



Election and Selection Policy

Last Updated April 2025

This policy outlines USA Triathlon’s policy for the election of general directors and athlete directors to the USA Triathlon Board of Directors (the “Board”), the election of athlete representatives to the Athlete Advisory Council (the “AAC”) and the selection of independent directors to the Board.

Broad and robust participation in elections is important to the long-term success of USA Triathlon. USA Triathlon’s annual members are the foundation of this membership-based organization and their voices along with those of our elite athletes are vital in helping shape the future of the sport. A vocal, engaged and voting body ensures the best interests of multisport athletes across the country are heard and heeded at the national level. To that end, USA Triathlon will facilitate clear and timely communication regarding calls for nominations for candidates and election dates. It is intended that USA Triathlon elections shall be as free from unfair influence and manipulation as is reasonably possible. Elections shall be by written ballot or electronic means. Board of directors and other governing board members should be selected on merit without regard to race, color, religion, national origin, or sex.

I. GENERAL

Independent Outside Election Company. The Chief Executive Officer of USA Triathlon (CEO), or the General Counsel on their behalf, will retain an independent outside organization which will be responsible for collecting the ballots, counting the votes, and certifying the election results.

Voting Members.

To be eligible to vote in an election for General Directors (a “Member”), an individual must be:

- a citizen of the United States,
- at least eighteen (18) years old, and
- an annual member of USA Triathlon in good standing 30 days’ prior to the date of the election.

Members who are “Elite 10 Year Athletes” (as defined below) are not eligible to vote in General Director elections.

To be eligible to vote in an election for Athlete Directors, an individual must be an “Elite 10 Year Athlete”.

Candidates.

General Director and Athlete Director candidates must be:

- members of USA Triathlon in good standing at the time of nomination,
- citizens of the United States,
- eighteen (18) years of age or older, and
- meet the qualifications contained in Section 6.4 of the USA Triathlon Bylaws. These qualifications include but are not limited to (i) having the highest personal and professional integrity (ii) demonstrating exceptional ability and judgment and (iii) effectiveness, in conjunction with the other Directors, in collectively serving the long-term interests of USA Triathlon.

In addition, with respect to Athlete Director candidates such candidates must either meet the definition of “Elite 10 Year Athlete” or “Elite 10 + Year Athlete”, as laid out in the USA Triathlon Bylaws. With respect to AAC candidates, such candidates must meet the definition of “Elite 10 Year Athlete”, as laid out in the USA Triathlon Bylaws. The definitions of “Elite 10 Year Athlete” or “Elite 10 + Year Athlete” are contained in Section 6.8 of the USA Triathlon Bylaws.

Independent Directors must be “independent” as described in Section 6.7 of the Bylaws.

II. COMPOSITION OF THE BOARD OF DIRECTORS

The Board is comprised of Athlete Directors, General Directors and Independent Directors.

Athlete Directors

Four Directors on the Board of Directors will be Athlete Directors and the term for an Athlete Director is two years, unless an Athlete Director is also elected as USA Triathlon’s representative or alternate to the Team USA Athletes’ Commission (AC), in which case the term is four years. USA Triathlon’s representative to the Team USA AC will be one of the Athlete Directors. At least three of the Athlete Directors will be “Elite 10 Year Athletes” and one of the Athlete Directors may be an “Elite 10+ Year Athlete”.

At least one Athlete Director should have contested a competition in each of the following: (i) as a female; (ii) as a male; (iii) in an Olympic competition as defined in the USA Triathlon Bylaws Section 6.8 or (iv) in a Paralympic competition, as defined in the same. Where the nominee pool of Athlete Directors would not enable the Board to be in compliance with this requirement, the Athlete Directors being elected shall be elected by plurality of votes.

Athlete Directors will be elected by eligible athlete voters who must be “Elite 10 Year Athletes”.

General Directors

Four Directors on the Board will be General Directors and the term for a General Director is four years. General Directors will be elected by a vote of the General Members. USA Triathlon members who wish to run for a General Director position should ensure they meet the qualification criteria set forth above and should express their interest in running for a General Director position by responding to USA Triathlon's call for nominations.

Independent Directors

Four Directors on the Board will be Independent Directors and the term for an Independent Director is two years. Independent Directors will be selected by the Board.

General

Partial terms: In the event that there is a Board vacancy, the relevant election or selection process will be followed to fill the vacancy. If the remaining term is less than half of the full term, the incoming Director will not be deemed to be serving a full term for the purposes of counting consecutive terms and applicable term limits. If the remaining term is half or more than half of the full term (e.g., 2 years and 2 months remaining for a general director), then the incoming Director will be deemed to be serving a full term for the purposes of counting consecutive terms and applicable term limits.

Staggered terms: Elections and/or selections shall take place so as to ensure a staggered Board system. If the Board election/selection cycle becomes unstaggered, the Nominating and Governance Committee (NGC) may take steps to effectuate staggered terms and reinstate the cycle. The NGC will designate any such term changes for General Directors prior to the start of the elections and will announce the changes publicly.

III. ELECTION PROTOCOLS

Athlete Directors

Athlete Directors are elected by eligible athlete voters who must be "Elite 10 Year Athletes".

The AAC may identify prospective Elite 10 Year Athletes and/or Elite 10+ Year Athletes, as applicable, as potential Athlete Director candidates. USA Triathlon Legal team (USAT Legal) will also launch a call for nominations for Athlete Director candidates.

Before the NGC commences its review of potential candidates who responded to the call for nominations, USA Triathlon staff will review the athletes' eligibility based on the Elite 10 Year definitions contained in Section 6.8 of the USAT Bylaws and confirm eligibility to the NGC. The NGC will confirm the eligibility of the candidates and will submit the final slate of candidates for the Athlete Director elections.

USAT Legal will collate the Athlete Director candidate names and co-ordinate with the independent Election Company to launch the election. Details of the Election will be posted on the USA Triathlon website.

Election Cycle. Two Athlete Directors will be elected in odd years (to begin serving in the following even year). One Athlete Director will be elected in even years (to begin serving in the following odd year). In Summer Olympic years, an additional Athlete Director (i.e., fourth) will be elected to serve as the USA Triathlon representative to the Team USA AC and will simultaneously serve as an Athlete Director on the USA Triathlon Board of Directors.

Athlete Director Roll Down. For the election of Athlete Directors, candidates will be elected by receiving the most votes so long as all requirements in Section II are met. If the eligibility requirements in Section II will not be satisfied by the Athlete Directors remaining on the Board, the following will apply:

Two Open Positions: When two positions are up for election, provided that the criteria can be satisfied by any one of the candidates, the candidate with the highest number of votes will fill the first open position. The second candidate with the highest number of votes who satisfies the remaining missing criteria will be the winner of the second open position.

If the criteria cannot be satisfied by any of the candidates, the call for nominations will be extended until such criteria can be found.

One Open Position: In years where one position is open for election, the candidate with the highest number of votes who satisfies the missing criteria is the winner. USA Triathlon may decline to add to the ballot any candidates who do not satisfy the missing criteria. If the criteria cannot be satisfied by any of the candidates, the call for nominations will be extended until such criteria can be found.

General Directors

General Directors will be elected by a vote of the General Members. The Board (with input from USA Triathlon's CEO) shall determine preferred skill sets and criteria for the candidates and will send them to the NGC prior to the election process. The skill sets and criteria will be included in the call for nominations.

The NGC will vet all candidates who responded to the call for nominations by reviewing their submissions and any criteria set by the Board. The NGC may vet the candidates by requesting further information and/or holding interviews; where appropriate, the NGC may invite Board members to these interviews.

Once the call for nominations has closed in an election cycle, USA Triathlon's executive team may review all nomination applications. The team will assess whether it has any knowledge of a specific candidate that may be relevant to the NGC's assessment of the candidate's ability to serve in one of the open positions and, if so, may share such information with the NGC.

The NGC will recommend a final slate of candidates for General Member vote, comprising a minimum of two and up to three candidates for each General Director seat to be on the ballot unless fewer than this number of candidates expressed interest in running for election. The NGC should consider all candidates in a fair manner and ensure selections are aligned with the skills, attributes, background, and expertise outlined in the call for nominations.

General. USAT Legal will collate the General Director candidate names and co-ordinate with the independent Election Company to launch the election. Details of the Election will be posted on the USA Triathlon website.

Independent Directors

Independent Directors are selected by the Board.

USAT Legal will notify any current USA Triathlon Independent Directors of their expiring term and the selection timeline and request an indication of interest for the next term.

If any Independent Directors wish to be retained, the Directors will vote on whether the Independent Director(s) will be retained to serve another term during the Q3 board meeting.

During the discussion for retainment, all board members (except the Independent Directors standing for vote of retention) will discuss the Independent Director(s) in question. The Independent Director(s) will recuse themselves from the meeting during the discussion of their candidacy(/ies). Following the vote, the Independent Directors will be notified of the result immediately.

If any Independent Director is not retained (or there is a vacancy due to term limits), the Board shall discuss and confirm the skill sets and criteria for Independent Directors, with input from USA Triathlon's CEO.

USAT Legal will put out a call for nominations to the public for the Independent Director position; such call will remain open for 30 days and details of the criteria and skill sets that the Board is seeking will be provided. USAT Legal will provide the results to the NGC for them to vet the candidates, along with the criteria and skill sets that the Board is seeking. This process may include interviews which USA Triathlon staff and/or Board Liaison(s) may be invited to attend by the NGC.

The NGC Chair, on behalf of the NGC, shall present to the Board a pool of recommended candidates for each open Independent Director seat. The Board may request additional information from the candidates as part of the selection process (e.g., further written submissions or candidate presentations, etc.) and may also interview the candidates.

The Board of Directors will vote on the Independent Director candidates in Q4 and will have up to two weeks for this vote. After the necessary checks on the successful candidate(s) have been completed, the Independent Director results will be announced.

Athlete Advisory Council

AAC representatives will be elected by eligible athlete voters who must be “Elite 10 Year Athletes”. The AAC may identify prospective Elite 10 Year Athletes in partnership with the committee chair as potential candidates.

The NGC will confirm the eligibility of the candidates and will submit the final slate of candidates for the AAC elections. Before the NGC commences its review of potential candidates who responded to the call for nominations, USA Triathlon staff will review the athletes’ eligibility based on the Elite 10 Year definitions contained in Section 6.8 of the USAT Bylaws and confirm eligibility to the NGC.

The four Athlete Directors are also members of the AAC (upon their election to the Board).

IV. CANDIDATE SUBMISSION REQUIREMENTS FOR DIRECTOR POSITIONS

Candidate nomination submissions must include the following:

- The name, address, contact number, e-mail address and annual membership number of the nominee;
- A written description of the nominee, their platform and alignment with the skill sets and criteria set forth in the call for nominations;
- The nominee’s resume; and
- A completed Conflict of Interest disclosure form.

If the submission does not include the foregoing, the submission may be rejected by USA Triathlon.

V. KEY ELECTION MILESTONES

Calendar. In the first quarter of every calendar year, the CEO or their designee will set the election calendar for that year for review by the Board in the Q2 board meeting.

Candidate Skill Sets. The Board (with input from USA Triathlon’s CEO) will indicate the skill set, criteria, attributes, and expertise it would like to see in the General Director candidates before the call for nominations is issued in Q2.

Call for Nominations. On an annual basis, following confirmation of the election calendar and usually in Q2, USA Triathlon will make a call for nominations for General Directors and/or Athlete Directors to fill the requisite vacancies. Nominations will be open for at least 30 days. Once USA Triathlon receives nominations, it will forward the details of them to the NGC for review and/or vetting per Section III.

NGC Role. The NGC will coordinate with the Board as part of its vetting process.

Ballots. Ballots will be made available to the relevant voting bodies of USA Triathlon for at least 30 days, during which time, candidate information (such as name and candidate statement) will be posted on USA Triathlon's website.

Election Results: Election results will be announced as soon as possible after the ballot closing date, and in any event no later than two weeks after this date. For three days following the announcement of the results, any interested party may submit a protest to USA Triathlon regarding the results of the board of director elections. An interested party means an individual who was involved in the relevant election (i.e., as a candidate, eligible voter, participant in the call for nomination process for that election vote). If no protest is received by USA Triathlon, the results are automatically considered final. In the event of a protest, USA Triathlon will investigate the protest and resolve before finalizing the results.

Election results will be certified by USAT Triathlon within two weeks of the election protest deadline.

Summer Olympic Games Years. In years during which the summer Olympic Games are held, the election timeline will be adjusted for candidates running for Athlete Director and AAC positions.

- USAT will make the Call for Nominations for eligible athletes in mid-April. The nomination period shall close no earlier than two weeks after the Olympics or Paralympics, whichever is later.
- Communication regarding the Call for Nominations will be comprehensive, including by Olympic and Paralympic athlete newsletters, email, and social media channels.