

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller	Date/time of meeting:	6/19/17/2017 8:30pm EDT
Minutes recorded by:	Chris Colburn		

Actions Taken:

1. Approved: To amend FC2 to read “submitted” instead of “approved”
2. Approved: To amend the proposed legislation to strike Section 508.2 of the Rule Book completely to eliminate confusion since the authority to establish fees is already elsewhere in the Rule Book
3. Approved: FC1-FC5 as amended
4. Approved: the RFP recommendations of the National office for the IT Plan
5. Approved: The capital expenditure outlined in the RFP recommendation
6. Resolved: to approve Kyle Deery, Director, Marketing, as a fully authorized signer on the USMS Wells Fargo checking account with an effective date of June 19, 2017

Number of committee members present:	20	Absent:	9
Committee members present (list all, including chair and vice chair): Patty Miller - President; Ed Tsuzuki - VP of Administration; Chris McGiffin - VP of Programs; Frank (Skip) Thompson -VP of Community Services; Chris Colburn – Secretary; Ralph Davis – Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Dan Cox (Great Lakes); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Ed Coates (South Central); and Laura Winslow (Southwest); Dawson Hughes – CEO; Past Presidents: Jeff Moxie, Tom Boak, Ted Haartz, Jim Miller and Nancy Ridout.			
Not present: Chris Stevenson - VP of Local Operations; Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Nadine Day, 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 8:31pm EDT.

1. Agenda review and conflict of interest declarations (Patty): Patty welcomed everyone to the call. There were no conflicts.
2. Approval of Meeting Minutes (Chris Colburn): Due to questions from Patty and Chris McGiffin, section 4c of the May 15, 2017 Board Conference Call will be re-worked and the minutes reviewed at the Summer Board Meeting.
3. Finance Committee Recommendation of Budget and Fees (Ralph): Ralph provided an overview of proposed amendments related to specifics of fees that are included in the Rule Book. MS to pass the legislative recommendations of the Finance subcommittee. Rob Copeland raised concerns about the fees stated in Section 508.2 of the Rule Book. Rob recommends striking 508.2 since those powers are enabled in Sections 201.2 and 202. Skip asked who can make that amendment. Patty indicated that the recommendations will be forwarded to Legislation. Chris McGiffin supports striking 508.2. Patty indicated that the rationale for striking would be to eliminate further confusion. Ralph understood the concerns and can work on the language. Tom Moore asked about the intent of the changes and their effects on the House of Delegates’ ability to oversee and approve the budget at the line item level. Patty said the Board approves the budget recommendation before it goes to the House. What the Finance Committee was seeing was that there’s a lot of work that goes into the budget, and that making changes from the floor need to be important enough for a 2/3 majority if it’s going to be made on the floor. The discussion continued with the intent that the House of Delegates be able to have input on the budget before it is presented on the floor of the House to streamline the approval process during the House session. Rob Copeland confirmed that was the intent. We should look at 506.3.6 to clarify the agreement of the Board’s role in the process. The clarification is that in FOG, only the House of Delegates can approve a budget. Patty suggests that we modernize our budget approval process in steps. **MSA to amend FC2 to read “submitted” instead of “approved.” MSA to amend the proposed legislation to strike 508.2 completely to eliminate confusion already established for fees elsewhere.** Tom Moore wants stronger language in point 4 of the subcommittee recommendation than “open forum” for the budget review presentation. Patty recommends something along the lines of “unopposed finance presentation early in convention.” Ralph will amend before finalizing. **MSA to approve FC1-FC5 as amended.** Ralph will amend the language and send to Patty for review.
4. IT Modernization RFP Recommendation (Dawson): Dawson reviewed the documents that he presented to the Board related to the background and recommendations on the IT modernization plan. RFP recommendations include a financial plan that will be reviewed by the Finance Committee Thursday. 5 implementation partners and 6 software platforms were reviewed. The recommendation is to move forward with SiteCore. It’s an industry leader and has all the functionality we want. We will

be able to use James Williamson differently from how we initially thought, and plan to use him as a contractor. The timeline and deliverables are two 9-month implementation windows. One new feature would be a prospect database with marketing analytics; a mobile responsive website; and a personalized experience. Costs to review are the costs of the software and Phase 1 implementation. Phase 2 would be included in the 2018 budget. James provides a project management component that we haven't had before, and has been a nice change in tackling and completing projects. Sterling Webb has stepped up and learned a lot in the past month. Dawson is looking to hire one more person to backfill the IT employee base. He is not sure if that person will be a contractor or permanent employee yet. That will be covered in the salary savings from departed employees. Implementation contractors are included in the Phase 1 costs. Nancy asked if this would require a dues increase. Dawson indicated we already have a \$2 dues increase contemplated for next year, but there is no additional dues increase for this in particular. Through 2019, there isn't an additional dues increase contemplated for this work. Patty asked some clarification on the request, which is the financial approval to purchase SiteCore. Dawson indicated that on that approval, they are seeking the approval to embark on the implementation project. Tom Moore asked what we were looking at with respect to filling personnel. Dawson indicated that the way the National Office is proposing, we are buying some time to find the right people with the right skill sets to move forward. **MSA to approve the RFP recommendations.** Patty clarified with Ralph about what else needs to be approved. **MSA to approve the capital expenditure outlined in the RFP recommendation.** Jeff Moxie asked about the benefits of accelerating the timeline. Dawson provided some background on the timelines and the staff time and resources involved. The National Office is comfortable with the timeline and expectations they're setting out. Ralph complimented Dawson, Susan, and James Williamson on the thorough, detailed nature of the plan they put together. Ed Tsuzuki echoed Ralph's thoughts. James and Dawson reviewed the plan with Chris McGiffin and Ed Tsuzuki, and Ed is confident in the plan that the Board is approving. This platform can use our web and social media data to help increase the membership. Patty thanked Dawson, Susan, and Kyle, as well as all of our volunteers who Dawson was able to reach out to for their involvement and feedback.

5. Proposed USAS Agreement Regarding Convention Commitments (Patty): Patty provided background on the agreement and when the issue arose. USAS is planning to replace the convention committee due to planned retirements. The question came up about the continued involvement of USA Swimming and USMS in the USAS Convention. The intent of the agreement is that the other NGBs are not stuck holding the bag for cancellation fees if one of the other NGBs backs out. Maria asked for some background on what prompted this. Patty and Tom Boak explained the concerns of the NGBs committing verbally 5 years out. USAS wants to be more secure in holding to that commitment, and therefore is trying to hold the NGBs accountable to that commitment. Dawson is concerned about what this agreement looks like as we move forward. Maria's concern is whether what we're doing with USAS and our House of Delegates is what we want going forward. USA Swimming is delaying the long-term decision (2021 and beyond) until Convention this year. There is a need for USMS as an organization to determine what we want to do in terms of the larger convention. Since we are committed out to 2020, USAS wants us to sign something to commit through that time. We can discuss this in July if we need to continue the discussion. The Board agrees with the concept of signing an agreement like this. The understanding is that this is a rolling 5-year commitment that we can revisit each year depending on what the site would be. Patty recommends that Maria look at it, make recommendations on changes, and bring it up for a vote at the Summer Board Meeting.
6. Board Resolution (Ralph):
 - a. Resolution: To approve Kyle Deery, Director, Marketing, as a fully authorized signer on the USMS Wells Fargo checking account with an effective date of June 19, 2017. **MSA.** Ralph will send Chris Colburn the document for his signature as Secretary.
7. CEO's Report (Dawson): Dawson sent his report out to the Board ahead of time. Skip asked about the new hires mentioned in the report.
8. The next meeting of the Board will be at 8am EDT on Saturday, July 15, 2017, Day 1 of the USMS Summer Board Meeting in Tampa. Please send Patty and Dawson an email with any proposed agenda items. Please get reports out to the Board by 7/7 for the Consent Agenda.

The meeting was adjourned at 9:51pm EDT.

Respectfully Submitted,
Chris Colburn, Secretary