

USAT Board Meeting Minutes

Location	Date	Time	Format
Westin Conf. Ctr., Irving, TX	April 22, 2023	9:00 PM CDT	In-Person

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	Via Remote- Afternoon Only
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	Not Present
Katie Zaferes	Director	Not Present
Others Present		
Victoria Brumfield	CEO	Present
Sheri Trahern	Chief Financial Officer	Present
Camellia Noriega	Associate General Counsel	Present
Emma O'Brien	Youth Programs Coordinator	Present
Trevor Sullivan	Executive Assistant	Present

1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 9:02 AM CDT on April 22, 2023.
- At that time, a quorum was confirmed.

2. President's Opening Remarks

- Joel Rosinbum welcomed everyone to the meeting. He 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.
- Joel also pointed out that communication on the Slack Channel should be limited in scope to avoid potential misinterpretations in the future.

3. Approval of Minutes:

MOTION	Chuck Graziano	Felix Stellmaszek	
<p>To approve the minutes of the January 14th, January 20th, February 7th, February 13th, and March 6th meetings with the following changes:</p> <ul style="list-style-type: none"> - In the minutes of February 7th, there was a Scrivener's' error in approved selection criteria, specifically, <p>Below is the original section regarding discretion in the approved selection criteria. It currently has the "December 31, 2023" as the end of the discretionary period. That is a typo and is incorrect, and not what the group had agreed on. We adjusted the date to July 1, 2024 (as it reads correctly below). July 1, 2024 is also the end of the qualification period which is what was done on the Olympic side as well:</p> <p style="text-align: center;"><i>The Paralympic Games Athlete Selection Panel (Panel) may (but is not required to) consider performances achieved in the following World Triathlon events in no priority order if they are required to use discretionary selection to make the Team determinations per Section 1.3(iv). Performances must have occurred at the following events between March 1, 2023 and July 1, 2024. December 31, 2023.</i></p> <ul style="list-style-type: none"> - In minutes from the March 6th meeting, under Item 3, Membership Pricing, in first bullet point, delete everything after the first sentence. Also, delete the second bullet point. 			
CARRIED			

4. Youth Update- Emma O'Brien

Emma O'Brien presented plans for expanding the sport of Triathlon by growing the youth segment. Areas of focus will include the introduction of new programs, the expansion and scaling of existing programs and the introduction of new benefits of membership and participation by youth.

5. CEO Report- Victoria Brumfield

Victoria presented her report for her first five months as CEO. Accomplishments of note include filling the roles of her leadership team. She introduced recent additions, which includes Scott Schnitzpahn, High Performance Manager, Cameillia Noriega, Associate General Counsel, Sheri Trahern, Chief Financial Officer, Krista Prescott, Chief Growth and Marketing Officer, Andre Schunk, Chief Strategy Officer and Heather Kissack, Human Resources Director. Other areas of focus during the first five

months included constituent relationships, business planning and optimizing organizational structure.

6. Treasurer’s Report- Sheri Trahern and William Huffman

Sheri Trahern and William Huffman presented the Treasurer’s Report. Actual operating performance is on track with budget. Year to date losses as of February 28th were \$649k, which seasonally adjusts to budget expectation. The February financial statements also do not reflect a transfer that was made after the closing date from the USAT Foundation for funding of the high-performance program.

It was suggested that the board receive financial reports for review prior to the board meeting so that the information could be digested. It was further requested that quarterly financial statements be provided to the board once they have been reviewed by the finance committee in order for the board to stay abreast of USAT’s financial position.

7. Risk and Compliance Updates- Camellia Noriega

USOPC Audit Report, Proposed bylaw changes, Congressional Commission.

Camellia reviewed bylaw changes that were requested as a result of the USOPC audit. These changes, which are minor in nature, have been incorporated into the bylaws and will be sent to USOPC for approval and then submitted to the board for final approval. No action by the board is needed at this time.

8. Membership Structure- Victoria Brumfield

Victoria reviewed the current issues and data on membership structure and the board discussed various options. The board’s consensus was to further discuss this issue at the July meeting, inasmuch as timing for any changes would not have a major impact on the current year.

9. Executive Session- Joel Rosinbum

MOTION	Keri Serota	Yvonne Spencer	
To go into executive session			
CARRIED			

MOTION	Chuck Graziano	William Huffman	
To come out of executive session			
CARRIED			

10. Adjournment

MOTION	Keri Serota	Gabriela Gallegos	
---------------	-------------	-------------------	--

To adjourn the meeting			
CARRIED			

The meeting adjourned at 4:47 PM CDT.