee in-person meeting was held prior to the Board meeting in Vermont. There was a facilitator at the meeting. Drafted a mission, vision, and key objectives (see attachment). **ACTION ITEM:** within four weeks the Committee will submit to the Board an updated report on the Strategic Plan. (Committee).

## **Committee Reports and Discussions Items**

### **Age Group Committee Report – Chuck Graziano**

Graziano has had a 12-13 year term of service on the AG Committee and believes that the current Committee to be outstanding. Issues working on: 1) Athlete of the Year Sub-Committee is working to raise the profile of the award.

*Question: how are Athletes of the Year selected?* Rankings are one factor, a consultant reviews rankings and other factors and provides feedback, the Sub-Committee meets and votes on the report.

2) Aquabike survey results for national championship distances.

### **Hall of Fame Committee Report – Chuck Graziano**

Voting committee is made up the Chairs of Standing Committees (or designee) plus all inductees. The larger the committee, the more difficult it becomes to meet quorum requirements for HOF Committee meetings. The Committee is considering options to reform the Committee to remedy this issue and will present options to the Board.

Question and discussion regarding the number of inductees to the Hall of Fame. The issue is whether there should be the same number of inductees every year. The factors include the quality of athletes and the budget to produce the event.

### **Regional Council Chair Committee Report (see report attached)– Kevin Smeltzer**

Ann Gilbert, Chair. Hector Torres was appointed Vice-Chair.

Discussion included request for a new USAT Strategic Plan for guidance in developing programs and budget time line and report requirements. It was emphasized that the “wish list” procedure of the past is no longer followed. Regional Representatives will make 5-minute budget presentations to the Board at the Dallas budget meeting. A Region may carry over 25% of its annual budget to the following year.

**Motion:** that the Nominating and Governance Committee look into the compliance of the present Regional Council members regarding term limits (Weiss/Seconded).

Motion approved by unanimous voice vote

### **Ethics Committee Report (see revised Code of Ethics attached)– Kevin Sullivan**

The EC revised the Ethics Code by adding provisions regarding conduct. Sullivan reported that the EC is not charged with making a final judgment on complaints, but only makes recommendations to the Board.

**Motion** to accept the revised Code of Ethics (Plata/seconded).

**Subsidiary motion** to amend the revised Code of Ethics to add the following language under “Adjudication”: b. In adjudicating a formal written complaint that could result in a member being fined, sanctioned, censured, suspended, expelled, or otherwise rendered ineligible to compete in USA Triathlon sanctioned events, the Ethics Committee shall follow the due process provisions of USAT Bylaw Article XV. (Plata/Seconded).

Discussion – arguments against the amendment: EC findings are recommendations and more like indictments than final judgments, and that the Board could refer a matter to the Hearings and Appeals Committee (where due process protections exist) if a member faced sanctions. Arguments for the amendment: there are no due process protections in the Code of Ethics. EC does make determinations whether an ethical violation occurs, and makes recommendations for sanctions, which may include expulsion, to the Board. This requires that a person accused of an ethical violation that could result in sanctions have due process protection.

Brian Harrington n

Dave Kuendig y

John Lines n

Vince O'Brien n  
Victor Plata y  
Steven Sexton absent for vote  
Barry Siff n  
Kevin Smeltzer n  
Kevin Sullivan n  
Jack Weiss n  
y-2 n-7

Motion to amend failed.

Roll call vote on Main Motion to accept the revised Code of Ethics.  
Brian Harrington y  
Dave Kuendig y  
John Lines y  
Vince O'Brien y  
Victor Plata y  
Steven Sexton absent for vote  
Barry Siff y  
Kevin Sullivan y  
Jack Weiss y  
Kevin Smeltzer y  
y-9 n-0

Motion to adopt the revised Code of Ethics passed.

### **Collegiate Committee Report** - *Steve Sexton*

Discussion of mixed-relay and draft-legal issues facing the Collegiate Committee.

### **Women's Committee Report** (see report attached) – *Awilda Harrington*

History of the Women's Committee – Harrington reported that the WC was started to honor Judy Flannery. It has evolved from primarily conducting a women's breakfast to serving as a resource for women seeking positions of authority within the associations that govern the sport. Three women candidates for the Board have been identified.

Discussion regarding WC compliance with proper committee member appointments. Committee members may be appointed by the Board, CEO, or President.

### **International Relations Committee** (see report attached)– *Melissa Merson*

Olympics – the ITU Executive Board played a role in determining the women's photo finish. IOC and USOC Chief Executives attended the Olympic triathlons. Bid for 2014 ITU World Championships will be available soon.

**Motion** to reconsider the vote on Sunday August 12<sup>th</sup> the nomination to the ITU Executive Board and ITU Women's Committee Members to add Melissa Merson and Candy Cheatem in light of new information regarding the number of candidates that USAT may nominate, and the deadline for nomination (Kuendig/Seconded).

President made clear that he had a known deadline from the ITU, but that if the ITU changed the date it was above and beyond USAT. The President read a note from the ITU President, Marisol Casado

endorsing Melissa Merson for nomination to the ITU Executive Board.

Brian Harrington n

Dave Kuendig y

John Lines y

Vince O'Brien n

Victor Plata y

Steven Sexton y

Barry Siff n

Kevin Sullivan n

Jack Weiss n

Kevin Smeltzer n

y-4 n-6

Motion to reconsider vote failed.

### **Race Director Committee – Barry Siff**

The committee is down to 4 or 5 members. Issues it is addressing include the Athena and Clydesdale division and communication among other committees. It aims to collaborate with the Age Group Committee to allow committees that share common ground to communicate and cross-pollinate. An example is the Race Director newsgroup, which provides a vibrant forum for discussion.

### **Marketing Advisory Committee Report** (see report attached) – *Vince O'Brien*

Sponsorship and royalties (not including VIK) show growth over the past three years to projected \$827,000 in 2012 from \$572,441 in 2009. Vince is working with Chuck Baker to create a plan to connect USAT sponsorship with athletes to give value to both sponsors and athletes. Discussed some of the target companies ...the Committee has set a goal of over \$1 million, and to secure non-endemic sponsors.

### **National Coaching Committee Report – Kevin Smeltzer**

Committee has provisionally added new members. The new members must be appointed by the Board CEO, or President. **ACTION ITEM:** New members will be forwarded for approval (Smeltzer).

All six members of the NCC are on their Regional Councils. The NCC's goal is to create regional coaching symposiums to feed into the national symposium. Paratriathlon coaching best practices are been discussed, as well as additional online coaching instructor certification as a precursor to the Level 1 Certification.

### Lunch Event Presentation

Race organizers of the 2013 International Triathlon were invited by USAT staff to make an informational presentation to the Board of a new facility being built in Florida. A video and map of the Florida Aquatic Sports Center was shown as a future site for triathlons. Presenters: Bob Whitford, Park Manager, Sarasota County and Chris Juall, Sarasota Storm Triathlon Club.

### **Unfinished Business**

USA Triathlon Foundation – *Rob Urbach*

Urbach requested approval from the Board to create the USAT Foundation.

#### Specific Objectives

Youth, Paratriathlon, and Elite development.

**Motion** to permit the creation of a USAT Foundation subject to USAT Board of Director approval of

the Bylaws and Articles of Incorporation of the Foundation (Harrington/Seconded).

Discussion on how the Foundation will operate: The Foundation will operate in the current office with separate bank accounts, separate 990 forms.

Motion approved by unanimous voice vote.

**ACTION ITEM:** Provide the Foundation Board with Bylaws and Articles of Incorporation (Urbach).

**Prize Money Task Force Update** (see report attached) – *Barry Siff*

The Task Force had the charter to review the \$5,000 “prize money limit.” The Task Force recommended not increasing the \$5,000 limit.

**Motion** to change the order of the agenda to consider the Prize Money resolution of the AGC (Weiss/Seconded)

Motion approved by unanimous voice vote (see resolution attached).

**Motion** to approve the AGC resolution to increase the prize money limit to \$10,000 (Weiss/Seconded).

Motion failed by unanimous voice vote.

The Task Force membership will be amended to add Victor Plata as a new Athlete Rep (subject to AAC approval) remove the Head Official or his supervisor, Kathy Matejka, and include a club president who shall be appointed by the Board, CEO or President. The athlete rep will be confirmed by the AAC.

### New Business

1. Paratriathlon Classifications (see resolution attached)– *Bob Wendling*

**Motion** to accept the USA Triathlon Paratriathlon Classification Resolution (Plata/Seconded)

Proposed resolution: **Now therefore let it be resolved** the USAT paratriathlon classification strategy be completely compliant with the IPC Code and the ITU classification manual, its rules and ‘sport classes’. Further, that all paratriathlon classifiers be ITU-certified, while recommending that the USAT classification strategy operate within the purview of the USAT High Performance staff.

Friendly amendment unanimously accepted to read:

**Now therefore let it be resolved** the USAT paratriathlon classification strategy be completely compliant with the IPC Code and the ITU classification manual, its rules and ‘sport classes’. Further, that all paratriathlon classifiers be ITU-certified.

Motion to accept the resolution as amended approved by unanimous voice vote.

**2. Aquabike National Championship** (see resolution attached) – *Bob Wendling*

Motion to accept the Aquabike National Championship Resolution (Weiss/Seconded)

Proposed resolution: **Now therefore be it resolved** That the USAT Aquabike National Championship for 2013 and beyond be adopted at the Long Course Distance.

Discussion on the merits of the different distances, the logistics of race directing the different distances, and participant demand. The shorter distance may appeal more to those athletes unable to complete the longer distance.

Motion to accept the resolution was accepted by voice vote

John Lines voted no.

**3. High Performance Presentation** – *Rob Urbach*

Proposal for USAT to become a partner for a Super Sprint event at Interbike based on the premise that Super Sprint races were part of the Australian World Championship and Olympic medal success.

Australia leads the world in those medals.

Super Sprints provide intense race opportunities that are media friendly.

Estimated cost of event \$100,000. USAT contribution would be \$20,000.

Date of event: Thursday, Sept 19<sup>th</sup> or 20<sup>th</sup>.

President summarized the sentiment of the Board supporting Urbach's efforts at a partnership for a Super Sprint event in Las Vegas.

#### **4. On-line Membership Registrations – Rob Urbach**

Urbach reported on recent misunderstandings regarding on-line membership registration. USAT has partnered with Active.com for membership registration in addition to race registration. All other registration engines will include a pop-up step for USAT member registration via Active.com. The step takes about 30 seconds. There was inadequate notice to the race director community of this new requirement, which was addressed directly by Urbach with a detailed public explanation of why the process was implemented and how it works, and an open invitation to discuss the issue with any race director.

#### **4:00 pm Executive Session – Bob Wendling**

Motion to go into Executive Session (Weiss/Seconded)

Approved by unanimous voice vote

#### **4:50 pm Motion to adjourn (Sexton/Seconded)**

Approved by unanimous voice vote.