

Minutes
USA Triathlon Board of Directors
US Olympic Training Center, Colorado Springs
December 1 and 2, 2018

Siff called the meeting to order at 8:02 AM Mountain Time on December 1, 2018.

Board Members Present:

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Judge Jones
Jacqueline McCook
Joel Rosinbum
Keri Serota
Erin Storie
Barry Siff
Mike Wien

Board Members Elect Present:

Gabriela Gallegos

USAT Staff in Attendance:

Rocky Harris - CEO
Shannon Ketchum – Office Manager
Victoria Brumfield – Chief of Staff
Deby Williams – Finance Director (For Finance and Budget overview)
Sandra Cook – Executive Assistant

Approval of Minutes – Mike Wien

Minutes from the October 30 teleconference board meeting November 19 e-mail vote were approved by voice vote.

President's Remarks – Barry Siff

Barry welcomed Gabriela to the board who will officially be installed as a board member on Sunday at the end of the meeting.

The NCAA Women's Triathlon Championship in Tempe attracted 100 athletes and was well hosted by Arizona State University.

Barry also attended the CAMTRI meeting in Santa Domingo. The conflict with the CAMTRI event in Richmond and the CAMTRI World Championship was resolved allowing both races to proceed at the same time.

Barry attended the ITU board meeting in Luxor last week with a focus on budgets, rules, and Paralympics events.

Barry has been named the chair of the newly created organization of Board Chairs from the other NGBs. They will meet on a regular basis to share best practices and discuss common issues.

The Boy Scouts has a passionate philanthropist from Arizona who would like to develop a worldwide program to bring triathlon to the Boy Scouts worldwide.

Special thanks to Rocky and the staff for the budget package the board received in advance.

Treasurers Report – Kevin Haas

Kevin presented the financials as of the end of the third quarter, 2018. Expenses are underbudget which brings EBITDA on a year to date on budget.

USA Triathlon plans to invest assets generated from profits in the operating account to support initiatives and a digital platform that advance our strategic plans.

The IRS Form 990 was submitted on October 19, 2019.

CEO Report – Rocky Harris

The decision to waive the entry fee at the Sarasota-Bradenton Triathlon Festival on October 7 and 8, 2017 following the destructive hurricane set the tone for a new day at USA Triathlon.

Rocky reviewed his priorities for 2018 that he outlined in December 2017 and highlighted the progress on each of those priorities.

Rocky continued by reviewing 2019 priorities.

- Constituent engagement
 - o Race Directors
 - o Coaches
 - o Clubs
- Regional Leadership
- Marketing and Brand that Inspires
- New Corporate Partners
- Participation and Membership Growth
- Employee Policy Improvements
- Technology Strategy

Investment Update – David Surofchek – Morgan Stanley

David Surofchek is our investment advisor at Morgan Stanley reviewed the USA Triathlon Investment Policy, Objectives and Guidelines. He suggested potential changes in the investment strategy based on the board's desire to be more focused on generating income to be spent to support the strategic plan without reducing the capital that has been built up in the investment account.

Action Item: Surofchek will propose a change in the Investment Policy Statement to be reviewed, refined, and ultimately approved by the Investment Committee and then formally ratify by the board. The investment committee will discuss how to implement the new strategy in the Third Quarter investment committee call.

Haas announced that Ben Collins will be joining the Investment Committee as the elite athlete representative. Collins has an MBA from The University of Chicago Booth Graduate School and works at Dimensional Fund Advisors.

Budget:

Consolidation Overview – Rocky Harris and Deby Williams

Rocky provided an overview of the total budget for 2019 compared with the 2018 budget and 2018 projected year end numbers as an introduction to the detailed department budgets what will be presented by each department leader.

High Performance – John Farra

John reviewed 2018 accomplishments, challenges, 2019 Strategic Priorities and the 2019 High Performance Budget. The focus in 2019 will be to develop and prepare athletes for the 2020 Olympics.

Membership – Matt Stone

Matt reviewed 2018 accomplishments, challenges, 2019 Strategic Priorities and the 2019 Membership Budget. Their focus in 2019 is to reverse the decline in membership through improving communications and relationships with existing members.

National Events – Brian D'Amico

Brian reviewed 2018 accomplishments, challenges, 2019 Strategic Priorities and the 2019 National Events Budget. Their focus in 2019 is to build greater value for race directors and increase national event participation.

Athlete and Coaching Development – Tim Yount

Tim reviewed 2018 accomplishments, challenges, 2019 Strategic Priorities and the 2019 Athlete and Coaching Development Budget. Their focus will be on engaging more coaches, recruitment, improving retention, growing the ambassador program, **launching online education for race directors, coaches and officials**, and attracting NCAA women's Triathlon Teams.

Olympic Criteria Discussion – John Farra and Joel Rosinbum

John presented the current thinking and clear consensus on the athlete selection criteria for Olympic triathlon events including the process for selecting our Olympic Mixed Relay Team – a new event added to the Olympic competition.

Motion: McCook moved (and it was seconded) to approve the recommendation for criteria selection as presented by Farra. Approved by a voice vote.

Strategic Plan Update – Barry Siff

A diverse working group met with Avery Wilson, USOC facilitator to “refresh” the Strategic Plan. The only major change was to add a financial pillar to the plan to emphasize the desire to reinvest in the sport. The board reviewed the refreshed document.

Motion: Brode moved (and it was seconded) to approve refreshed Strategic Plan with McCook’s and Storie’s requested changes. Approved by voice vote.

2019 Meeting Schedule – Barry Siff

The 2019 in person board meeting schedule was established.

March 30, 31 – Tempe

July 20, 21 – Long Beach to tie-in with the Legacy Sprint Triathlon

December 7, 8 – Colorado Springs for yearend budget meeting

Board meeting was adjourned at 4:20 PM to move into Executive Session.

Board adjourned for the day at 5:20 PM.

**USA Triathlon Board of Directors
US Olympic Training Center, Colorado Springs
Day 2
December 2, 2018**

Siff called the meeting to order at 8:03 AM Mountain Time on December 2, 2018.

Board Members Present:

Staci Brode
Ben Collins
Chuck Graziano
Susan Haag
Kevin Haas
Judge Jones
Jacqueline McCook
Joel Rosinbum
Keri Serota
Erin Storie
Barry Siff
Mike Wien

USAT Staff in Attendance:

Rocky Harris - CEO
Shannon Ketchum – Office Manager
Sandra Cook – Executive Assistant

Bylaws Update

US Olympic Committee has mandated that the all National Governing Bodies update their bylaws to include an Anti-Doping clause. This would be inserted in Article 6, Section 4 of the USA Triathlon bylaws.

Membership anti-doping obligations. It is the duty of members of USA Triathlon to comply with all anti-doping rules of the International Triathlon Union (ITU), the U.S. Anti-Doping Agency (USADA), and the USOC including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by the International Triathlon Union (ITU), USADA, and the USOC National Anti-Doping Policy. Members agree to submit to drug testing by the International Triathlon Union (ITU) and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that a member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority

of the International Triathlon Union (ITU) and/or USA Triathlon, if applicable or referred by USADA.

Motion to approve this mandated change by McCook (and seconded) and approved by voice vote.

In addition, the Board authorized the Nominating and Governance Committee to review recommended clarifying language from Attorney Steve Smith re Article VI Membership and term of service for officers in Article VIII Officers.

Officials Task Force - Kevin Hass

An Officials Task Force was established to identify problems (root cause) for attracting and retaining race officials and to develop a plan to enhance the officials benefits and recruit more officials. Kevin reported on the findings from the initial research and will be developing an action plan to be reviewed in the second quarter, 2019.

Budget (continued from Saturday):

Marketing – Chuck Menke

Chuck reviewed 2018 accomplishments, challenges, 2019 Strategic Priorities and the 2019 Marketing Budget. Their focus in 2019 is to continue to drive growth through Time to Tri, reposition the brand, increase corporate partnerships and expand our media footprint.

Brode left the meeting during Chuck's presentation.

USA Triathlon Foundation – Dave Deschenes

Dave reviewed 2018 accomplishments (including raising \$250,000), challenges, 2019 Strategic Priorities and the 2019 Foundation Budget. Their focus is to raise \$415,000, focus on formalizing governance, and enhancing marketing, branding and public relations.

Haas moved (and it was seconded) to approve the 2019 USA Triathlon budget as included in the board book. Approved by voice vote.

Staci Brode Appreciation

Barry presented Staci with a plaque to recognize and appreciate her contributions and many years of service on the board of directors and to the sport of Triathlon. Staci officially leaves the board at the close of this meeting and Gabriela Gallegos will fill Staci's board seat representing the South Midwest Region at the close of the meeting.

Officer Election – Barry Siff

The NGC recommended a slate of officers be elected by the board to serve as part of a realignment with the departure of Staci Brode (Vice President) from the Board.

President – Barry Siff, Vice President – Jacqueline McCook, Secretary – Mike Wien, Treasurer – Kevin Haas

Motion: Rosinbum moved (and it was seconded) to approve the NGCs recommendation to elect the slate of officers.. Approved by secret ballot.

Meeting ended at 11:13 AM.

Respectfully Submitted:

Mike Wien
USA Triathlon Board Secretary