

Actions Taken:

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	12/18/2018 8:30pm ET

1. Approved: Ratification of email vote approving the November 26, 2018 Board of Directors Meeting minutes.
2. Approved: Reappointment of Kerkering, Barberio, & Co. as our auditor for the next three years.
3. Approved: The Compensation and Benefits recommendation on the CEO bonus goals for 2019 as presented.

Number of committee members present:	22	Absent:	6	Guests:	1
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: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Chris Campbell (Oceana); Ed Coates (South Central); and Teddy Decker (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Nancy Ridout, Jim Miller, and Ted Haartz; Dale Ammon (USA Swimming Liaison to USMS).					
Not present: Past Presidents: Rob Copeland, Tom Boak, Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
Guests: Sandi Rousseau.					

Minutes

The meeting was called to order at 8:32 pm ET.

1. Agenda review and declarations of conflict of interest (Patty): None reported.
2. Ratification of email vote approving November 26 BOD minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
3. CEO's Report (Dawson):
 - a. Membership: Approximately 21,200 members as of today. Stated that we're in a "comfortable" range within 1,000 members of each of the past five years at the same time. Noted that the National Office has identified a downward trend on average SSL donation and percentage of members donating during the registration process. One possible explanation is that there is more fundraising going on throughout the year, so members might be less likely to donate during registration. There was a significant increase in Nov/Dec 2017, so it has returned to a similar level as the 2016. Questions:
 - i. Membership: Skip asked if the year plus members were counted in the membership total. Dawson explained that there is a manual process performed near the end of each year to migrate year plus members into the next year. This was done on December 12. With that in mind, the most accurate time to compare membership totals is December 31st (or later), because it was traditionally performed on Dec 31. The timing of staff and resources dictates when it is run.
 - ii. SSL: Jim noted an issue he had with his SSL donation during registration. Teddy mentioned that many non-profits are seeing charitable contributions go down due to changes in the tax law this year.
 - b. Fitness Series recap: A survey was issued to all participants and resulted in a 10% response rate. Dawson provided some info from the survey results. About half identified as fitness swimmers and one third competitive. 42% of respondents participated to benefit SSL, higher than was expected. Many participated simply because it was a new challenge and something fun to do. A small percentage joined USMS to take part in the event. Looking ahead: 75% of respondents said they would take advantage of a bundled offer at the beginning of the year to register for all three and 44% wanted more time (four weeks) to complete each event. Questions: Nadine asked if there was any impact or crossover in participation with ePostals/OW. Dawson said there was limited crossover and ePostal participation continued to decline. The goal is to build a pathway from joining the organization to taking part in events. The Fitness Series provides intermediary steps since the distances/time commitment is shorter. Nadine inquired if Fitness Series hosting will still be a requirement for gold club status. Dawson indicated that was the plan, as it helps us promote the events, but there are still no requirements for the number of people. Chris Campbell suggested an award for clubs with the highest percentage of participants.
 - c. The National Office initiated a triathlon marketing campaign (via Facebook) on December 7th and is analyzing the data. Several goals: Get as many non-member triathletes as possible to click through to the USMS website, next to

download a training guide, and then hopefully become members. Approximately 5,500 visitors came to the website, 1,500 downloaded the training guide and 14 people joined USMS.

- d. IT projects that are part of Phase 2 (Dawson posted a list of nine projects on the forums and asked the BOD to identify their favorites). Projects mentioned by members of the BOD included: A swimmer app (for smart phones), performance tracking, single sign-on authentication, LMSC website templates, and an OW results database. Several of these projects are already underway and some of them are interconnected.
4. LMSC Leadership Summit Update (Chris Colburn):
 - a. The planning group is making progress and on schedule. There have been conference calls every other week.
 - b. At least seven topics have been locked in for the summit.
 - c. A communication regarding summit expense reimbursement will be sent (prior to year-end) to LMSC Chairs to clarify some earlier confusion.
 5. Concurrence with President's appointment of standing committees of the Board (posted to the BOD discussion forum on 12/13/2018) (Patty): BOD concurs (there were no questions or comments from the BOD). Patty stated that all committee assignment notifications will be issued later in the week.
 6. Audit Committee recommendation to renew Kerkering Barberio as USMS auditor (Ralph): Ralph noted that the Audit Committee has been very pleased with KB as our auditor. **MSA to reappoint Kerkering, Barberio, & Co. as our auditor for the next three years. The motion passed unanimously.**
 7. CEO's 2019 bonus goals (Ed): Ed gave a high-level review on the recommendation memo (briefly discussing the subjective and objective measures) and the CEO bonus goals for 2019 draft. There were a few questions from the BOD that related to clarifying some of the metrics. *(Secretary's Note: Dawson (conflict of interest) and Sandi (non-BOD guest) exited for the remainder of the conference call as the meeting went into Executive session).* After discussion in Executive Session: **MSA to accept the Compensation and Benefits recommendation on the CEO bonus goals for 2019 as presented. The motion passed unanimously.**
 8. The Board also received an update on renewal of the CEO's contract in Executive Session.
 9. The next EC call will be at 8:30pm ET on Monday, January 7, 2019. The next BOD call will be at 8:30pm ET on Monday, January 21, 2019.

The meeting was adjourned at 10:00 pm ET.

Respectfully Submitted,

Greg Danner, Secretary