

Minutes
USA Triathlon Board of Directors
USOC Training Center, Colorado Springs, CO
May 5-6, 2017 – Day 1

Siff called the meeting to order at 8:17am MST May 5, 2017.

Board Members Present:

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Judge Jones
Dave Kuendig
Jacqueline McCook
Joel Rosinbum
Barry Siff
Mike Wien

USAT Staff in Attendance:

Rob Urbach
Sharon Carns
Sandra Cook

Board Members Absent:

Erin Storie

Jones joined the meeting at 8:20am MST.

President's Opening Remarks:

Siff opened the meeting about his 3 different experiences he had at the airport on his way to Colorado Springs, which excited him about opportunity of the sport, and how important it is that we need to spread the word about our sport.

Siff also shared a call he had with the mother of a young triathlete who is interested in collegiate opportunities and had a negative experience on the website. She asked why we weren't putting anything on social media about signing athletes, etc. like other sports. Siff also noted that countries around the world within ITU are in awe of our collegiate program.

Siff ended his remarks reminding the board that our job is to lead the sport and inspire the community.

Treasurer's Report:

Hass gave us an update on the financials:

EBITDA Revenue

- Sponsorship achieving 190K+ annual budget vs. 2016,
- Adult annuals +60K YTD vs 2016 (annuals at \$50),
- Adult annuals - \$743K annual budget vs 2016

EBITDA Expense:

- Headcount - \$90K YTD to Budget, -\$10K vs 2016 (positions not filled)
- Total - \$785K YTD to budget. Many activities delayed vs 2016

EBITDA Earnings:

- Revenue at budget, expenses below budget.

EBITDA Summary

- Projected/Budgeted loss of \$562 based on investment in women, high school and marketing for 2017.

Haas reviewed the audit – books have been reviewed, everything has been done and according to accounting principles.

Jones asked about the Foundation being audited separately from the whole of USAT. Urbach commented that it is not significant enough to separate it out as a separate audited item.

Next steps are that the audit will be reviewed and approved by committee and then come to the board for a vote of approval.

Investment account continues to maintain solid growth.

Cash balance strong, transferred \$300K to investment account at the end of 2016.

Haas noted that Adult Annual Membership is down year over year.

Financial Action items:

1. Q1 Investment committee meeting
2. Audit committee review audit
3. Begin 990 preparations

CEO Report:

Urbach updated the board on the following key issues:

- Membership down 6,000 in annual members.
- Financially we have over performed on budget - up \$73K
- Sponsorship was up 18% increase in 2016 vs. 2015,
- We have 2,517 Certified Coaches
- Certified Race Directors have gone up

- Active officials gone down, requests are less and less
- Decline compared to our peers:
 - o Cycling on a decline
 - o Running down 8.2%
- Webinars: Fewer with more quality

Urbach discussed Key Initiatives for 2017:

Youth initiative:

- Splash n Dash
 - o National Partnerships:
 - Boy Scouts of America
 - US Swimming Foundation
 - o National Partnerships Opportunities:
 - Nickelodeon - tie in partnership
 - Hero
 - Girls On the Run – Tri option
- School Systems
 - o Setback in Louisville due to election/political changes
 - o Internal: no pool, no bike, no problem
 - o External: access, assemblies, backpack flyer
- Grants and Stipends are being offered to support youth initiatives
- Swim Teams are an opportunity
- Summer Camps:
 - o Triathlon in a box, program blocks, expo. Have a whole program module
- High School program – state associations, high school championships – national and state

Women:

- Leveraging the Running Disconnect
- Leverage Social Energy
- WIN initiative
- Ambassadors/Members
- Community Organizers

Driving Racing:

- Marketing Campaign
- Hired agencies to help with marketing campaigns
- Triathlon Week July 15 – 23
- Expo in a Box update

Recess at 9:45am MST

Returned at 9:55am MST

PC Open Rule Change and Elite Document Protocol:

Urbach discussed a female deaf/blind athlete using a male guide during a PC Open race.

Motion (by Joel Rosinbum and seconded) that an athlete can use an opposite sex guide for the PC Open but are not podium eligible and may not qualify for PC national championships. Approved by unanimous voice vote.

Urbach discussed the role of the board on approving consensus documents between the staff and the AAC. Olympic selection, funding issues and when there is not consensus between staff and AAC would be the only documents that have to come to the board for approval. Board agreed we should move forward with this.

Action Item: Urbach will follow up with Brode on the exact wording of the approved changes to what documents must come to the board for approval.

Avery Wilson joined the meeting at 10:18am.

Strategic Plan:

Siff introduced Avery Wilson and the strategic planning discussion/working group/plan that has come to the board.

Wilson opened up with a review of the process followed in the strategic planning working group session.

Wilson went page by page of the strategic plan to open up discussion with the board about the new strategic plan.

Board had an active discussion on the membership number and how we best define it so that we can evaluate the organization and growth/decline.

Action Item: Wilson to update the strategic plan based on discussion and notes from the Board.

Motion (by Jones and seconded) to approve the strategic plan pending the changes Wilson will be making to the plan as discussed by the board. Approved by unanimous voice vote.

Recess for Lunch at 12:30pm MST
Returned from Lunch at 1:17pm MST

Kevin Sullivan joined the meeting via teleconference at 1:17pm MST.

Dave Kuendig returned to the meeting at 1:21pm MST.

Code of Ethics and Conduct Resolution:

Sullivan discussed the current Code of Ethics and requirements of filling those out on the government management system. Sullivan said the issues include:

1. It impossible for the Ethics Committee or anyone else to determine whether any USA Triathlon Colleague has failed to complete, file, or update a COI form,
2. Makes it impossible for any USA Triathlon member, officer, employee, or interested person to become aware of conflicts and potential conflicts of interest held by any USA Triathlon Colleague, and
3. Makes it difficult and time-consuming for a USA Triathlon Colleague to update his/her COI.

Action Item: Update the Conflict of Interest Code to only cover the groups covered in the Board's motions – outline the Colleagues. Fix the link from <http://www.usatriathlon.org/about-usat/governance.aspx>, to <https://www.teamusa.org/USA-Triathlon/About/USAT/Governance>.

Kevin Sullivan left the meeting 1:31pm MST.

Motion (by Graziano and seconded) to adopt Sullivan resolution to require the staff to update and revamp the USA Triathlon Governance Management System website to allow compliance with the requirements of the USA Triathlon Code of Ethics and Conduct, including, but not limited to:

1. Make it possible and easy for the Ethics Committee to access all USA Triathlon Colleague COIs to determine whether any USA Triathlon Colleague has failed to complete, file, or update a COI form,
2. Make it possible and easy for all USA Triathlon Board of Directors and the CEO to become aware of conflicts and potential conflicts of interest held by any USA Triathlon Colleague, and
3. Make it possible for all USA Triathlon Colleagues to easily and quickly update their COIs.

Approved by unanimous voice vote.

Recess at 1:52pm MST

Returned at 2:05pm MST

Matt Fedoruk from USADA and Jonathan Whiteman from USA Cycling joined the meeting at 2:05pm MST.

Anti Doping Task Force

Siff opened up the conversation about anti doping and how he was a part of an anti doping discussion in 2012. He discussed that we have formed several task forces that have not moved forward on this subject. Siff noted Graziano's great job at putting together a stellar task force and the work they have been doing.

Graziano introduced Matt Fedoruk, Director of Science for USADA and Jonathan Whiteman, Risk Protection Manager for USA Cycling as presenters.

Graziano discussed Anti Doping Education and Awareness Program and the Executive Summary of Recommendations from the Task Force to the Board.

McCook rejoined the meeting at 2:15pm MST.

Whiteman, head of communications for USA Cycling Anti Doping, discussed the importance of communication and educating the membership. He gave examples of ways to communicate and educate membership.

Fedoruk who leads USADA's Testing and Deterrence, discussed different options for testing and deterrence opportunities including working with other organizations, testing at championship events and strategic non-championship events, promotion of a tip line and increase clean sport messaging. He recommends USAT create a Compete Clean program developed specific to triathlon.

Whiteman discussed the importance of collaboration between different endurance sports organizations.

Graziano discussed next steps:

1. Establish priorities from report
2. Determine if/what funding required
3. Designate responsible parties
 - a. staff resources
 - b. volunteer resources
 - c. contracted services
4. Set time frame for accountability

Group discussed opportunities / options for moving forward with anti doping program for USATriathlon.

Recess at 3:06pm MST

Return at 3:13 MST

Regions Discussion

Urbach discussed three different options in regards to re-aligning the regions to match the best opportunity for growth and resource allocation. The three options discussed: align with the 6 voting regions, Status Quo and change nothing or Restructure to put 4 full time employees into the regions.

Urbach recommendation is to restructure to put 4 full time employees into the regions with 3 field staff and one office staff managing these field staff.

Motion (by Rosinbum and seconded) to eliminate the Region Operations Manual.
Approved by unanimous voice vote.

Motion (by Rosinbum and seconded) to authorize Urbach to move to 6 regions aligned with the 2019 national voting regions and hire 3 "field staff" to execute the strategy in those regions. Approved by unanimous voice vote.

Board Minutes Discussion:

Motion (by Collins and seconded) to approve the February 3-4, 2017 board meeting minutes. Approved by unanimous voice vote.

Motion (by Collins and seconded) to approve the April 3, 2017 conference call minutes. Approved by majority voice vote. 1 Abstain – Graziano

Motion (by Graziano and seconded) to adjourn meeting at 5:20pm MST.

Minutes
USA Triathlon Board of Directors
USOC Training Center, Colorado Springs, CO
May 5-6, 2017 – Day 2

Siff called the meeting to order at 8:07am MST May 6, 2017.

Board Members Present:

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Judge Jones
Dave Kuendig
Jacqueline McCook
Joel Rosinbum
Barry Siff
Mike Wien

USAT Staff in Attendance:

Rob Urbach
Sharon Carns
Sandra Cook

Board Members Absent:

Erin Storie

Siff opened up with a thank you to the group for a great Friday meeting.

USAT Foundation

McCook introduced John Cassimatis, Vice President of the USA Triathlon Foundation. Cassimatis gave an update on the USAT Foundation.

Cassimatis reviewed:

- Successes and Challenges of the Foundation
- Focus areas and Grants
- Current Strategy
- Fund Development Plan
- How USAT can help

Recess at 9:08am MST
Returned at 9:14am MST

NCAA Update

Urbach reviewed where we are and where we want to be as part of the NCAA program. From the NCAA perspective, we have the most strategic and aggressive emerging sport ever. We are currently at 14 schools and are actively pursuing Athletic Directors across the country.

Julie (O'Neill) Dusliere, Managing Director, Paralympics joined the meeting.

USOC's Goals Tokyo 2020 Paralympics

Dusliere discussed the paralympic movement from the USOC perspective. She noted that their talent identification is mainly through the NCAA. There is a growing opportunity to add para to the NCAA school programs by integrating para athletes into current able bodied programs.

Amanda Duke Boulet joined the meeting at 9:40am MST. Boulet leads the paratri program for USATriathlon.

Dusliere discussed the success of USA para program in Rio – 115 medals and are looking to increase the medal count in Tokyo in 2020.

Dusliere explained the differentiation between the sports run by the USOC versus the sports that run their own para programs through the governing body.

Motion by McCook and seconded by Collins to go into executive session. Approved by unanimous voice vote at 10:15am MST.

Returned from Executive Session at 12:25pm MST.

Meeting Ended at 12:25pm MST.

Subject: Required updating and revamping of the USA Triathlon Governance Management System website: <https://governance.usatriathlon.org/Account/LogOn?ReturnUrl=%2f>, to allow for compliance with the requirements of the USA Triathlon Code of Ethics and Conduct.

Background: According to USAT's Code of Ethics and Conduct, Section II A. 2:

For all Ethical matters and issues (Sections IV-XII), "Colleague" shall mean all USAT directors, officers, regional council members, committee members, volunteers, and representatives of USAT member organizations in matters that involve or are governed by USAT.

USAT's Code of Ethics and Conduct, Section VII. B. 2 states that:

A Colleague's failure to complete, file, or update USAT's annual Conflict of Interest (COI) form in compliance with USAT's procedures by the applicable deadline shall result in the suspension of that Colleague's membership until the Colleague is in compliance.

Currently, the USA Triathlon Governance Management System website:

1. Makes it impossible for the Ethics Committee or anyone else to determine whether any USA Triathlon Colleague has failed to complete, file, or update a COI form,
2. Makes it impossible for any USA Triathlon member, officer, employee, or interested person to become aware of conflicts and potential conflicts of interest held by any USA Triathlon Colleague, and
3. Makes it difficult and time-consuming for a USA Triathlon Colleague to update his/her COI.

In addition, the current "USA TRIATHLON ETHICS AND CONDUCT COMPLAINT FORM", located at <https://www.teamusa.org/USA-Triathlon/About/USAT/Governance>, contains an incorrect hyperlink, <http://www.usatriathlon.org/about-usat/governance.aspx>, to the USA Triathlon Code of Ethics and Conduct.

Financial Impact: Required IT time.

Relevant & Affected By-Laws and Procedures: USAT's Code of Ethics and Conduct, Section VII.

Whereas, with the current USA Triathlon Governance Management System website it is impossible, difficult, and/or needlessly time-consuming to comply with the following mandates of the USAT's Code of Ethics and Conduct, Section VII:

- A. ... All USAT Colleagues must refrain from any activity or investment that creates, or that might appear to create, a Conflict of Interest. This policy requires all Conflicts of Interest, either actual or perceived, to be immediately reported to the USAT Ethics Committee...

B. Procedures for Identifying and Addressing Conflicts of Interest: USAT Colleagues owe a duty of loyalty to conscientiously fulfill their responsibilities to USAT. That duty includes the prompt reporting of potential Conflicts of Interest. The following procedures shall be followed when a potential Conflict of Interest arises regarding any Colleague:

1. All USAT Colleagues must promptly complete and update USAT's annual Conflict of Interest in accordance with USAT disclosure procedures...
2. A Colleague's failure to complete, file, or update USAT's annual Conflict of Interest form in compliance with USAT's procedures by the applicable deadline shall result in the suspension of that Colleague's membership until the Colleague is in compliance.
3. The USAT Ethics Committee shall examine all Conflict of Interest disclosures, to determine whether they violate Article XVIII of these Bylaws and, if appropriate, vote to:
 - a. Approve or disapprove any transaction or situation at issue;
 - b. Require the Colleague to remove himself or herself from positions in which the Conflict of Interest exists until there is no longer a conflict;
 - c. Require the Colleague to discontinue, reduce, or modify his or her participation on the Board, committee, or task force where the conflict arose or exists;
 - d. Provide the Colleague who is the subject of the disclosed Conflict of Interest an opportunity to present additional facts regarding the transaction before the Ethics Committee, however, the Colleague that is the subject of the disclosed Conflict of Interest shall not be present for or participate in any deliberations or votes of the Ethics Committee with respect to the perceived Conflict of Interest. Recusal of a Colleague shall require the Colleague not to be present for or to participate in any meeting, conference call, e-mail, listserv, or any other electric or non-electronic communications or collaboration concerning the transaction; and/or
 - e. Refer the matter to the Board of Directors with or without an opinion of whether the transaction or situation constitutes a Conflict of Interest.

4. Any Colleague having knowledge or suspicion that any Colleague of USAT, including, but not limited to any USAT Region or Committee member, has or may enter into an agreement that could present the potential for a perceived Conflict of Interest must be promptly reported in writing on the Code of Ethics Complaint Form to the Chairperson of the USAT Ethics Committee...

, therefore, be it:

Resolved that USA Triathlon Board of Directors vote to require the staff to update and revamp the USA Triathlon Governance Management System website to allow compliance with the requirements of the USA Triathlon Code of Ethics and Conduct, including, but not limited to:

1. Make it possible and easy for the Ethics Committee to access all USA Triathlon Colleague COIs to determine whether any USA Triathlon Colleague has failed to complete, file, or update a COI form,
2. Make it possible and easy for all USA Triathlon members, officers, employees, and interested persons to become aware of conflicts and potential conflicts of interest held by any USA Triathlon Colleague, and
3. Make it possible for all USA Triathlon Colleagues to easily and quickly update their COIs.

In addition, that USA Triathlon Board of Directors vote to require the staff to replace the current hyperlink to the USA Triathlon Code of Ethics and Conduct that is on the “USA TRIATHLON ETHICS AND CONDUCT COMPLAINT FORM”, located at:

<https://www.teamusa.org/USA-Triathlon/About/USAT/Governance>, to
<https://www.teamusa.org/USA-Triathlon/About/USAT/Governance>.

Submitted by Kevin Sullivan, USAT Ethics Committee Chairperson