



February 21, 2015

USATF Board of Directors,

USATF Pacific registers our objection to the USATF Board of Directors' decision to override the membership's recommendation of Bob Hersh for nominee to the IAAF Council. We note that it is not in the best interests of our organization to have a membership disgruntled by a Board's reversal of a recommendation supported by 85% of the membership. However, we are not writing simply to register an objection. We seek to prevent a recurrence of this problem.

We write today as your partners. No membership organization wants to have a membership disgruntled by what it perceives as a Board ignoring its recommendations. However, we note that few Boards would wish to yield the ultimate authority to choose the course it deems proper.

We seek to work with you to find a balance between the members' interest and the Board's interest and duties. Should we fail, our Bylaws create the risk of future incidents where the Board of Directors ignores recommendations supported by an overwhelming portion of the membership. Should there be too many of these incidents, our tensions could eventually spill over into the type of public grumbling that eventually undermines an organization's public credibility. In short, it is our collective obligation to find remedies that protect our future.

Ours is a problem of change. USATF is moving from a traditional structure of selecting a nominee to the IAAF Council where the Board made all of the decisions with little input from the membership to a new structure where the membership and Board share some of the decision making power. The Board had selected IAAF Council candidates from nominations made by a nominating and governance panel in the past. This changed in December 2014; after the change, the membership now recommends the IAAF Council candidates and the Board can only override the membership with a 66% vote. The retention of Board power is appropriate from a legal perspective. The Board must protect the organization's fiduciary interests, and the Board may need to act both in close membership votes and in situations where the Board has knowledge that the membership would not and could not have.

Our changes created some problems that we did not anticipate. First, the changes inadvertently made the membership and the Board adversaries in those cases where the Board overrides the members.

Second, the changes create confusion. The new Article 17 (which sets out the procedure for recommending IAAF Council candidates) evinces an intent to empower the membership with the Board acting as a check, but the Board could very well construe Article 17 as merely a means for arbitrating a dispute between the membership's preferred candidate and the Board's preferred candidate. This subtle difference between a Board serving as a check against unbridled membership power, and a Board serving as an adversary posing its candidate against the members' candidate is at the heart of the current dispute between the membership and the Board.

The changes also could make people wonder whether a rejected candidate's character is being called into question. Indeed, a person who did not know Bob Hersh would wonder whether he had committed or given some offense where 73% of the Board rejected him after the membership forwarded him with an overwhelming majority.

We must collectively address the problems that have been inadvertently created by the amendments to Article 17. USATF Pacific suggests the following changes:

First, we suggest an editorial note be added to the Bylaws, stating that Article 17's intent is to empower the membership to make the IAAF candidate selection with the Board serving as a check, and that Article 17 is not intended to create any implication that the membership is only making a recommendation.

Second, we should adopt a bylaw requiring the Board to provide a formal explanation where it overrides a membership recommendation that has the backing of at least 75% of the membership. We note that the USATF Board of Directors' February 7, 2015 memo to the USATF Association Presidents, Zonal Reps, and USATF Committee Chairs does this. That is a positive step. However, the formal explanation should be mandatory as opposed to a response to a disgruntled membership.

Third, we should have the Board members certify that they are familiar with Article 17, understand that recommendations from the membership are not nominees for Board selection, but, rather, are people who are expected to be forwarded unless a substantial 66% majority of the Board disagrees with the members' decisions, and that the Board's role is to serve as a check and balance against the membership's selection. We note that the USATF Board of Directors' February 7, 2015 memo claims that the voting delegates are merely recommending a candidate. However, the fact that it takes a 75% Board vote to override the membership's delegates indicates that the members are doing more than merely making a recommendation.

Fourth, we should disseminate information regarding all upcoming elections and proposed amendments well in advance of the USATF Annual Meeting. This would reduce the likelihood of future disputes over how to interpret a Bylaw, and would allow a more complete discussion of future candidates. Indeed, the USATF Board of Directors' February 7, 2015 memo raises excellent points about Stephanie Hightower providing gender and racial balance and having a good relationship with IAAF Council members. The Board would have had more confidence that the members had contemplated these factors if it had released information sooner.

Of course, USATF Pacific realizes that giving the members the authority to recommend the IAAF Council candidates is a tremendous vote of confidence in the members who make our member-driven organization so vital. We view the rejection of Bob Hersh in a closed-door Board meeting as an action that is contrary to USATF's Strategic Plan which contains the following strategic initiative: "Build a transparent and accountable organizational model that values all constituencies." We realize that improvements in USATF's Bylaws and Operating Regulations sometimes do not lead to immediate changes until proper procedural mechanisms are put in place to implement these new Bylaws and Regulations, and to ensure that they are in synch with USATF's Strategic Plan.

This letter proposes some possible procedural changes. Please note that we are well aware that there is a process that we must follow to implement these proposed changes. We ask you to join us—and even to help guide us—down the path to implementing the needed changes so USATF can avoid a repeat of this current dispute between the Board and the membership.

Together, we can reduce the likelihood of major disagreements between the Board and the membership in the future. We look forward to your timely response to our concerns and your suggestions for moving forward.

*Sincerely,
USATF Pacific Board of Athletics*