

USAT Board Meeting Minutes

Location	Date	Time	Format
Long Beach Hilton, Long Beach, CA	July 15, 2023	10:00 AM PDT	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	Present
Laura Olifant	Director	Present
Keri Serota	Director	Present via remote
Colonel Yvonne Spencer	Director	Present
Felix Stellmaszek	Director	Present via remote
Scott Sternberg	Director	Present
Erin Storie	Director	Present
Katie Zaferes	Director	Not Present
Alyssa Seely	Ex-Officio	Not Present
Others Present		
Victoria Brumfield	CEO	Present
Sheri Trahern	Chief Financial Officer	Present
Camellia Noriega	Associate General Counsel	Present
Krista Prescott	Chief Marketing and Growth Officer	Present
Trevor Sullivan	Executive Assistant	Present
Megan Ritch	Sr. Mgr., Diversity, Equity, Inclusion & Access	Present

1. Call to Order/ Roll Call

- Joel Rosinbum called the meeting to order at 10:02 AM PDT on July 15, 2023.
- At that time, a quorum was confirmed.

2. Chairperson's Opening Remarks

- Joel Rosinbum welcomed everyone to the meeting and welcomed Laura Olifant as our new independent director.
- 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.

3. Approval of Minutes:

MOTION	Chuck Graziano	Yvonne Spencer	
To approve the minutes of the April 22 nd , June 7 th , and June 20 th meetings as submitted.			
CARRIED			

4. CEO Report- Victoria Brumfield

- The Q2 update was included in the board book for review.
- Gabe Cagwin will be leaving his position with the Foundation as of Friday, July 21, 2023. A search for replacements is underway. The board acknowledged Gabe’s accomplishment while at the helm of the Foundation.
- Victoria introduced Krista Prescott, Chief Marketing and Growth Officer, who joined the team in May.
- Megan Ritch has been moved up to Diversity, Equity, Inclusion and Access Senior Manager.
- Victoria stated that all constituent groups are growing. There are now more sanctioned races since 2019. Membership is up in almost all categories. Annual Members are on pace to return to 2018 levels. Youth membership is exceeding 2022 level but not pre-pandemic yet back to pre-pandemic level. One Day memberships are also up year over year.
- The new website has been launched, but still under development and in the process of making the transition from the (more than) 200,000 pages on the prior website.
- Victoria reviewed some of the categories that are putting pressure on USAT’s financials, including fixed costs including rent related expenses (\$406K cost) and compliance related costs (\$335K).

5. Membership Structure- Victoria Brumfield

- Victoria presented and recommended a new membership structure that she believed would better serve USA Triathlon and provide greater flexibility in memberships going forward. The fundamental levels of Bronze, Silver, Gold and Platinum do not include any changes to other categories such as lifetime memberships. The board discussed the recommendation and took the following action:

MOTION	Gabriela Gallegos	Chuck Graziano	
To approve the CEO’s recommendation to restructure the primary membership categories into Bronze, Silver, Gold and Platinum and adjust membership rates on an on-going basis to maximize growth, revenue and value, and further, to authorize			

the CEO to set the membership rates for each category on an ongoing basis consistent with their operational authority.			
CARRIED			

6. USA Triathlon Diversity, Equity and Inclusion Scorecard- Megan Ritch

- Megan presented the DEIA scorecard and summarized actions being taken.
- Examples include:
 - Organizational Priority- to establish a sustainable and scalable High School and Collegiate Clubs program, with a sub goal of establishing a collegiate club program at five HBCU's
 - Organizational Priority- To develop and launch a new website with content and monetization metrics, with a sub goal of ensuring that the website is ADA compliant and a process in place to ensure continual compliance.

7. Treasurer's Report- Sheri Trahern and William Huffman

- Interim financial reports as of May 31, 2023 were included in the board book. Sheri Trahern and William Huffman summarized them.
- Sheri Trahern and William Huffman also presented the 2022 audit for discussion and noted the very positive comments made by the auditor concerning the availability and organization of information needed to conduct the audit. Victoria recognized and expressed appreciation to Sheri for having stepped into a new position in January and being able to close out the prior year and produce information for the auditor in such a efficient manner. After discussion, the following action was taken by the board:

MOTION	Henry Brandon	William Huffman	
To accept the auditor's report			
CARRIED			

8. Governance, Risk and Compliance Updates- Camellia Noriega

- Camellia presented the status of the Governance Risk and Compliance audit. There are several bylaw refinements that are being requested most of which are not problematic or material in nature. One request was to require a vote of 66% of all athletes to remove an athlete representative from a committee. It was pointed out that this threshold would be impossible to achieve since a very small percentage of athletes vote. Camellia will ask to have this request modified.

9. International Update- Gabriela Gallegos

- Gabriela updated the board on international matters.

- The World Triathlon Congress will take place in September. The current president of World Triathlon, Marisol Casada, will reach her term limit and so a new president will be elected. Several other committee changes are anticipated at that time.
- Gabriela pointed to the difference being noticed between races being hosted by countries that are government supported versus those that are not supported. Governmental support creates a huge disparity for countries interested in hosting since expenses such as police services don't exist for race organizers in countries with government support, but which constitute a significant expense for others.

10. USA Triathlon Committee Updates

A. Age Group Committee- Chuck Graziano

The Age Group Committee meets every other month and works on areas including:

- Athletes of the Year criteria and selection
- Multisport Awards criteria and selection
- Clydesdale and Athena matters
- Hardship waiver review and approval
- Endurance Exchange recommendations for speakers and sessions
- Committee chair or designee attends Multisports Committee and Race Directors Committee meetings.

B. Multisport Committee- Chuck Graziano

Chuck reviewed recent activities of the Multisport Committee. Recent emails from the committee, including the resignation of the committee chair were discussed. After a full discussion of the history and function of the committee, the following action was taken:

MOTION	Laura Olifant	Yvonne Spencer	
Whereas the board finds that much of the work of the Multisports Committee duplicates other committees, it is the decision of the board to terminate the Multisports Committee.			
CARRIED			

C. Hall of Fame Committee- Felix Stellmaszek

Report from the Hall of Fame Committee deferred until the next meeting.

11. Board Assessment- Camellia Noriega

Board members are required to complete the board assessment prior to August 15, 2023. Time was provided and assessments were completed at the meeting by those present.

12. Executive Session- Joel Rosinbum

MOTION	Chuck Graziano	Yvonne Spencer	
To go into executive session			
CARRIED			

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

13. Adjournment

MOTION	William Huffman	Yvonne Spencer	
To adjourn the meeting			
CARRIED			

The meeting adjourned at 5:23 PM PDT.