



**PRE-L&L MEETING**

**OCTOBER 24, 2015**

**INDIANAPOLIS**

**USATF.ORG**



# MEETING **PURPOSE**

To discuss the proposed changes to our governing laws that will directly affect our current organizational structure. The goal is to find solutions.



# *WHERE WE ARE* **NOW**

- Largest annual budget in history: \$35M
- Record levels of athlete financial and programmatic support
- 10 new partnership announcements since 2013
- Establishment of two new, sponsor-driven competitions
- Increased international stature
- IAAF elections
- 2016 World Indoor and 2021 World Outdoor awards
- Greater financial controls and reporting

# *PROPOSED L&L* **CHANGES**

- Alter the existing makeup of the board of directors
- Extinguish the Nominating and Governance Panel, the constituent based group that selects the board; Board members directly selected by representative constituent group
- Board not allowed to vote for its chair; President is automatically the chair
- Volunteers make final decisions related to the operation of the business



# WHY IT **MATTERS**

The proposed changes may have the consequence of impacting our viability as a business entity.

- USOC will decrease funding and/or change our status
- Stakeholder relationships will change significantly
- Funding will decrease, impacting all constituents
- Staff retention
- Decrease CEO's ability to effectively guide the business of USATF





# **MAKE-UP OF THE BOARD OF DIRECTORS**

*ARTICLE 11 (B)*

- IAAF Council Member from the USA
- USATF President
- HP, nominated by the High Performance Division and selected by Nominating and Governance Panel
- LDR, nominated by the Long Distance Running Division and selected by Nominating and Governance Panel
- General Competition, nominated by the General Competition Division and selected by Nominating and Governance Panel
- Youth Athletics, nominated by the Youth Athletics Division and selected by Nominating and Governance Panel
- Official, nominated by the Officials Committee and selected by Nominating and Governance Panel
- Coach, nominated by the Coaching Advisory Committee and selected by Nominating and Governance Panel
- 5-C representative
- Three independent members selected by Nominating and Governance Panel
- Three International Athletes, elected by the International Athletes delegates



# MAKE-UP OF THE **NOMINATING & GOVERNANCE PANEL**

## ARTICLE 11 (E)

### HOW SELECTED:

- High Performance Division and the Coaches Advisory Committee -2 members of opposite gender
- Chair of AAC- 2 members, International athletes of opposite gender, approval of AAC
- LDR Division- 1 member
- General Competition and Officials- 1 member
- Youth Athletics Division- 1 member
- Miscellaneous: Each group should adopt and publish selection procedures; evaluated by Diversity and Leadership Development Committee; serve 4 year terms (not more than 8 consecutive)



# OPEN **DISCUSSION**

- Role of Board of Directors
- Nominating and Governance
- Notion of a Democracy



# OCT. 24 MEETING STRAW **POLL RESULTS**

- Allow for direct election of the 6 constituency-based board members by their respective Divisions or Committees in accordance with an established process
- Restructure Nominating & Governance Panel
  - to accept nominations of independent board members and to recommend those members to the Board
  - to verify that candidates selected for election by the 6 constituency based Divisions or Committees have been selected by the published process
- Remove existing bylaw that prohibits committee or division chairs from serving on the Board of Directors
- Retain the current language allowing the Board of Directors to select its own Chair
- Reject new language proffered that allows volunteers acting in their sports committees or otherwise to exercise control over the business aspects of USATF



# PRE-L&L MEETING

SATURDAY, OCTOBER 24, 2015, INDIANAPOLIS

On Saturday, October 24, a cross-section of USATF constituents and stakeholders met in Indianapolis to discuss the various governance changes that are being proposed in advance of the 2015 USATF Annual Meeting.

Association presidents, chairs of various committees representing Officials, Masters LDR, Women's Track & Field, Men's Track & Field, Master's Track & Field, athlete leaders, 5-C representatives, athlete agents and staff members were among the roughly 30 people in attendance. The meeting was moderated by CEO Max Siegel and Chairman of the Board, Steve Miller.

## **WHAT IT WAS**

The meeting was devoted to discussing the L&L changes that will directly affect our organizational structure and which may affect the ability of USATF's viability as a business entity. The goal was to collaborate on solutions.

## **WHAT WAS AGREED UPON**

- **Constituent-Based Seats on the Board Selected by Their Representatives:** The group was in complete agreement that the six constituent-based seats on the board of directors – General Competition, High Performance, Long Distance Running, Youth, Coaches and Officials – should directly select their representatives to the board of directors
  - / New legislation will establish minimum criteria that all board members must meet
  - / Committee chairs may serve on the board
  - / Independent board members will continue to be vetted through a panel
  - / This model increases constituent involvement and provides direct-election democracy while ensuring board members are directly accountable to the groups they represent.
- **Board Selects its own Chair:** The group overwhelmingly agreed the board should continue to select its own chair, and the president may be selected as chair. If the president is not selected as chair, the president shall serve as vice-chair. This is as USATF bylaws currently read.
  - / Those in attendance with significant history working in corporate and business environments shared their experience that in board governance, the president and chair positions are almost never held by the same person
  - / The democratic principles that we are applying to constituents selecting their own board representatives likewise apply to the board's ability to select its own leader
- **USATF's Candidate for IAAF Council Recommended by Body and Selected by Board:** The group overwhelmingly agreed that USATF's candidate for IAAF Council should be recommended by the body at the Annual Meeting and selected by the board of directors, as is currently called for in USATF bylaws
  - / Meeting attendees with significant international experience expressed that the IAAF and international track & field operate very differently than USATF and our domestic work; an international lens is necessary to properly vet and give final approval to candidates.
  - / The current model is still quite new and many expressed the need to give the process a chance to operate fully, before changing it, as well as allowing candidates time to meet with and speak to constituents.
- **President May Serve as IAAF Representative:** The group overwhelmingly agreed that the president may serve as IAAF Representative if that person is the best candidate. This is as USATF bylaws currently read and is in accordance with international practices.
- **CEO Authority:** The group overwhelmingly rejected a proposal that removed final approval of the High Performance Plan from the CEO and gave volunteers oversight of any direct athlete support programs that are not in the Plan. All agreed that the existing regulation allowing for joint development of the HP Plan is appropriate. Similarly, the group rejected a proposal that required agreement from the sports committee chairs on ANY action taken by the CEO that affects those sport committees.

## **WHY IT MATTERS**

These proposals and the agreed upon changes fundamentally affect USATF leadership structure and the CEO's ability to handle the business operations of the organization. The revised language agreed upon in principle this Saturday will allow the organization to fully support athletes to the best of its ability and make progress as a business organization to further support the athletes and our shared goal of being the best track & field program in the world.