

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Patty Miller		
<b>Minutes recorded by:</b>	Greg Danner	<b>Date/time of meeting:</b>	2/10/2018 8:00am PT

## Actions Taken:

1. Approved: Ratification of email vote approving the January 15, 2018 Board of Directors Meeting minutes.
2. Approved: Ratification of the Actions Taken Since September BOD Meeting.
3. Approved: The action items proposed by the national office to address the membership concerns related to College Club Swimming and USMS cross-over, with the caveat that if any items require emergency rule book changes then a proposal would need to be brought back to the BOD first. Otherwise, the national office can proceed with implementation.
4. Approved: Adopt the changes to LMSC Standards 2.6.4 and 2.6.5 as follows: *2.6.4 Resolution – If the VPLO determines that the complaint is warranted, the VPLO will, within one month of the receipt of notice, notify the chair of the zone containing the LMSC. The zone chair, under the supervision of the VPLO, will consult with the LMSC and develop a remediation plan that includes deadlines. For standards that are missed two or more consecutive years, the VPLO will provide details of the remediation plan to the chair of the LMSC Development Committee, and the USMS Board of Directors. 2.6.5 Remediation – The zone chair and the VPLO may revise the remediation plan, including deadlines at any time.*

<b>Number of committee members present: 23</b>	<b>Absent: 4</b>	<b>Guests: 8</b>
<p><b>Committee members present (list all, including chair and vice chair):</b> 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: Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Dan Cox (Great Lakes); Leianne Crittenden (Oceana); Ed Coates (South Central); Sarah Welch (Northwest); and Laura Winslow (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Nancy Ridout, Jim Miller, Tom Boak, and Jeff Moxie; Dale Ammon (USA Swimming Liaison to USMS).</p> <p><b>Not present:</b> Past Presidents: Ted Haartz, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p><b>Guests:</b> Susan Kuhlman - CFO, Bill Brenner - COO, Jessica Porter - Sr. Director, Membership Acquisition and Retention, Kyle Deery - Sr. Director, Marketing and Communications, Tim Hinchey (USA-S President and CEO), Dale Neuburger (FINA Vice President), James Williamson (Bonfire, Inc.), Nancy Rapoport (Special Counsel to the President of UNLV).</p>		

## Minutes

The meeting was called to order at 8:03 am PT.

1. Welcome (Patty):
  - a. New BOD members, College Club Swimming (CCS) representatives, and other guests were welcomed and introduced.
  - b. Agenda Review and Declaration of Conflict of Interest – no conflicts reported.
2. Minutes and Ratification (Greg):
  - a. Ratification of email vote approving January 15, 2018 Board minutes: **MSA to ratify the email vote that had approved the minutes. The motion passed unanimously.**
  - b. **MSA to ratify the Actions Taken Since September BOD Meeting.** Refer to the Winter BOD Meeting Packet for full detail. **The motion passed unanimously.**
3. Board Training: Cognitive Errors and Group Decisions (Nancy Rapaport): Nancy Rapaport's interactive presentation covered human traits that contributed to financial and athletic scandals involving individuals in various organizations. The BOD discussed group dynamics and elements that could potentially benefit the USMS group structure.
4. 2017 Year-End Financials (Susan):
  - a. The financial report included a summary of major items variable to the budget. Highlighted items were known and had been discussed in prior BOD meetings, such as savings from the digital publication of Swimmer magazine and losses from Program Services (formerly Education Services).
  - b. Several graphs were presented that were not in the report:
    - i. Membership by year and membership composition graphs.
    - ii. SWIMMER cost per member graph. The cost continues to decrease (in total and per member) due to digital conversions. Patty asked if we are tracking views of digital SWIMMER. Dawson indicated that the digital magazine views are limited, but USMS 3.0 will evolve and provide more engagement.

- iii. Investment income.
    - c. Projects for 2018:
      - i. We plan on reviewing our long-term business relationships (insurance/risk management, banking/investment, and Professional Employer Services). Ralph stated that we are happy with all three of our current relationships, but it is an appropriate time to review them.
      - ii. Updated disaster recovery plan (this ties into the IT modernization project).
      - iii. Implement EFT payment program to replace LMSC and Club checks (originally slated for 2017, this was postponed to 2018)
      - iv. Review USMS rules that restrict USMS business and how to implement change.
      - v. Work with large vendors to provide SSLF contributions.
    - d. Rob brought up the issue of budget variances because of having such an early delivery date, due to the requirement of being prepared in advance of the convention. Dawson agreed that since we have a different national office model now, changes should be considered. Regarding this topic and standardizing memberships, Jim said that the consistency of product for USMS is paramount, as opposed to serving the individual LMSCs. This will be discussed further in the agenda.
5. CEO'S Report (Dawson):
  - a. Dawson summarized what was in the report regarding: strategic initiatives, national office staffing changes, USMS 3.0 (IT), USMS 2020 (100% membership), Fitness Series (849 entrants and 60 clubs to date), Fitness Initiative, College Club Swimming, potential partnerships, and the overall engagement of the membership in appealing events. Most of these topics will be touched upon in further detail later in the agenda.
  - b. Mentioned the Gold Club Designation, also to be discussed in greater detail later in the agenda.
  - c. Provided some early information about two active beta programs that could be expanded, if successful:
    - i. A Regional Program Developer is a person filling a similar role to Bill Brenner, but on a smaller scale.
    - ii. A Local Program for a club is coordinated by the national office in a local (city) setting.
  - d. Dawson touched upon some topics not in the report, such as our Open Water Strategy and indicated that we need to consider what we want it to look like, because we have limited structure now.
  - e. Detailed membership statistics were provided during a slideshow. As pointed out during previous conference calls, the renewal rate of 2016 year plus members is low compared to all other segments of the membership. Some new information included data on SSL contributors having very high renewal rates in 2016 and 2017. Additionally, there is a significant difference in renewal rate of members on clubs that expect membership versus those that don't require it. Dawson hopes to address these issues with USMS 2020 and USMS 3.0. Several Board members commented that the coaches and clubs are key: that we should drive messaging and event participation through them by explaining the value of the USMS brand and resources.
  - f. Culture change: to improve our organization, the decision-making must be based on member preference as opposed to being driven by the rule book.
6. Convention Task Force (Ed Tsuzuki by phone):
  - a. Ed T. indicated that they've held eight meetings since convention. He reviewed the mission statement and outlined the concept of optimizing the time everyone spends at the convention.
  - b. The initial thoughts of the task force include retaining the elections, rules and budget portions, per the rule book. Laura mentioned that the Volunteers Task Force has some overlapping review and they have not reached the same conclusion yet. There was discussion that the rules might need to be changed, so that we're not required to include any specific components at convention. This will be explored further by these task forces.
  - c. The first round of preliminary BOD recommendations by the Convention TF:
    - i. Elections: Improve meet-the-candidates portion by personalizing the meetings, perhaps by "speed-dating" and implement a secure online technology for voting. This recommendation includes having the Election Committee consider revising our election process accordingly. The BOD was supportive of these recommendations.
    - ii. Rules Committee (from an organizational standpoint): Recommendation that the Governance Committee review the possibility of forming a single Rules Committee for USMS, thereby consolidating some of the functions currently spread across multiple committees. This follows the structure at USA-S. Patty asked for the reasoning behind this suggestion. Rob indicated that it would make the HOD meetings more effective since there would be a single (expert) presenter with a consolidated list of changes. Additionally, Nadine stated that it would improve the overall consistency of the rule book. Patty said the concerns are valid, but there may be other solutions. Each rule making committee should be the recipient of rule change requests as opposed to seeking out to make changes for minor fixes.
    - iii. Rules Committee (from a process standpoint): Generally, that rules committee processes should be reviewed.
    - iv. Budget: Recommendation that the finance committee consider moving the final budget review to later in the year and utilizing technology for a review/voting process (note: the former recommendation and ensuing discussion is somewhat a continuation of the agenda discussion from 4.d.). There was a lengthy

discussion amongst the BOD regarding this recommendation, as it relates to a potential shift in the mindset of passing a budget. With professionals in our national office staff, Finance Committee, and Audit Committee, it is debatable whether we need delegates to review and approve line item detail. Nancy was concerned that a digital budget review would potentially limit delegate participation and was favorable of face to face interaction for such a review. Tom M. and Sarah questioned if our definition of “passing a budget” was even appropriate, and that a cost center allocation might be better than individual account review at the HOD level. On a related note, the time frame requirement on the budget is relatively early due to when our membership year begins (another item to be considered for changes).

- v. Automatic delegates: Recommendation that the Governance Committee review the currently defined list of automatic delegates. Sarah agreed with the recommendation to explore it, but warned that rescinding votes could be perceived negatively by membership.
  - vi. Committee meetings: Recommendation for a divisional approach where VPs hold an open meeting for all their committees. This would include a reduction or elimination of the regular business that takes place. The reason for this stems from technology enabling much of the business to take place over the year, where historically that might not have been the case. Board members want to preserve face-to-face time and networking. Tom M. suggested that there is value in delegates seeing how a committee functions in that they may be a new volunteer who is considering being on a committee. If the current committee meeting approach continues, Rob recommended that they should be forward looking to get people enthused. Ed T. added that the committee should prepare a discussion directed to the audience (policies, goals, etc.) rather than conducting normal business.
7. College Club Swimming (CCS) and USMS crossover (Kyle): Since the recent inception of CCS, it has been identified that some CCS members and clubs previously registered with USMS, to compete in sanctioned events. These swimmers are required to make some of these events viable. To continue to do so, would require them to pay for two membership fees, which was not necessarily the intent upon forming CCS. This was brought to the BOD’s attention during previous conference calls and remains unresolved while recommendations were sought for BOD approval. Kyle, along with input from national office staff and select BOD members, recommended action items for CCS members including: a new membership type, a discounted USMS individual membership, a waived LMSC fee, and dual registration for clubs (CCS clubs automatically receive club status with USMS). The timing of the action items is considered urgent due to two reasons: sanctioned events (that need CCS swimmers to be viable) are running over the course of the next few months and the CCS club/individual registration period begins prior to the convention. For the long-term, it is important because we want to bridge the CCS members to USMS later in life. **MSA: Approve the proposed action items, with the caveat that if any items require emergency rule book changes then a proposal would need to be brought back to the BOD. Otherwise, the national office can proceed with implementation.** During the discussion of the motion, several Board members were vocally supportive of having all CCS members dual registered, even with a limited fee. Peter asked if it was an appropriate course of action to make such changes, as they relate to the application of membership fees. Dawson indicated that this would be worked through with impacted LMSCs, several of which are already aware of the issue. Patty pointed out that the long-term investment is to encourage these college swimmers to eventually become USMS members. Nancy asked that we develop appropriate communications with the HOD via email to establish the trust in advance of the convention. **The motion passed unanimously.**
8. Volunteers Task Force (Laura):
- a. The mission is to investigate the volunteer roles and make recommendations to optimize their usage. They are in the process of identifying all functions being performed and where (national vs. local). There are two subgroups: one for national functions and one for LMSC functions. Subsequently, recommendations will be made for future function placement. There are no preliminary recommendations yet.
  - b. A survey has been issued to over 1,300 volunteers and non-volunteers (members not currently volunteering) to a representative population to assess satisfaction, desire, and engagement level. The goal is to improve our understanding of our volunteer base and identify a model volunteer. There has been a 32% response rate of the surveys issued, with the final results not yet in (the survey is open until February 11<sup>th</sup>). Also, there will be a small number of personal interviews conducted (approximately 30) to supplement the survey results.
  - c. Laura indicated that the task force has several items being considered in conjunction with any recommendations, including:
    - i. Appropriate communication among the national office, national committees, and LMSCs.
    - ii. What, if any, impact a change in functions could have on volunteers.
    - iii. The timing and prioritization of recommended changes.
  - d. Next steps: Review proposals and make recommendations to the BOD. Skip asked if the recommendations would be discussed with the LMSC Development Committee. Laura indicated that it would be and noted that two members of the task force are also on the LMSC Development Committee.
  - e. Timeline: The task force hopes to compile their recommendations by April 3<sup>rd</sup> and send them to the BOD by April 11<sup>th</sup>. Laura would present those recommendations for approval during the April BOD conference call (tentatively April 16<sup>th</sup>). Based on those results, any proposed legislation would be brought to the Board for approval at the May

conference call (tentatively May 21<sup>st</sup>). Peter noted that some issues might need to be addressed in policy, as well as legislation.

9. FINA/UANA (Dale Neuberger):

- a. Dale explained that the U.S. is in a good position with FINA with respect to representation. The U.S. has 19 representatives on 20 committees (the most of any country), including Jim Miller (Sports Medicine Committee) and Mel Goldstein (Masters Technical Committee).
- b. When compared to the international Masters swimming community, Dale stated that USMS is the most prominent when it comes to representation and leadership. As a result, Dale urges us to recognize the bigger mandate and think globally.
- c. The 2017 FINA Masters World Championships in Budapest were arguably the best facilities/setting ever experienced for a Masters championship event and the trend will continue since it follows the FINA World Championships (2019 – South Korea, 2021 – Japan, 2023 – Doha, Qatar).
- d. Through 2021, each NGB is eligible for a \$5,000 annual grant in project areas designated by FINA.
- e. Patty asked if FINA had any plans to expand their “Swimming for All - Swimming for Life” program, as the current emphasis is on teaching children to swim, rather than people of all ages. Dale indicated he was not aware of any changes in that respect.

10. USMS/USA Swimming Synergies (Dawson and Tim Hinchey): After Tim’s introduction to the BOD, they both laid out several concepts that are in the early stages of being explored further:

- a. Partnerships with relevant sponsors.
- b. OW sanctioned festivals, that may include outside organizations: with the hope of creating awareness and driving commercial activation.
- c. Partnering on our IT modernization: sharing relevant info and data between our organizations.
- d. USMS access to USA-S events: special offers and potentially in pool events.
- e. Dual membership.
- f. USAS convention: Both organizations have an active task force (or committee/group) that is reviewing and making recommendations related to the annual convention. What effect these have on one another will be important to consider.

11. USMS: 2020 – 100% Membership (Dawson):

- a. Dawson provided a brief overview of USMS 3.0, pointing out some key elements, including: segmentation and personalization of communication, branding/value proposition, and data analytics. More information will be given in tomorrow’s (Sunday) session.
- b. Gold Club Designation (refer to December memo issued to BOD)
  - i. Dawson outlined the expectations and incentives of the gold club designation program. He pointed out that rules and legislation changes will not be necessary to implement the program. The next steps are pitching it to the membership (sales process), tracking the responses, and adjusting based on feedback (changing incentives/requirements, adding designation levels, etc.).
  - ii. The BOD separated into three groups and performed a brainstorming exercise. The goal was to develop suggestions that will help the organization move towards 100% membership, for new and existing clubs. Numerous ideas were offered, including:
    - i. Recognition of LMSCs reaching certain percentages of compliance.
    - ii. Additional membership options: rolling memberships, multi-year memberships, auto-renew, alternative types (fitness vs. competition tiers priced differently).
    - iii. Provide each LMSC with a package that can be discussed with new coaches/clubs. The LMSC would then have the option of tailoring it to a local level.
    - iv. Offer to assist with club management: coordinate clubs getting set up with a third-party vendor to streamline administrative duties.
    - v. Offer mentoring program to new coaches (set an expectation of those on LMSC Coaches Committees that they will be available). Utilize any LMSC coaches that are certified (preferably Level 3 or 4).
    - vi. During the club registration/renewal process on the website, explain the benefits and value proposition of 100% membership. Point out the available tools and resources.
    - vii. For new club registration, have an option/requirement for human interaction prior to completing the registration process – get those coaches the resources they need and set the 100% membership expectation from the onset.
    - viii. Provide coaches with tools to easily verify their swimmers’ membership status.
    - ix. When issuing the certificate of insurance for clubs, indicate that 100% membership is required.
    - x. Offer financial incentives/discounts for current clubs trying to transition.
    - xi. Offer unique content: nutrition, physical therapy, and more.
    - xii. Help clubs interested in getting set up as 501(c)(3) non-profit orgs.

12. Consent Agenda – Officer Reports:

- a. President (Patty): Only one item to add: SSL will issue a recommended change to the mission statement for BOD approval in the coming weeks.
- a. VP Administration (Peter): Peter further described the level of activity in his committees, noting that the Championship Committee is perpetually active (daily communications). Some of the other committees, however, are reactive and don't have as much activity.
- b. VP Programs (Donn): – Nothing to add.
- c. VP Community Services (Skip): Members continue to sign up for the Winter Fitness Series, so the numbers are higher than previously reported (by approximately 100 members).
- d. VP Local Operations (Chris):
  - i. There is follow-up to do on CCS, but the BOD is aware.
  - ii. Remediation on LMSC Standards – The LMSC Development Committee approved a resolution in July 2017 to change two standards. This was not voted on by the BOD or at convention last year, as intended. **MSA to adopt the changes to Standards 2.6.4 and 2.6.5 as follows: 2.6.4 Resolution – If the VPLO determines that the complaint is warranted, the VPLO will, within one month of the receipt of notice, notify the chair of the zone containing the LMSC. The zone chair, under the supervision of the VPLO, will consult with the LMSC and develop a remediation plan that includes deadlines. For standards that are missed two or more consecutive years, the VPLO will provide details of the remediation plan to the chair of the LMSC Development Committee, and the USMS Board of Directors. 2.6.5 Remediation – The zone chair and the VPLO may revise the remediation plan, including deadlines at any time. The motion passed unanimously.**
- e. Treasurer (Ralph):
  - i. Investments are down this year, but he predicts we will still be close to the forecast.
  - ii. Investment committee has 100% participation in SSL. Encourages us to push for all committees to be 100%.
- f. Secretary (Greg): The two sets of minutes that were pending approval have since been approved.
- g. Legal Counsel (Maria): Nothing to add.
- h. Immediate Past President (Nadine): Nothing to add.
- i. Nancy asked if there was anything from the Elections Committee. Patty indicated that there was no report, but she had not asked the committee for one.

13. Compensation and Benefits (Ed C.): The Board of Directors went into Executive Session to discuss confidential human resources issues.

The meeting was adjourned at 6:05 pm PT.

Respectfully Submitted,

Greg Danner, Secretary

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	2
<b>Committee Chair:</b>	Patty Miller	<b>Date/time of meeting:</b>	2/11/2018 8:30am PT
<b>Minutes recorded by:</b>	Greg Danner		

## Actions Taken:

None.

<b>Number of committee members present:</b>	<b>22</b>	<b>Absent:</b>	<b>5</b>	<b>Guests:</b>	<b>5</b>
<b>Committee members present (list all, including chair and vice chair):</b> Patty Miller - President; Peter Guadagni - VP of Administration; Chris Colburn - VP of Local Operations; Donn Livoni - VP of Programs; Greg Danner - 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); Leianne Crittenden (Oceana); Ed Coates (South Central); Sarah Welch (Northwest); and Laura Winslow (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Nancy Ridout, Jim Miller, Tom Boak, and Jeff Moxie; Dale Ammon (USA Swimming Liaison to USMS).					
<b>Not present:</b> Frank (Skip) Thompson - VP of Community Services; Past Presidents: Ted Haartz, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
<b>Guests:</b> Susan Kuhlman - CFO, Bill Brenner - COO, Jessica Porter - Sr. Director, Membership Acquisition and Retention, Kyle Deery - Sr. Director, Marketing and Communications, James Williamson (Bonfire, Inc.).					

## Minutes

The meeting was called to order at 8:32 am PT.

1. Discussion regarding Ralph's motion from yesterday (College Club Swimming and USMS crossover - See minutes from Session #1 on 2/10/2018): There was confusion as to if the national office would require further approval from the BOD before implementing any changes. It was decided by the motion that if the changes can be done within the current scope of the rule book, then no further approval would be required. If the proposal(s) require emergency rule book changes, then it will need to be addressed by the BOD.
2. USMS Endowment Fund (Maria/Susan):
  - a. Maria explained the difference between the USMS Endowment Fund and the USMS Swimming Saves Lives Foundation (SSLF). The Endowment Fund was established in 2002 with the Central Indiana Community Foundation (CICF) to provide masters swimmers an outlet for philanthropy. This is a restricted fund that is permanent in nature, as the original contributions are held in perpetuity. The SSLF is only a temporarily restricted fund, so we have greater control over the funds. It is the donor's preference as to where they wish to donate, but Maria suggested that large donations are more appropriate for the Endowment Fund.
  - b. Peter asked if it was possible to have a simple document that details both the fund and SSLF. Dawson stated that the national office is working on messaging to address all aspects of the Endowment Fund and SSLF, with the goal to have it ready by the end of the summer.
  - c. Nadine inquired as to the members of the Gift Acceptance Committee. Patty said she would get back to the BOD.
3. USMS 3.0 – IT Modernization (James/Dawson):
  - a. Dawson provided a brief recap from last year's BOD presentation on the plan to re-platform the IT infrastructure, leading to improvements in member onboarding and membership services. We will experience a shift in philosophy in that the Marketing and Membership Services departments will drive the direction of the website content, rather than the IT department.
  - b. James detailed the roadmap of modernization and provided a preview of the website, including the club finder, events calendar, registration process, as well as legacy pages (forums):
    - i. Phase 1: Public web. Characteristics and improvements include, but not limited to:
      1. Modern/responsive design
      2. Streamlined registration
      3. LMSC website templates
      4. Member segmentation/personalization (crafting a journey for the visitor)
      5. Cloud hosted
    - ii. Phase 2: Member experience (benefits): digital membership card, third party app integration, and more.
    - iii. Phase 3: Member database (CRM).

- c. Peter and Tom M.: both recommended that it is very important to get coaches excited to use the features of the new website. Dawson indicated that messaging on the new site will be issued to volunteers first and that it's important to note that nothing is going away from the old site.
  - d. Patty encouraged the BOD to continue the push forward with modernization. We should also work to prepare a grant application for funds that will be provided by FINA, perhaps for use in a technology scope.
4. Fitness Initiative Update (Dawson): This was tabled for the next BOD call. Before moving onto the next agenda item, Patty asked BOD members to participate in the Winter Fitness Challenge.
5. New Business:
  - a. Nancy: Asked for a synopsis of College Club Swimming meetings that were running concurrent to the BOD meetings. Patty asked Dawson to recap this for us on the next BOD call.
  - b. Rob: Stated that he is not planning on running for re-election as At-Large Director. Patty asked all BOD members to solicit other USMS members to run for their positions if their term is up or they plan on vacating.
  - c. Laura: Asked BOD members to complete their Volunteer Surveys.
  - d. Tom M.: Asked that the BOD/National office consider issuing communications with all LMSC leadership regarding expected changes in the coming year, with the goal of gaining additional input and building trust. Leianne added that this content should outline the benefits of those changes.
6. The next Board call will be 8:30pm ET on Monday, February 19, 2018. The next EC call will be 8:30pm ET on Monday, March 12, 2018.

The meeting was adjourned at 10:04 am PT.

Respectfully Submitted,

Greg Danner, Secretary