

**Minutes**  
**USA Triathlon Board of Directors**  
**Hyatt Regency, Milwaukee, MN**  
**August 7, 2015**

**Board Members Present:**

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Dave Kuendig
Jacqueline McCook
Joel Rosinbum
Steven Sexton
Barry Siff, President
Kevin Sullivan
Bob Wendling, Ex-Officio – via conference call
Mike Wien

Staff: Rob Urbach, CEO  
Amy Drown, Executive Assistant

Guests: Melanie Lockwood Herman, Nonprofit Risk Management Center

Siff called the meeting to order at 8:03 a.m. CT

**President's Opening Remarks** – Siff reviewed the mission and vision of USAT, discussed the Board's commitment last year to examine its Bylaws, and previewed Melanie Herman's presentation today.

**Approval of Minutes**

**Motion** (by Sullivan and seconded): To approve the June 6 -7, 2015 Dallas meeting minutes as amended. Approved by unanimous voice vote.

**Treasurer's Report** – Haas presented an analysis of the financial statements indications of stable adult and youth membership. Sponsorship and advertising income year to date is lower than 2014 and budgeted year to date, while annual membership income is more than in 2014 and budgeted year to date.

**CEO Report** – Urbach reported that the number of sanctioned races are less than in 2014 through July. He also reported on the internal insights achieved from his meetings with staff since the Dallas Board meeting and key initiatives review. Key initiatives include:

Strategic options: status quo, pivot, bifurcation

Ironman insurance landscape

Membership pricing: discussion of increasing membership due to the rise in insurance costs, and investment in high performance and youth.

**Bylaw & Governance Report/Discussion** - Herman reviewed the scope of her engagement, her background and experience, and governance perspectives supported by Race to Relevance.

Recess: 10:26 a.m. CT

Reconvene: 10:37 a.m. CT

Continued discussions concerning potential Bylaw changes presented by Herman and proposed by Herman and Attorney Steve Smith.

Recess: 12:23 p.m. CT

Reconvene: 12:41 p.m. CT

Continued discussion of potential Bylaw changes with the Board's specific recommendations for Herman to proceed with her proposed recommendations as revised by the Board.

Recess: 2:10 p.m. CT

Reconvene: 2:15 p.m. CT

Continued discussion of the potential Bylaw changes identifying topics and concerns to be addressed by Herman and USAT counsel including proposed:

Article VIII

Article X: sections 1 and 2

The scope of authority for Finance & Audit

Which name is better for the committee: Personnel Committee vs Compensation Committee

Article XI

Article XVII

Article XVI  
Article XX

**Sanctioning/Insurance/Ironman Relationship** – Brode discussed the potential option of allocating the costs of claims according to claims made.

**Motion** (by Kuendig and seconded) to go into Executive session. Approved by unanimous voice vote at 3:33 p.m. CT.

Returned from Execute Session at 4:06 p.m. CT.

**USAT Foundation - Paul Gompers**

**Motion** (by McCook and seconded) to appoint Gompers as USAT Foundation Trustee. Approved by unanimous voice vote.

**Code of Ethics and Conduct Resolution**

**Motion** (by McCook and seconded) to approved the Code of Ethics and Conduct Resolution and have it become effective in two weeks from today. Approved by unanimous voice vote.

**CEO Report (cont'd)**

Urbach discussed 2017 World Triathlon Series investing and location options.

**Motion** (by Kuendig and seconded) to increase the adult annual membership fee to \$50 and the one day adult fee to \$15 effective January 1, 2016. Approved by unanimous voice vote.

**Motion** (Haas and seconded) to reduce the youth annual fee to \$10 with no one day youth fees effective January 1, 2016. Approved by voice vote.

**Membership Update: and Initiatives**

Try it Forward has resulted in some conversions to annual memberships. High school program growth focus is scheduled to be launched to coincide with return to school.

**Motion** (by Rosinbum and seconded) to adjourn for the day. Approved by unanimous voice vote at 5:15 p.m. CT.