

Virtual USAT Board Meeting Minutes

Location	Date	Time	Format
Slack Channel	June 20, 2023	N/A	Virtual

In Attendance

Board Members Present		
Joel Rosinbum	Chair	Present
Henry Brandon	Vice Chair	Present
Chuck Graziano	Secretary	Present
William Huffman	Treasurer	Present
Gabriela Gallegos	Director	Present
Erin Storie	Director	Present
Keri Serota	Director	Present
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present
Scott Sternberg	Director	Present
Alyssa Seely	Ex-Officio	Present
Katie Zaferes	Director	Present

Minutes

- Approval to Post Recommended Bylaw Change on Website:** The USA Triathlon (“USAT”) Board of Directors reviewed a proposed amendment to the bylaws, which would ensure the maintenance of staggered board member terms and to update the name of the Athletes Advisory Council to Athletes Commission, to be consistent with the USOPC.

MOTION
<p>To post bylaw changes on the USAT Website for member comment, specifically:</p> <ol style="list-style-type: none"> Changing the term USOPC Athletes Advisory Council to USOPC Athletes Commission in the table of contents and in all places found within the bylaws. Changing sections 6.9, 6.10 and 6.11 related to board member terms of office to read: <p><u>Section 6.9. Staggered Board.</u></p> <p>Directors of the Board shall be elected/selected so as to implement a staggered Board system.</p> <p>If at some point the Board election/selection becomes unstaggered, the Nominating and Governance Committee shall designate prior to election/selection of a board whether a General Director is serving a term that that is one (1) year, two (2) years or four (4) years to effectuate equally staggered terms and return the elections to a staggered Board. Any change in the term of General Director under this Section will be publicly announced on USA Triathlon’s website before the election start date.</p>

Section 6.10. Board Term.

Unless otherwise directed by the Nominating and Governance Committee in order to effectuate a staggered Board pursuant to Section 6.9), the term of office for a General Director of the Board shall be four (4) years, and the term of office for an Athlete Director and Independent Director of the Board shall be two (2) years. If the Nominating and Governance Board designates a different term for a Director pursuant to Sections 6.9 and 6.10, the Board term limits will be determined consistent with Section 6.11 below.

USA Triathlon should nominate and elect a successor General, Athlete or Independent Director at least thirty (30) days prior to the end of a director's term.

Section 6.11. Board Term Limits.

No Director of the Board shall serve more than two (2) consecutive four (4) year terms, or four (4) consecutive two (2) year terms, or combination thereof, totaling eight term years, whichever is applicable. Under no circumstances will a director serve more than ten (10) consecutive years on the Board.

Athletes elected to serve as the USA Triathlon representative to the USOPC Athletes Commission may extend their term limit, subject to the eligibility requirements in Section 10.2 of these Bylaws.

After an individual has met this eight-year term limit, the individual must spend at least one (1) term off the Board of Directors before the individual may serve as a director again.

A "term" for purposes of the Board term limit is more than 50 percent of a Board vacancy where the term is set by the Bylaws or by Nominating and Governance Committee under Sections 6.9 and 6.10.

CARRIED			