

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller	Date/time of meeting:	10/23/2017 8:30pm ET
Minutes recorded by:	Greg Danner		

Actions Taken:

1. Approved: Ratification of email vote approving the September 17, 2017 Board of Directors Meeting minutes.
2. Approved: Accept the Whistleblower Policy, as amended.
3. Approved: Accept the Audit Committee Charter, as amended.

Number of committee members present: 22	Absent: 5	Guests: 0
<p>Committee members present (list all, including chair and vice chair): Patty Miller - President; Peter Guadagni - VP of Administration; Chris Colburn - VP of Local Operations; Donn Livoni - VP of Programs; Frank (Skip) Thompson - VP of Community Services; Greg Danner - Secretary; Ralph Davis - Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Dan Cox (Great Lakes), Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Ed Coates (South Central); and Laura Winslow (Southwest); Dawson Hughes – CEO; Past Presidents: Nadine Day (Immediate Past President), Nancy Ridout, Ted Haartz, and Jim Miller; Dave Coddington (USA Swimming Liaison to USMS).</p> <p>Not present: Past Presidents: Tom Boak, Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p>Guests: None.</p>		

Minutes

The meeting was called to order at 8:35 pm ET.

1. Agenda review and conflict of interest declarations (Patty): No conflicts reported.
2. Ratification of email vote approving September 17 Board minutes (Greg). **MSA to ratify the email vote that had approved the minutes. The motion passed unanimously.**
3. CEO's report and opportunity to ask any questions about the September financials and 3Q forecast (Dawson):
 - a. The College Club Swimming (CCS) program has performed better than expected. 104 clubs have registered (nearly 2,200 swimmers), which is higher than anticipated. There is no revenue tied to individual CCS swimmers; there is tiered pricing based on the size of each club.
 - b. The National Office will be meeting this week with one of our service vendors to do develop a more structured relationship and perform strategic planning.
 - c. The outgoing and incoming Chairs of the Swimming Saves Lives Foundation (SSLF) Committee will be visiting the National Office next week to map out what they want to accomplish next year.
 - d. Dawson, Bill Brenner, and Kyle Deery will be visiting USA Swimming and USA Triathlon in Colorado Springs to have partnership discussions this year.
 - e. The National Office is working to have contracts updated and finalized as part of bid packets for Long Distance and Nationals events. Awarding events will be contingent on the hosts signing the bids immediately. The National Office is catching up on bids that have already been awarded.
 - f. Rob Copeland raised a few questions prior to the meeting via email:
 - i. Dawson indicated that we hope to increase new membership with pending technology improvements, the addition of the fitness series, and a raised expectation in clubs encouraging USMS membership from their individual members.
 - ii. Another question Rob raised was in respect to LMSC Registrars that are getting paid and whether this is an appropriate use of resources (over 99% of members register online). Ed Coates stated that his LMSC finds it is reasonable because the mailing of ID cards requires time and expense. Nancy indicated that the registrars may be doing more than registering swimmers. Patty pointed out that there is always an opportunity to examine the use of funds, since we all have a fiduciary responsibility. The Volunteer Task Force and LMSC Development Committee could potentially address these types of issues and encourage the LMSCs to revisit their use of membership fees. Additionally, if the registrars are getting paid for duties that are not traditionally associated with the registrar, we should define it accordingly. Ralph indicated that there are only a few LMSCs paying their registrars, so it's not a common occurrence. A brief discussion followed regarding whether online registration should be mandatory. There are members that don't have access to online registration, so paper registration is still useful in some circumstances.

4. Committees (Patty):
 - a. Status of selection process: Jessica provided Patty with survey information. Patty has preliminary committee picks that will go out to the appropriate Chairs for review. The Diversity Task Force was not listed as a survey option to request joining, but Patty identified some people from the surveys that might be interested. In response to a question from Rob Copeland, Patty indicated that the National Office will assist with communication to those selected for committees and those not selected to centralize this process rather than leaving it up to each committee chair. There are over 200 people to communicate with regarding committee assignments; so, it does take some work.
 - b. Chairs of Board committees: Patty reviewed the potential Chairs that were identified and sought questions or comments from the BOD. Skip inquired if Patty has a vision for the length of service for the Board committees. Patty indicated that due to the level of expertise, turnover will (ideally) be less frequent than the standing committees. A formal motion is not required for the Chair of Board committee assignments, but Patty sought and received the approval of the BOD on this call.
 - c. Volunteers for Election and Governance: Patty is seeking more volunteers for the Election and Governance Committees, particularly from within the BOD. BOD members can reach out to her if they are interested.
 - d. Convention and Volunteer Task Forces: These are now formed. Ed Tsuzuki is Chair of the Convention Task Force and Laura Winslow is the Chair of the Volunteer Task Force. Laura listed the members of her task force and noted that she is excited to work with the other members. Her goal is to have some deliverable by the May meeting at the latest.
5. Documents from Audit Committee (Ralph):
 - a. Whistleblower Policy: In advance of the meeting, Ralph had emailed a draft of the proposed changes. Some discussion had taken place via email and the forum. At the meeting, only a housekeeping question was raised: why the term "Board" was added preceding "President" but not before "Secretary." To make it consistent, "Board" will not be used before either. **MSA by Rob Copeland to accept the policy, as currently amended. The motion passed unanimously.**
 - b. Audit Committee Charter: In advance of the meeting, Ralph had emailed a draft of the proposed changes. **MSA by Rob Copeland to accept the charter, as currently amended. The motion passed unanimously.**
6. New Business: None.
7. The next EC call will be 8:30pm ET on Monday, November 6, 2017. The next Board call will be at 8:30pm ET on Monday, November 20, 2017.

The meeting was adjourned at 9:28pm ET.

Respectfully Submitted,

Greg Danner, Secretary