

Minutes
USA Triathlon Board of Directors
DFW Grand Hyatt, Irving, TX
April 3-4, 2016 – Day 1

Siff called the meeting to order at 1:06pm CST, April 3, 2016.

Board Members Present:

Staci Brode
Ben Collins via teleconference
Kat Donatello
Chuck Graziano
Susan Haag
Kevin Haas
Dave Kuendig via teleconference
Jacqueline McCook
Joel Rosinbum
Steve Sexton
Barry Siff, President
Mike Wien

Staff:

Rob Urbach, CEO
Sharon Carns, Senior Governance Affairs and HR Manager
Sandra Cook, Executive Assistant

President's Remarks: Siff announced that Bob Wendling has officially retired as Ex-officio president. Remarkd on the incredible contributions to the sport and the board that Wendling had made. Siff said he had an excellent meeting with the University of Arizona about the potential for triathlon at the university in the future. If any board members have interest in talking with a school they have connections to contact Urbach and staff to get the necessary materials. CAMTRI is asking USAT for help finding a development coordinator position to help develop athletes, camps, etc. The state department is helping put on a triathlon in Africa with a USO grant. Aquabike is trying to be added to the ITU Multisport festival in Penticton to get exposure to ITU to become an official ITU sport. Miami Man will be the test event for Aquabike.

Approval of Minutes:

Motion (by Susan Haag and seconded): To approve the 2/15/16 Teleconference Meeting Minutes. Approved by unanimous voice vote.

Graziano arrived at 1:24pm CST

Treasurer's Report: Haas discussed financial statement and that investment account still down. Adult memberships down 1.8%. Haas said they had an investment meeting to discuss year and Q1 2016 with advice to maintain holding from our advisor. Haas reviewed year end and showed we ended better than expected, but still with a loss.

CEO Report:

Urbach reviewed the following: Key performance indicators for USAT, Financials, Sponsorships, Certifications, Competition in the Market, Webinars, Intensity of Purpose and Segmentation.

Kuendig and Collins left the meeting at 2:27pm CST.

Kuendig and Collins returned to the meeting at 2:31pm CST.

Motion (by Jacqueline McCook and seconded) to go into Executive Session. Approved by unanimous voice vote.

Returned from Executive Session at 3:10pm CST.

Recess at 3:15pm CST
Reconvene at 3:30pm CST

Kuendig and Collins returned to meeting at 3:32pm CST.

Urbach continued to discuss opportunities including Race Pass and Sprintathalon, Community Engagement Opportunities and Key Initiatives for 2016.

Motion (by Dave Kuendig and seconded) to adjourn at 5:00pm CST - Approved by unanimous voice vote.

Draft Minutes
USA Triathlon Board of Directors
DFW Grand Hyatt, Irving, TX
April 3-4, 2016 – Day 2

Siff called the meeting to order at 8:06a.m. CST, April 4, 2016.

Board Members Present:

Staci Brode
Kat Donatello
Chuck Graziano
Susan Haag
Kevin Haas
Jacqueline McCook
Joel Rosinbum
Steve Sexton
Barry Siff, President
Mike Wien

Board Members Absent:

Ben Collins

Dave Kuendig

Staff:

Rob Urbach, CEO

Sharon Carns, Senior Governance Affairs and HR Manager

Sandra Cook, Executive Assistant

National Championships: Urbach discussed that Tuscaloosa had been decided for Collegiate National Championships for 2017 – 2018. Board recommended a review for 2018.

Motion (by Steve Sexton and seconded) to approve Collegiate Nationals in Tuscaloosa for 2017.

Roll Call Vote:

Staci Brode	Y
Kat Donatello	Y
Chuck Graziano	Y
Susan Haag	Y
Kevin Haas	Y
Jacqueline McCook	Y
Joel Rosinbum	Y
Steven Sexton	N
Mike Wien	Y

Motion passed Y-8, N- 1

Graziano discussed selection process of non-owned championships and the opportunity for a multisport festival.

Urbach discussed New Orleans event selected as the Elite National championship for 2017.

Rosinbum recommended board approval for elite national championship.

Motion (by Jacqueline McCook and seconded) to approve Elite National Championships in New Orleans for 2017. Approved by unanimous voice vote.

Recess at 9:40 am CST

Reconvene at 9:55 am CST

Nominating & Governance Committee Appointment: Siff discussed Leonard Simon as proposed addition to the Nominating and Governance Committee.

Motion (by Barry Siff and seconded) to approve Leonard Simon appointment to the Nominating and Governance Committee. Approved by unanimous voice vote.

Siff named Joel Rosinbum as the Chair of the Nominating and Governance Committee.

Regional Operations Manual: Urbach discussed ROM and percentages regions receive based on annual memberships. Based on the new increasing annual fees, Regions would be entitled to increased dollars without increased memberships.

Motion (by Joel Rosinbum and seconded) for Article 11 Section 6f in the ROM to be suspended until it is evaluated by the BOD in Omaha. Approved by unanimous voice vote at 10:10am CST.

Strategic Plan: Siff discussed strategic plan and how we would move forward. Plan to bring in a facilitator with board being the group that will create the strategic plan. Mike Wien will coordinate the strategic planning process.

Bylaws Discussion: Siff discussed where we are at on the Bylaws revision process.

Collins and Kuendig joined via teleconference at 10:58am.

Motion (by Kevin Haas and seconded) to change election process of Bylaws for BOD to a process where NGC vets and then recommends one person for each open Board position. Board to vote on the person for approval.

Motion (by Steve Sexton and seconded) to call to question Kevin Haas motion. Call to Question.

Roll Call Vote:

Staci Brode	N
Ben Collins	Y
Kat Donatello	Y
Chuck Graziano	Y
Susan Haag	Y
Kevin Haas	Y
Dave Kuendig	Y
Jacqueline McCook	Y
Joel Rosinbum	Y
Steven Sexton	Y
Mike Wien	N

Motion passed Y-9, N- 2

Discussion ended and vote for Kevin Haas Motion: Motion does not pass by unanimous voice vote at 11:15am CST.

Motion (by Kevin Haas and seconded) to change the election procedure of the bylaws for the Board of Directors from 8 regionally elected and 1 independent to 3 independent directions chosen by the board, 6 members chosen by National election, Friendly amendment to make the 6 Nationally elected Regionally. The Athlete Director process, eligibility requirements, and representation will remain as outlined in the in the USA Triathlon bylaws.

Recess at 11:40 am CST

Reconvene at 11:48 am CST

Motion (by Barry Siff and seconded) to amend Kevin Haas motion that the 6 Regionally Elected Board Members cannot be filled by anyone who would qualify as an Athlete Director.

Roll Call Vote:

Staci Brode	Y
Ben Collins	N
Kat Donatello	Y
Chuck Graziano	Y
Susan Haag	Y
Kevin Haas	N
Dave Kuendig	N
Jacqueline McCook	Y
Joel Rosinbum	N
Steven Sexton	N
Mike Wien	Y

Motion passed Y-6, N- 5

Kevin Haas withdrew his original motion and replaced it with the following Motion (motion made by Kevin Haas and seconded): Change the election procedure for the Board of Directors as follows: 3 Independent Directors selected by the Board with the NGC vetting/nominating 2-3 for each position. 6 Regional Directors where the NGC nominates 2-3 for each position and they go directly to the membership for a vote. 3 Athlete Directors elected by their current process. Elites that qualify to run for Athlete Director cannot run for the 6 Regional Board positions.

Recess at 12:40pm CST

Reconvene at 1:05pm CST

Motion (by Jacqueline McCook and seconded) to amend Kevin Haas motion to have the NGC submit a minimum of 2 people for each regional board member position to the board for vote of approval before they are sent to the membership for an election. If not approved, NGC must work to submit new nominees for board approval before going to the general membership for election.

Roll Call Vote:

Staci Brode	Y
Ben Collins	N
Kat Donatello	Y
Chuck Graziano	N
Susan Haag	N
Kevin Haas	N
Dave Kuendig	N
Jacqueline McCook	Y
Joel Rosinbum	N
Steven Sexton	N
Mike Wien	Y

Motion failed Y-4, N- 7

Motion (by Steve Sexton and seconded) to amend Kevin Haas motion to allow a write in candidate with 200 signatures that would bypass the NGC nominees to be on the ballot for a regional board member position up for election.

Roll Call Vote:

Staci Brode	N
Ben Collins	Y
Kat Donatello	N

Chuck Graziano	Y
Susan Haag	N
Kevin Haas	Y
Dave Kuendig	Y
Jacqueline McCook	N
Joel Rosinbum	N
Steven Sexton	Y
Mike Wien	N

Motion failed Y-5, N- 6

Recess at 2:45pm CST

Reconvene at 2:51pm CST

Collins joined at 2:57pm CST.

Motion (by Steve Sexton and seconded) to call to question discussion on Kevin Haas motion. Approved by Unanimous voice vote at 2:58pm CST.

Motion (by Kevin Haas and seconded): 3 Independent Directors selected by the Board. The NGC nominates 2-3 for each position. 6 Regional Board Members Elected by the Membership. The NGC nominates 2-3 for each position and they go directly to the membership for a vote. 3 Athlete Directors elected by their current process. Motion includes Motion to Amend from Siff that Elites that qualify to run for Athlete Director cannot run for the 6 Regional Board positions.

Roll Call Vote:

Staci Brode	Y
Ben Collins	N
Kat Donatello	Y
Chuck Graziano	Y
Susan Haag	N
Kevin Haas	N
Dave Kuendig	N
Jacqueline McCook	Y
Joel Rosinbum	Y
Steven Sexton	N
Mike Wien	Y

Motion passed Y-6, N- 5

Board discussed need to define voting districts and determine the definition of independent directions. This will not change anything about the current region make up and function.

Board reviewed and finalized/voted on Bylaws changes that had been discussed in previous board meetings (spreadsheet attached)

Kuendig and Collins left conference at 3:21pm CST.

Motion (by Barry Siff and seconded) to go into Executive Session. Approved by unanimous voice vote at 4:09pm CST.

Returned from Executive Session at 4:31pm CST.

Next meeting set for May 2nd 8pm EST.

Motion (by Mike Wien and seconded) to adjourn the meeting. Approved by unanimous voice vote at 5pm CST.

Article	Change/Issue	BOD Vote
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Motion by Jacqueline McCook and Seconded to voice vote individually the following changes to the bylaws.

Article I, section 3 - Status	Additions from current version of the bylaws.	Approved by unanimous voice vote
Article I, section 4 - Offices	Additions from current version of the bylaws.	Approved by unanimous voice vote
Article I, section 4 - Offices	Section 4 - delete 'such' - pg. 4	Approved by unanimous voice vote
Simplify Article II – Definition of Triathlon	The current Bylaws contain a lengthy definition of triathlon. The revised, proposed definition is clear and succinct.	Approved by unanimous voice vote
Article IV - Title	Add "and Recognition as a NGB"	Approved by unanimous voice vote

Article IV - Section 1	Replace with Section 1 per page 6	Approved by unanimous voice vote
Article IV - Section 2	Replace with Section 2 per pages	Approved by unanimous voice vote
Article VII - Board of Directors -Section 1	Add Colorado - grammatical change to USAT - ED change to CEO	Approved by unanimous voice vote
Article VII - Board of Directors -Section 2	Change ED to CEO	Approved by unanimous voice vote
Article VII - Board of Directors	Process' - Board does not select teams; rather, they are chosen according to selection procedures. Under (a) - revised numbering	Approved by unanimous voice vote
Article VII - Board of Directors -Section 3 - Composition	Add 'and Qualification' after Composition. Athlete Directors (a) - change to article VI and add must be 18 years...c) clarify independent directors and representation requirements. Deleting of 3c.	Approved by unanimous voice vote
Article VII - Board of Directors -Section 3 - Composition	Delete section 3 in current bylaws	Approved by unanimous voice vote

Article VII, Section 3	Add section 3a - Athlete Directors with revised changes	Approved by unanimous voice vote
Article VII - Board of Directors - Section 3 (d) 1-3	(1) Delete last sentence in past president (d1) (2) - Delete last sentence in ITU BOD (d2), (3)- add (d3) for non-voting ex-officio BOD	Approved by unanimous voice vote
Article VII - Board of Directors - Elections	e - change wording of Elections to Selection/Appointment	Approved by unanimous voice vote
Article VII - Board of Directors - Meetings Section 5 a	Revise & delete portions	Approved by unanimous voice vote
Article VII - Board of Directors - Special Meetings Section 5 c	Revise & delete portions	Approved by unanimous voice vote
Article VII - Board of Directors - Special Meetings Section 5 d	Revise & delete portions	Approved by unanimous voice vote
Article VII - Board of Directors - Special Meetings Section 6 f in current bylaws	In proposed bylaws, under section b (Special Meetings), delete Robert's rules	Approved by majority voice vote

Article VIII - Officers Section 1	Add Officer roles and revise	Approved by unanimous voice vote
Article VIII - Officers Section 2	Add title "Officer duties" and delete paragraph	Approved by unanimous voice vote
Article VIII - Officers Section 2	Delete, but keep revised a - c, and add "The treasurer shall monitor"	Approved by unanimous voice vote
Article VIII - Officers Section 2	Delete d	Approved by unanimous voice vote
Article VIII - Officers Section 3	Add "no compensation"	Approved by unanimous voice vote
Article VIII - Officers Section 4	Delete and revise "Resignation, Removal and Vacancies"	Approved by unanimous voice vote