

# USMS Convention — Jacksonville, Florida 2014

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1	<b>Report #:</b>	1
<b>Committee Chair:</b>	Nadine Day	<b>Vice Chair:</b>			
<b>Minutes recorded by:</b>	Chris Colburn	<b>Date/time of meeting:</b>	September 17, 2014 9am EDT		

## Actions Requiring Approval by the HOD:

None.

## Motions Passed:

1. MSA to accept the revised USMS Conflict of Interest policy recommended by the Audit committee.
2. MSA for Tom Holmberg's appointment as the non-USMS Board member on the Gift Acceptance Committee.
3. MSA to approve the updated Election Operating Guidelines with an effective date of Sunday, September 21, 2014.
4. MSA to approve the amendment in Section XII D of the updated Financial Operating Guidelines (FOG).
5. MSA for an amendment to add "At a minimum," to the first sentence of Section VI of the updated FOG.
6. MSA to accept the amended, updated FOG.
7. MSA to affirm the Executive Director's Organizational Goals and Objectives and Summary Financial Plan for 2015.

**Number of committee members present: 22**

**Absent: 5**

**Number of other delegates present: 18**

**Committee members present (list all, including chair and vice chair):** Nadine Day - President called the meeting to order at 9:06am EDT. Also present were: Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Jody Smith - VP of Community Services; Chris Colburn - Secretary; Phil Dodson - Treasurer; Patty Miller - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket); Dave Diehl (Colonies); Maria Elias-Williams (Dixie); CJ Rushman (Great Lakes); Jill Gellatly (South Central); Hugh Moore (Northwest) and Phil Whitten (Southwest); Rob Butcher - Executive Director; Past Presidents: Jeff Moxie, Tom Boak, Jim Miller, Nancy Ridout, Rob Copeland and Ted Haartz.

Not present: Jeff Gudman - USA Swimming Liaison to USMS; Jim Clemmons (Oceana); Dan Gruender and Mike Laux - Past Presidents; Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: Doug Hannum, Executive Director of Masters Swimming Canada.

## Minutes

The meeting was called to order at 9:06am EDT.

1. Nadine called a brief moment of silence for the passing of June Krauser, in whose honor the 2015 Rule Book will be dedicated, as well as all USMS members who passed this year.
2. Nadine introduced Doug Hannum, Executive Director of Masters Swimming Canada.
3. Nadine recognized the members of the Board whose terms will end at this convention: Hugh Moore, Jim Clemmons, Phil Whitten, and Maria Elias-Williams.
4. Nadine presented to the all non-voting past presidents: Ted Haartz, Tom Boak, Nancy Ridout, Jim Miller, Mike Laux, and Dan Gruender emeritus status on the USMS BOD. The BOD voted unanimously to award all Past President's Emeritus status at the Winter BOD Meeting.
5. Declaration of Conflict of Interest: Nadine asked if any BOD had any conflicts of interest on any topic on the BOD agenda and there were none.
6. The audit committee made recommendations on the conflict of interest policy at their June meeting. **MSA to accept the new USMS Conflict of Interest policy as recommended by the Audit committee**
7. Chris Colburn reported that all BOD minutes are up to date, and that there is one outstanding EC minutes document under review but not ready for a vote.

8. EC Meeting Conference Call update to the BOD about dual-sanctioned events: The EC voted to remove the last paragraph on warm-up and warm down on page 145 in the Rule Book.
9. USA Swimming and USMS leadership met yesterday to discuss dual-sanctioned events with USA Swimming/USMS.
10. USAS Convention Banquet on Saturday: If a delegate is not going to attend, please give your banquet ticket to the USAS registration desk. USMS had 30 banquet seats unused at the last Convention (at an additional cost to USAS).
11. Summer BOD Reimbursements are due by the end of the September.
12. National Board of Review report was added to the convention packet late. There have been no NBR claims this year.
13. ISHOF has already started packing and will be moving from Ft Lauderdale. ISHOF will be responsible for the storage of USMS archive materials.
14. IMSHOF: Friday night at the annual meeting (9/19) USMS will be hosting the IMSHOF induction. Tom Boak will emcee. We have 3 members being inducted: David Gutherie, Tim Shead, and Jean Troy. At the conclusion of the induction ceremony, we will celebrate the lives of June Krauser and Paul Hutinger, two Masters Swimming pioneers. Discussion to have Bill Mulliken, who was an ISHOF inductee.
15. Championship conflict with 2016 Summer Nationals and the Open Water National Festival: VP Ed Tsuzuki and VP Chris McGiffin will meet with Championship chair, Jeff Roddin and Long Distance chair, Donn Livoni. Ed mentioned that we would like to avoid conflicts with our championship events. The discussion will center around how to develop a collaborative approach for championship date selections. Part of the discussion will involve the idea of future cross-pollination between the Open Water and Championship committees. This type of conflict has only happened 4 times since 1998: 2007, 2011, 2014, and 2016.
16. VP of Local Operations: Chris Stevenson: Records and Tabulations and LMSC Development have had meetings since his report. LMSC Development had two peer-to-peer teleconferences that resulted in much information sharing. They have been working on convention workshops and the LMSC standard compliance report. LMSC Development solicited input for revised LMSC standards and have been discussing those and other revisions. It is anticipated that revised standards will be submitted for Board approval sometime in the fall.
17. VP of Programs: Chris McGiffin: Open Water Sanction update: 2013 Sanctions 58 (reviewed 68); 2014 Sanctions 59, (reviewed 60, events held: 56, 14 of them were NEW). Discussion surrounded the reasons for changes. RC Saint-Amour from Metropolitan offered some specifics from her LMSC with respect to the events they held.
18. **MSA for Tom Holmberg's appointment as the non-USMS Board member on the Gift Acceptance Committee.**
19. Nadine solicited a motion to approve the updated Elections Operating Guidelines. The Board specified that the new EOG does not take effect until after the election at this Convention. **MSA to approve the updated EOG with an effective date of Sunday, September 21, 2014.** Nadine asked Nancy to let Cheryl Gettelfinger know that the approval had taken place, and thanked the Ad-Hoc Elections Committee for their help. Rob Copeland suggested that the Elections committee be a standing BOD committee. Hugh will pursue that with Governance.
20. Nadine solicited a motion to approve the updated FOG. Phil mentioned that the updated FOG was submitted to the Board, and that there are some housekeeping issues to address after this vote. Jeanne specified a change in Section XII D, recommended by the Finance Committee. Hugh mentioned that there are updates in FOG that pertain to LMSC Standards. Chris McGiffin will address those with LMSC Development. **MSA to approve the amendment in Section XII D.** Patty asked a question about the substance in Section V, paragraphs 7 and 8, relative to the Conflict of Interest policy. Patty asked and Jeanne answered a question about the Finance Committee's rationale for Section VI. Rob Copeland asked for **an amendment to add "At a minimum," to the first sentence of Section VI. MSA unanimously.** Patty asked one more question about the \$10,000 limit in Section X that was explained by Phil Dodson and Susan Kuhlman. **MSA unanimously to accept the amended, updated FOG.** Phil thanked the task force members and the Finance Committee for the extensive work on this FOG update.
21. Nadine asked the Board if there were other questions about the Finance Committee's financial policy. Approval will be tabled until after the lunch break.
22. Phil solicited a motion **to affirm the Executive Director's Organizational Goals and Objectives and Summary Financial Plan for 2015. MSA unanimously.**
23. The Board recessed at 10:21am EDT and reconvened at 10:36am EDT.
24. Staff Update (Rob Butcher): Rob acknowledged Tracy Grilli, whom Nadine appointed as Convention Coordinator. Rob asked the Board to address USAS-related issues through Tracy. Bill, Mel, and Marianne are offsite with Scott Bay today running Coaches' Certification courses. In the past two weeks, over 100 people have attended certification courses. There

are close to 30 offerings available this year. The idea of sharing information with other coaches came from volunteers, and has evolved into the education services program we have today. Rob reiterated that USMS is consciously making the decision to offer programs and services to benefit the membership. We now have over 40 sponsors with close to a half million dollars in revenue, much of which can be attributed to Kyle's work. Chris McGiffin and CJ were involved directly with the year-plus membership option in conjunction with the membership and the staff. Anna Lea gave an update on the progress of the program. Since 9/1, 1,385 members have signed up, and 66% of them (921) have chosen the pre-pay option for next year. Last year, there were a total of 1,586 registrations in September, so we are ahead of registrations for last year. During September, only 12% of the members have been renewals. Our current membership stands at 60,460. We have also sold over 400 vanity IDs at \$50 each. We also have 1,119 recognized coaches as of this meeting. Rob also mentioned that many of the individuals attending certification courses are facility directors and athletic directors who won't coach, but who want to create adult swimming programs at their pools and bodies of water. Rob continued with a discussion of the updates to our Risk Management efforts. One key item was that we have decided to move our renewal date to a 10/1 renewal date, which allows for insurance negotiation and knowing the budget prior to the annual House of Delegates meeting. Susan has reported that the changes are working. Our relationship with ESIX has been good. Our approach is more proactive, and we have broadened our scope and have better coverage than what we had previously. Patty and Jim underscored the effort and the perspective that USMS has undertaken as an organization to provide coverage and protection for both the athletes and the organization.

25. Rob Butcher gave an update on Swimming Saves Lives. Rob spoke to the committee leadership in Brandon and Debbie with respect to the work they have done. This year has focused on implementing processes and infrastructure for SSL. Rob encouraged the Board to congratulate them for the work they've done. They've vetted 17 of 57 requests for 2015, with \$60,000 in grant funding budgeted, which is about 20% of their available funds. The goal of the committee is not only teaching adults to swim, but also introduces adults to the lifestyle of Masters Swimming. Rob spoke to the success stories such as the Richmond Swims video from the Pacific LMSC. Rob is looking to add a professional person in the National Office to help support the program. Jim Miller spoke to the opportunities to partner with USA Swimming to ensure that both adults and children in non-swimming households be introduced to water. Debbie Hesse from the USA Swimming Foundation asked that we memorialize an implied endorsement between the Swimming Saves Lives Foundation and the USA Swimming Foundation to support the learn-to-swim efforts of each. Thirteen governors issued proclamations about Adult Learn-to-Swim Month. Tom Moore from Minnesota recounted how he got the governor of Minnesota to issue a proclamation for his state. Rob provided more information about his conversation with Debbie.
26. USA Swimming Liaison: Patty mentioned that this is a USA Swimming officers' election year, and that there are three candidates for President (including Jeff Gudman). USA Swimming will be voting on some proposed governance changes involving committees and a reduction in committee terms from 4 to 2 years. 2016 Olympic Trials are in Omaha from 6/26-7/3. There is some overlap with the College World Series. Rowdy Gaines is going to emcee a live event where the 2016 Olympic Trials cuts are released. Rob Copeland encourages USMS members to attend USA Swimming meetings during our free time, because they have some valuable topics for us. Nadine also mentioned that USA Swimming scheduled some meetings so they wouldn't conflict with USMS meetings for similar groups (e.g. Officials).
27. Hugh provided a Governance update, which is listed as an appendix below.
28. Open Water Rebate Task Force (Rob Copeland): Rob reported that the Task Force was able to provide grants to almost all event hosts who requested them. There were 6 grants provided totaling \$4,550.
29. Open Water Task Force Update (Dr. Jim Miller): Jim gave a presentation on the Open Water Task Force (posted separately on the website). Discussion continued about the logistics and underlying rationales of the task force's findings. Jim went on to present options for further discussion related to sustainable funding sources.
30. The Board recessed for lunch at 12:09pm EDT, and reconvened into Executive Session at 1:11pm EDT.
31. The Board exited Executive Session at 1:13pm EDT.
32. Jim Miller reiterated that if anyone has further suggestions for the Open Water Task Force, they should be directed to him. Nadine asked for a sense of the Board about continuing the Open Water Task Force. Ed suggested that the task force continue, and that the task force should determine its members going forward. The rest of the Board indicated that the task force should continue.
33. IT Liaison Report (Chris McGiffin): Nadine spoke to the IT Liaison report and its recommendations. Nadine mentioned that we currently have 2 IT staff trying to get through 32 pages of IT projects, and we have had 3 BOD task forces which recommended USMS to have up to 5 IT staff. Chris spoke to the logistics of the report and thanked CJ, Rob Butcher, and Jim Matysek for meeting with him. He also indicated that the committee chairs received a copy of the draft report, and may have feedback to offer at Convention. CJ underscored Chris' summary and recommendations based on events of the past year. Chris Stevenson reported that two of his chairs appreciated receipt of the report. Nadine recommended that the IT Report be made around the two Board meetings and Convention. Ed commended Jim for the quality and presentation of the

data. Ed asked if we could accelerate the fourth IT hire for 2015 considering that we have some reserve funds from having a current opening for some time. Rob indicated that they want to hire a competent third person, and then hire a good fourth person thereafter. Rob also reported that there are some services that can be accomplished with contract resources that won't affect another full-time hire. Chris McGiffin opined that we need to make sure we have a plan for the event that employees leave the organization. Compensation and Benefits is working on a process to account for some needs. Jim mentioned that there is a lot of re-work to be done to update the infrastructure. Rob thanked Chris and CJ for their engagement as the voice of the IT organization.

34. LMSC Leadership Summit (Nadine): Working with our national sponsor: Marriott has recommended 4 sites: Kansas City, St. Louis, Houston, and Phoenix, as potential locations for an LMSC Summit. Nadine spoke to the costs and the current budget has the cost to be 10K, recommending increase to 25K. Nadine forwarded the outcomes of the Summer Board Meeting to the Finance Committee so they have background on the requests and associated costs. Nadine mentioned that USA Swimming and other NGBs have similar programs. Hugh asked what the proposed duration would be for this program, and Nadine reported that the desire is to have this event every other year. Chris McGiffin asked if other Board members besides Chris Stevenson needed to be involved. Nadine mentioned that Phil Dodson would also lend Board support.
35. Convention (Nadine): For the New Delegate Orientation (after HOD 1), both new and veteran delegates can share their experiences and provide information about Convention. The New Delegate Lunch (organized by Ed) is a pizza lunch this year. If you haven't RSVPed, please don't just show up unless you let Ed know (he's taking a headcount). There are 43 new delegates and about 38 veterans who have committed to go. Ed mentioned one salient topic is that the term "chapter" will be removed from the Rule Book. Another potentially hot topic was the inclusion of 25-yard events and 100-yard relays at National Championship events. Nadine mentioned that Records and Tabulations Committee was not in support of adding these events. Patty mentioned that Nadine might want to add a section on addressing potentially hot topics to her President's Address. Chris McGiffin and Rob Copeland talked about the topics of temperature, independent safety monitors, and costume standards. Chris also mentioned that the insurance surcharge may come up. Nadine indicated that the surcharge line item should be pulled from the budget and discussed as authorizing the Board to assess the surcharge. Nancy indicated that we need to let the House of Delegates know that the Board is working on this actively. Rob Copeland covered the timing of when the House of Delegates should address the issue. Jeanne suggested that Jim Miller make his presentation to the House of Delegates in order to bring out the long-term strategy to remedy the situation. Nancy hammered home the point that we are all trying to work transparently on a strategy that brings us to a solution.
36. Next meeting will be at 5:30pm EDT.

The Board moved into recess at 2:11pm EDT.

Respectfully Submitted,

Chris Colburn, Secretary

## **APPENDIX: Governance Update (Hugh Moore)**

When Anthony Thompson finished his term on the board, he recommended that the chair of the Governance Committee should be a board member. I agree as I feel that the chair should have insight into current board operations and have asked Nadine to appoint Leianne Crittenden as chair of the committee for 2015.

Please note the LMSC workshop "Bring Your Own Bylaws" and "Major Governing Documents" on Friday at 1. Also note that there are no plans to create LMSC bylaw templates at this time. All LMSCs have bylaws that have been bounced against the LMSC standards. Paige came up with the idea of the Bring Your Own Bylaws workshop as an opportunity for LMSCs to discuss their bylaws and potentially improve their bylaws and/or LMSC structure.

Meg Smath will be joining Carl Bromer and me on the Policy Manual Subcommittee with the expectation of incorporating style guides. My goal is to provide the BOD with a "complete package" of changes, that reorganizes the current "Policies and Governance" page of the USMS website to make it easier to maintain as well as capture information that is currently missing. Goal: complete by early November.

The Education subcommittee (composed of Patty Miller, Jim Miller, Jim Wheeler and Anthony Thompson, and chaired by Leianne Crittenden) is recommending that there be a minimum of one hour of board training at each board face-to-face meeting outside of convention and that training follow a two year cycle:

### 1. Understanding Roles and Responsibilities

- Organization structure and relationships of parties
  - What is “tax exempt” status and what makes USMS a “non-profit”?
  - What is required to maintain tax-exempt status?
  - Relationship of the Board of Directors, President, Executive Director, staff, and volunteers
2. Planning and Strategic Responsibilities of Board Members
- Strategic vision over the long term
  - Trends in comparable organizations
  - Risk management
  - Awareness of the environment, including threats and opportunities
  - How to look at things in a strategic way
3. Communications
- Optimizing communication
  - Improving communication with Board members’ constituencies
  - Running effective meetings
4. Financial Matters
- Understanding financial matters and financial statements
  - What constitutes effective and reasonable financial oversight by the Board