

USMS Convention—Chicago, Ill. 2009

Committee Name:	Board of Directors	Session #:	1	Report #:	2
Committee Chair:	Rob Copeland	Vice Chair:			
Minutes recorded by:	Meg Smath	Date/time of meeting:	9/16/09 9:00 a.m.		

Actions Requiring Approval by the HOD:

None.

Motions Passed:

1. MSA the minutes of the 8-18-09 Board of Directors conference call.
2. MSA amending section IIIA(2) of the United States Masters Swimming Policy document by deleting “the USMS Executive Committee” before “the Board of Directors” so that the section reads: “The selection process for executive director shall be determined by the Board of Directors. The method used for selection shall include an application and interview process.”
3. MSA amending section IIIA(5) of the United States Masters Swimming Policy document by replacing “The USMS Executive Committee” with “The Board of Directors” at the beginning of the sentence, so that the section reads: “The Board of Directors, or its designee, shall develop and maintain the job description for the executive director. This job description shall be used during the selection process and during performance reviews.”
4. MSA amending section IIIA(4) of the United States Masters Swimming Policy document by inserting “Staff and executive director” at the beginning of the first sentence, so that the section reads: “Staff and executive director compensation and benefits will be determined by the Compensation and Benefits Committee and approved by the Board of Directors. ...”
5. MSA the United States Masters Swimming Policy document as amended.
6. MSA to amend the proposed IRS Form 990 Policy by adding “and related documents” after “review the annual IRS Form 990” in the second sentence.
7. MSA to amend the proposed IRS Form 990 Policy by adding “and approve” after “shall review” in the second sentence.
8. MSA the IRS Form 990 Policy as amended.
9. MSA changing “to provide a mechanism for the reporting of illegal activity or the misuse of U.S. Masters Swimming assets” to “to provide a mechanism for the reporting of misuse of U.S. Masters Swimming assets and illegal activity” in the first sentence of the proposed Whistleblower Policy so that the complete sentence reads “The whistleblower policy is intended to provide a mechanism for the reporting of the misuse of U.S. Masters Swimming assets or illegal activity while protecting the employees who make such reports from retaliation.”
10. MSA the Whistleblower Policy as amended.
11. MSA to submit the Rules Committee’s proposal concerning FINA swimsuit rules to USAS, who will then forward the proposal to the FINA Masters Technical Committee.
12. MSA that the new Board of Directors will meet at the end of the House of Delegates on Saturday to vote on possible replacements for at-large directors.
13. MSA deleting the second sentence of a proposal concerning offering club and coach services to workout groups.
14. MSA the above proposal as amended.

Number of committee members present: 21

Absent: 3

Number of other delegates present: 22

Committee members present (list all, including chair and vice chair): Rob Copeland, Rob Butcher, Meg Smath, Nadine Day, Ted Haartz, Michael Moore, Jerry Clark, Don Mehl, Julie Heather, Mike Heather, Patty Miller, Jim Miller, Tom Boak, Betsy Durrant, Anthony Thompson, Nancy Ridout, Laura Winslow, Heather Hagadorn, Jeanne Ensign, Jeff Moxie, Leo Letendre.

Minutes

The meeting was called to order at 9:00 a.m.

- 1. Minutes. MSA the minutes of the 8-18-09 Board of Directors conference call.**
- 2. President's Report.** President Rob Copeland thanked the Board for their service over the last four years, and announced that our current membership is at 51,116.
- 3. VP National Operations' Report.** Leo Letendre elaborated that our growth rate for 2008 was 9.4 percent and projected 11 percent for 2009. He expects our year-end membership to be about 53,000. He also noted that even during these challenging economic times, donations are up from last year.
- 4. Vice President of Local Operations' Report.** Julie Heather said she will be adding the topic of LMSC minimum standards to the Zone Committee agenda.
- 5. Vice President of Member Services' Report.** Heather Hagadorn commented that many of the committees proposed to be eliminated are in her division, and all are comfortable with the decision.
- 6. Treasurer's Report.** Jeff Moxie gave a financial overview: (a) Our audit and financial statement preparation was completed by independent auditors Clifton Gunderson LLP. (b) Our tax return draft was completed; final USMS Board review is in process; there was no tax on 2008 unrelated business activity. (c) Change in unrestricted net assets ("net income") was \$199,000 (\$271,000 from USMS operations, offset by a reduction of \$72,000 from the Endowment Fund). (d) Our cash and investments balance at 12/31/08 was \$1,927,000, up 47 percent over prior year. (e) Total unrestricted net assets at 12/31/08 were \$1,715,000. (f) Memberships for 2008 were a record 48,310.
- 7. Secretary's Report.** Meg Smath had nothing to add to her written report in the pre-convention packet.
- 8. Legal Counsel's Report.** Patty Miller reported on some legal action affecting one of our affiliate clubs. She noted that this is her last BOD meeting after seven years serving on the Board, and that she enjoyed her time on the Board.
- 9. Compensation and Benefits Committee Report.** Nadine Day reported for the committee (in addition to herself as chair, Jim Miller, Sarah Welch, Jeff Moxie and Laura Winslow). She noted that Jeff will have to be replaced on the committee, assuming he is elected president later in the convention. Since last convention, the committee worked on the 2008 executive director's bonus, submitted an overbudget request for relocation of our headquarters, determined no change was needed in staff benefits and renewed insurance for staff.
- 10. Governance Committee Report.** Patty Miller reported that the culmination of the committee's work is the legislation proposed. She noted that there seems to be acceptance of the proposals, and that the committee tried to be transparent by making minutes of their meetings public and setting up a discussion forum online.
- 11. Policy Committee Report.** Betsy Durrant went over changes she had made since last convention. **MSA amending section IIIA(2) by deleting "the USMS Executive Committee" before "the Board of Directors" so that the section reads: "The selection process for executive director shall be determined by the Board of Directors. The method used for selection shall include an application and interview process." MSA amending section IIIA(5) by replacing "The USMS Executive Committee" with "The Board of Directors" at the beginning of the sentence, so that the section reads: "The Board of Directors, or its designee, shall develop and maintain the job description for the executive director. This job description shall be used during the selection process and during performance reviews."** The Board decided that a project for this committee for the coming year could be gathering all Board committee charters into one location. **MSA amending section IIIA(4) by inserting "Staff and executive director" at the beginning of the sentence, so that the section reads: "Staff and executive director compensation and benefits will be determined by the Compensation and Benefits Committee and approved by the Board of Directors...." MSA the policy document as amended.** Rob Copeland had previously sent the IRS Form 990 policy to the Board. **MSA to amend the policy by adding "and related documents" after "review the annual IRS Form 990" in the second sentence. MSA to amend the policy by adding "and approve" after "shall review" in the second sentence.** The policy as amended now reads: "The Board of Directors has the fiduciary duty of care to make sure that the organization is following all laws and best practices. Therefore, the Board of Directors shall review and approve the annual IRS Form 990 and related documents prior to filing a return. Each voting member of the Board shall be provided a copy, either electronically or in paper form, prior to its filing. The Form 990 will be discussed at a Board meeting or via electronic communication, at which time the treasurer or tax preparer may make a presentation and answer questions. **Procedure:** A qualified and authorized person will complete the annual Form 990 under the direction of the treasurer. The return will be reviewed by the executive director and treasurer and then presented to all Board members, either via email or by paper copy, prior to its filing with the IRS. At the next Board meeting, the treasurer may review the return with the Board." **MSA the policy as amended.** Rob Copeland had previously sent the Whistleblower policy to the Board. **MSA changing "to provide a mechanism for the reporting of illegal activity or the misuse of U.S. Masters Swimming assets" with "to provide a mechanism for the reporting of misuse of U.S. Masters Swimming assets or illegal activity" in the first sentence so that the complete sentence reads "The whistleblower policy is intended to provide a mechanism for the reporting of the misuse of U.S. Masters Swimming assets or illegal activity while protecting the employees who make such reports from retaliation." MSA the policy as amended.** The Board also discussed a proposed Financial Policy submitted by the Finance Committee, specifically the proposed makeup of a Board Finance Committee. The Board felt that rather than list a specific number of members, and the percentages that Board members and non-Board members must compose, that a better method would be to list the requirements for membership in this committee so that the president could select the best qualified members.

- 12. Insurance Report.** Sandi Blumit, our representative from Risk Management Inc., went over the insurance coverage for all USMS members. Rob Butcher noted that staff is looking into adding additional insurance, such as travel insurance, as a member benefit. The Board was concerned that many USMS programs are not aware that for insurance to be in effect a practice must be supervised by a USMS member or a USA Swimming certified coach who is not participating in the workout. Ted suggested a small article in *SWIMMER* magazine to emphasize this point.
- 13. Executive Director's Report.** Rob Butcher introduced USMS staff present at the meeting (Tracy Grilli, Mark Gill, Kyle Deery, Nick Florio, Jim Matysek, Mel Goldstein), including the newest employee, Anna Lea Matysek, who will be joining USMS as a second membership coordinator. He also announced that Ashley Gangloff, who has returned to graduate school, will remain as part-time staff, working as an editorial assistant out of her home in Auburn, Ala. He stated that the national headquarters in Sarasota is now open for business. He called attention to rolling out the new USMS logo as a particular accomplishment of staff. He also noted that a communications survey was sent to the membership earlier in the year, with a surprisingly high response rate. One of the things the survey indicated was that the executive director's address in *SWIMMER* was rarely read by the respondents, so it has been dropped from the magazine and replaced with a point-counterpoint feature. And he announced that the official title of the magazine is now *SWIMMER*, not *USMS SWIMMER* as it was previously known. The club development initiative has resulted in 60 new clubs for the year. Rob thanked Mel Goldstein and Tom Boak for their work in putting together the first SwimFest, held this summer in The Woodlands, Tex. Rob, along with Coaches Committee Chair Chris Colburn, has also met this year with ASCA executive director John Leonard about a Masters coaches certification program. The program will be written by the Coaches Committee and administered by ASCA. Rob noted that running of the 2010 LC Nationals, to be held in Puerto Rico, will be transferred from Mark Gill to USMS, pending approval of the budget. Recognizing that the magazine is the one thing every member receives, staff made the decision to include in the January/February issue a pull-out poster that will highlight all of USMS's championships and significant events. Staff worked with the Marketing Committee on the poster, which will replace the previously distributed planner. He was pleased to announce that all sponsors were renewed for 2009, and some new sponsors were added. But due to the challenging economy, we likely will lose some of them for 2010. He will need to find new sponsors to replace them. He is working on a partnership with the American College of Sports Medicine on their program, "Exercise Is Medicine," in which doctors prescribe exercise; through our partnership, if the doctors know swimming is an appropriate exercise for their patients, they will be able to access our Places to Swim to locate programs to refer their patients to. But if these physicians refer their patients, they want to be assured that these programs will be run by quality coaches. Therefore we will need to overhaul Places to Swim by adding an online club registration option, which will gather information on workout locations and coaches. He noted that our business model is highly dependent on membership for revenue, so we need to find new sources for revenue through sponsorship and events. Staff has been emphasizing centralization and improving communication throughout the past year. Now that we have transitioned to a more staff-driven organization, we need to work to provide meaningful volunteer opportunities and counter any perception that volunteers are no longer needed. He cited the Branding Task Force and the Open Water Task Force as good examples of staff and volunteers working together to achieve a goal. He would like to see a Membership Task Force look at how changes to membership could affect USMS and its clubs, and how it could grow membership. He noted that the USA Swimming Foundation has identified Masters swimmers as those most likely to give to their foundation. Similarly, we need a meaningful definition for our own Endowment Fund. He concluded that our future looks bright, and we are blessed with a great, energetic staff.
- 14. Task Force Updates.** Rob Copeland went over the various task forces and committees formed during the last four years and their status. The Audit Committee is defunct. The Compensation and Benefits, Governance and Policy Committees are in place as committees of the Board. The Online Registration Task Force completed its work. The New Member Magazine Task Force never became operational, but staff has been discussing this issue. The National Headquarters Task Force completed its work. The Club Development Task Force is inactive. The Workout Group Task Force has ended. The function of the LMSC Development Task Force was taken over by the Zone Committee. The Technology Services Task Force submitted a report with recommendations, but they have not been acted upon. The Professional Management Guidelines Task Force recommended that the Board suspend PMG, which it did. The Board will recommend to the House of Delegates that PMG be abolished. The Sponsor Benefits Task Force is inactive. The End-to-End Event Management Task Force continues to work on providing a seamless process for running an event. The Related Organizations Task Force was disbanded. The Rule Book Streamlining Task Force completed its work and submitted recommendations. The Web Publications Task Force is inactive. The Open Water Task Force's recommendations have been turned over to staff for implementation. The Membership Task Force was reinstated only a few weeks earlier during the Board's last conference call, and has not yet met.
- 15. FINA Swimsuit Regulations.** The Rules Committee has formulated a recommendation from USMS about applying the new regulations to Masters swimming. The proposal recommends allowing the same coverage for both genders (i.e., knees to shoulders) and that modesty suits be allowed under racing suits. The Board felt that the recommendations should also define a modesty suit, and that abbreviations such as USMS and USAS should be spelled out in order to avoid confusion among non-English speaking members of the FINA Masters Technical Committee. The Board discussed the ramifications of various effective dates other than Jan. 1, 2010, as specified by FINA. The discussion was tabled upon the arrival of a guest speaker.
- 16. USMS Long Course Nationals/2012 Olympic Trials.** Mike Unger, from USA Swimming, spoke about the possibility of piggy-backing USMS Long Course Nationals with the 2012 Olympic Trials in Omaha, Neb. The Qwest Center, where the Trials will be held, is expensive, but we may be able to partner with the Omaha Sports Commission and USA Swimming to make it happen. Mike will continue discussions with the Qwest Center to see what can be arranged.

- 17. Swimsuit Regulations, Continued.** The discussion was removed from the table. Several options for effective dates were discussed, but no consensus was achieved. **MSA to submit the Rules Committee’s proposal to USAS, who will then forward the proposal to the FINA Masters Technical Committee. MSF that we ask the Rules Committee to consider an amendment to the rules that would allow the use of technical suits through the completion of the 2010 SCY season for SCY meets.**
- 18. Ongoing Board Training.** Because, from this point forward we will have an election every year, Jim Miller proposed that Board training, like the training the Board received in October 2008, be ongoing for new Board members. The presenter at the October training session recommended a new, compressed orientation seminar based on the PowerPoint slides shown at the October training session. One of the past presidents, the current president and the executive director would lead the orientation for new Board members. Betsy Durrant felt this was a wonderful idea, but it is not ready to use yet. Heather Hagadorn suggested that a list of ongoing projects would be helpful for new Board members. Rob Butcher recommended information on how USMS fits with other aquatic organizations. Anthony Thompson suggested we provide new Board members with a mentor. Rob Butcher also suggested providing a short history of USMS. Don Mehl felt the organization chart would be helpful.
- 19. Replacement of At-Large Directors.** Up to three at-large directors could be elected as officers later in the convention, and replacements will need to be named to fill the remaining year of their term as at-large directors. **MSA that the new Board of Directors will meet at the end of the House of Delegates on Saturday to vote on possible replacements for at-large directors.**
- 20. Services for Workout Groups.** Rob Copeland submitted the following proposal: “As an adjunct to the recent decision regarding coach and club services to registered clubs, the Board directs the executive director to determine the feasibility of offering comparable services to registered workout groups. Further, the Board establishes a fee equal to the club registration as the workout group registration fee. Definitions: Workout groups are subsets of USMS registered clubs. (1) Registered workout groups are subsets of USMS registered clubs who are themselves registered with USMS. (2) Comparable services for workout groups include a copy of the rulebook, availability of club and coach services, as well as other services that may be developed for clubs. Additional: The executive director is encouraged to work with staff, committees and the Board to define and develop the required components that need to be in place to support workout groups.” Betsy felt the term “workout group” was confusing and another, clearer term should be used. Mark Gill explained that the reason staff made the decision not to offer coach and club services to workout groups was that USMS doesn’t collect contact information on workout groups, so USMS doesn’t know where they are or how to contact them. Several reasons why a group might prefer to be a workout group rather than a registered club were discussed, with no consensus. Nancy Ridout felt the primary issue is that we don’t collect contact information for the workout groups. Tom Boak stated that it is not the Board’s place to dictate to an LMSC how to run its programs. Jeanne Ensign felt we were not ready yet to take action on this issue. **MSA deleting the second sentence of the proposal. MSA the proposal as amended. MSF that USMS establish a workout group registration fee equal to the club registration fee.** Michael Moore felt that workout groups should be defined in the rule book, and that the Registration or Legislation Committees should look into this. Anna Lea Matysek felt that before we ask workout groups to register we should define what they would get for their fee. Ted Haartz was concerned that workout groups might not be incorporated. Mel Goldstein stated that there is cost involved in supplying coach and club services, and that registering workout groups would defray some of the cost. Rob Butcher clarified that it was not staff’s intent to destroy the regional club model. He said staff has a wonderful problem in that a lot of people want their services. But we need to gather information about the areas where Masters swimming occurs.
- 21. National Championship Sponsors.** Rob Copeland had recently received an email asking whether it’s the executive director’s job to look for title sponsors for national championships. Rob Butcher explained that staff would like to take over handling sponsors for Nationals in order to better market USMS and increase revenue. This would deprive host clubs of income, but would also free them from working with sponsors. Betsy Durrant felt the Board could not make a determination without input from the Championship Committee. Tom Boak was concerned that this arrangement would significantly decrease a host’s potential for income. He suggested we provide a range of approaches, in which the amount of money a host would make from sponsors would depend on how much of the work they do. Patty Miller said that a national championship is USMS’s product, and staff has incentive to maximize our products. She said she understands the concern that this approach might prevent potential hosts from bidding. Rob Copeland asked Sandi Rousseau, who was present in the audience, to take this issue back to Championship for discussion. Rob Butcher noted that an advantage to having staff deal with sponsors would be continuity. Once a championship is over, the local host’s work is done, and any concerns the sponsors have come to staff.

The meeting was adjourned at 5:04 p.m.
