

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	10/18/2021 8:30pm ET

Actions Taken:

1. Approved: September 20, 2021 BOD meeting minutes.
2. Approved: The transfer of responsibility to maintain the USMS Privacy Policy from the BOD to the National Office.

Number of committee members present:	16	Absent:	1	Guests:	6
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; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Teddy Decker - Treasurer; At-Large Directors: Jeff Strahota (Colonies); Britta O'Leary (Southeast); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Jill Gellatly (Southwest), Past Presidents: Patty Miller (Immediate Past President), Dawson Hughes - CEO					
Not present: Maria Elias-Williams (Legal Counsel).					
Guests: Nadine Day, Nancy Ridout, Guy Davis, Marilyn Fink, Andy Seibt, Doug Sayles.					

Minutes

The meeting was called to order at 8:32pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No conflicts reported.
2. Minutes (Carrie): Sept 20, 2021 BOD Meeting Minutes (Greg): **MSA for approval of Sept 20, 2021 amended BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Carrie): Carrie spoke of a family weekend in Madison, Wisconsin and the importance of family time and a near normal college experience this year for her children.
4. CEO Update (Dawson):
 - a. Membership: Current membership stands at 50,370 members, with an expectation of 51,000 by year end. The retention rate is 66.5%. Some previous members are returning after more than a year off, and we have 11,000 new members. About 1300 Clubs have renewed their memberships so far.
 - b. Annual Meeting: The discussion continues about the possibility of a hybrid annual meeting. This format will make an advance estimate of room nights and hospitality difficult.
 - c. Budget 2022: The Finance Committee will meet within the first two weeks of November and will subsequently share a preliminary budget for next year.
5. Privacy Policy (Peter). **MSA to transfer responsibility to maintain the USMS Privacy Policy from the BOD to the National Office.** Discussion: Patty shared that the Privacy Policy is a legal document and that it should be managed and updated by our professional staff and attorneys. **The motion passed unanimously.**
6. Update on Business Plan (Dawson):
 - a. Budget: Including both the Relay 2022 in March and a hybrid annual meeting in September will be challenging, in terms of both budgeting and estimating attendance. The national office will hold off on room commitments for an annual meeting until after the Relay, enabling the Relay attendees to understand the vision of the March meeting and allowing for a better estimate on attendance for the annual meeting. Dawson asked the BOD to be prepared to see the impact of including both meetings in the budget when a budget proposal is presented for 2022. National office staffing resources will also be challenged with the addition of the Relay 2022/hybrid meeting combination to their workload.
 - i. Discussion ensued about the annual meeting.
 1. Holding a hybrid meeting does follow the sense of the House of Delegates that was taken at the annual meeting.
 2. Has charging a fee for in-person attendees been considered? Per Dawson, many feel that the Unified Fee was enacted to help cover annual meeting expenses, specifically hotel rooms, for LMSCs. Given the virtual annual meetings for the last two years, this intent was shifted towards covering hotel costs for the Relay 2022. A fee might be an option to consider as historically there was a fee for attendees for USAS meetings. While the goal for LMSC funds is to have them spent locally on membership value and benefits, there may potentially have to be a fee for 2022.

- Another option is to require a reservation fee (earnest money) four to five months in advance of the annual meeting to help with planning attendance.
3. The timeframe of the annual meeting would potentially be Friday afternoon – Sunday morning for a hybrid meeting, and it will strictly be a business meeting.
 4. Hybrid meetings are difficult, both for in-person and virtually attendees. One suggestion is that we alternate between an in-person and a virtual meeting by year.
 5. For some that have roles at the national level, will Relay 2022 help them get their work done? The need/gap is at the local level now, hence the Relay 2022 focus. Those with national roles comprise a smaller group of people.
- ii. Because bonus/executive compensation is based on the profit of the organization, there is a dilemma, given the difficulty of estimating the cost of the annual meeting, so it could be an unfair calculation. One solution is to keep the annual meeting financials completely out of the bonus calculation.
7. Proposed Process for Reviewing and Updating the Strategic Plan (Carrie/Dawson): The ad hoc committee of Carrie Stolar, Jill Gellatly, Britta O’Leary, Guy Davis, Linda Irish Bostic, and Jeff Moxie has met to begin the work of updating the USMS strategic plan. The process and timeline for the strategic plan was distributed prior to this meeting. It is a month-by-month plan with the goal of presenting a draft at the Relay 2022. Along the way, there will be input from the BOD and local volunteers. We will be using already established meeting times to get input from the BOD, and Dawson will also utilize his check-in calls with individual BOD members to gather input/feedback. Dawson will be the go-between between the BOD/ad hoc group/Relay planning committee.
 - a. Process and Timeline: Should the process be driven by the Relay 2022? We want to make sure this strategic plan resonates through the entire organization so that everyone is aligned and focused on the right things. The last plan focused on the national level. Most agreed that it is more important to do the strategic plan right rather than rush through to have it done in time for Relay 2022. We can provide an update at the Relay rather than unveil a new strategic plan.
 - i. Minor changes are envisioned to the Mission/Vision/Values.
 - ii. We will share the 2016 matrix document from the 2016 Strategic Plan Task Force that shows where we stood in 2016 and where we wanted to be in 2021.
 - iii. For the November 1 Special BOD meeting, there will be prereading and prework.
 8. Annual Meeting Review (all):
 - a. Peter: Was pleased at how well all the legislation went.
 - b. Robin: Appreciated the separation of the committee meetings, but it made it more difficult and challenging to schedule and attend. Generally there was low turnout at committee meetings.
 - c. Chris Campbell: The meeting went much smoother this year. Separate committee meetings eased the fatigue factor. Echoed the low turnout at committee meetings, especially in comparison to live meetings. Lessons learned from last year were well applied.
 - d. Chris Colburn: The entire annual meeting was much more manageable and work got done. With the extra session added to the annual meeting, most felt that their voices were heard.
 - e. Ed: We need to reconsider how we do legislation. We could let the experts on the committee make the decisions. Also, we need to reconsider election procedures so we don’t have to submit an intention to run 6 months ahead of time. Floor nominations for elections are not a best practice.
 - f. Patty: Agreed with Ed on elections (floor nominations). Legislation changes were much more substantive this year, focusing on necessary things.
 - g. Paige: Livestreaming: It was hard to find the link. We need to make it more easily accessed.
 - h. Chris Colburn: We were better prepared for the type of meeting we wanted to hold and prepared our committees to do this.
 - i. Mel/Peter: The number of delegates online was up to 220 at times. At in-person meetings we have never done delegate counts. We hope that those that sign-up to be a delegate attend the meeting.
 - j. Peter: We intend to publish all of the committee meetings on the USMS website. Why not attend committee meetings all year long? If BOD meetings are open, committee meetings should be too.
 9. The next EC call will be held on Monday, November 1, 2021 at 8:00pm ET. The next BOD call (special session) will be held on Monday, November 1, 2021 at 8:30pm ET and next regularly scheduled BOD meeting will be on Monday, November 15, 2021.

The meeting was adjourned at 9:35pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary