

**Minutes
USA Triathlon Board of Directors
Board Meeting
January 25 and 26, 2020 - Tempe
Day One**

McCook called the meeting to order at 2:23 PM Mountain Time on January 25, 2020.

Board Members Present:

Susan Haag
Jacqueline McCook
Joel Rosinbum
Keri Serota
Gabriela Gallegos
Kevin Haas
Chuck Graziano
Ben Collins
Tekemia Dorsey

Board Members On Phone:

Allysa Seely
Monica Paul

Board Members Absent:

Henry Brandon

Ex Officio

Barry Siff

USAT Staff in Attendance:

Rocky Harris - CEO
Victoria Brumfield – Chief of Staff
Sandra Cook – Executive Assistant and Governance Assistant Manager
Nellie Viner – Senior Counsel

President's Opening Remarks – Jacqueline McCook

Jacqueline welcomed all new board members and Barry as Ex Officio. Focus of meeting will be to kick off Strategic Plan process.

Approval of Minutes – Keri Serota

Minutes for the December 7 board meeting in Colorado Springs approved with a motioned by Joel, seconded by Susan. Chuck and Ben abstained due to not being present at the 12/7/19 meeting.

CEO Report – Rocky Harris

- Rocky mentioned impact of this week: 600 in attendance at Endurance Exchange, Hall of Fame gala, Partner Summit and Fantasy Camp.
- Working with ASU innovation staff to think big and use LA2028 as our guiding light. How can we be relevant to more than just our community?
- Discussions around organizational structure – deficits and strengths.
- Prize money (60K) will be offered at ITU World Cup for the first time for Paratriathlon. This will be used to hopefully paint the picture for other races/countries to follow suit, especially developed countries

ACTION ITEM: Rocky to look at possibly also having prize money at PATCO

- Rocky proposed removing \$100k sponsorship thresholds for Marketing Committee and Board approval, and instead focus on categories that could impact brand image and USAT reputation for formal discussion/approval.

ACTION ITEM: Chuck Menke will work with Jacqueline and the Marketing Committee to provide a recommendation and resolution to the board

- Discussed the Vitamins & Supplements partnership category – The Board felt there was liability with a partnership with a company that has banned substances in its product line-up, even if those products are excluded from the partner agreement. The Board determined that USAT will NOT partner with companies that have banned substances in any products unless there is clear and prominent messaging for banned substances on their website and product labels. The board supported partnerships with companies that have no banned substances in its products AND certification from one of the three third-party certification bodies from USADA-recommended agencies (NSF Certified, Informed Choice or Banned Substances Control Group) on the products USAT will market to its membership.
- Working on a new youth approach that segments youth population, working with an agency to rework the model.
- Discussed diversity & inclusion strategy to develop leadership pathways for underrepresented individuals.
- T3 Athlete Transition Program model being developed to support athlete career transition post-triathlon.

Strategic Plan 2028 Big Ideas – ASU Innovation Lab

- In preparation for the 2028 Strategic Planning process, board began an ideation process to generate thought-starters for the planning process.
- Cary Lopez and Clayton Taylor, leaders in Innovation and Strategic Initiatives from ASU, facilitated a two-hour session to re-imagine the sport of triathlon.
- The process was focused on identifying our core values, envisioning our future, and articulating what we want to accomplish as a sport over the next decade.

Meeting was adjourned at 6:22 PM and will reconvene on Sunday at 8:30 AM.

Minutes
USA Triathlon Board of Directors
Board Meeting
January 25 and 26, 2020 - Tempe
Day Two

McCook called the meeting to order at 8:35 AM Mountain Time on January 26, 2020.

Board Members Present:

Susan Haag
Jacqueline McCook
Joel Rosinbum
Keri Serota
Gabriela Gallegos
Kevin Haas
Chuck Graziano
Ben Collins
Henry Brandon
Tekemia Dorsey

Board Members On Phone:

Allysa Seely
Monica Paul

Ex Officio

Barry Siff

USAT Staff in Attendance:

Rocky Harris - CEO
Victoria Brumfield – Chief of Staff
Sandra Cook – Executive Assistant and Governance Assistant Manager
Nellie Viner – Senior Counsel

Strategic Plan – Current Plan Review

- Victoria Brumfield provided a Strategic Plan 2028 process plan overview.
- Staff lead: Victoria, Board lead: Gabriela Gallegos, Working Group: USOPC facilitation: Avery Wilson, 6-10 constituent & industry experts, board reps: Jacqueline & Gabriela, USAT executive team.
- Plan development sessions, review, refinement and updates throughout 2020, board to review progress in July, board approval Dec 2020, public launch Jan 2021.

Conflict of Interest Discussion - Nellie Viner

- Nellie reviewed code of ethics & disclosure forms.
- Jacqueline mentioned that due to its composition, there would be inherent conflicts of interest among board members, however, that would not necessarily be a disqualifier as long as the potential conflict were disclosed and any appropriate recusal or abstention in voting be exercised.
- Board will be aware of all potential conflicts/disclosures of other board members.
- Updates will be made to out of date code of ethics document.

ACTION ITEM: Nellie to review and identify exactly who/what members (i.e Board Members, Foundation Trustees, Committee Chairs etc.) need to complete disclosure forms.

ACTION ITEMS: Board member to complete and submit forms to Nellie by **January 31, 2020**.

Committees – Jacqueline McCook, Gabriela Gallegos, Nellie Viner

- Group reviewed End of Year Review committee reports.

ACTION ITEM: Nellie to follow up directly with Ethics Committee regarding optimal approach for Conflict of Interest disclosures, including being made available to the Ethics Committee.

- Suggestion to consider including a Strategic Diversity Committee for 2020.
- Discussion about ensuring all subdisciplines (off road, aquabike etc.) are represented via a multisport committee, similar to the way it is at ITU.

ACTION ITEM: Rocky, Tim Yount, Chuck Graziano and team to review best way to ensure full representation and alignment as it pertains to committees (i.e. Du, Multisport, etc.)

- Group reviewed SOP: On Standing committees, Board Liaisons do vote, staff members do not. Other committees, neither board liaisons nor staff members vote.

ACTION ITEM: Nellie to check in with USOPC auditor regarding athlete representation on committees and if committee count does/does not include non-voting board liaisons and/or staff liaisons.

- Discussion surrounding if committee grants should be going through USAT Foundation.
- Goal to develop diversity among committees. Pathways program to assist with this initiative.

ACTION ITEM: Rocky to share Pathways Program Priority Plan and Committee application form to board for review and provide feedback by **February 5, 2020**.

Approval of Committee Standard Operation Procedures

- Kevin made the motion, Joel seconded, it was approved unanimously.

ACTION ITEM: Board liaison to reach out to Staff liaison, Committee Chair, any other board members on the committee to review objectives, mission, composition and structure of the committee. Board liaison to make recommendations to Nellie by **February 13, 2020**.

Strategic Plan 2020 Review:

- The group provided insight and input on mission/vision, guiding principles and key focus areas.

Misc. & Wrap Up Discussion – Victoria Brumfield, Jacqueline McCook & Rocky Harris:

- Vic commented on how valuable Slack has been for staff communication. She proposed a private Slack group for board.

Ben motioned to try Slack for 3 months as primary method of communication including sending critical operational messages over email to the board as well (board member emails listed individually). Joel seconded, and board approved unanimously.

Meeting was adjourned at 12:12 PM with a motion by Joel, seconded by Susan. There was unanimous approval.

Respectfully Submitted:

Keri Serota
USA Triathlon Board Secretary