

USAT Board of Directors  
Teleconference Call  
October 3, 2011

In attendance:

Bob Wendling  
Eric Averill  
Steven Sexton  
Candy Cheatham  
Brian Harrington  
Kevin Smeltzer  
Celeste Callahan (joined call after roll call)  
John Lines  
Victor Plata  
Vince O'Brien  
Chuck Baker  
Dave Kuendig  
Melissa Merson – ex-officio

Staff:

Rob Urbach, CEO

Bob Wendling called the meeting to order at 6.00 pm MDT.

**Office Update**

Rob Urbach gave an office update to include: announcement of today's website launch, San Diego visit and WCS, study and membership fees, looking into Conflict of Interest protocol and defining a system for 2012 and National Championship designated races slated for 2012.

**Action item:** Rob Urbach requested that membership fees and pricing strategy be placed on the November agenda for discussion.

**Treasurer Report**

Steve Sexton provided a treasurer's report to include an assessment of membership revenue.

**Paratriathlon Committee**

Eric Averill provided a review of the committee's last conference call to include: naming chair, best practices for RD's, addition of members, increase paratriathlon specific clubs and network of clubs and create a calendar.

**Action item:** Rob Urbach will inform Eric Averill on USOC funding once a decision is made.

### **Bylaw Committee**

Eric Averill presented six amendment proposals posted on website for 30 days as required by USA Triathlon bylaws (appendix A).

Board vote on each amendment:

1. State of Incorporation – Change stat of incorporation from California to Colorado.

Brian Harrington moved, John Lines seconded to accept bylaw amendment #1.

#### **Motion passed unanimously – no abstentions**

2. Executive Committee – Eliminate the executive committee.

Board agreed this needs to go back to the Bylaw Committee for further evaluation. Additional references to Executive Committee exist in the bylaws that are not referenced in the amendment proposal.

John Lines moved, Melissa Merson seconded to table proposal #2 and have Bylaw Committee evaluate additional bylaw references.

#### **Motion passed to table**

**Action item:** Bylaw Committee will make changes by November 2011.

3. Committees – Reform committee compositions to comply with USOC Bylaws.

John Lines moved, Vince O'Brien seconded to accept bylaw amendment #3.

#### **Motion passed unanimously – no abstentions**

4. USOC Athletes' Advisory Council – Edit for compliance with USOC Bylaws.

John Lines moved, Vince O'Brien seconded to accept bylaw amendment #4.

#### **Motion passed unanimously – no abstentions**

5. Committees – Allow President to appoint committee members

Celeste Callahan moved, John Lines seconded to accept bylaw amendment #5.

#### **Motion passed unanimously – no abstentions**

6. Hearing and Appeals – Adds athlete rights to comply with USOC Bylaws and the USOC Due Process Checklist.

Vince O'Brien moved, John Lines seconded to accept bylaw amendment #6.

**Motion passed unanimously – no abstentions**

**Resolution for Board Action**

Eric Averill talked about a resolution that deals with committees and ex-officio status of the President and CEO.

The Board discussed competing resolutions regarding committee ex-officio status and the 20% rule and committees.

Steve Sexton moved, John Lines seconded to table this discussion.

John Lines and Chuck Baker agreed to work together to evaluate further if needed.

Brian Harrington stated it makes sense to discuss this in the first in-person 2012 Board meeting in Colorado Springs. Having the discussion at that meeting will allow for the appropriate people at the USOC talk to the Board about the USOC bylaw regarding 20% rule and committees.

**Motion passed to table**

**Action item:** Rob Urbach, Victor Plata and Bob Wendling will continue to work together on the November Henderson agenda and the first in-person 2012 meeting to place tabled item in the appropriate meeting.

**IR (International Relations) Committee**

Melissa Merson reported that the committee met on 10/2 and approved the recommendation for the Board to nominate Rob Urbach, CEO, and Bob Wendling, President, as the US PATCO delegates.

The IR Committee also voted unanimously to support nomination for Bob Wendling, President, to serve as the Treasurer of PATCO in 2012.

Melissa Merson motioned, John Lines seconded to accept Rob Urbach and Bob Wendling's nomination for US PATCO Delegates and Bob Wendling for Treasurer of PATCO in 2012.

**Motion passed unanimously – no abstentions**

**Resolution for Board Action – USA Triathlon Ethics Committee**

Eric Averill presented a resolution to reform the composition of the USA Triathlon Ethics Committee (Appendix B).

Victor Plata moved, Vince O'Brien seconded to adopt the USA Triathlon Ethics Committee resolution.

Board discussed the language of the first bullet point of resolution “at least one individual who has particular expertise in the area of ethics and ethical conduct.”

Victor Plata offered friendly amendment, Vince O’Brien seconded to make this resolution effective January 2012 (first in-person BOD meeting) when all committees are populated and ratified.

Board continued discussion on the language specific to ‘expertise in the area of the ethics’ and how this could be defined and/or reworded.

Bob Wendling offered a friendly amendment to change “at least on individual who has knowledge in the area of ethics and ethical conduct.”

Steve Sexton offered friendly amendment, John Lines seconded to eliminate reference to credentials of an ethics expert.

Bob Wendling clarified with Steve Sexton that this would require removing the first bullet point.

Victor Plata and Vince O’Brien did not accept friendly amendments.

Steve Sexton moved for an amendment, Dave Kuendig seconded to remove first bullet point “at least one individual who has particular expertise in the area of ethics and ethical conduct” and change third bullet point “two other individuals” to read “three other individuals.”

Board voted on Steve Sexton’s amendment.

Record of votes:

Celeste Callahan – yes

Steve Sexton – yes

Eric Averill – no

Candy Cheatham – no

Brian Harrington – no

Kevin Smeltzer – no

Dave Kuendig – yes

Victor Plata – yes

Vince O’Brien – no

Chuck Baker - no

John Lines – no (at the time of the vote John was dropped from the call – John rejoined the call and his vote is recorded).

### **Motion failed**

Board voted on Victor Plata’s original motion to accept the USA Triathlon Ethics Committee resolution. Please note: this includes Victor Plata’s friendly amendment to be effective in January 2012.

Record of votes:

Eric Averill – yes

Steven Sexton – no

Candy Cheatham – no

Brian Harrington – yes

Kevin Smeltzer – no

Dave Kuendig – no

Victor Plata – yes

John Lines – yes

Vince O'Brien – yes

Celeste Callahan – yes

Chuck Baker - no

### **Motion passed**

#### **Resolution for Board Action – Revised USA Triathlon Code of Ethics**

Eric Averill moved, Brian Harrington seconded to accept changes to the USA Triathlon Code of Ethics.

Board asked about specific changes to the document. Eric Averill withdrew motion, based on requested feedback and revisions that will need to be considered.

#### **Resolution for Board Action - Banning the use of Fixed Gear Bicycles.**

Bob Wendling presented the Banning the use of Fixed Gear Bicycles resolution (Appendix C).

John Lines moved, Vince O'Brien seconded to adopt the Banning the use of Fixed Gear Bicycles resolution.

Motion passed unanimously – no abstentions

#### **Regional and National Event Strategic Plan**

Steve Sexton suggested that the Board take leadership and direct staff to present a strategic plan of Regional and National Events or the Board should form a taskforce since no plan is in place.

Bob Wendling recommended that a taskforce of three individuals be put together. Bob nominated Steve Sexton as serve as chair and Kevin Smeltzer serve based on his connection as the Board Liaison to the Regional Council Chair Committee.

Melissa Merson nominated Celeste Callahan.

Steve Sexton, Kevin Smeltzer and Celeste Callahan agreed to serve on this taskforce.

**Resolution for Board Action – Combine Bylaw and Nominating and Governance Committees**

Victor Plata motioned, Eric Averill seconded to accept the resolution to combine the Bylaw and Nominating and Governance Committees (Appendix D).

**Motion passed unanimously –no abstentions**

**Resolution for Board Action – Combine Investment and Finance Committees**

John Lines moved, Brian Harrington seconded to accept the resolution to combine the Investment and Finance Committees (Appendix E).

**Motion passed unanimously –no abstentions**

**Please note:** Board agreed that both resolutions that combine committees will take effect January 1, 2012.

**ITU PATCO Championship Event Selection Policy**

Victor Plata provided an overview (Appendix F).

Dave Kuendig moved, Eric Averill seconded to accept the ITU PATCO Championship Event Selection Policy.

**Motion passed with one abstention (Steve Sexton)**

**Cross Triathlon Worlds Selection Criteria**

Rob Urbach reviewed the following summary:

**Qualification Event:** XTERRA Off-Road National Championships – September 24, 2011

**Worlds:** TBD

**Worlds Qualification Procedure:** Top three Americans per gender with no roll downs will achieve automatic qualification. Unused slots will be selected via resume review.

**Athlete Support:** Athletes who achieve automatic qualification will receive \$1200 travel stipend. Automatic qualifiers will also be provided a screened uniform and entry fees.

Athletes who are selected based on resume review can receive travel funding retroactively if they place top 10 at Worlds and are in the top 25% of the field. Uniform screening and entry fees will be at the expense of the athlete.

Victor Plata moved, John Lines seconded to accept the Cross Triathlon Worlds Selection

Criteria as outlined in the above summary.

Please note: BOD members were dropped from the call and several members were unable to get back on the line, therefore those Board members were not present during the vote. Roll call was taken again and is reflected in the vote below:

Eric Averill - not present at time of the vote  
Steve Sexton – yes  
Candy Cheatham – yes  
Brian Harrington – not present at time of the vote  
Kevin Smeltzer – yes  
Dave Kuendig – not present at time of the vote  
Victor Plata – yes  
John Lines – yes  
Melissa Merson – yes  
Chuck Baker – yes  
Celeste Callahan – not present at time of the vote  
Vince O'Brien – not present at time of the vote

**Motioned passed (Quorum requirements met)**

**2010 – 990 Form**

Steve Sexton stated that the Audit Committee reviewed and recommended changes. Staff was instructed to make changes.

Victor Plata suggested an additional change and Bob Wendling pointed out a typo.

Steve Sexton moved, John Lines seconded to accept the 2010 – 990 Form, subject to two (2) changes that have to be made.

**Motioned passed**

**2010 Board Confidentiality**

John Lines informed the Board on the status. He stated the Hearing and Appeals investigation is done and recommended that it be formally closed and not be pursued further.

The Board discussed details of the Hearing and Appeals investigation and subsequent affidavits signed by each Board member.

**Action item:** John Lines will make copies of the affidavits available to the Board and instruct the Hearing and Appeals panel to make a final report of the investigation.

Candy Cheatham moved to adjourn. At 8:00 pm MDT.

## Appendix A

### USAT Bylaw Amendment Proposals Board of Director Vote 2011

Under ARTICLE XXI of the USAT Bylaws, sections of the Bylaws may be amended by vote of the Board of Directors. Any such resolution to amend the bylaws by vote of the Board of Directors shall be posted on the USA Triathlon website with a prominent link from the home page for a period of not less than 30 days prior to being voted upon. The general areas of the bylaws that are under consideration for amendment by Board vote are as follows:

#### **1. State of Incorporation – Change state of incorporation from California to Colorado.**

- Replaces references to California with Colorado as the governing applicable State law.
- Replaces conflict of interest laws of California with applicable laws of Colorado.
- Replaces indemnification laws of California with applicable laws of Colorado.

#### **2. Executive Committee – Eliminate the executive committee.**

- Deletes all references to the executive committee

#### **3. Committees – Reform committee compositions to comply with USOC Bylaws.**

- Includes reference to USOC athlete requirements for committees.
- Standing committee definitions edited for conciseness, no substantive changes are made to the listed committees beyond defining athlete per USOC bylaws.
- Incorporates the “designated committee” language of the USOC for purposes of required athlete representation on designated committees.
- Expands definition of “Elite Pool” to athlete as defined by the USOC and all elite license holders.

#### **4. USOC Athletes’ Advisory Council – Edit for compliance with USOC Bylaws.**

- Corrects the name of USOC Athletes’ Advisory Council.
- Defines eligibility for USOC AAC in compliance with USOC Bylaws.
- Adds language to fill vacancy of USOC AAC position.

#### **5. Committees – Allow President to appoint committee members**

#### **6. Hearings and Appeals – Adds athlete rights to comply with USOC Bylaws and the USOC Due Process Checklist.**

- Reference is made to the proposed amended Article XI.
- Typo of “judgment” corrected.
- Adds the right to call witnesses and establishes burden of proof.
- Refers to Article XIII, athlete’s right to arbitration.



**The following amendment proposals, with new language in red, have been approved by the Board for 30-day posting prior to Board vote:**

**Proposal #1 - State of Incorporation**

The USAT National Office is in Colorado. USAT is in the process of changing its state of incorporation from California to Colorado. The Bylaws should be amended to replace references to California with Colorado as the governing applicable State law. Articles IV, XVIII, and XIX shall be changed to read:

**ARTICLE IV**

Authority

Section 1. USA Triathlon is authorized to:

(n) provide indemnification of individuals in accordance with the terms of these Bylaws and the laws of the State of **Colorado**;

(q) do all that is necessary, appropriate or convenient to promote or further the sports of triathlon and USA Triathlon, whether specifically included in this section or not, allowed by the laws of the State of **Colorado** or any other state or federal government.

**ARTICLE XVIII**

Conflict of Interest

Section 1. Except as permitted by and in compliance with one or more provisions of **Colorado** Nonprofit Corporation Law including Section **7-128-501**, no member of the Board of Directors, officer, or member of any committee of USA Triathlon, and no employee, consultant, agent or representative of USA Triathlon shall participate in the evaluation or approval of any contractual arrangement involving USA Triathlon if such individual would financially benefit, directly or indirectly, from USA Triathlon becoming or remaining a party to the arrangement. No member of the Board of Directors, officer or member of any committee of USA Triathlon, employee, consultant, agent or representative of USA Triathlon, shall be elected to or appointed to any office or position representing USA Triathlon if the Board of Directors determines that such individual's ability to act in the best interests of USA Triathlon will be or reasonably may be affected by such individual's own financial, business, property, or personal interest. No member shall enter into an agreement with USA Triathlon which would violate applicable law.

Section 2. Upon learning that USA Triathlon is proposing to enter or has entered into a contractual arrangement or agreement which is referred to in Section 1, and is not in compliance with one or more provisions of the **Colorado** Nonprofit Corporation Law including Section **7-128-501**, each individual named in Section 1 shall promptly notify the President and the Executive Director in writing of the existence of the potential conflict, and the Executive Director shall disclose immediately the potential conflict to those vested

with considering and making any decision on the arrangement or agreement which is referred to in Section 1. In the event of an election or appointment which the Board of Directors determines violates the terms of Section 1, and is not in compliance with one or more provisions of the **Colorado** Nonprofit Corporation Law including Section **7-128-501**, the individual shall resign from or decline the office or appointment. Nothing herein shall, however, permit removal of a Director from the office of Director except by those persons so authorized as elsewhere in these Bylaws.

## **ARTICLE XIX** Indemnification

Section 3. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of **Colorado Revised Statutes** Section **7-128-501**, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### **Proposal #2 - Elimination of the Executive Committee**

The Article establishing the Executive Committee can be eliminated, and all references changed to place previous responsibilities on the Board of Directors with no negative impact to USA Triathlon. USA Triathlon's Executive Committee allowed for faster deliberation and action when phone and mail were the only means of communication. Modern means of communications allow for all Board members to participate in discussion and vote on all issues important enough for Board consideration. Article IX shall be changed to read:

## **ARTICLE IX** **No longer applicable, deleted in full** ~~Executive Committee~~

~~Section 1. The Executive Committee, under the chairmanship of the President, shall have the responsibility for supervising the executive director's conduct of the daily affairs of USA Triathlon according to the directives and policy guidelines prescribed by the Board of Directors, and shall perform such other duties as may be assigned it by the Bylaws or by the Board of Directors. The Executive Committee may act only in the interval between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.~~

Section 2. The Executive Committee shall consist of the regularly elected officers of

~~USA Triathlon then in office and an Athlete Director (as designated in Article VII, Section 4.a.4. above). The Athletes' Advisory Council, as created in Article XI, Section 2 below, shall appoint the Athlete Director member of the Executive Committee. The Executive Director shall be an ex officio member of the Executive Committee.~~

### ~~Section 3.~~

~~(a) Meetings of the Executive Committee may be called by the President or any two members of the Committee, directly or through the Executive Director, on fifteen (15) days' notice to each member in the manner prescribed for meetings of the Board of Directors.~~

~~(b) The President or any two members of the Committee may call a special meeting of the Executive Committee, either directly or through the Executive Director, on forty-eight (48) hours' telephonic, telegraphic or facsimile notice, to consider matters requiring the Committee's immediate attention.~~

~~(c) The President shall preside at all meetings of the Executive Committee.~~

~~(d) A quorum for the transaction of business at any meeting of the Executive Committee shall consist of a majority of the total number of members of the Executive Committee.~~

~~(e) The Executive Committee shall establish rules of order and procedures for its meetings.~~

~~(f) The Executive Committee shall have the power to transact its business by mail, telegraph or telephone conference call.~~

~~(g) All members of the Board of Directors shall be given notice promptly of a scheduled or called meeting of the Executive Committee and the agenda for the meeting, and all members of the Board of Directors shall be given the opportunity to contact Executive Committee members prior to the meeting to express points of view on the agenda topics and on any other topic relevant to the Executive Committee meeting.~~

### **Proposal #3 - Committees**

The US Olympic Committee (USOC) is chartered by the Ted Stevens Amateur Sports Act. USAT is recognized by the USOC as the National Governing Body (NGB) for triathlon. The Sports Act requires a percentage of NGB governing boards to include active athletes. The USOC Bylaws enumerates athlete representation obligations for NGBs that USAT must follow in order to be recognized as the governing body. This includes meeting the USOC definition of an active athlete to serve on governing boards and at least 20% athlete representation on committees. The USAT Bylaws should be amended to bring the Bylaws in to compliance with USOC member requirements. Also, "Elite Pool" was defined by a 2008 Board resolution to include athletes who meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) as well as those athletes who currently hold an elite license. That change should be reflected in the Bylaws. Standing committee definitions were also edited for conciseness without making substantive changes. Article XI shall be changed to read:

## **ARTICLE XI**

### **Committees**

## Section 1.

The Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council (AAC) shall exist as Standing Committees of USA Triathlon. The Board of Directors shall have the power to establish and abolish such additional Standing or Special Committees as the Board deems appropriate from time to time, to prescribe the duties and objectives of such committees, and to appoint representatives to such committees, which representatives need not be members of USA Triathlon. **Members of the other standing committees in this Section 1 shall include at least 20% athletes as defined by the USOC, and shall be selected by the Board of Directors with approval by the AAC.**

## Section 2.

(b) The Nominating and Governance Committee shall consist of not less than three (3) individuals.

(c) The Finance and Audit Committee shall consist of three (3) members, one of whom shall be the Treasurer of USA Triathlon.

(d) The Compensation Committee shall consist of not less than three (3) individuals, including the President.

(e) 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 **either meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) or currently hold an elite license.**

(f) **Any USA Triathlon nominating and budget committee, panel empowered to resolve grievances, and committee that prepares, approves or implements programs regarding (i) the expenditure of funds allocated to USA Triathlon by the United States Olympic Committee; or (ii) the selection of international, Olympic, and Pan American Games Team members, including athletes, coaches, administrators and support staff, shall have not less than twenty (20) percent of its membership and voting power held by athletes eligible to serve on designated committees as defined by the USOC and who are actively engaged in amateur athlete competition in the sports of triathlon. All appointments to any such committee, of an athlete actively engaged in amateur athletic competition in the sports of triathlon, shall be made by the Athletes' Advisory Council. Athletes "actively engaged in amateur athletic competition" shall mean those athletes who meet the qualifications to serve on governing boards as defined by the US Olympic Committee (USOC) as well as those athletes who currently hold an elite license.**

## **Proposal #4 - USOC Athlete's Advisory Council**

The US Olympic Committee (USOC) is chartered by the Ted Stevens Amateur Sports Act. USAT is recognized by the USOC as the National Governing Body (NGB) for triathlon. The Sports Act creates an athlete representative body called the Athletes' Advisory

Council composed of one athlete from each NGB. The USOC and USOC AAC Bylaws enumerate athlete representative requirements to serve on the USOC AAC. The USAT Bylaws should be amended to bring the Bylaws in to compliance with USOC AAC athlete representative requirements. In addition a replacement provision is added in Section 4. Article XVII shall be changed to read:

## **ARTICLE XVII**

Athlete Representative to United States Olympic Committee Athletes' Advisory Council

Section 1. One (1) Athlete Representative and one (1) alternate shall be elected to represent USA Triathlon on the USOC Athletes' Advisory Council. The Athlete Representative and the alternate shall be elected at least sixty (60) days prior to each Quadrennial Meeting of the USOC Board of Directors.

Section 2. The Athlete Representative and the alternate to the USOC Athletes' Advisory Council shall have represented the United States in the Olympic, Pan American Games, **World Championships, or an event designated as an Operation Gold event** within the previous ten (10) years.

Section 3. The Athlete Representative and the alternate to the USOC Athlete Advisory Council shall be directly elected by **athletes as defined by the USOC**. The ballot containing the names of **at least one (1) male and one (1) female** candidate shall be made available to all **athletes as defined by the USOC** at least one (1) month prior to the start of the summer Olympic Games to ensure that the Athlete Representative and the alternate are elected prior to the USOC Quadrennial Meeting. The ballot shall set forth the proposed action and provide a reasonable time within which to return the ballot in order to **be** counted. The person receiving the most votes shall be the Athlete Representative and the alternate shall be the person of the opposite gender of the elected Athlete Representative receiving the most votes. The Athlete Representative and the alternate shall be elected for a four (4) year term and until their successor is duly elected and qualified, and shall be eligible for election to one (1) additional consecutive four (4) year term, but in no event shall any Athlete Representative or alternate to the USOC Athlete Advisory Council be elected for more than two (2) consecutive full terms as the Athlete Representative and/or the alternate.

**Section 4. Replacement. Where the Athlete Representative is unable to perform the duties of the position the alternate will assume the duties. Where the alternate is unable or unwilling to fill a vacant Athlete Representative seat a new election will be held to fill the seat.**

### **Proposal #5 – Committees**

Current Practice allows for the Board or Executive Director to appoint Committee Members, with the president's authority limited to selecting a chair. It is appropriate for the top elected official in governance to appoint committee members. Article XI shall be changed to read:

## **ARTICLE XI**

Committees

## Section 2.

(a) With the exception of the Nominating and Governance Committee, the Finance and Audit Committee, the Compensation Committee, and the Athletes' Advisory Council, the number of members on all committees shall be determined by the Board of Directors. Members of the Standing Committees, other than the Committees specified in Section 1 above, may be appointed either by the Board of Directors, **President**, or the Executive Director and need not be members of the Board of Directors. The President shall have the power to appoint one of the members of each committee as the chair.

## **Proposal #6 - Hearings and Appeals**

The USOC requires at least 20% athlete representation on panels empowered to hear grievances. The USOC categorizes such committees as “Designated Committees.” If approved, Article XI shall include this categorization under Bylaw Amendment Proposal #3 (above). Reference is made to the proposed amended Article XI in this Article XV. The USOC also requires that NGBs submit to arbitration in cases where the right to participate may be denied athletes or officials. The USOC Due Process Checklist has been referenced in athlete-NGB arbitration as the standard that NGBs should follow in disciplinary hearings. The USOC Due Process Checklist includes rights of members under disciplinary hearing that USAT does not include in its Bylaws. The Bylaws will be amended to include the rights listed in the USOC Due Process Checklist, and to the rights of athletes to seek arbitration under Article XIII. Also typos to the word ‘judgment’ are corrected. Article XV shall be changed to read:

### **ARTICLE XV** Hearings and Appeals

Section 1. Board of Hearings and Appeals. USA Triathlon shall establish a Board of Hearings and Appeals which shall consist of at least twelve members, including the Commissioner of Officials, at least four athlete representatives (**in accordance with Article XI above**)

Section 2. Proper Subject of Appeal. No person may file an appeal with respect to a **judgment** call as defined in Section 10.

Section 4. Disciplinary Hearings. Except as otherwise provided in this Article XV, a disciplinary hearing will be held to determine whether an athlete should be fined, sanctioned, censured, suspended, expelled, or otherwise rendered ineligible to compete in USA Triathlon sanctioned events.

**(e) Witnesses. The respondent shall have the right to call witnesses and present oral and written evidence and argument; the right to confront and cross-examine adverse witnesses; and the right to have a record made of the hearing if desired.**

**(f) The burden of proof shall be on the proponent of the charge, which burden shall be at least a “preponderance of the evidence.”**

(g) Hearing Decision.

Section 6. Emergency Hearings and Appeals

If an emergency appeal of a Protest Committee's decision is conducted and decided, there shall be no right to further appeal that decision (except matters under Article XIII above)

Section 8. Compliance with Final Ruling. All persons shall abide by the final determination by USA Triathlon of an appeal or any other matter relating to the Competitive Rules or the sports of triathlon (except matters under Article XIII above).

## Appendix B

### **Resolution for Board Action**

**August 1, 2011**

**Subject:** The purpose of this resolution is to reform the composition of the USA Triathlon Ethics Committee to make it a more independent fact finding body.

**Background:** The USAT Ethics Committee was created with the adoption of the USAT Code of Ethics on May 9, 2009. The mission of the Ethics Committee is to review reported potential violations of the Code of Ethics and, if appropriate, recommend actions for resolution to the Board of Directors. The Committee resolves conflict of interest issues, and reviews annual conflict of interest statements. Board members are required to report ethical violations to the Committee.

The Ethics Committee may recommend termination of USAT membership and expulsion from governance, committees, councils, commissions or other positions. Fundamental fairness dictates that it should be impartial fact finding body. In addition, where the Ethics Committee makes a recommendation to terminate membership for an athlete or official, it must be a “*disinterested and impartial body of fact finders*” per the *USOC Due Process Checklist*. The committee is currently chartered with the following member composition:

*...the USAT Executive Director/CEO, the President of the Board of Directors, at least one other Board member, one independent member with expertise in the field of ethics, and any others as determined by the Board of Directors. (USAT Code of Ethics)*

Generally, Board members are personally involved in many aspects of USAT, as is the CEO. With the CEO and Board members making up four of the five Committee members it increases the probability that a person affected by an alleged ethical violation will sit in judgment of the charge. The CEO could also be placed in a judgment position over Board members, who are technically overseers of the CEO.

Creating a more independent fact finding body by appointing mostly non-Board members who meet the definition of “independent” will increase the impartiality of the Ethics Committee.

**Financial Impact:** None.

**Relevant & Affected By-Laws and Procedures:** USA Triathlon Code of Ethics and USAT Committee Guide (committee composition), USAT Bylaws Art. VIII Sec. 3(a):

*The President...shall be an ex officio, non-voting member of all standing and other committees.*

and Art. X Sec.3:

*The Executive Director shall be a non-voting member of...all standing and special committees.*

**Whereas,** the Ethics Committee should be an impartial fact finding body.



**Whereas**, reforming the Ethics Committee membership by appointing mostly non-Board members who meet the definition of “independent” will increase the impartiality of the Ethics Committee.

**Now therefore let it be resolved** that amendments to the Bylaws be made, and composition of the Ethics Committee be reformed to conform with the following member composition:

The Ethics Committee shall consist of five members and shall specifically exclude the President and Executive Director (CEO) from any membership including ex officio. One member may be a Director from the Board of Directors, and should satisfy the standards of independence for “independent directors” as is set forth in the USAT Bylaws. Four other members shall satisfy the standards of independence for “independent directors” as is set forth in the USAT Bylaws and shall include:

- at least one individual who has particular expertise in the area of ethics and ethical conduct;
- at least one athlete, as defined by the USOC, eligible to serve on grievance committees; and
- two other individuals.

Submitted by:

Victor Plata

USAT Board of Directors

## Appendix C

**Resolution for Board Action**

**October 3, 2011**

**Subject:** Banning the use of fixed gear bicycles.

**Background:** In the past three years we have seen an increasing number of “fixed gear” or “track” bicycles that have no coasting ability being brought into transition. We have disallowed those bicycles on the basis that almost all of them only have one working brake. In each case, the owner was insistent that he could stop the bike just as well with his legs. The inability to coast or freewheel while riding near cyclists, aid stations, steep downhill, corners, etc., constitutes an increased risk. Riding at a high speed around corners may cause the pedals to strike the road resulting in loss of control. That risk is not balanced by any compelling reason to allow a fixed gear bicycle. The Competitive Rules needs specific language to prevent the use of fixed gear bicycles.

**Financial Impact:** None

**Relevant and Affected Bylaws, Rules, and Procedures**

**Bylaws**

*None*

**Rules**

*Article 5.11 Bicycle Specifications*

**Procedures**

*None*

**Whereas** It is critical that USA Triathlon maintain the highest safety standards possible for all participants in our sanctioned events, and

**Whereas** the use of a “fixed gear” bicycle poses an unnecessary risk to the rider and others,

**Now therefore be it resolved** That an additional rule be added to Article 5.11 Bicycle Specifications, to wit:

5.11 (l) There must be a free-wheeling mechanism between the crank and the rear wheel that allows the bicycle to roll forward while the pedals remain stationary.

**Submitted by: Bob Wendling, USAT Board**

## Appendix D

**Resolution for Board Action**

**October 3, 2011**

**Subject:** The purpose of this resolution is to reduce the number of USAT committees by eliminating the USAT Bylaw Committee and assigning its duties to the USAT Nominating and Governance Committee.

**Background:** In general: There are currently twenty-one USAT committees. Fewer committees ease management and oversight of governance structure. With nearly 50 professional staff members some committee tasks can be better accomplished by staff.

The Bylaw Committee shares a similar governance mission with the Nominating and Governance Committee, and shares the same five out of six committee members. With a similar mission and almost the same members, it makes sense to combine the committees under the bylaw-mandated Nominating and Governance Committee.

**Financial Impact:** None.

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

#### Bylaws

Article XI Section 4(a) Nominating and Governance Committee.

#### Committee Guide

- Eliminate the Bylaw Committee
- Add the charter of the Bylaw Committee to the charter of the Nominating and Governance Committee.

#### Bylaw Committee Charter

The mission of the Bylaw Committee is to review USAT's Bylaws and make recommendations to the Board and to our membership for changes.

**Whereas**, there are currently twenty-one USAT committees. Fewer committees ease management and oversight of governance structure.

**Whereas**, The Bylaw Committee shares a similar governance-based mission with the Nominating and Governance committee, and shares the same five out of six committee members.

**Now therefore let it be resolved** that the Bylaw Committee shall be eliminated, and its charter shall be added to the duties of the Nominating and Governance Committee in the Committee Guide.

Submitted by:  
Victor Plata

## Appendix E

**Resolution for Board Action**

**October 3, 2011**

**Subject:** The purpose of this resolution is to reduce the number of USAT committees by eliminating the USAT Investment Committee and assigning its duties to the USAT Finance and Audit Committee. USAT's auditor indicated that there are no issues with combining these committees, and that most NGB's have only one committee for audit, investment and finance.

**Background:** In general: There are currently twenty-one USAT committees. Fewer committees ease management and oversight of governance structure. With nearly 50 professional staff members some committee tasks can be better accomplished by staff.

The Finance and Audit committee shares a similar financial-based mission with the Investment committee, shares the same four committee members, and the same Chair. With a similar mission and same members, it makes sense to combine the committees under the bylaw-mandated Finance and Audit Committee.

**Financial Impact:** None.

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

#### Bylaws

Article XI Section 4(b) Finance and Audit Committee. The Finance and Audit Committee shall assist in the preparation, presentation and review of all budgets, and such other duties as are assigned to it by the Board of Directors.

#### Committee Guide

- Eliminate the Investment Committee
- Add the charter of the Investment Committee to the charter of the Finance and Audit Committee.

#### Investment Committee Charter

The mission of the USAT Investment Committee is to direct and monitor the management of investment assets. As such, the Investment Committee is authorized to delegate certain responsibilities to professional experts in various fields. These include, but are not limited to:

1. Investment Management Consultant. The consultant may assist the Investment Committee in: establishing investment policy, objectives, and guidelines;
2. Selecting investment managers; reviewing such managers over time; measuring and evaluating investment performance; and other tasks as deemed appropriate. The investment manager has discretion to purchase, sell, or hold the specific securities (Bonds, Stocks & Cash Alternatives that will be used to meet the Plan's investment objectives).
3. Enlisting additional specialists such as attorneys, auditors, actuaries, and retirement plan consultants, in meeting its responsibilities and obligations to administer Plan assets

prudently.

If such experts employed are also deemed to be fiduciaries, they must acknowledge such in writing. All expenses for such experts must be customary and reasonable, and will be borne by the Plan as deemed appropriate and necessary

**Whereas**, there are currently twenty-one USAT committees. Fewer committees ease management and oversight of governance structure.

**Whereas**, The Audit and Finance committee shares a similar financial-based mission with the Investment committee, and shares the same four committee members.

**Now therefore let it be resolved** that the Investment Committee shall be eliminated, and its charter shall be added to the duties of the Finance and Audit Committee in the Committee Guide.

Submitted by:  
Victor Plata

## Appendix F



# ITU PATCO Championship Event Selection Policy 2012

## 1. Introduction

This selection policy explains how USA Triathlon will prioritize USA athletes for nomination to the International Triathlon Union (ITU) to compete in the PATCO Championship event in La Paz, Argentina on January 14-15, 2012; is derived from current ITU PATCO Championship Qualification Criteria (link below); and shall be revised by USAT to comply with any material changes by the ITU to the PATCO Championship Qualification Criteria.

<http://patco.competitions.org/uploads/PATCO%20LA%20Paz%202012%20-%20ELITE-U23%20QUALIFICATION%20English.pdf>

ITU and PATCO determine the eligibility criteria for the PATCO Championship WCS. Selections to the PATCO Championships are made by the ITU from entries submitted and prioritized by USA Triathlon.

## 2. USAT Eligibility and Nomination Criteria

1. Minimum eligibility requirements for an athlete to be considered for nomination:
  - Athlete must be eligible under all applicable rules of ITU ([www.competitions.org](http://www.competitions.org)), the U.S. Anti-Doping Agency ([www.usada.org](http://www.usada.org)), and USA Triathlon.
  - Athlete must hold a valid USA Triathlon Elite license and be in good standing with the federation
2. Selection Prioritization
  - Top five (5) Americans (no roll-downs) in the ITU Olympic Rankings as of November 21, 2011
  - Up to one nomination at the discretion of the High Performance department, which requires approval of the Elite Athlete Selection Committee (EASC)
  - All remaining nominations will be in order of PATCO ranking at the time of the creation of the start list
3. Replacements to the Team
  - If for any reason a position becomes vacant, such vacancy shall roll down to the next qualified athlete, provided that the replacement athlete meets all applicable requirements, and a replacement is allowed by the ITU. In the event that no athlete meets all of these criteria, or the ITU does not allow replacement, the vacancy shall not be filled.

## 3. USAT Athlete Registration Process

- A. USA athletes must request entry to the 2012 PATCO Championship event by written notice to USAT through an email to [ituentries@usatriathlon.org](mailto:ituentries@usatriathlon.org) by the USAT entry deadline of November 27, 2012.
- B. USAT will enter all athletes onto the ITU wait list via the ITU online entry system no later than November 28, 2012.
- C. Selection to the PATCO Championships will be made by the ITU in accordance with the PATCO Championship Qualification Criteria.

#### **4. Elite Athlete Selection Committee**

The Committee will be comprised of four individuals: High Performance General Manager (ex officio/ non-voting) and three disinterested members of the Elite Athlete Selection Committee Pool. For a full description of the EASC, please review the committee charter on the USAT web site. All members of the EASC are required to sign the USAT Conflict of Interest statement that is required of all USAT committee members.