

## USMS Convention — Jacksonville, Florida 2018

<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>	9/26/2018 9:00am ET

### Actions Taken:

1. Approved: The September 17, 2018 Board of Directors Meeting minutes.
2. Approved: Ratification of email vote approving the September 4, 2018 Executive Committee Meeting minutes.
3. Approved: Ratification of the Actions Taken Since July (Summer) BOD Meeting.
4. Approved: Formation of an OW Strategic Task Force that includes the National Office and volunteers.
5. Approved: The recommendation of the SSL Board of Trustees as to how to derive funds to award grants for 2019 up to \$132,500.

<b>Number of committee members present: 22</b>	<b>Absent: 5</b>	<b>Guests: 28</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; 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), Nancy Ridout, Jim Miller, Jeff Moxie, and Tom Boak; Dale Ammon (USA Swimming Liaison to USMS).		
<b>Not present:</b> At-Large Directors: Ed Coates (South Central); 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 Reilly - Sr. Director, Membership Acquisition and Retention, Kyle Deery - Sr. Director, Marketing and Communications, Onshalee Promchitmart - Coordinator, Volunteer Services, Marianne Groenings - Director, Programs and Events, Events and Programs, Jay Eckert - Manager, Business Development, Daniel Paulling - Manager, Publications and Communications, Jay Place - Web Developer, James Williamson - Bonfire, Randy Melcher - Integro, Lauren Jackson - Integro, Helen Naylor (SE), Phil Dodson (Illinois), Teddy Decker (NM), Jeanne Ensign (MT), Bob Bruce (Oregon), Diana Triana (South Texas), Ed Tsuzuki (NJ), Doug Sayles (NE), Jerry Clark (NC), Anthony Ervin, Michael Heather (Southern Pacific), Carolyn Boak (Gulf), Ginger Pierson (Oregon), Nancy Vincent (Oregon), Christina Fox (Oregon), Sandi Rousseau (Oregon).		

### Minutes

The meeting was called to order at 9:08 am ET.

1. Call to Order (Patty):
  - a. Agenda review: No changes.
  - b. Conflict of interest declarations: No conflicts reported.
  - c. Special recognition for six departing BOD members: Laura Winslow, Leianne Crittenden, Sarah Welch, David Diehl, Tom Moore, and Rob Copeland.
2. Minutes and approval/ratification (Greg):
  - a. Approval of September 17 BOD minutes: **MSA to approve the minutes. The motion passed unanimously.**
  - b. Ratification of email vote approving September 4 EC minutes (EC members only): **MSA to approve the minutes. The motion passed unanimously.**
  - c. Ratification of Actions Taken Since Summer BOD Meeting: **MSA to approve the actions taken by phone and email since the July BOD Meeting. The motion passed unanimously.**
3. The Future:
  - a. Open Water Growth (Dawson/Donn): Dawson pointed to the need to strategize: sanction process simplification could be a solution, since our costs are comparable to other OW hosts. Reclaiming “lost” events, finding new events, starting our own events, and partner events are all viable opportunities. Donn: OW was thought to be the future of the sport. However, due to insurance/financial implications, along with safety measures, we have lost about half of the swims that used to be sanctioned. Although the Long Distance Committee and Open Water Committee are potentially able to help provide solutions, the BOD then delved into a discussion on whether an OW Task Force would be appropriate to discuss strategic growth and providing service. This organization has had OW Task Forces in the past. Jim Miller indicated that the prior task force had performed a cost comparison that might be useful with some updates. Laura asked Donn if such a task force would be better suited by volunteers or staff, and Donn said

that a mix of both would be appropriate. Skip asked if there was any progress with partners. Dawson noted that there is still an opportunity with various partners even though there wasn't significant progress made this year. Nadine suggested that an OW Task Force is not necessary, due to the mission of the OW Committee and their ability to create subcommittees. Ralph suggest that we have the National Office staff come up with a strategy and present it to the BOD. Dawson responded that he could put a strategy together by the Winter BOD meeting. Patty commented on the ideal structure of this task force: The National Office is good for continuity of a project and volunteers are good for knowing the participants and hosts. Bob Bruce agreed with Patty. A suggestion was made to send notes to previous hosts to find out why they dropped their event: it may not be financial, it could be safety directors, volunteers, or physical (weather) reasons. Skip asked if there was a larger number of canceled events this year. Donn said about six events are canceled every year due to weather (safety). Doug Sayles noted that in New England, the number of events and participants have increased, but they're not sanctioned. Kids and adults often participate together, and dual sanctions is often seen as unnecessarily complicated. For people putting on a new OW event, USMS is a great resource. But, that opportunity is limited due to often busy OW schedules and not many new hosts. Tom Moore: likes the idea of a TF, in particular if each Zone was to provide a rep, thereby allowing the discussion to flow out and create transparency. Donn had an additional suggestion in that OW accomplishments should be listed in a swimmer's profile on the website. **MSA: Formation of an OW Strategic TF that includes the National Office and volunteers.** Discussion: Patty stated that the goal should be to drive the process and implementation of solutions. Donn believes that growth, sponsorship, partnership, and member services are all important aspects to include. Peter observed that in Pacific the individual OW events are as strong as they've ever been, but they often they can't find hosts. Rob Copeland put his name forth as a volunteer. **The motion passed unanimously.**

4. Insurance Presentation from Integro (Randy Melcher and Lauren Jackson):
  - a. Randy explained the company background and ideology of embracing risk management practices.
  - b. Among other things, he provided a general liability insurance overview, along with coverage of participant legal liability and umbrella/excess liability.
  - c. A thorough 2018 Renewal Summary was explained, which included a rate reduction with our current provider.
  - d. Randy fielded questions from the BOD regarding best practices, emerging technologies, and what information is available on the website.
  
5. The Future (cont.):
  - a. Volunteers Task Force Update (Laura): Will be continuing as planned for next year, with Laura as Chair. Laura plans on making recommendations at the Winter BOD Meeting. Workshop #3 will include volunteer survey results. The 2019 Leadership Summit will contain some Volunteer TF related material.
  - b. Position on Dues Status Post-2019 (Rob): The BOD was in favor of keeping annual membership fees the same for 2020 (ultimately to be determined at the 2019 Convention). Dawson stated that the National Office will take it into account when they build the next budget. Then, he brought up the subject of simplifying our fee structure in the future. Tom Moore inquired if we have the technology to simplify the membership fee. Dawson stated that the technology is close and will be ready by the time the organization is ready. Fees could be streamlined in the system but offering tiers of membership or multi-year is not yet available. On a show of hands, the majority of BOD and guests were supportive of a uniform membership fee, in concept, but there are some concerns and aspects left to be determined. Rob noted that Governance approval would be necessary. Also, Peter had concerns about the LMSCs being able to offer a uniform standard of service. Doug Sayles supported the concept of continuing professionalism of the organization from the standpoint that regional program developers can implement standard services. With respect to LMSC fee component variation (another roadblock), Dawson reported that the majority of LMSCs were within a few dollars of one another. Patty mentioned that the largest expense for most LMSCs is sending delegates to convention. She then asked that the National Office create the roadmap and vision to reach a uniform fee. Dawson plans to have that ready by the Winter BOD meeting.
  
6. Conflict of Interest Controls (Susan/Patty): Patty openly inquired whether we need increased audit controls. A discussion with the BOD and guests revolved around audit processes and controls. Susan stated that Kerkering & Barberio performs a review of the COI forms as part of the audit process. No gross conflicts of interest have been brought to light in the past year. Teddy Decker indicated that there would be an agenda item to discuss this on the Audit Committee.
  
7. SSL 2019 Grant Funding (Dawson/Patty): SSL provided a recommendation that we do not put 10% of contributions into reserves and use it toward award grants for the 2019 cycle. It was noted that the 10% to reserves is a guideline, not a policy. Dawson indicated that contributions are up year over year. **MSA: The recommendation of the SSL Board of Trustees as to how to derive funds to award grants for 2019 up to \$132,500. The motion passed unanimously.** The award grants for 2019 will be approved at the Friday (Sept 28) SSL meeting.
  
8. Lunch – “Kill the Company” Exercise: BOD members and guests generated lists of ideas that a (theoretical) competing organization could use to negatively impact USMS. The National Office worked on a similar list prior to the meeting and presented their findings too.

9. UANA Masters Pan Ams After-Action-Review (All): Nadine Day and Jim Miller are noted to have a conflict of interest in the matter, as they both serve on the UANA Technical Committee. Patty suggested that we identify what we set out to do and how well we did it with the event. The BOD was reminded that Pan Ams are not a USMS event. However, due to our cancelation of Summer Nationals to support Pan Ams, some members were under the impression that the event was more closely connected with USMS. Rob Copeland asked what, if any, commitments were made. Dawson responded that we asked if the meet host would honor our sponsorship commitment, and they agreed. In terms of USMS support, Florida LMSC offered some volunteers, and there was an officiating presence. Although Club Assistant handled meet registration, the host reached out to the National Office for help, which was not warranted. Additionally, Dawson said that since USMS staff was at the meet, it was confusing to some members who had requests. The Board recognized that the expectation of the meet varies by participant. Nadine noted that there were some complaints due to international standards that the host was non-compliant with, such as the lack of a bullpen. The question raised was whether USMS should run the meet if that's what members are expecting. Sarah and Nancy both shared that it was a fun and well-run event, but clear to them that USMS was not the host (not in a bad way). Jim Miller explained that the bids were made by individual clubs. With that in mind, other options would be that USMS works jointly with the bidder or that USMS applies for the bid and later awards it to a host. Ralph stated that USMS must have financial control if we're going to be responsible for any loss. Carolyn Boak was under the impression that when we decided to cancel Summer Nationals that our Championship Committee was going to be more involved. Sandi indicated that Championship Committee didn't receive any requests for assistance from the host.
10. Officer Reports:
  - a. President (Patty):
    - i. Indicated we are on target for electronic voting.
    - ii. Noted that Jeff Commings will be the moderator for the HOD #3 (Meet the Candidates Forum).
    - iii. Noted that the changes to Elections Operating Guidelines made earlier in the year were effective immediately (no longer destroying ballots, publication of results, minimum of one year of convention attendance for candidates rather than two). Sarah stated that a floor candidate is expected for the Northwest Zone At-Large Director position.
  - b. VP Administration (Peter): No updates. Thanked the Past Presidents and current President.
  - c. VP Community Services (Skip): Noted that the new coach mentor program will be starting next year.
  - d. VP Programs (Donn): No updates.
  - e. VP Local Operations (Chris): No updates for committee related items. Noted that he attended the Clinic Course for Coaches and that it has a real-world application. Chris is the first BOD member to attend.
  - f. Treasurer (Ralph): Noted that investments are up since the report was issued.
  - g. Secretary (Greg): No updates.
  - h. Immediate Past President (Nadine): No updates.
  - i. Legal Counsel (Maria): No updates.
11. New business: None.
12. The next EC call will be 8:30pm ET on Monday, November 5, 2018. The next BOD meeting will be in person at 5:00pm ET on Friday, September 28 at the Convention in Jacksonville, FL.

The meeting was recessed at 1:43 pm ET.

Respectfully Submitted,

Greg Danner, Secretary