

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	2/9/2019 8:30am ET

Actions Taken:

1. Approved: Ratification of email vote approving the January 7, 2019 Executive Committee Meeting minutes.
2. Approved: January 21, 2019 Board of Directors Meeting minutes.
3. Approved: Ratification of Actions Since September 2018 BOD Meeting.
4. Approved: Refer Long Distance Committee changes proposed by the Volunteers Task Force to committee (Open Water Task Force).
5. Approved: Support of the Volunteers Task Force proposals that were not pulled and proceed with further development (formal recommendations).

Number of committee members present: 21	Absent: 7	Guests: 13
<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: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Chris Campbell (Oceana); Ed Coates (South Central); and Teddy Decker (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President - by phone), Rob Copeland, Tom Boak, Nancy Ridout; Dale Ammon (USA Swimming Liaison to USMS).</p> <p>Not present: At-Large Directors: Matt Miller (Northwest); Past Presidents: Jim Miller, Ted Haartz, Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p>Guests: Susan Kuhlman - CFO, Bill Brenner - COO, Kyle Deery - Sr. Director, Marketing and Communications, Onshalee Promchitmart - Coordinator, Volunteer Services, Marianne Groenings - Director, Programs and Events, Steve Hall - Coordinator, Membership Services, Jay Eckert - Manager, Business Development, Daniel Paulling - Manager, Publications and Communications, Jay Place - Web Developer, Dale Neuburger (FINA Vice President; UANA President), James Williamson (Bonfire, Inc.), Jim Gregory (VP Portfolio Manager - Northern Trust), Laura Winslow (Volunteers Task Force Chair).</p>		

Minutes

The meeting was called to order at 8:29 am ET.

1. Welcome (Patty): Introductions.
2. Agenda review and declarations of conflict of interest (Patty): None reported. Peter reported a potential conflict of interest related to the grievance topic on the agenda.
3. Minutes and ratification:
 - a. Ratification of email vote approving January 7 EC minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
 - b. Approval of January 21 BOD minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
 - c. Ratification of Actions Since Sept. BOD Meeting. **MSA to ratify the actions. The motion passed unanimously.**
4. Icebreaker (Maddie): Maddie baked four types of muffins for the group. There was a personal question associated with each type of muffin and the Board members shared their answers.
5. International Update (Dale N. and Dawson):
 - a. UANA: International efforts and leadership are beneficial and important. USMS has helped bring development to other parts of the Western hemisphere, leading to growth in the past 5-8 years. U.S. has good representation in UANA. The UANA Masters Championships in Orlando last year was a positive experience. The 2020 event is scheduled to be in Medellin, Colombia. Dale N. reported solid interest in 2022 and 2024; he credited the Orlando event for showing others what type of event it can be.
 - b. FINA:
 - i. Dale N. and Bill recapped the first ever FINA Masters Coaching Clinic. It was held last year in Buenos Aires, Argentina for 50 coaches in conjunction with the South American Championship. Bill and Mel Goldstein led the clinic. It was an extremely productive event and well received by the coaches.

- ii. The FINA Development Program will have a masters element.
 - iii. The U.S. has great representation in FINA, with 19 of the 20 committees having a U.S. representative. USMS leadership is helping shape swimming worldwide.
 - c. FINA World Masters Championship: Budapest 2017 was a very popular event. Gwangju in 2019 is the former site of World University Games, with a village atmosphere. Dawson noted that USMS is getting out in front of the communication by distributing what is put together from the host. Dawson is our ambassador to the event. The USMS head coach has been selected: Howard Lee. The National Office has posted information to the website and Howard will be monitoring the FB event page. The 2021 Worlds will be held in Fukuoka, Japan.
6. USMS Board Standards (Patty):
- a. Patty has been encouraged by the Board's open dialogue and level of activity. She stated that oversight is important, and support of the National Office is equally important. To the extent that growth occurs, it depends on carrying out a strategy, not just counting numbers. To discuss how we want to relate to fellow Board members and the National Office, the BOD broke out into groups to brainstorm Board Standards. The resulting standards were set:
 - i. Perspective: We will focus on the big picture, not the weeds. We will set policy, not operational details. We will keep our eye on the mission and strategy.
 - ii. Respect: We will listen and be open to other perspectives. We will question as part of a healthy dialogue but not be disagreeable. We will respect each other's time, particularly in meetings. We will maintain a sense of humor and fun.
 - iii. Inclusion: We will create an environment in which all are comfortable bringing up issues. We will be inclusive and welcoming, especially to new members.
 - iv. Communication: We will discuss matters openly and directly as a group. We will support decisions made and present one voice in public. We will be transparent about direction and decisions. We will maintain confidentiality for matters that require it.
 - v. Trust: We will trust the expertise of those appointed to committees/task forces. We will trust the business expertise of the National Office as it carries out the direction set by the Board. We will question to understand. We will present and expect the presentation of information in a way that helps understanding and trust.
 - vi. Support & Oversight: We will support the CEO and National Office in executing the USMS mission. We will provide oversight as part of our fiduciary responsibility. We will remember to give kudos, not just find fault.
 - b. Dawson encouraged any BOD members seeking additional detail (beyond the meetings and conference calls) to set up a phone call with him. He is happy to discuss business and clarify issues one on one.
 - c. Peter brought up the concept of having a supermajority for Board submitted legislative proposals to highlight items that were highly supported. Several BOD members felt that this would inappropriately require an extreme level of support to overturn unsupported proposals (that held a majority, but not supermajority) at the HOD.
 - d. With respect to posting dissenting opinions in meeting minutes, Rob suggested posting a dissenting opinion if it's close, but not for all proposals.
7. 2018 Year-End Financials (Susan/Ralph): A slideshow detailed revenue, membership composition, cost per member (IT, Insurance, Communications, Convention, etc.), operating surplus (deficit), and projects for 2019. Ralph mentioned that the group should consider what long-term investment we want to make in Swimming Saves Lives (SSL) to expand it.
8. USMS Investments (Jim Gregory): Jim had a slideshow detailing the USMS and SSL portfolios. Slides included: portfolio positioning (return to risk), market corrections, global equity volatility, quilt charts (global diversification), asset allocation profiles, Balance Sheets, asset class performances, and asset lists. Asset class performance was included in the Winter BOD packet prior to the meeting.
9. CEO's Annual Report (Dawson): Noted that his full report was included in the Winter BOD packet. With a full agenda, there was no need to recap the report, but he asked if anyone had questions. Nancy asked about the reasoning for potentially allowing non-members to participate in future Fitness events at a higher price point. Dawson responded that this was a request that came from coaches and the fitness committee. The rationale was to allow clubs that don't require membership to more fully participate in the event. The benefits of doing so are that it gives us an opportunity to get information on non-members and add revenue for SSL.
10. Membership Strategy (Dawson): Dawson presented a strategy for membership growth. The strategy can be grouped in four buckets: acquisition, new member retention (1-2 years), member retention (3+ years), and life/volunteer champions. The goal is to turn the funnel into a pipeline by listening to member needs and improving incentives/membership value. Gold Clubs have a higher renewal rate than other clubs, so we're looking to continue growing the Gold Club program. We previously had no mechanism to capture data on prospective members (e.g. swimming adults that are not members) and connect them with clubs and event. New software platforms provide that capability and it is a focus of the acquisition strategy. Technology intersects with the value proposition and strategy but is simply a component of the strategy. Easy/understandable registration

and targeted communication will improve as our technology improves. As we build on strategies to encourage membership at the club level, clarify our value both locally and nationally, listen to our members needs and target communication based on their interests, we must also ensure our members are meeting the individual goals they felt USMS could help them achieve when they decided to become a member. Also, USMS may find that increasing expectations on new clubs sets a better path.

11. Volunteers Task Force (Laura Winslow): The slideshow included survey, interview & workshop findings, which feed into many of the recommendations by the task force. Laura gave an overview on current committees and roles, noting that proposed role placements would be discussed next. The slides were issued to the BOD in advance, so they wouldn't need to be discussed in full. BOD members were given the opportunity to pull any items from the list for further discussion:
 - a. ALTS – pulled for discussion. Bill stated that we currently have one staff person managing three programs, so carrying the program into the future will require additional volunteer support. Discussed and approved for further development.
 - b. Championship – possible change in responsibilities with the creation of Event Support Groups. Tom said that this would be similar to the successful Summer National Championships (in Omaha) model, with local support that works with the National Office. Carrie stated that these types of groups would streamline the process based on her experience. Discussed and approved for further development.
 - c. Executive – not pulled (approved for further development).
 - d. LMSC Development – not pulled (approved for further development).
 - e. Long Distance (LD) – Donn asked that the VTF and Board wait until the Open Water Task Force (OWTF) has concluded their review of LD and Open Water (OW). **MSA to refer Long Distance Committee changes to committee (OWTF). The motion passed unanimously.**
 - f. Rules – pulled for discussion based on integration with the other rule-based committees. Approved for further development with the understanding that not everything may proceed depending on OWTF recommendations.
 - g. Event Support Groups – Exist on an event by event basis, allowing for short term volunteerism. See the comments under Championship discussion. Discussed and approved for further development.
 - h. IT Volunteer Support – Laura noted this was based on feedback from individuals. Dawson did not feel this type of support was necessary and it was removed from consideration. The Board agreed.
 - i. Volunteer Opportunities Support. The BOD determined this was not necessary at the national level and removed from consideration.
 - j. Zone Chair – Some changes were proposed, and Dan asked that even more be developed to improve the communication path from national to local through Zone Chairs. Approved for further development.
 - k. LMSC Volunteer Coordinator – Move forward with developing this concept as an optional role.
 - l. **MSA to support the proposals not pulled and proceed with further development by the VTF. The motion passed unanimously.**
 - m. New Structure
 - i. Event Support Groups (no fixed term).
 - ii. Ralph suggested longer terms for BOD (three years vs. two) but still limited to two terms. This might improve continuity with the National Office. Laura thought this might be better reviewed by the Governance committee.
 - n. Next Steps – The VTF will present to the Board for approval. Patty suggested a strategy to build volunteer support rather than simply presenting recommendations to the HOD at convention. She asked Laura to create a document with all the changes, so it can be assigned for review: possible categories of “do it now” vs. “socialize” for the Board to work with.
12. Standardized Fee (Dawson):
 - a. He provided background on the idea (raised by a guest at the convention BOD meeting), along with the list of benefits for: the member/club (multi-year, auto-renewal, variation in membership types), simplified marketing (referral programs, gift membership, promo campaigns), events (ability to sanction earlier, simplified fees), LMSCs (improved national marketing support, focus on local value, simplified reporting), and administration (intelligent pricing decisions, pinpoint trends, simplified customer service).
 - b. The Board then did another group breakout session. Specific LMSC budgets and finances were considered by Board members not from those LMSCs (to eliminate bias). The consensus was that it would be best if this process occurs over a 2-3 year transition. LMSCs could be allowed to opt-in to build support. Concerns raised: LMSCs might want to raise money in other ways to supplement revenue, which they may still do through hosting events, clinics, and fundraising. Another concern was with respect to standardized service. Dawson noted that USMS will be able to suggest ways for LMSCs to spend down any surplus. Also, we need to break the link of thought that higher fees might reduce memberships (for those LMSCs that have a fee below the proposed standard fee). All the breakout groups agreed that the National Office continue development of the idea and the proposed fee. Talking points will be developed for the LMSC Leadership Summit so that volunteers can be involved, and socialization can proceed. Message points for the LMSCs may be developed thereafter.

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

14. The BOD meeting will resume tomorrow at 8:00am ET. The next EC call will be at 8:30pm ET on Monday, March 4, 2019.

The meeting was recessed at 5:30 pm ET.

Respectfully Submitted,

Greg Danner, Secretary

Committee Name:	Board of Directors	Session #:	2
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	2/10/2019 8:00am ET

Actions Taken:

1. Approved: Accept officer reports as consent agenda along with additions to the reports made during the meeting.

Number of committee members present:	21	Absent:	7	Guests:	5
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); Chris Campbell (Oceana); Ed Coates (South Central); and Teddy Decker (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President - by phone), Rob Copeland, Tom Boak, Nancy Ridout; Dale Ammon (USA Swimming Liaison to USMS).					
Not present: At-Large Directors: Matt Miller (Northwest); Past Presidents: Jim Miller, Ted Haartz, Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
Guests: Susan Kuhlman - CFO, Bill Brenner - COO, Kyle Deery - Sr. Director, Marketing and Communications, Onshalee Promchitmart - Coordinator, Volunteer Services, Jay Eckert - Manager, Business Development					

Minutes

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

1. Board Financial Training (Susan/Ralph): Jeff S., Governance Vice Chair, opened by saying that the Governance Committee wanted this training in the agenda and passed it on to Susan. She explained our nonprofit status and required financial oversight. Slides included a financial statement overview, budget process (overview, timeline, future considerations), review of financial policies, and charitable activities. Susan also covered the Audit Committee Charter, SSLF, and endowment fund (Central Indiana Community Foundation or CICF).
2. Potential grievance (Maria): The Board of Directors went into Executive Session to discuss a confidential issue: a potential grievance.
3. Updates:
 - a. 2019 LMSC Leadership Summit (Chris Colburn): 6-7 topics are prepared. 63-64 people are attending in total (42 LMSCs, some BOD members, staff, guest speaker, and Laura Winslow are among those in attendance). He mentioned many volunteers contributed to the preparation of the summit, but the topics originated from the bottom up (locally). The final schedule is not complete yet, but he assured the BOD that it will be a quality product. There were some concerns regarding LMSCs that aren't sending reps: expenses are often cited as a reason for not attending, but LMSC reserves are usually ample.
 - b. Open Water Strategy (Jay Eckert/Donn):
 - i. Goals by 2024: 100 sanctioned events (55 sanctioned events in 2018, but 200+ unsanctioned events exist in the U.S. now). 25k splashes (13k splashes in 2018).
 - ii. Based on survey feedback from event directors, Open Water (OW) committee, Long Distance committee, the BOD, and LMSCs: We should focus on building an OW results database, streamline the sanction process, simplify the reporting process, and promote only sanctioned events (remove unsanctioned events from the calendar).
 - iii. Survey feedback from members who checked the "OW" box: 70% also swam pool events. 27% joined USMS primarily to swim in an OW event. Dawson: We don't have data on members who competed in both pool and OW events, but we're working toward that. Also, with a standard membership fee, we could potentially offer other membership tiers (different price point for strictly OW).
 - iv. USA Swimming and USA Triathlon: Streamline the dual-sanction process and potentially co-host events. Utilize resources from each group to improve OW product.
 - v. 2019 Goals/Projects: Improve marketing, build the aforementioned OW results database, promote only sanctioned events, and create a sanction value/benefits document. Nancy asked if we look at events that stopped sanctioning and Donn responded that the OW Committee does look at events that stopped sanctioning and follows up with them. Dawson said that removing unsanctioned events from the website is a philosophy decision to consider: why should we support events that don't want to put in the effort to

achieve a sanction? Jeff S. noted that his LMSC has supported unsanctioned events as a service to members when they had few or no sanctioned events in their area. The consensus among the BOD was support of the concept for removing unsanctioned events from the calendar.

- vi. 2020 Goals/Projects: Streamline OW sanctions, OW rules discussions, add value for OW event directors (registration software, involve USMS partners), and special tier of OW membership.
- c. USMS 50th Anniversary planning (Kyle):
 - i. Logo survey was issued to volunteers
 - ii. Collecting historical items in preparation for the anniversary
 - iii. Events that might have a tie-in with the anniversary: Spring and Summer Nationals and Convention. Other potentials: Olympic Trials, Open Water Nationals, ASCA, Ft. Lauderdale grand opening, College Club Swimming Nationals, and LMSC Meetings.
 - iv. Content in development/under consideration: interactive article, top 50 lists, magazine, table book, video
 - v. Swimming Saves Lives Foundation
 - vi. Volunteer Engagement and History & Archives involvement will be vital.
 - vii. Dawson mentioned that there might be additional costs starting in 2019 to prepare for these events in 2020, but the goal is to absorb them in the budget. Additional items will be brought to the Board. He clarified that this is an internal celebration, as opposed to a membership acquisition strategy. The campaign for new members is different.
4. Consent Agenda – Officer Reports:
 - a. President (Patty): No updates to the report. The Summer BOD Meeting will be in Denver from July 13-14, 2019.
 - b. VP Administration (Peter): Added to his report that responsibilities transitioning from the Championship committee to the National Office is going well. Stated that he is planning to run for President in the fall since Patty has reached her term limit. Therefore, he will not run for re-election as VP Administration.
 - c. VP Programs (Donn): Added to his report that an Officials call is upcoming. Noted that he plans to run for re-election at Convention.
 - d. VP Community Services (Skip): Nothing to add to the report. Noted that he reaches his term limit and will be out at Convention.
 - e. VP Local Operations (Chris Colburn): One correction to the report: A Peer-To-Peer (P2P) call for officials will be on on February 12. A LMSC Standards survey will be issued to LMSC Chairs and Treasurers in the next few weeks. Chris Colburn will not run for re-election for VPLO at Convention. He indicated he plans to run for VP Administration since Peter will be running for President. Teddy mentioned there will be a P2P call February 19 for Treasurers.
 - f. Treasurer (Ralph): Nothing to add to the report. Noted that he reaches his term limit and will be out at Convention.
 - g. Secretary (Greg): Nothing to add to the report. Noted that he plans to run for re-election at Convention.
 - h. Legal Counsel (Maria): Nothing to report.
 - i. Immediate Past President (Nadine): Nothing to report. Noted that she will no longer be the Immediate Past President after Convention.
 - j. **MSA to accept officer reports as consent agenda as well as additional reports added this morning. Motion carried unanimously.**
5. The next BOD meeting will be at 8:30pm ET on Monday, March 18, 2019. The next EC call will be at 8:30pm ET on Monday, March 4, 2019.

The meeting was adjourned at 10:31 am ET.

Respectfully Submitted,

Greg Danner, Secretary