

DRAFT Minutes
USA Triathlon Board of Directors
Hyatt Regency Mission Bay, San Diego, CA
April 18-19, 2013

Wendling called the meeting to order 1:00 pm Pacific, April 18, 2013.

Board Members Present:

Barrett Brandon – joined meeting at 1:48pm
Susan Haag – joined meeting at 2:14pm
Jacqueline McCook
Vince O'Brien
Victor Plata
Steven Sexton
Barry Siff
Kevin Smeltzer
Kevin Sullivan
Jack Weiss
Bob Wendling, President
Mike Wien

During roll call Steve Sexton requested the record reflect that he does not feel safe and free from intimidation in the meeting.

During roll call Kevin Smeltzer stated that he wants the record to reflect that he respects his fellow Board member's feelings, but he feels the opposite. A great weekend is set and the Board has a full agenda. The Board is made up of professional members and wants to set a positive 2013 and get the work accomplished.

Staff: Rob Urbach, CEO

Sharon Carns, Senior Governance Affairs and HR Manager
Amy Drown, Executive Assistant

President's Opening Remarks:

Bob Wendling welcomed the Board members and expressed how great it is to be in San Diego and attend the Hall of Fame Luncheon prior to the meeting.

Approval of Minutes: Motion (by Weiss and seconded): To approve 4/1/13 Minutes –
Approved by unanimous voice vote.

Treasurer's Report:

Jack Weiss summarized the financials and stated that a full report on investments will take place on 4/19.

CEO Opening Remarks:

Rob Urbach presented an office update on the weekend agenda, membership, sanctioning, and club updates. Before concluding the presentation Rob left the meeting to attend a press conference at 1:45pm.

Committee Reports:

Age Group Committee: Kevin Smeltzer discussed the attached report.

Collegiate Committee: Steve Sexton reported on Collegiate Nationals. This was the first ever festival weekend featuring two days of racing. This year added the draft legal for Sprint. Staff did an amazing job.

Discussion occurred regarding dates and timing of Collegiate Nationals and if a fall event would be considered. A fall event has been discussed, but we risk losing the camaraderie factor.

Rob Urbach returned at 2:20pm and concluded his presentation.

CEO Opening Remarks (continued):

Rob Urbach discussed cultural adaptation, USA Triathlon Center, Project HUG, Business Units, and financials.

Based on discussion of cultural adaptation, a Diversity Task Force was created.

Board members serving: Jacqueline McCook, Mike Wien, and Steven Sexton.

Action item: Rob Urbach will also populate the Diversity Task Force with staff members.

Recess: 3:00 pm

Reconvene: 3:10 pm

Committee Reports (continued):

Ethics Committee: Kevin Sullivan reported that COI system is working and provided an update on ethics complaints to date. The committee will vet proposed revisions to the Code of Ethics and Conduct for implementation in 2014.

Action item: Ethics Committee will send the proposed revised Code of Ethics and Conduct to Nominating and Governance Committee as a courtesy.

Hall of Fame Committee: Barry Siff provided update. Hall of Fame has grown and refinements need to be made to the process.

International Relations Committee: Barry Siff stated that the committee will be meeting in the near future to include discussion on international strategy.

Marketing Committee: Vince O'Brien updated the Board on partnerships including non-endemic and growth in sponsorships.

National Championship Event Committee: Vince O'Brien stated that he will provide a formal report at a subsequent meeting since the committee has had scheduling conflicts for conference call meetings.

Jack Weiss moved at 4:15 pm to adjourn for the day.

Reconvened meeting on 4/19 at 8:00am.

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

Guests:

David Surofchek, Smith Barney
Elizabeth Farnan, Governance and Nominating Committee Chair
Leslie Buchanan, Director of Anti-doping, ITU
Paula Newby-Fraser, WTC

Staff:

Rob Urbach, CEO
Sharon Carns, Senior Governance Affairs and HR Manager
Amy Drown, Executive Assistant

Mike Wien opened with a comment regarding what makes the sport so special and referencing the Hall of Fame.

Committee Reports (continued):

National Coaching Committee – Barry Siff presented. Committee met last week and they are working on putting together the Level II Long Course program.

Paratriathlon Committee – Jack Weiss stated the Committee is working on Nationals in Austin, TX, Memorial Day weekend. The Committee will hold a meeting and have a Wounded Warriors dinner as part of the event.

Race Director Committee – Jack Weiss provided update. A survey was conducted on timers and race directors; the data is being collected.

Regional Council Chair Committee – Kevin Smeltzer reported on the ME, SE, RM, PNW and FL quarterly reports (attached).

Discussion occurred on membership data that has not been collected before that Regions can use. National staff is starting to look at valuable data that can help in this effort.

Action item: Rob will provide Susan Haag (attending St. Anthony's) with responding points to use regarding inquiries on Facebook/Twitter.

Rob Urbach left meeting at 8:45am for a scheduled function.

Communications and Social Media Task Force:

Ann Gilbert, Chair of the Region Chair Committee will provide five names to populate the Task Force.

Staff will be involved in speaking about legal aspects of social media and communications as well as copyright and trademark concerns. Rob Urbach will select participating staff.

Regions are responsible for grassroots work and need to be able to have a guide book that will provide conformity and protocol.

Board discussed branding, website continuity, and having a consistent message.

Action item: Kevin Smeltzer to talk with Kathy Matejka about getting a knowledgeable person to speak to the regions about branding/training education.

Action item: Kevin Smeltzer to talk with Kathy Matejka about getting on track with Regional National Championships.

Women's Committee:

Susan Haag discussed the attached report.

Recess: 9:30 am

Reconvene: 9:45 am

Rob rejoined the Board meeting at 9:45am

Anti-Doping Presentation:

Leslie Buchanan, ITU Director of Anti-doping, and Paula Newby-Fraser, WTC, presented on drug testing.

Bylaws Task Force – Kevin Sullivan stated that the task force has two more calls scheduled this month at which time they hope to be able to present proposed bylaw changes to the Board.

Prize Money Task Force – Rob Urbach provided an update.

Discussed possible IT build for tracking clubs and competition.

Action item: Rob Urbach will get various variable estimates for an IT build and provide them to the Board.

Recess: 12:30 pm

Reconvene: 12:45 pm

Regional Reorganization:

Bob Wendling presented.

Action item: Bob Wendling will draft a Regional Reorganization plan A and B and have Rob Urbach present them to the regions.

Motion (by Weiss and seconded): To authorize Bob Wendling and Rob Urbach to send the Regional Reorganization plan A and B out to the stakeholders for feedback and comments.

Friendly amendment (by Wien) to create two different proposals (based on the location of TN). Weiss accepted.

The possibility of creating a Governance Task Force was discussed, but no further action was taken with respect to creating a Governance Task Force.

Roll call vote:

Barrett Brandon – not present at time of vote

Susan Haag – Y

Jacqueline McCook – Y

Vince O'Brien – Y

Victor Plata – abstain

Steven Sexton – abstain

Barry Siff – abstain
Kevin Smeltzer – Y
Kevin Sullivan – Y
Jack Wiess – Y
Mike Wien – Y

Motion passed.

Nominating and Governance Committee:

Kevin Sullivan and Elizabeth Farnan presented (see attached).

Discussion about the possible consolidation of committees. The Nominating and Governance Committee will investigate and report back to the Board.

Swim Collars:

Barry Siff updated the Board (see attached).

Bob recommended a creation of a Task Force to take a look at swim collars.

Members serving:

Susan Haag
Steven Sexton

Action item: Rob Urbach find medical person and outside open water person

Investment Presentation:

Dave Surofchek with Smith Barney updated the Board on the investment portfolio.

National Championship Criteria:

Motion (by Plata and seconded): To revise the National Championship Criteria to “in Olympic and Sprint draft-legal formats.” (see attached) – approved by unanimous voice vote.

Motion (by Wiess and seconded) to adjourn at 2:18pm.