

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller	Date/time of meeting:	7/14/2018 8:00am ET
Minutes recorded by:	Greg Danner		

Actions Taken:

1. Approved: Ratification of email vote approving the June 18, 2018 Board of Directors Meeting minutes.
2. Approved: Ratification of the Actions Taken Since February BOD Meeting.
3. Approved: Accept the Audit Report and 990s.
4. Approved: Accept the recommendations of the Volunteers Task Force for further development, except for tabled items.
5. Approved: Amend the proposed amendment to EOG Part Two IV.D.3. as follows: *Following a nomination and second, the floor Candidate(s) shall submit to the Secretary ~~a hard copy as well as~~ an electronic copy of the completed nomination packet.*
6. Approved: Reject the proposed amendment to EOG Part Two V.B. as follows: *Each candidate shall have attended two or more Annual Meetings as a delegate in the preceding five (5) years.*
7. Approved: Amend the EOG Part Two V.B. as follows: *Each candidate shall have attended one or more Annual Meetings in the preceding five (5) years.*
8. Failed: Amend the EOG Part Two V.B. by striking it completely.
9. Approved: Amend the proposed amendment to EOG Part Two VII.B.4.c. as follows: *More than 1 candidate may be endorsed, ~~at the discretion of the zone.~~*
10. Approved: Accept the Election Operating Guidelines as amended.
11. Approved: Nominate Tom Boak for the USAS Officer Board.
12. Approved: Nominate Mel Goldstein, Nadine Day, and Ed Tsuzuki (in that order) for the UANA Masters Technical Committee.
13. Approved: Nominate Jim Miller for the UANA Sports Medicine Committee.
14. Approved: Nominate Patty Miller for the UANA Legal Commission.
15. Approved: Changes to the COI (Board) Policy and Questionnaire.

Number of committee members present: 20	Absent: 7	Guests: 14
<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: Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Dan Cox (Great Lakes); and Laura Winslow (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Tom Boak, and Jim Miller; Dale Ammon (USA Swimming Liaison to USMS).</p> <p>Not present: At-Large Directors: Ed Coates (South Central); Past Presidents: Nancy Ridout, Jeff Moxie, Mike Laux, Dan Gruender, and Ted Haartz. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p>Guests: Susan Kuhlman - CFO, Bill Brenner - COO, Jessica Porter - Sr. Director, Membership Acquisition and Retention, Kyle Deery - Sr. Director, Marketing and Communications, Onshalee Promchitmart - Coordinator, Volunteer Services, Steve Hall - Coordinator, Membership Services, Marianne Groenings - Director, Programs and Events, Casey Keiber - Coordinator, Events and Programs, Jay Eckert - Manager, Business Development, Daniel Paulling - Manager, Publications and Communications, Jay Place - Web Developer, Jim Gregory (VP Portfolio Manager - Northern Trust), Rob Lane (Managing Shareholder - Kerkering, Barberio & Co.), James Williamson (Bonfire, Inc.).</p>		

Minutes

The meeting was called to order at 8:00 am ET.

1. Welcome (Patty): Board members welcomed and brief introductions.
2. Agenda review and conflict of interest declarations (Patty): Several Board members will be up for UANA committee nominations later in the meeting and declared conflict of interest: Patty, Nadine, and Jim.
3. Minutes and approval/ratification (Greg):
 - a. Ratification of email vote approving June 18 BOD minutes: **MSA to approve the minutes. The motion passed unanimously.**
 - b. Ratification of Actions Taken Since February BOD Meeting: **MSA to approve the actions taken. The motion passed unanimously.**

4. Local Marketing Programs (Peter): Some Executive Committee members met (via conference call) after the initial club restructuring proposal by the National Office failed. This group confirmed that USMS should encourage affiliations with local programs. Dawson met with LMSC leaders and revised the proposal, which proposes exactly that, but eliminated rule book changes. The BOD is aware that LMSC and Regional club designations continue to cause communication issues, so it will be ideal to eventually improve rule book definitions. Patty summarized the goal of getting the local units listed in Club Finder as a practical matter for swimmers seeking clubs. Dawson said that the revamped club registration process for 2019 (starting October 1, 2018) will capture more information than before. Sarah endorsed the direction of the plan and hopes to facilitate all Pacific Northwest workout groups getting registered and into Club Finder. Dawson will continue to visit large LMSCs to support the goals of this plan. In advance of convention, the National Office will prepare communication regarding the attempt to get all relevant programs registered.
5. Investment Report by Northern Trust (Jim Gregory): Went through a slideshow discussion of asset allocation, balance sheets, and performance for both USMS and SSLF investments. When asked about our performance compared to similar organizations, Ralph indicated that our historical and last year yields were similar to Ivy League school endowment performance. He considers that a success due to the higher number of people employed to work on those portfolios.
6. Audit Report by Kerkering, Barberio & Co. (Rob Lane): Provided a report to the Audit Committee and the BOD, which included a Communication of Material Weaknesses (none), Independent Auditor's Report, Financial Statements with notes, Supplementary Information, and 990s. There was only one audit adjustment (a reallocation of functional expenses) and two reclassifying entries. Rob mentioned that there are three upcoming standards changes to review; however, he doesn't expect they will have a significant impact on us. **MSA to accept the audit report and the 990s. The motion passed unanimously.**
7. Volunteers Task Force (Laura):
 - a. Prior to the slideshow, there were breakout groups that prepared lists on what functions should be done by the National Office and what should be done by volunteers.
 - b. Survey and personal interviews: 380 survey responses from volunteers out of 800 and 100+ from non-volunteers out of 300. Performed more in-depth one-on-one interviews with high performing volunteers. Survey and interview results helped guide some of the recommendations.
 - c. Report (Recommendations were provided at the level of each role or committee. If they were not pulled or un-pulled, then that indicates the BOD was supportive of what was presented):
 - i. Committees of the Board:
 1. Elections: Discussion regarding enabling the Elections Committee to nominate qualified candidates when a position has no candidate slated by the deadline. Some were supportive, others suggested after the extended deadline. Another suggestion was having a Nominating Committee. No decision could be made on this item. **Tabled.** Governance to review whether we should have a separate Nomination Committee, if that function should be combined with Elections, or if we want to keep the Elections Committee as is.
 2. No changes proposed to Audit, Comp & Benefits, Finance, Governance, and Investment.
 - ii. LMSC roles:
 1. LMSC Registrar – No discussion.
 2. LMSC Top 10 and Sanctions – There was a discussion as to the ideal amount of assistance coming from the National Office staff to improve efficiency and offer a backup. The recommendations were modified to clarify that any National Office staff role in assisting will be administrative. These roles have local aspects that continue to be necessary.
 3. LMSC Officials – Un-pulled / limited or no discussion.
 4. LMSC Coaches – No discussion.
 5. LMSC Webmaster – Noted that an LMSC website through National Office template would be optional, not mandatory. Un-pulled / limited or no discussion.
 6. No changes to Chair, Vice Chair, Secretary. Treasurer recommendations pending/forthcoming.
 - iii. National Committees:
 1. Coaches – No discussion.
 2. Fitness Education – No discussion.
 3. H&A – Un-pulled / limited discussion.
 4. Legislation – This was pulled to hear the rationale related to differences with what the Convention Task Force recommended earlier. Un-pulled.
 5. LMSC Development – No discussion.
 6. Long Distance – Opinions varied on the proposed job function changes. **Tabled.**
 7. Officials – Un-pulled / limited or no discussion.
 8. Open Water – **Tabled.**
 9. Recognition & Awards – Acceptable except for the portion of awards related to Long Distance (since that was tabled).
 10. Records & Tabulation – Un-pulled / limited or no discussion.

11. Rules – **Tabled.**

12. Sports Medicine & Science – No discussion.

- d. Next steps: Prioritize proposals, finalize timeframe (1-5 years), establish strategies to socialize concept of optimizing volunteer contributions. Present to HOD (2019 or later) for adoption and implementation. **MSA to accept the recommendations of the Volunteers Task Force for further development, except for tabled items. The motion passed unanimously.** Laura asked the Board who should prioritize the proposals, to which Rob and Patty agreed that this task force should address the prioritization. Presentations will be organized for this year's convention, as well as the 2019 Leadership Summit to raise awareness for future proposals (no rules changes are recommended by this task force this year). Nadine suggested engaging the LMSC Development Committee prior to communicating with LMSCs or the HOD.
 - e. Peter asked if there was anything with respect to other types of volunteers, such as timers and meet directors, but that was not in the scope covered this year.
 - f. The Board recognized the substantial and significant work performed by this very active task force.
8. Board Education Plan (Jim Miller): The Education Subcommittee (of Governance) decided they will select three or four articles every few months to send to the BOD for consideration. The articles are intended to elevate Board member knowledge. Jim stated that Board members interested in any specific subjects related to serving on a Board should let him know.
9. Election Operating Guidelines (Cheryl Gettelfinger by phone):
- a. **Motion to approve the recommendations of the Elections Committee for amending the EOG.** The motion was seconded. There were numerous changes proposed and each was reviewed or discussed:
 - i. Part Two I.B.3. added: *"Any additional support personnel will not be considered as Election Committee members."*
 - ii. Housekeeping changes included: Table of Contents and Part Two IV.C.1. No discussion.
 - iii. Part Two IV.D.3. added the following: *The nomination packet of a floor nominee must be in the hands of the Election Committee Chair within one hour following the nomination.* After a discussion, the BOD decided that a time limit of one hour for a hard copy might be difficult and decided to strike that portion. **MSA to strike a hard copy as well as from the original sentence in Part Two IV.D.3. The motion passed unanimously.**
 - iv. Striking of Part Two IV.D.6.
 - v. Part Two V.B. added a requirement that: *Each candidate shall have attended two or more Annual Meetings as a delegate in the preceding five (5) years.* The Board discussed this proposal and agreed that it was contrary to recommendations from the Convention Task Force and our goal to improve our pool of volunteer candidates. **MSA to reject this proposed amendment. The motion passed unanimously.** In the process of reviewing this section, there was a **MSA to amend the requirement of two or more Annual Meetings by reducing it to one or more Annual Meetings.** There was a lengthy discussion regarding the merits of the existing requirement. Some volunteers relayed to one BOD member that it was challenging to process all the new information after only one convention. Other Board members noted that it reflects well on candidates that have shown their commitment by attending two or more conventions. Others pointed out that the HOD can (and will) evaluate the credentials that people bring and decide on their own. It was suggested that we should refrain from having barriers for the purpose of evaluating candidates. Another option would be for the Board to ask the Governance Committee to create BOD spots for non-traditional members. **The motion passed.**
 - vi. **MSF: proposal to strike Part Two V.B. entirely. The motion failed.**
 - vii. Part Two VII.B.4.c. added the following: *More than 1 candidate may be endorsed at the discretion of the zone.* **MSA to strike at the discretion of the zone from the sentence. The motion passed unanimously.**
 - viii. Striking of: *The vote tallies shall not be announced* from the end of Part Two VIII.E.5. No discussion.
 - ix. Striking of Part Two VIII.F. No discussion.
 - x. Changes to Part Three Appendix C Section Two to match previously agreed upon requirements. No discussion.
 - xi. It was noted that Part Three Appendix D will need additional changes if electronic voting is approved.
 - b. **Back to initial motion (a) to accept Election Operating Guidelines as amended: The motion passed unanimously.**
 - c. Laura asked about how a runoff election would work in electronic voting. This, along with other questions about how it would work (people without electronic devices, verifying delegate status, etc.) will be detailed prior to convention.
10. Convention Task Force Report (Rob Copeland):
- a. Based upon a recommendation to de-couple national level volunteer service from HOD membership, the BOD decided it would be appropriate for committee members to serve based on the calendar year, thereby pushing appointments back to January 1st each year. Although national committee appointments have often been tied to

convention, Nadine noted there's no convention attendance requirement. Actively soliciting members without a history of convention attendance may improve each committee makeup as it provides more options. This would not be an open call to the entire membership body, rather a targeted approach. Regarding non-delegates speaking at the convention, committee members would be permitted to speak at committee meetings if they're recognized by the presiding officer (e.g. committee Chair) or at the HOD if they're recognized as guests by the President.

- b. Some recommendations regarding improving Elections, one of which is the electronic voting that the Elections Committee is working on.
- c. Recommended approving the budget after the annual meeting to save time, improve accuracy, and allow members more time to review the numbers. This is different from the previous Finance Committee recommendation, in that it does not necessarily include a change in budget approval authority. Budget process modernization is to be discussed again later in this BOD meeting. Peter simply noted that he would recommend against electronic voting related to the budget.
- d. Option for conducting a convention separate from USAS starting in 2022 and beyond as a cost reduction method. Noted that a compelling reason would be necessary.
- e. Showed a sample schedule for conducting the convention with a one-day reduction.
- f. They have a short presentation planned at the convention during a HOD meeting.

11. CEO's Report (Dawson):

- a. National Office staff update: Jay Place has been hired as a web developer.
- b. Strategic initiatives continue to advance and address our goals: USMS 3.0, USMS 2020, Regional Program Developer, Fitness Series, and more.
- c. Membership: Membership is down -5.78% same time last year. This has been tracked regularly throughout the year. Based on the data available, new member recruitment and lack of year-plus member retention have been the primary challenges. There are relatively small decreases in most LMSCs (-65 member average per LMSC) and not many trends have been identified. Local relationships, clubs, and coaches are key to growth.
- d. Stats shared on final number of participants for the Winter Fitness Challenge and One-hour ePostal. It was noted that most swimmers in both were female. Summer Fitness Challenge (starting July 15): 50 clubs – 527 swimmers (374 women) with \$3,417 in donations registered to date. USA-S partnership taking place at their Summer Nationals in Irvine, California.
- e. Try Masters Swimming Week: 134 programs actively participated. Anecdotal registration spike, but can't confirm via limited data.
- f. Gold Clubs: 52 so far. Eight clubs actively working towards Gold. A list was provided to the BOD.
- g. Local Program: City of San Diego Masters established on May 1. Six members to date. USMS membership included in club dues.
- h. Regional Program Developer: Established March 1 with a Colorado and New Mexico focus. Five new clubs have been created (21 members). This person will visit facilities, USMS clubs, and meet with LMSC Board members to build relationships.
- i. Open Water: Ongoing discussions with open water event hosts and similar organizations to find a good fit. Some test partnerships have occurred, with mixed results.
- j. College Club Swimming: The 126 clubs and 4500 swimmers was a success that exceeded expectations.
- k. USMS 3.0 (IT):
 - i. Phase 1.0: Completed
 - ii. Phase 1.1: Fixing unexpected issues, staff education, and legacy cleanup ongoing
 - iii. Phase 1.2: Club 2.0 will include significant improvements in Club Finder (in time for club registration) and associated data on clubs, coaches, contacts, experience, and expectations. Kyle showed the Board several screenshots of the new club registration process that is in development. Tom Moore asked about the possibility of independent coaches being listed and Dawson said this is being considered for future development.
 - iv. Phase 2:
 1. Email Marketing and Community components slated for Q4 2018
 2. Add-Ons include APIs for third party applications and an LMSC website template (beta with several LMSCs for now – hopeful to be available as an option for all LMSCs in the future.)
 - v. Phase 3: CRM. RFI/RFP slated for Q4.
- l. Continued Strategic Vision:
 - i. Standardized National Fee consideration
 - ii. Segmented Membership offerings – CCS is the first step
 - iii. CRM considerations
- m. USMS 2020: Be ready to take advantage of a 50th anniversary campaign and Olympics (membership capture and retention)

12. USAS (Patty): Officer elections will be held this fall. Steve McFarland is completing his final term, so we don't know who the next President will be. The positions are determined after members are elected to the USAS Board. Tom Boak is the

current Treasurer and is willing to serve another two-year term. Patty recommended continuing to support him as an officer of the Board. **MSA to nominate Tom Boak for the USAS Officer Board. The motion passed unanimously.**

13. UANA Committee nominations (Patty and others):

- a. **MSA to nominate Mel Goldstein, Nadine Day, and Ed Tsuzuki (in that order) for the UANA Masters Technical Committee. The motion passed unanimously.**
- b. **MSA to nominate Jim Miller for the UANA Sports Medicine Committee. The motion passed unanimously.**
- c. **MSA to nominate Patty Miller for the UANA Legal Commission. The motion passed unanimously.**

14. Consent Agenda – Officer Reports:

- a. President (Patty): No updates
- b. VP Administration (Peter):
 - i. Peter added that all the rules and legislation proposals will be in by August 1st and suggested that we extend that in the future due to the challenging time constraints.
 - ii. Dawson noted that the Registration Committee initiated the proposal for printing of membership cards by the National Office.
- c. VP Programs (Donn):
 - i. Proposals will be in by the deadline.
 - ii. Some Board members voiced concern over the number of recommendations that came from the Open Water Committee and hope that the committee focus will return to growth, rather than rules.
- d. VP Community Services (Skip): No updates.
- e. VP Local Operations (Chris): Working on finalizing dates for the 2019 Leadership Summit.
- f. Treasurer (Ralph):
 - i. Noted the majority of LMSCs have set up EFT with the National Office.
 - ii. Congratulated Susan on an excellent job.
- g. Secretary (Greg): No updates.
- h. Legal Counsel (Maria):
 - i. No report.
 - ii. Endowment bequest issue (see BOD Minutes from 20180115) is going to mediation.
 - iii. Asked BOD members to ensure email accounts are not in use by anyone else (spouses, etc.) because all discussions are confidential.
 - iv. No legal actions pending against USMS.
- i. Immediate Past President (Nadine): No report.

15. New business: The Conflict of Interest Policy and Questionnaire (Board Policy) was updated to include “N/A” as an option for all questions. **MSA to approve the changes to the COI Policy and Questionnaire. The motion passed unanimously.** Patty recommended that all policies be reviewed in January.

16. The BOD Meeting will resume Sunday, July 15th at 8:30 am.

The meeting was recessed at 5:24 pm ET.

Respectfully Submitted,

Greg Danner, Secretary

Committee Name:	Board of Directors	Session #:	2
Committee Chair:	Patty Miller	Date/time of meeting:	7/15/2018 8:30am ET
Minutes recorded by:	Greg Danner		

Actions Taken:

16. Approved: 2019 Budget Assumptions with a net operating loss up to \$150,000.
17. Approved: Direct the Finance Committee to develop a plan and timeline for budget process modernization.
18. Approved: The new USAS mission statement: *To serve its member organizations by providing representation and advocacy within the international aquatics federations.*

Number of committee members present:	19	Absent:	8	Guests:	8
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: Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Dan Cox (Great Lakes); and Laura Winslow (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President) and Jim Miller; Dale Ammon (USA Swimming Liaison to USMS).					
Not present: At-Large Directors: Ed Coates (South Central); Past Presidents: Nancy Ridout, Tom Boak, Jeff Moxie, Mike Laux Dan Gruender, and Ted Haartz. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
Guests: Susan Kuhlman - CFO, Bill Brenner - COO, Jessica Porter - Sr. Director, Membership Acquisition and Retention, Kyle Deery - Sr. Director, Marketing and Communications, Onshalee Promchitmart - Coordinator, Volunteer Services, Steve Hall - Coordinator, Membership Services, Marianne Groenings - Director, Programs and Events, James Williamson (Bonfire, Inc.).					

Minutes

The meeting was called to order at 8:30 am ET.

1. 2019 Budget Matters/Assumptions (Susan and Ralph):
 - a. Membership forecast for 2018 is 60,300. Major costs per member were detailed. IT Modernization: we are on target for the initial estimate that was provided in February 2017.
 - b. Membership: 2% traditional membership increase over 2018 forecast.
 - c. Education weekends (11) strategically scheduled in larger hub cities for: Coach, ALTS, and stroke clinics. The overall budgeted attendance for 2019 is 1,200 participants for all programs. An expansion of Local Swim Programs and Regional Program Developer is planned. Also, of note, there will be four additional/regional stroke clinics. Nadine encouraged the BOD to continue outreach to smaller areas.
 - d. Communications and Publications improvements
 - e. Advertising/Sponsors: Revenues equal to 2018 forecast.
 - f. Marketing expenses (Kyle): Includes increased internet advertising, focus on membership leads from new software, promotion ads for education programs and events, PCs in rotation for replacement, staff training on new platforms. Kyle noted that our marketing budget is minimal for an organization of our size.
 - g. College Club Swimming (CCS): estimating 135 clubs (approximately 200 exist), registered swimmers up 11% to 5,000.
 - h. Compensation/insurance: benefits/merit pool increases. No change in total staff FTEs. Insurance costs flat for 2018-2019 with 2% increase beginning 10/1/2019.
 - i. Admin/Volunteers: LMSC Summit for 2019.
 - j. Changes to designated coach/instructor fee and OEVT.
 - k. Opportunity reserves for: OW Development Programs, a joint event with a similar organization, and a Coach (Club) Business Development Summit for best practices.
 - l. IT Modernization (Dawson): Phase 3 – member relationship management system.
 - m. **MSA to approve the 2019 Budget Assumptions (as presented by the CFO) with a net operating loss up to \$150,000. The motion passed unanimously.**
 - n. Budget process modernization (Patty): There was consensus amongst the Board that the budget process should be improved. **Motion to direct the Finance Committee to develop a plan and timeline for budget process modernization.** Discussion: Several Board members indicated that the rationale and timing (from the initial proposal) need to be improved. Ralph asked for this as a project that the Finance Committee can work on. **The motion passed unanimously.**
 - o. **Motion to hold membership fees for 2020 at the 2019 rate. Tabled.**
2. Convention Planning (Patty):

- a. Legislation/Rules: Peter indicated that a comprehensive set of proposals is not yet available. Peter briefly mentioned a few and the Board discussed some that we're aware of, including one proposal to remove all Past Presidents from the Board (except the Immediate Past President). Dale confirmed that USA-S is transitioning Past Presidents off their Board and that having an Emeritus Committee is an option. The Board was mixed on the subject. The institutional knowledge provided by Past Presidents is useful because of Board turnover and the Governance Committee found that there was no undue pressure coming from Past Presidents. A natural drop-off in attendance tends to happen with age. Another option suggested was grandfathering existing Past Presidents.
 - b. Hot topics:
 - i. Donn noted there is a proposal for open water event director discretion to allow or disallow flotation devices/safety devices at all competitions not being Nationals.
 - ii. The BOD plans to inform the HOD of proposals that are tailored for strategic initiatives via short segments (10-15 minutes) during a HOD session. This may include the Convention Task Force, Volunteers Task Force, and CCS.
 - c. Theme: Breakout groups to come up with ideas: "Building Bridges to our Future" was selected as the best idea and will be utilized by the National Office.
 - d. Recognition for USAS Convention Committee: This committee of volunteers has helped organize the convention for many years. The National Office will put something together on behalf of USMS.
 - e. **MSA to approve of the new USAS mission statement: *To serve its member organizations by providing representation and advocacy within the international aquatics federations. The motion passed unanimously.***
3. New Business: none.
4. The next Board call will be 8:30pm ET on Monday, August 20, 2018. The next EC call will be 8:30pm ET on Monday, August 6, 2018.

The meeting was adjourned at 11:46 am ET.

Respectfully Submitted,

Greg Danner, Secretary