

**Committee Name:** Board of Directors

**Session #:** 1

**Committee Chair:** Patty Miller

**Minutes recorded by:** Chris Colburn

**Date/time of meeting:** 1/18/2016 8:30pm EST

## Motions Passed:

1. MSA to approve the minutes of the December 21, 2015 conference call.
2. MSA to ratify the Board vote by Discussion Forum to approve the overbudget request brought to the Board by the Finance Committee to fund the Staff Accountant position.
3. MSA to accept Legal Counsel's recommendation, and to report to the Long Distance Committee that the Board is not willing to accept the risk of the ISM swimming in the event.
4. MSA to approve the Affiliate Membership request of USA Masters Games.
5. MSA to approve the members of the Ad-Hoc Elections Committee.
6. MSA to approve Patty Miller, President and Ralph Davis, Treasurer as the fully authorized signers for the Northern Trust Account named U.S. Masters Swimming Swimming Saves Lives Foundation Not-For-Profit.

**Number of committee members present:**22

**Absent:** 7

**Number of other delegates present:** 0

**Committee members present (list all, including chair and vice chair):** Patty Miller - President; Chris McGiffin - VP of Programs; Chris Stevenson - VP of Local Operations; Frank (Skip) Thompson -VP of Community Services; Chris Colburn – Secretary; Ralph Davis – Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket); Dave Diehl (Colonies); Dan Cox (Great Lakes); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Jill Gellatly (South Central); and Laura Winslow (Southwest); Bill Brenner – Interim CEO; Past Presidents: Nadine Day, Rob Copeland, Jim Miller, Nancy Ridout, Tom Boak and Ted Haartz.

Not present: Ed Tsuzuki - VP of Administration; Sean Fitzgerald (Dixie); Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: none.

## Minutes

The meeting was called to order at 8:30pm EST.

1. Agenda Review and Conflict of Interest Declarations (Patty): Welcome and Happy New Year. There were no conflicts.
2. Approval of Previous Minutes (Chris Colburn): Discussion of the minutes surrounded the recommendation of the overbudget request to the Finance Committee. **MSA to approve the minutes of the December 21, 2015 conference call. MSA to ratify the Board vote by Discussion Forum to approve the overbudget request brought to the Board by the Finance Committee for the Staff Accountant Position.**
3. Action/Discussion Items:
  - a. Independent Safety Monitors (ISMs): Patty provided some background on the rule regarding ISMs (303.7.3), and indicated that Maria was asked to contact ESIX and render a legal opinion, following the Long Distance Committee's interpretation of the rule that ISMs could swim the event in which they are appointed as ISM. ESIX opined that this is a consideration in underwriting. Maria reported that having the ISM swim the event presents a legal risk. Patty reminded the BOD of their options based on the advice of counsel. Discussion centered around the risk that indicates the ISM should not be in the water during the race. Rob Copeland provided some background on the origin of the ISM within USMS, to align with USA Swimming. Chris McGiffin pointed out some differences between the USA and USMS roles. **MSA to accept Legal Counsel's recommendation, and to report to the Long Distance Committee (LDC) that the Board is not willing to accept the risk of the ISM swimming in the event.** Chris McGiffin will report to the LDC, and invited Patty to attend the next LDC meeting. Jim suggested that Maria should explain it to the LDC. The next LDC call is scheduled for 1/31.
  - b. High Performance Camp (HPC): Skip brought up some background related to the history of the High Performance Camp. The Coaches Committee voted to discontinue its support of the HPC. Patty would like to put this on the agenda for the February Board Meeting. Jim, Sarah, and Nadine provided further discussion on the history and the partnerships related to the HPC. Sarah, Nancy, and Bill will bring the story to the Winter Board Meeting.
  - c. Coaches' Safety Certification with Coach Certification: That's currently a recommendation from one person on Coaches, and isn't necessarily going anywhere at this time. Skip clarified that this would be undertaken by the Coach Certification subcommittee. Skip will work with Bob Jennings to determine if this continues to be an issue.

- d. Open Water Committee Chair: Doug Sayles, Open Water Committee chair, has determined he can no longer serve in that role. Bob Bruce, Open Water Committee Vice Chair, will step into the role of Chair for this year. He will need some support from Chris McGiffin on the administrative aspects of running the committee.
  - e. Futures Task Force: Patty is contemplating the creation of a task force that would identify issues related to the next generation of leaders, and the suggested solutions from that group. Bill indicated that some information would come from the College Club Swimming Forum. Discussion was generally encouraging. Patty will be putting out a mission statement for Board review. Chris Colburn volunteered to work with the task force. Rob Copeland recommended Dan Cox to work with the task force as well due to his connections to College Club Swimming.
  - f. USA Masters Games Affiliate Membership Request: Patty provided some background on the issue. Maria recommended that there are no legal risks, and supports the request. **MSA to approve the Affiliate Membership request of USA Masters Games.** Currently, the only Affiliate Member is IGLA. The only Allied Member is USA Swimming. Maria will contact Hill Carrow, and Bill will have the National Office bill USA Masters Games the \$100 membership fee.
  - g. Using Events as Fundraisers for SSL – Discussed at last EC meeting. Ralph Davis will take the lead in developing guidelines. Susan and Ralph are working on a question on the membership application related to fundraising. Ralph also recommended a fundraising discussion.
  - h. MSA to approve the members of the Ad-Hoc Elections Committee.**
4. Reports:
- a. President (Patty) – Report was submitted previously in writing.
  - b. Interim CEO Report (Bill): We are 1.3% ahead of this time last year on members, and are ahead on clubs as well. There are a number of reminder emails going out. The NO relocation is complete. The staff is all under the same roof for the first time in three years. The City will assume all responsibilities on the Pagoda Building on 2/1. There have been over 30 applicants for the staff accountant position. They’re narrowing down the top 4 candidates for interviews the beginning of the following week with the idea that role would start in early February. The College Club Summit will be 2/5-7. The ALTS Instructor Training was successful, and the instructors were all engaged. Today we signed a new 3-year sponsorship agreement with ROKA. Kyle and Jay did an excellent job bringing this sponsor in. They’re an official sponsor of Ironman and want to expand their product line.
  - c. Treasurer (Ralph): Ralph has a board resolution for this evening: **MSA to approve Patty Miller, President and Ralph Davis, Treasurer as the fully authorized signers for the Northern Trust Account named U.S. Masters Swimming Swimming Saves Lives Foundation Not-For-Profit.**
  - d. Secretary (Chris Colburn): Chris reported that all minutes to the date of the meeting were up-to-date, and asked the Vice Presidents that if any committees did not see their minutes posted on the website, to resend them via email. Rob Copeland asked if all members of the Board are 2016 USMS members and Ralph confirmed.
  - e. Vice Presidents – All submitted in writing:
    - i. Programs (Chris McGiffin): Chris received but has not reviewed the suggested revisions to the e-postal contracts. Maria will review and return to Chris by Wednesday. The officials Committee will reach out to Susan about using their funds to secure officials for National Championships. Chris also submitted an IT Liaison Report.
    - ii. Community Services (Skip): Nothing to add.
    - iii. Local Operations (Chris Stevenson): MaryBeth Windrath has taken over as National Records Administrator.
  - f. Legal Counsel (Maria): Nothing to add.
5. Governance Committee (Leianne): Governance has two more calls before the Winter Board Meeting. Four issues will be addressed at the Winter Board Meeting:
- a. Status of the Ad-Hoc Elections Committee
  - b. Term Limits for committees and chairs
  - c. Delegate Members from LMSCs vs. national committees
  - d. Participation of Past Presidents
- Leianne would like to postpone Board training until July.
6. Winter Board Meeting (Patty):
- a. Written reports from officers, task force chairs, and Governance should be submitted by Friday, February 5. Patty will work with the National Office to create one consolidated set of meeting materials.
  - b. Patty and Bill are working on an agenda. Email Patty with any suggestions. Dale Neuberger will be attending the meeting to speak with the Board.

- c. Logistics have come from Julie Lindblad. Please submit any travel plans to her.
- 7. The Summer BOD Meeting is tentatively going to be in Sarasota the weekend of July 16-17.
- 8. CEO Search Task Force Update (Patty for Ed): We are hoping to do some interviews the Friday before the Board meeting in Dallas.
- 9. Next meeting will be February 13, 2016 at 9:00am CST, Day 1 of the 2016 Winter Board of Directors meeting.

The meeting was adjourned at 10:14pm EST.

Respectfully Submitted,

Chris Colburn, Secretary