

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Greg Danner	Date/time of meeting:	5/18/2020 8:00pm ET

Actions Taken:

1. Approved: April 20, 2020 BOD Meeting minutes.
2. Approved: Submission of legislative proposals to support the unified fee.
3. Approved: Emergency action to suspend portions of article 104.3 of the Rule Book.
4. Approved: Abandonment of the USMS Policy Manual and removal from the website.
5. Approved: To recommend LMSCs not sanction traditional format, in person pool meets or open water events through June 30. However, this recommendation does not extend to virtual or ePostal events, where sanctions may be considered so long as participants are directed to follow facility, local, state and/or federal social distancing guidelines.
6. Approved: Support the \$60 year plus membership fee plan with LMSC's supporting it getting a 20% share of fees in 2021 and those that do not being made whole through payments made from the USMS general fund through the CEO's spending authority.

Number of committee members present: 25	Absent: 3	Guests: 3
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); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Diana Triana (South Central); Jill Gellatly (Southwest), Dawson Hughes - CEO; Past Presidents: Patty Miller (Immediate Past President), Nadine Day, Rob Copeland, Jeff Moxie, Jim Miller, Mel Goldstein, Nancy Ridout, Tom Boak, Ted Haartz; Maria Elias-Williams - Legal Counsel.		
Not present: At-Large Directors: Clare Kubiak (Oceana); Past Presidents: Mike Laux and Dan Gruender.		
Guests: Sandi Rousseau, Jack Groselle, Sarah Welch.		

Minutes

The meeting was called to order at 8:02 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): Nadine, Chair of USAS Convention Committee, noted her potential conflict of interest for the annual meeting topic.
2. April 20, 2020 BOD Meeting Minutes (Greg): **MSA for approval of April 20, 2020 BOD Meeting minutes as amended.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Jeff S.): Keep the lemons coming; we've got sugar.
4. Review of Board Standards (Peter): In advance of the meeting, the Board Standards (approved at the 2019 Winter BOD Meeting) were re-distributed. Peter asked if there were any comments or reflections on the standards. There were no comments made.
5. Consent items (Peter):
 - a. Approve submission of legislative proposals to support the unified fee. Proposed legislation was provided in advance of the meeting.
 - b. Approve emergency action to suspend portions of article 104.3 of the Rule Book. Under article 506.3.10, the Board suspends articles 104.3.1 (solicitation of bids) and 104.3.4 (bid deadline) for purposes of awarding the 2022 USMS national championships. The Championship committee is authorized to award the 2022 championships to the sites originally awarded the 2020 championships. If the committee is unable to reach agreement with the 2020 sites to host the 2022 championships, then the process described in article 104.3 will be followed to determine the 2022 host sites.
 - c. Approve abandonment of the USMS Policy Manual and its removal from the website.
 - d. **MSA to approve consent agenda.** Discussion: None. **The motion passed unanimously.**
6. CEO Update (Dawson):
 - a. Volunteer Central section of the website has been introduced and will continue to be updated regularly.
 - b. A club restart guide has been added to the club resource section on the website. Information is being sent into the National Office on clubs that are restarting and pools that are reopening.

- c. LMSC legacy websites: After a review of legacy LMSC websites hosted by USMS that crashed, only ten were deemed to be active. Backup files were provided to the appropriate LMSC contacts, along with recommendations and options on how to proceed.
 - d. The National Office is working on finalizing a platform for the virtual annual meeting. Upcoming meetings, such as the Summer BOD meeting, and committee conference calls will likely be scheduled using the new platform to gain familiarity prior to the annual meeting. Additionally, a draft timeline of the annual meeting is being developed.
 - e. Questions: None.
7. Update on recommendations regarding sanction policy (Peter): **MSA to recommend LMSCs not sanction traditional format, in person pool meets or open water events through June 30. However, this recommendation does not extend to virtual or ePostal events, where sanctions may be considered so long as participants are directed to follow facility, local, state and/or federal social distancing guidelines.** Discussion: Nancy asked if insurance would be in effect if an event was sanctioned. Dawson responded that sanctioned events would have insurance coverage, though noting that viral and bacterial infections are not covered. Additionally, local and federal guidelines must be followed for any event hosts. The National Office is receiving risk management advice from our partner, IOA. Chris Campbell mentioned that it is difficult for meet hosts to prepare sanctioned events on short notice and encouraged the group to provide as much notice as possible. **The motion passed unanimously.**
8. Consideration of \$60 year plus fee proposal (Dawson/all): Based on LMSC surveys: 40+ LMSCs were in favor, with six against. Peter noted that although marketing campaigns do not require BOD approval, this proposal is notably different from the \$90 marketing campaign discussed at the Winter BOD Meeting and prior to COVID-19 event. **MSA to support the \$60 year plus membership fee plan with LMSC's supporting it getting a 20% share of fees in 2021 and those that do not being made whole through payments made from the USMS general fund through the CEO's spending authority.** Discussion: Carrie asked about when it would become effective. It will be effective immediate upon passing. **The motion passed unanimously.**
9. Consideration of local support programs (Peter/Dawson):
- a. Peter asked if USMS national organization should provide support to local clubs. The Board was in consensus that it should. Dawson indicated that a per member approach seemed to be the simplest and fairest way to provide support, with matching funds from the LMSC. Some BOD members suggested eliminating an event-based support program for the sake of simplification. Mel suggested that smaller clubs need more financial support than larger clubs and need support beyond financial. Mel was identified as having a potential conflict of interest regarding coach and club support due to a recently ended contract with USMS. Dawson asked the BOD to consider what we're comfortable investing in our programs and that will help determine the level of support. We don't know total cost of getting back in the pool because the situations are different around the country.
 - b. Peter then asked if support should be contingent on participation of a club's LMSC. Board consensus was that it should not be contingent on the LMSC but there was also strong support for constructing the program as one where the USMS national office would match LMSC contributions. Maddie mentioned that LMSC volunteers have concerns about making educated decisions on where relief funding should go. Nancy added that we need to pinpoint the needs of our member programs prior to distributing funds. Peter indicated that need-based funding may not be practical in this situation, even if it is a good concept.
 - c. Lastly, Peter asked how much support should be provided, noting that the Finance Committee will evaluate any proposals and provide additional guidance. A starting point of \$5 per member has been suggested, up to \$10 per member for gold clubs. Jill stated that the per member metric is the best we can go off and that an equal playing field for all clubs doesn't exist. Dawson recommended we set an amount that will come from national and LMSCs can match or provide any level complementary support that they deem necessary. Dawson will continue to develop a local support program and review with the Finance Committee.
10. Emergency amendments to Election Operating Guidelines (Peter): Noted that the Elections Committee will be taking feedback and working on finalizing a list of items for approval at the next BOD meeting. This may be provided one or two weeks in advance of that meeting.
11. Executive Session (Peter/Dawson/all): The Board of Directors went into Executive Session to discuss confidential issues related to any of the recent actions taken in response to the pandemic. *(Secretary's Note: There was no substantive discussion and no need to create a separate set of minutes to capture the executive session).*
12. The next EC conference call will be held on Monday, June 1 at 8:00 pm ET. The next BOD conference call will be held on Monday, June 15 at 8:00 pm ET.

The meeting was adjourned at 9:15 pm ET.

Respectfully Submitted,

Greg Danner, Secretary