

## United States Masters Swimming Board of Directors Meeting August 21, 2012

FINAL

**Action Items: MSA- The Board approves the Audit Report and Financial Statement as approved by the audit committee.**

Nadine Day - President called the meeting to order at 8:35 p.m. EDT. Also present were: Michael Heather -VP of Administration, Jody Smith-VP of Community Service, C.J. Rushman -Secretary, Ralph Davis- Treasurer, Dave Diehl-VP of Programs, Ed Tsuzuki- VP of Local Operations, Jeff Moxie -Immediate Past President, Patty Miller – Legal Counsel: At-Large Directors; Chris McGiffin (Colonies), Phil Dodson (Great Lakes), Anthony Thompson (Breadbasket Zone), Maria E. Williams (Dixie), Hugh Moore (Northwest), Don Mehl (South Central), Jim Clemmons (Oceana) , Phil Whitten (Southwest Zone), Jeff Gudman (USA-Swimming Liaison), Executive Director - Rob Butcher; Past-Presidents Rob Copeland, Jim Miller, Ted Haartz and Nancy Ridout.

Not present: Past Presidents - Dan Gruender, Mike Laux and June Krauser. Past President Tom Boak and Mel Goldstein is recused from the BOD due to his contract positions with USMS.

### **Agenda Items:**

President's Report: Nadine did communicate with Bruce Stratton the appointment of Patty Miller as the USMS Liaison to USA Swimming; Nadine also communicated with Dale Neuberger, who is FINA VP, and Ed Everly, who is the FINA Masters Technical chair, about Nancy Ridout not running for reappointment for the FINA Masters Technical Committee. The current recommendation is Mel Goldstein pending HOD approval at convention. Nadine also sent an email to Jim Woods, who is the USAS President, regarding the change in the USMS representative to USAS. Currently Nadine has two nominations-Tom Boak and Maria Elias-Williams. Nadine will bring forth her recommendation on Wednesday at convention. Nadine did approve all at-large delegate requests to convention. Discussion has held by the Past Presidents on how to communicate to those approved at-large delegates.

The Board of Directors had a discussion regarding the USA Swimming banned for life list and how that impacts USMS. Patty proposed that this be discussed further at the Board meeting at convention, and that a task force be created to examine this complicated issue and possible ways for USMS to address it. The Board discussed the outcome of legislation on this issue that was raised at the 2010 convention. The Board is not aware of any legislation that has been proposed this year. Rob B and Nadine should be the sole points of external communication on this issue and will consult with legal counsel.

Task from last BOD Meeting:

1) Committee structures: Nadine asked the BOD to write down which committees should be under staff or BOD or neither. Deferred until next BOD meeting at convention.

2) Review Policy Manual (see attached)-Nadine - Rob C brought up that USA Swimming is crafting language that has to deal with the removal of officers, and suggested that Governance review. Jeff M asked why we should create that language. Rob C said that we should have new language that speaks to conduct unbecoming an officer of the corporation. Patty said there is no harm in looking at the language as informative. Anthony mentioned that Governance did review this issue. Nadine spoke about that the BOD charters will have a place on the policy page and the policy committee is aware of updates that are not completed to the webpage. The policy committee will be meeting at convention. Nadine feels that we should review and should have a code of conduct in the Policy Manual. Nadine requested that all recommended revisions in the policy manual be sent to her by the end of the week. It is the BOD responsibility to review the policies of the organization annually.

3) Update on IT projects and estimated timeline, ongoing and future projects-Rob B – The redesign of the website is the main focus of the IT staff. The second priority is the infrastructure and software updates as recommended by PTI. C.J. and Chris were appointed as Board liaisons to assist Rob and staff in developing a project monitoring framework for USMS IT projects

4) USMS BOD Assessment results –Governance as submitted by Anthony Thompson; The Governance Committee was requested to report on two topics:

- Summary of the Self Assessment Survey (see attached) and Governance highlight of key observations
- Communication Policy

Governance has not yet completed a draft of a Communication Policy, but will be using the source material created by Patty Miller in her mid-summer address to the Board. In addition, we hope the board will have some discussion about "polite discourse" and "dispute resolution" throughout the organization. Governance will continue to work on a Communication Policy document and asked this be a topic for a board meeting(s) at convention or perhaps at both board meetings since communication issues will be discuss in several workshops during convention.

Governance is nearly completed a draft for the volunteer task force on "At-Large Directors" and understand each of the EC members will be completing templates for the task force on their roles. Governance will work to have the template to the task force in August.

Governance continues to work on drafting legislation to create permanent committee of the Board for the Audit and Investment Committee.

Governance has worked some during the year on LMSC Bylaws and partnered with the LMSC Development Committee. We look forward to hear the survey update on the LMSC Standards to see how our local governance are performing, and understand in the week before convention these will be available.

5) Guidelines for use of social media and communication by BOD-Governance – Anthony made the comment that the Committee that they are still working on this.

Discussions:

- 1) Procedure for approving audit-Nadine Day – Jeff M said we asked the auditors if there were any changes they would recommend, and that they did not make any changes. Phil D makes motion to approve the Financials as approved by the audit committee. Jeff M seconded. **MSA- The Board approves the Audit Report and Financial Statement as approved by the audit committee.**
- 2) BOD responsibility regarding budget-Phil Dodson (see attached) – As documented by FOG, the Board should be reviewing at a conceptual level from Finance Committee what the Board is approving. Hugh asked about timing of the process, and should this be taken care of during the summer meeting. Ralph said it is too early for budget numbers. Nadine said that FOG request a two year forecast for budgets. Ralph agreed but would like to make a change to FOG to give more time to staff. Jeff M feels that September is too early, and December would more realistic. Phil D said that by March we have better numbers to review. Ralph said the Comp and Benefits should start earlier to help Finance Committee.
- 3) 2013 Budget-Ralph Davis – Nadine would like to discuss the 2013 budget on a separate call on September 4th.
- 4) SSL Update-Jeff Moxie-All 5 grant recipients are committed to convention. All other grant requestors were notified that the SSL will be getting back to them after the SSL establishes criteria and procedures.
- 5) Convention Update – VIP invitations to the Board to the GAC. Ed will be attending as the representation of the Board. The schedule and house of delegate agenda is complete.

- 6) Status of Merging content and discontinuing the separate website for USMS officials – Dave Diehl sent an email to Ed Saltzman, and has not heard back at this time. Dave will follow up to resolve and bring closure to this matter.
- 7) Open Water Committee-submitting a plan in advance of convention and would like to meet with the board to discuss.
- 8) Compensation and Benefits reviewed the benefits package and did not recommend any changes.

New Business;

- 1) Records and Tabulation Pool measurements. The Records and Tabulation Committee will consider developing a request to modify FINA rules regarding pool measurement standards. Currently, USMS rules are more stringent and while the committee has agreed to accept times for top ten consideration from FINA sanctioned meets (non USMS), they will see if they can get FINA to raise their standards to the same level as USMS. Since it may take a long time for FINA to respond/adopt, USMS will continue with their current policies while such a rule change request is being considered.
- 2) Liability Update – For 2013, there is a projected 30-40% increase in liability costs. This is due to a few claims that USMS has had to defend.

The next Board of Directors call will be held on Tuesday September 4<sup>th</sup> at 8:30 am EDT.

**MSA – to adjourn the meeting at 10:39 p.m. EDT.**

Respectfully submitted,  
C.J. Rushman, Corporate Secretary