

Action Items:

- **MSA - To confirm the members of the Ad-Hoc Elections committee.**
- **MSA - of reconfirmation to grant Jeff Moxie leave of absence from the Board.**
- **MSA - To submit legislation to make Audit and Investment Committees permanent committees of the board.**
- **MSA - To develop an SSL financial strategy for review by the Summer Board of Directors meeting.**
- **MSA - The Board of Directors approves the Swimming Save Live Foundation Strategic Direction.**
- **MSA – Board of Directors approves UMIFA.**
- **MSA – The Board approves the Compensation & Benefits committee’s recommendation to award the USMS Executive Director, Rob Butcher a twenty percent bonus for 2012.**
- **MSA - To permit USMS to bill LMSC’s for open water events it sanctions each month.**
- **MSA –All Solo Events will be required to pay the full insurance surcharged of \$1,800 and the six National Championship Open Water events currently under contract with USMS in 2013 are exempt from the surcharge.**
- **MSF - All events that allow or require propeller driven motorized escort craft shall be required to pay the full \$1,800 insurance surcharge to their sanctioning LMSC.**
- **MSA - To adopt Addendum A without the Open Water Grant Relief program.**
- **MSA - To establish the membership retention minimum and maximums to be 62%, 64% and 66%.**
- **MSA- To approve the recommendation of the Compensation and Benefits Committee for the Membership Growth metrics.**
- **MSA – To approve the amended recommendation of the Compensation and Benefits Committee of the 2013 Executive Directors Bonus plan.**
- **MSA - Directs the USMS Open Water Committee to develop OW Safety Guidelines and Requirements for Open Water events and other activities.**
- **MSA – The Board requests that Open Water Committee make a presentation to the Board by our April 22nd meeting.**
- **MSA - To approve the recommendation by the Open Water Committee for the education of event hosts.**
- **MSA – To approve the recommendation by the Open Water Committee to create Open Water Sanction Guidelines.**
- **MSA – The Board approves the concept of a fund not to exceed \$20,000 for grants for sanctioned Open Water events be developed by the Open Water Committee to financially assist LMSC's, subject to approval of the over budget request .**

Nadine Day- President called the meeting to order at 6:00 p.m. MST at the Marriott Mesa Arizona. Also present were: Michael Heather -VP of Administration, Jody Smith-VP of Community Services, Dave Diehl-VP of Programs, C.J. Rushman -Secretary, Ralph Davis- Treasurer, At-Large Directors; Chris McGiffin (Colonies), Phil Dodson (Great Lakes), Bruce Hopson (Breadbasket Zone), Hugh Moore (Northwest), Phil Whitten (Southwest Zone), Jim Clemmons (Oceana), Jill Gellatly (South Central), Jeff Gudman –USA Swimming Liaison, CFO – Susan Kuhlman, Executive Director - Rob Butcher; Past-Presidents Ted Haartz, Rob Copeland, Nancy Ridout. Audience members include: Sarah Welch.

Ed Tsuzuki-VP of Local Operations joined via email and text communication. Ed's flight was cancelled to the northeast storm.

Not present: Patty Miller- Legal Counsel, Ed Tsuzuki- VP of Local Operations, At-Large Directors; Maria Elias-Williams (Dixie); Past Presidents-Jim Miller, Dan Gruender, Mike Laux, and June Krauser. Jeff Moxie has been granted a leave from the Board.

Agenda Items:

1. Nadine Day thanked everyone for attending the Board meeting and gave a few updates regarding travel.

2. Nadine shared the 2013 Convention schedule with the Board. Nadine had the Board break out into groups and discuss and address what the Board wanted to accomplish at the convention. The BOD discussed the convention is the one time that we have all LMSCs present and can discuss organization issues; this is an opportunity for education. We need to empower the delegates and continue the consistent message and communication to the LMSCs and clubs and members. There was discussion on the zones and the importance of the Zones and utilization of them. Recommendations were made and a revised schedule will be voted upon by the BOD at a later time.

A motion is made for the Board of Directors to recess for the day.

February 9, 2013. 8:45AM. Nadine Day-President called the meeting to order at the Marriott Mesa Arizona. Also present were: Michael Heather-VP of Administration, Jody Smith-VP of Community Services, Dave Diehl-VP of Programs, C.J. Rushman-Secretary, Ralph Davis-Treasurer, Patty Miller-Legal Counsel, At-Large Directors; Chris McGiffin (Colonies), Phil Dodson (Great Lakes), Bruce Hopson (Breadbasket Zone), Hugh Moore (Northwest), Phil Whitten (Southwest Zone), Jim Clemmons (Oceana), Jill Gellatly (South Central), Jeff Gudman-USA Swimming Liaison, CFO-Susan Kuhlman, Executive Director-Rob Butcher; Past-Presidents Rob Copeland, Jim Miller, Nancy Ridout. Ed Tsuzuki-VP of Local Operations participated via FaceTime. Audience members include: Sarah Welch and Doug Church.

Not present: At-Large Directors; Maria Elias-Williams (Dixie) and Past Presidents-Dan Gruender, Mike Laux, and June Krauser. Jeff Moxie has been granted a leave from the Board.

3. Jim Miller provided the board training.

4. Nadine asked for confirmation of the Ad-hoc election committee. The members are Cheryl Gettelfinger – Chair, Bruce Hopson, Jill Gellatly, Susan Kirk, and Nancy Ridout. **MSA to confirm the members of the Ad-Hoc Elections committee.**

5. Nadine asked for a reconfirmation of Jeff Moxie taking a leave from the Board since Jeff is now a registered member of USMS. **MSA of reconfirmation to grant Jeff Moxie leave of absence from the Board.**

6. Hugh gave an overview of the Governance committee report which is posted to the website. The Governance Committee recommends that the Board submit legislation to make the Audit Committee and Investment Committees Permanent Committees of the Board. **MSA submit legislation to make Audit and Investment Committees permanent committees of the board.** Hugh discussed the USMS 2.0 Task Force. The proposals are as submitted in the Governance report amended to delete the second paragraph in each.

The board discussed the USMS 2.0 Task Force and agreed that the task force should be organized as a study group to support the Governance Committee in fulfilling its responsibilities. The task force should study industry trends, governance of other ACES member organizations and best practices, and identify potential benchmark organizations

7. Hugh gave an update for the Dispute Resolution Task Force, which is posted on the USMS site.

8. Patty gave an update on the Ineligible Persons Task Force.

9. Doug Church provided the Swimming Save Lives Foundation update and requested approval of the strategic plan. The report has been posted on the USMS website. **MSA – To develop an SSL financial strategy for review by the Summer Board of Directors meeting. MSA - the Board of Directors approves the Swimming Save Live Foundation Strategic Direction.**

The Board of Directors recesses for lunch at 12:08 pm MST. The meeting reconvenes at 1:05 pm MST.

10. Sandi Blumit and Dave Cooper from Risk Management Services, our insurance broker presented to the Board of Directors.

11. Rob Butcher, Executive Director, Bill Brenner and Mel Goldstein presented to the Board of Directors the Club & Coach Services strategic direction. The report has been posted to the USMS website.

12. Chris McGiffin and CJ Rushman gave an update on the IT focus on tracking priority projects. The report has been posted to the USMS website. Further discussion on the USMS Official website. Nadine will contact Ed Saltzman to send all documents to be uploaded to the USMS website.

13. Ralph Davis and Susan Kuhlman presented the Preliminary Year End Financial report to the Board. The report has been added to the USMS site. **MSA – Board of Directors approves UMIFA.**

14. Sarah Welch (Chair) from Compensation and Benefits Committee presented the Board of Directors the 2012 Executive Director's Review and Bonus. The Board moves into executive session at 4:15 p.m. MST to discuss the Executive Director's bonus review. The Board moves out of executive session at 4:51 p.m. MST. **MSA – the Board approves the Compensation & Benefits Committee's recommendation to award the USMS Executive Director, Rob Butcher a twenty percent bonus for 2012.**

15. Phil Dodson, Open Water Sanction Task Force Chair, provided the following comments to the Board of Directors;

First and foremost I want to thank, with a capital T, and acknowledge all members of the task force: Rob Butcher, Rob Copeland, Ralph Davis, Nadine Day, Lynn Hazlewood, Bruce Hopson, Donn Livoni and Patty Miller. I continue to be amazed as the incredible level of passion and selfless dedication our volunteers contribute to USMS and these leaders also lead in these attributes. From the onset we identified as our mission to resolve four critical issues:

- Communication, immediate and long term
- Safety, insurance mandated and better practices
- Administration, immediate and long term
- User surcharges, for 2013

There was a strong representation from the LDC and OWC on this task force and at no time did I sense any protectionism towards open water at the expense of the greater good for USMS. Yes, there is a disagreement on the impact of fees, but I believe the differences are motivated by trying to find the best solution that balances the conflicting needs of both OW and USMS. The required OW changes are not an easy or popular issue. No matter what we do, some groups will not be happy. Leadership is not a popularity contest. The Board must enact safety, administrative and fee policies and procedures to protect both USMS and its open water subgroup if both are to survive. There were no discussions on the long term strategic issues and consequences for OW within USMS. However, all members were acutely aware of the need to balance the needs of OW and USMS; otherwise there would be no need for this Board to discuss the long term strategy for OW. Some recommendations are momentous in nature, a paradigm shift in how OW was previously conducted. Most recommendations will prove beneficial to OW in the long run. The fee recommendations are critical now for 2013. We hope fees will moderate in 2014 and beyond as our safety and administrative procedures reduce risk within OW sport. All recommendations are critical to the survival of OW within USMS for 2013, a necessary retrenchment that buys us time to manage the OW sport for a return to vibrancy, growth and emphasis within USMS, albeit under a different character than the past.

MSA to permit USMS to bill the LMSC's on their Open Water events at the end of each month.

MSA –all Solo Events will be required to pay the full insurance surcharge of \$1,800 and the six National Championship Open Water events currently under contract with USMS in 2013 are exempt from the surcharge.

MSF - All events that allow or require propeller driven motorized escort craft shall be required to pay the full \$1,800 insurance surcharge to their sanctioning LMSC.

MSA- to adopt Addendum A without the Open Water Grant Relief program.

A motion is made for the Board of Directors to recess for the day.

February 10th, 2013. 8:45AM. Nadine Day- President reconvenes the meeting to order at the Marriott Mesa Arizona.

16. Sarah Welch (Chair) from Compensation and Benefits Committee presented the Board of Directors the 2013 Executive Directors Bonus requirements. The Board moves into executive session at 8:49 a.m. MST to discuss the Executive Directors 2013 bonus requirements. The Board moves out of executive session at 10:25 a.m. MST. **MSA- The Board directs the Executive Director to begin development of a strategic plan for club development and administration by summer meeting. MSA - to establish the membership retention minimum and maximums metrics to be 62 %, 64% and 66 %. MSA- to approve the recommendation of the Compensation and Benefits Committee for the Membership Growth metrics. MSA – to approve the amended recommendation of the Compensation and Benefits Committee of the 2013 Executive Director's Bonus plan.**

17. Open Water discussion regarding the development of Safety Guidelines and Requirements. **MSA - Direct the USMS Open Water Committee to develop OW Safety Guidelines and Requirements for Open Water events and other activities. MSA – The Board requests that Open Water Committee makes a presentation to the Board by our April 22nd meeting.** Move to table motion to ask the Executive Director to report to the Board on implementation steps of the safety guidelines. **MSA - to approve the recommendation by the Open Water Committee for the education of event hosts. MSA – to approve the recommendation by the Open Water Committee to create Open Water Sanction Guidelines.** Hugh moved to un-table the motion that the Board approves the Open Water Committee to begin development of an Open Water Grant Relief Program. Rob C seconded. **MSA – The Board approves the concept of a fund not to exceed \$20,000 for grants for sanctioned Open Water events be developed by the Open Water Committee to financially assist LMSC's, subject to approval of the over budget request.** Formal communication on this will come from the President and National Office.

18. Jeff Gudman provided a USA Swimming liaison update.

The next conference call will be February 25th, 2013 at 8:30 pm EST.

A motion is made for the Board of Directors to adjourn the meeting at 11:59 am MST.

Respectfully submitted,

C.J. Rushman
Secretary