

December 9-10, 2023 USAT Board Meeting Minutes

Location	Date	Time	Format
USOPC Museum, Colorado Springs	December 9, 2023	9:00 AM MST	In-Person

In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Chuck Graziano	Secretary	Present
William Huffman	Treasurer	Present via remote
Gabriela Gallegos	Director	Present via remote
Laura Oliphant	Director	Present
Keri Serota	Director	Present
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present via remote – arrived in person midafternoon
Scott Sternberg	Director	Present
Erin Storie	Director	Not Present
Katie Zaferes	Director	Present
Alyssa Seely	Ex-Officio	Not Present
Leslie Knibb	Director-Elect	Present at 1:25 PM
Dylan Sorensen	Director-Elect	Present
Others Present		
Victoria Brumfield	CEO	Present
Camellia Noriega	Associate General Counsel	Present
Trevor Sullivan	Executive Assistant	Present
Damilola Sule	Staff Attorney	Present

1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 9:04 AM MST on December 9, 2023.
- At that time, a quorum was confirmed.

2. Chairperson's Opening Remarks

- Joel Rosinbum welcomed everyone to the meeting and welcomed new board members Dylan Sorensen and Leslie Knibb.
- Joel reviewed the requirement to disclose any potential conflict of interest that any board member has with any of the items on the agenda and asked if anyone had

anything to disclose. There were no potential conflicts of interest disclosed by any member.

- It was noted that officer elections will take place in January. Anyone interested in being an officer should contact the Nominating and Governance Committee with their letter of interest.

3. Approval of Minutes:

MOTION	Henry Brandon	Chuck Graziano	
To approve the minutes of the board meetings of 7/15/2023, 7/25/2023, 8/2/2023, 8/3/2023, 9/26/2023, 9/28/2023, 11/15/2023 and 12/7/2023 meetings with the following corrections: Add Laura Oliphant’s name to roster of board members for all remote meetings from July 2023 through December 2023 and correct the spelling of her name in all minutes and amend minutes of 2/7/2023, 2/13/2023, 4/22/2023 and 6/20/2023 remote meeting by correcting the roster of board members.			
CARRIED			

4. CEO Report- Victoria Brumfield

Victoria Brumfield updated the board and summarized the highlights of 2023, including:

- Sponsorship funding is an area of risk and we are experiencing unprecedented defaults since the high mark in 2020-2021.
- The USOPC audit has been completed and USAT is doing business in a dramatically different way as a result of USOPC requirements.
- There has been a significant change in our structure during the year, and many new faces are filling key positions.
- Outside Magazine has designated USAT as a Notable Mention “Best Places to Work” based upon staff surveys. This is the fourth consecutive year that USAT has achieved that distinction.
- The focus for the coming year is going to be on value and engagement, high performance and increasing revenue.

5. What the Executive Leadership Team is Most Excited about in 2024

- Krista Prescott, Chief Marketing and Growth Officer, discussed the transformation of USAT from a “pillars and silos” environment to a coherent ecosystem.
- Andre Schunk, Chief Strategy Officer, discussed evolving the sponsorship program with a new context, new approach and new scale, and the Strategic Plan Refresh.
- Tim Yount, Chief Sports Development Officer, discussed the growth of the high school program, and stated that high school clubs grew in 2023 from 4 in 2020 to 90. He also stated that his focus will be on collegiate clubs and NCAA.

- Scott Schnitzpahn, High Performance General Manager, discussed the upcoming Paris Olympic Games and the schedule of Men’s, Women’s and Para events.
- Christi-Marie Butler, Chief Development Officer, discussed her vision for the development of the USAT Foundation.
- Sheri Trahern, Chief Financial Officer and Chief Operations Officer discussed the opportunity for staff leadership development and the use of Predictive Index in interpersonal relationships. Sheri also will be working to expand the financial acumen across all levels in the organization.

6. Governance and Board Member Training- David Patterson

Dave Patterson, USOPC Senior Governance Advisor, provided a presentation to the board on good governance and best practices for board members including a description of the three duties of a board member: Duty of Loyalty, Duty of Care and Duty of Obedience.

7. Treasurer’s Report & Budget Approval- Sheri Trahern, William Huffman and Victoria Brumfield

Victoria Brumfield, Sheri Trahern and William Huffman presented a summary of the financials as of October 31, 2023 and a proposed 2024 budget. The board discussed the budget and expressed concern about the projected 2023 year-end financial result as well as the proposed 2024 potential result and asked that Victoria come back to the board with plans to improve on the proposed 2024 PNL. Following discussion, the following action was taken:

MOTION	Yvonne Spencer	Felix Stellmaszek	
To approve the proposed budget calling for income of \$17,023,214 and expenses of \$18,192,811, subject to additional information to be provided by the executive team in early 2024.			
CARRIED			

8. Adjournment

MOTION	Chuck Graziano	Laura Oliphant	
To adjourn the meeting			
CARRIED			

The meeting adjourned at 5:03 PM MST.

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Henry Brandon	Vice Chair	Present
Chuck Graziano	Secretary	Present
William Huffman	Treasurer	Present via remote
Gabriela Gallegos	Director	Present via remote
Laura Oliphant	Director	Present
Keri Serota	Director	Present – left midmorning
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present
Scott Sternberg	Director	Present
Erin Storie	Director	Not Present
Katie Zaferes	Director	Present
Alyssa Seely	Ex-Officio	Not Present
Dylan Sorensen	Director-Elect	Present
Others Present		
Victoria Brumfield	CEO	Present
Camellia Noriega	Associate General Counsel	Present
Trevor Sullivan	Executive Assistant	Present
Damilola Sule	Staff Attorney	Present

1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 9:15 AM MST on December 10, 2023.
- At that time, a quorum was confirmed.

2. 2024 Board Schedule

The board discussed its 2024 meeting schedule and came to the following consensus as a tentative meeting schedule for the year:

- Q1-1/29/2024, 4:00 PM PST- Virtual Meeting
- Q2-4/27/2024, Meeting at UNC, Charlotte, NC.
- Q3-9/13/2024, Meeting in Atlantic City during AGNC.
- Q4-December 7-8, 2024, Meeting in Colorado Springs

- The proposed “standard agenda format” will be used as a base for each meeting, and adjusted to fit items to be discussed at each meeting.

3. Committee Review- Purpose and Use of Committees- Joel Rosinbum, Victoria Brumfield

The board reviewed each committee from a structure and any need for change from the perspective of the staff and board liaisons.

- AAC-No change
- Compensation Committee-No change
- Ethics- No change
- Finance and Audit- No change
- Judicial Committee-No change
- Nominating and Governance- No change
- Age Group Committee- No change
- Collegiate Club Committee- No change
- Hall of Fame Committee- No change
- International Relations- Disposition tabled until January meeting.
- National Coaching Committee- Several members are stepping off this year and new members will be appointed, refreshing the committee.
- Paratriathlon Committee- Recommendation to rename the committee to Paratriathlon Development Committee, to change and clarify focus.

MOTION	Yvonne Spencer	Chuck Graziano	
To change the name of the Paratriathlon Committee to Paratriathlon Development Committee			
CARRIED			

Joel Rosinbum left the meeting at 9:57 AM.

- Marketing- After discussion, the following action was taken:

MOTION	Keri Serota	Laura Oliphant	
To dissolve the Marketing Committee			
CARRIED			

- Race Directors Committee- Recommendation to clarify the mission of this committee and set clear parameters.
- Women’s Committee- Recommendation to re-establish this committee as a DEIA Committee or Task Force

MOTION	Chuck Graziano	Keri Serota	
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To dissolve the Women’s Committee and establish a DEIA Committee and request staff to develop a committee structure and purpose for the board to adopt.			
CARRIED			

4. World Triathlon Update- Gabriela Gallegos

Gabriela Gallegos provided an update on World Triathlon and noted the significant changes that are likely to come about in 2024, which is an election year for the executive board and for some committees. Marisol Casado has indicated that she is not going to run for an additional term as President.

5. Compliance, Risk and Legal- Camellia Noriega

The USOPC audit is now complete and USAT is 100% in compliance. As a result, USAT has been recertified as an Olympic NGB. SafeSport is also 100% in compliance.

There is a bylaw change regarding “Actively Engaged Athletes” that Camellia asked to board to approve for posting on the website for 30 days for member comment.

MOTION	Laura Oliphant	Felix Stellmaszek	
To approve posting a proposed bylaw change regarding “Actively Engaged Athletes” on the website for 30 days for member comments.			
CARRIED			

6. Executive Session

MOTION	Chuck Graziano	Yvonne Spencer	
To go into executive session			
CARRIED			

MOTION	Chuck Graziano	Katie Zaferes	
To come out of executive session			
CARRIED			

7. Closing Remarks- Henry Brandon

Henry Brandon noted that Joel would have liked to be here but had to leave the meeting due to feeling ill. Henry Acknowledged Chuck Graziano for his 12 years of service on the Board of Directors of USA Triathlon and thanked him for his service.

Chuck expressed his appreciation for the relationships created over his years on the board, and thanked everyone for some very fulfilling years.

8. Adjournment

MOTION	Felix Stellmaszek	Katie Zaferes	
To adjourn the meeting			
CARRIED			

The meeting adjourned at 12:09 PM MST.