
Action Items:

1. MSA to direct the Governance Committee to revise its proposals based upon the feedback from the BOD and submit them to the Legislation Committee for consideration at convention.
 2. MSA to appoint Heather Hagadorn to replace Mark Gill as the vice president of member services.
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President Rob Copeland called the meeting to order at 7:33 p.m. EDT. Also present were Vice Presidents Leo Letendre, Julie Heather and Mike Heather; Secretary Meg Smath; Treasurer Jeff Moxie; Immediate Past-President Jim Miller; Legal Counsel Patty Miller; Executive Director Rob Butcher; At-Large Directors Anthony Thompson (Breadbasket), Betsy Durrant (Colonies), Nadine Day (Great Lakes), .Jeanne Ensign (Northwest), Michael Moore (Oceana), Don Mehl (South Central) and Laura Winslow (Southwest); Past-Presidents Ted Haartz, Tom Boak and Nancy Ridout; and Legislation Committee Chair Sean Fitzgerald.

Rob offered the Board's condolences to Jeff, whose wife, Paula Smart, passed away on June 12.

Treasurer's statement

Jeff made the following statement:

I asked Rob to give me a minute to say a few words.

First, I want to thank all of you for the support you have shown during this very difficult time. The cards, emails, web postings and phone calls have really helped—and yes, even though I may not have responded, I have read them all.

Second, if you have not yet seen the interview Paula did in 2004 for a documentary on Adult Skating, which is now posted on her Facebook page, there are two quotes that sum things up.

The first was: "When you stop learning you stop living—you might as well get in the box and throw the dirt on. You've got to learn, you've got to grow." This is how she lived her life and how I live mine.

The second quote contains words which many of you have heard me say before. She said, "It's been a wonderful ride. No regrets for anything we have done. No regrets, it's been great." This was from 2004 and was even more true five years later. I would ask that you all take these words to heart. We only get one chance at this life, make it a good one with no regrets.

Lastly, I know that if I do not pull myself together and continue to live my life there will be hell to pay next time I see Paula. That is where all of you come in. I am and will continue to grieve for my loss, but I know I will be OK with your help and support.

Thanks.

Proposed legislation from the Governance Committee

Patty recapped the events regarding governance since last year's convention. She noted that the full Board has been involved, not just the Board's Governance Committee. The Board realized the organization needs to align its governance with the new operating model in which many tasks traditionally performed by volunteers are now performed by paid staff. The BOD underwent training on how it should function last October, and many ideas came out of this training session, as well as the midyear meeting. The Governance Committee has been meeting on a regular basis since then.

Communications, Publications Management, Marketing, International and Zone Committees

The Governance Committee recommends that these committees be dissolved because their functions are now being handled by staff, or in the case of the Zone Committee, by a new committee (see below). Tom asked how the BOD would run elections without the Zone Committee, and Julie explained that the president would appoint a nominating committee of three, not necessarily all members of the BOD. An amendment to the Election Operating Guidelines has already been drafted to this effect, and will be introduced at convention. Tom suggested that the phrase "in accordance with the Election Operating Guidelines" be added to the rule book to clarify this procedure.

Finance Committee

The Governance Committee recommends that the Finance Committee be moved from a committee of the House of Delegates to a committee of the Board of Directors. The basic function and definition would not change. This change is being proposed to allow the BOD to accomplish its fiduciary responsibilities. The budget would still be ratified by the HOD at convention.

Open Water and Long Distance Committee

The Governance Committee recommends splitting this committee into two committees: the Open Water Committee and the Open Water Rules Committee. The first committee's charge would be to promote open water swimming, and the second committee's would be to consider rules dealing with open water competition, in the same manner that the Rules Committee deals with rules for pool competitions. The consensus of the BOD was to remove "Long Distance" from both committee names, to make the names less cumbersome and because the primary focus of both committees would be open water competition.

LMSC Development Committee

The Governance Committee proposes a new committee to deal with this important mission. The committee would be a resource to staff, which will be focusing on day-to-day activities; the LMSC Development Committee would have more of a global focus, and also be concerned with succession planning. To reinforce the desired interaction with staff, Tom suggested that the executive director be defined as an ex-officio member of all committees, just as the president is currently.

Coordinators

Because it may not be necessary for all coordinators to have automatic delegate status, the Governance Committee recommends that the rule book state which coordinators have this status (currently, the rule book coordinator and convention coordinator). If we define new coordinators in the future who should be automatic delegates, we can add them to the list.

Officers

The consensus of the Governance Committee was to maintain the same number of officers for the organization. However, they recommend changing the distribution of committees assigned to each vice president, because currently the VP of member services has too few committees and the VP of national operations has too many. They recommend changing the name of VP of national operations to VP of administration, and of VP of member services to VP of programs or VP of programming (exact wording still to be determined).

Board of Directors

The Governance Committee recommends keeping past-presidents on the Board for their value. They also recommend removing some redundant language. The section will also specify that the majority of any BOD committees must be made up of BOD members.

There was confusion as to whether proposed language concerning resignation means that a resignation of an officer from the BOD also constitutes a resignation from office. The Governance Committee will work on clearer language.

There is proposed language dealing with a vacancy on the BOD, and some BOD members wondered if separate language is also needed for vacancies among officers.

Executive Committee

Laura asked if we still need a separate Executive Committee now that management authority rests with the executive director. Patty explained that the Governance Committee felt that although we have an active executive director and national office staff, there is still a need for a smaller subset of the BOD that can react rapidly if required.

Treasurer

Jeff noted that the duties of the treasurer specify that this officer receive all funds of USMS and deposit them, which is not current practice. Funds are sent to Tracy Grilli, then forwarded to Sarasota for deposit. Therefore, article 505.4.4B–C needs to be revised. Jeannie, Rob B, Tom, Jeff and Ralph Davis will provide new wording to the Governance Committee.

Next step

MSA to direct the Governance Committee to revise its proposals based upon the feedback from the BOD and submit them to the Legislation Committee for consideration at convention.

Appointment of VP Member Services

MSA to appoint Heather Hagadorn to replace Mark Gill as the vice president of member services. The vote was 12–1.

Possible replacement of at-large directors

Three at-large directors are running for office. If any are elected, the BOD will have to appoint replacements for the final year of their terms as at-large directors. We will ask the affected zones to make recommendations at their convention meetings (the zone meetings will follow the elections at convention).

Employee health care benefits

Nadine, chair of the Board's Compensation and Benefits Committee, noted that our policy states we must review our employee benefits annually. She had previously distributed via email a summary of benefits, and estimated costs for additional employees that will be hired during the coming year. She asked that any comments be sent to her.

Next BOD meeting and adjournment

The meeting adjourned at 10:26 p.m. EDT. Our next meeting will be 7:30 p.m. EDT on July 7, 2009.

Meg Smath
Secretary