

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Greg Danner	Date/time of meeting:	10/5/2020 8:00pm ET

Actions Taken:

1. Approved: September 21, 2020 Session #2 BOD Meeting minutes.
2. Approved: Changes to the USMS Whistleblower Policy, as revised.
3. Approved: Memo to amend the USMS Club Relief Plan (with Phase II & III).

Number of committee members present: 20	Absent: 7	Guests: 3
<p>Committee members present (list all, including chair and vice chair): Peter Guadagni - President; Chris Colburn - VP of Administration; Chris Campbell - VP of Community Services; Ed Coates - VP of Local Operations; Donn Livoni - VP of Programs; Greg Danner - Secretary; Teddy Decker - Treasurer; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Britta O'Leary (Southeast); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Jill Gellatly (Southwest), Dawson Hughes - CEO; Past Presidents: Patty Miller (Immediate Past President), Rob Copeland, Jim Miller, Nancy Ridout.</p> <p>Not present: Maria Elias-Williams - Legal Counsel. Past Presidents: Nadine Day, Tom Boak, Jeff Moxie, Ted Haartz, Mike Laux and Dan Gruender.</p> <p>Guests: Susan Kuhlman - CFO, Sandi Rousseau, Doug Sayles.</p>		

Minutes

The meeting was called to order at 8:03 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): Jim noted his potential conflict of interest due to his involvement with FINA, UANA, and USA-S.
2. Approval of September 21 Session #2 BOD meeting minutes (Greg): **MSA for approval of September 21, 2020 Session #2 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of happiness (Paige): Paige recognized facility directors for helping us get back in the pool.
4. Comments of President regarding activities through year end (Peter):
 - a. Ted Haartz has resigned from the Board of Directors.
 - b. We will be preparing for 2021 budget approval. New BOD members can schedule time with Teddy and Susan for financial training.
 - c. Alignment on strategy across the organization is important, which includes committee assignments.
 - d. There will be an exploration of club standards.
5. CEO Update (Dawson):
 - a. The National Office is preparing/testing for membership renewal opening on November 1. They're in the process of communicating to membership coordinators that LMSC fees no longer require adjustments due to the unified fee. Fee adjustment controls have been removed from the website.
 - b. Sanction guidance: Tentative timeline to issue return to competition guidelines on Thursday and prepare the website with relevant information.
 - c. Communications: Dawson wants to schedule individual calls with each BOD member and will be sending out information shortly.
 - d. Quick review of USMS Budget spreadsheet and financial reports (Susan): A BOD Financial Training document was shared. Susan briefly touched upon financial oversight from the BOD and mentioned monthly/quarterly/annual summary deliverables to the BOD. She noted that line item detail in monthly financials are reviewed by the Finance Committee and that the Investment Committee meets quarterly on investment strategy, with emergency meetings as needed. Also, she noted that our Financial Operating Guidelines (FOG) outline the organizational responsibilities.
6. Review of 2021 Budget Assumptions (Dawson): As this document had been issued to the HOD for the Annual Meeting, Dawson went right into fielding questions.
 - a. Mel asked if the membership plus category was included in the two assumption scenarios of 40,000 or 50,000 members. Dawson responded that it is included because it is 2021 revenue.

- b. Patty asked if recent Finance Committee meetings yielded any changes. Dawson noted that none have resulted yet, but that it is perhaps coming since there is more detail to be discussed.
 - c. Jeff S. asked if a draft 2021 budget with fewer than 40,000 members has been considered. Dawson indicated that it has not but stated that the revenue forecast can be changed quickly as needed. Peter added that until we have more information, we will be conservative.
 - d. Nancy asked if SSL assumptions will change due to any potential USA Swimming involvement. Dawson said that these budget assumptions are not related to that, they are tied to ALTS and our Fitness Series.
 - e. Donn identified a typo with program revenues that Susan indicated would be corrected.
 - f. Paige asked for access to previous years actuals that would give her context. Dawson asked Susan to share some of that information with Paige.
7. Approve changes to Whistleblower Policy (Chris Colburn): Chris explained that the Governance Committee may bring policies up for review. The intent was to improve the mechanism for reporting financial misconduct by employees/volunteers and better protect the employee from retaliation. The policy details who the person can they report to and what kind of accountability exists around the reporting. The changes incorporated adding Legal Counsel to the list of those that it could be reported to and recommended it be reported to at least two people in the list. **MSA to approve changes to the USMS Whistleblower Policy, as revised.** Discussion: Jill questioned whether it should be reported to two or more people for confidentiality reasons and asked why the Secretary was included in the list. Chris Colburn responded that the Secretary was already in the list from the existing version and that it's an elected position which provides some separation from other options that are all appointed by the President. As for reporting to multiple parties, Chris Colburn said that is intended to prevent reports from falling through the cracks. He said the Governance Committee did consider both of her questions already. Patty added that our resources don't compare to large corporations, so the important part is that we have a policy and employees know where to go. Ed agreed with the policy changes based on his HR experience. Chris Campbell asked if there should be more specific points of contact depending on the type of complaint/noncompliant. Jim said that Governance considered that as well and found it is better to have an option of individuals to report to, rather than to designate specific points of contact. There were several other questions from BOD members about non-financial complaints. It noted that we have policy for reporting other forms of misconduct, but it is not the BOD responsibility to develop the employee handbook: this policy crosses over only because of BOD duty for financial oversight. **The motion passed.**
8. COVID-19 Club Relief Plan Phase II & III (Teddy): Based on the remaining funds available in the USMS Club Relief Plan and suggestions raised by members, additional relief methods have been proposed and outlined to the Board. Jill asked if clubs are eligible for multiple phases in the relief plan. Teddy responded that clubs may only apply to one; clubs seeking relief funds are best served by Phase I if their LMSC has been approved for relief funding, otherwise they should look to Phase II or III. Paige asked if clubs have to opt-in. Teddy indicated that clubs have to apply to their LMSC for relief funding. **MSA to approve the memo to amend the USMS Club Relief Plan.** Discussion: None additional. **The motion passed unanimously.**
9. Announcement of group to review NBR policies and procedures (Peter): Peter formed an Ad Hoc committee to look at National Board of Review (NBR) policies and procedures. Sarah Welch, Rob Copeland, Diana Triana, and Julia Cox are the committee members. They will make a recommendation on selecting the next NBR Chair. Jeff S. asked if it would be prudent to add a fifth committee member for voting purposes; Peter answered that he expects they will only bring items to the BOD that are unanimous, so it is not necessary to add a fifth person.
10. Annual meeting review (Peter): Peter asked if anyone wanted to share comments related to the annual meeting.
- a. There were concerns that the virtual setting created an environment where some delegates were not following the decorum traditionally maintained at in person conventions.
 - b. It was noted that we need to make a continued effort to decrease non-substantive rule book changes so time can be allocated toward topics related to membership value.
 - c. The recognition of volunteers continues to be a positive and the virtual setting led to us making even more of that available online.
 - d. The highlight of our annual meeting for many delegates is meeting people (in person).
 - e. The BOD training session usually held at the annual meeting (hosted by the Governance Committee) will be held virtually. Invitations will be extended to all standing Board members as well as staff members. There may be multiple sessions offered.
 - f. Dawson said it was a feat to pull off the first virtual annual meeting. He praised the National Office staff and volunteers for 2,000+ hours of time in addressing business critical elements of the organization. He wished we could have spent more time talking about swimming.
11. The next EC conference call will be held on Monday, November 2 at 8:00 pm ET. The next BOD conference call will be held on Monday, October 19 at 8:00 pm ET.

The meeting was adjourned at 9:23 pm ET.

Respectfully Submitted,
Greg Danner, Secretary