

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	11/15/2021 8:00pm ET

Actions Taken:

1. Approved: October 18, 2021 BOD meeting minutes.
2. Approved: November 1, 2021 BOD meeting minutes.
3. Approved: Jenny Hodges as Breadbasket at-large director.
4. Unanimous Consent: 2022 Appointments to Permanent Committees of the Board
5. Approved: 2022 Annual USMS Budget

Number of committee members present:	17	Absent:	0	Guests:	9
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), Maria Elias-Williams (Legal Counsel), Patty Miller (Immediate Past President), Dawson Hughes – CEO Not present: None.					
Guests: Nadine Day, Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Guy Davis, Erika Braun, Susan Kuhlman-Parker - CFO, Jay Eckert – Sr. Director, Membership and Business Development					

Minutes

The meeting was called to order at 8:01pm ET.

1. Agenda review and declarations of conflict of interest (Peter): After a brief discussion about conflicts due to potential committee appointments, no conflicts were reported. Peter reminded the guests on the call that protocols are that they are in listening mode only, which also precludes guest use of chat mode. If guests have questions or concerns about the meeting, please contact Peter or Dawson. During the Compensation and Benefits (confidential) portion of the meeting, any guests will be placed in a separate Zoom room.
2. Minutes (Carrie): Oct 18, 2021 BOD Meeting Minutes (Carrie): **MSA for approval of Oct 18, 2021 amended BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.** Nov 1, 2021 BOD Meeting Minutes (Carrie): **MSA for approval of Nov 1, 2021 amended BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Chris Campbell): Chris spoke about a new pool that was approved to be built in Mountain View, California. The new pool could be an opportunity for the Masters programs in the area to expand.
4. Approve Appointment of Jenny Hodges as Breadbasket at-large director (Peter): **MSA to appoint Jenny Hodges as Breadbasket at-large director.** Discussion: Because limited interest was expressed in this position, candidates were actively recruited. **The motion passed unanimously.**
5. CEO Update (Dawson):
 - a. Membership: Registration for 2021 opened on November 1 with a smooth start. The new USMS+ membership is meeting forecast expectations.
 - b. Issue with Sanctions process: There is an issue with the uploading of files into the sanctioning process. Upload fields are currently shut down and a temporary manual fix is in place. Communications will be sent tomorrow. Any questions should be sent to Jay, Onshalee or Dawson.
6. Concurrence of 2022 Appointments to Permanent Committees of the Board (Peter): **Approved with unanimous consent.** Peter will start a thread in the BOD Community to discuss whether it is essential for committees to be listed in the rule book. A discussion also took place about the challenge of finding/selecting a diverse investment committee. A more diverse investment committee is a goal for the future.

7. Communication Plan (Peter): Board communication calls will take place in teams, and meetings will be done at the zone level versus the LMSC level to reduce the overall time commitment needed. The National Office will assist in call logistics. Please contact Dawson or Peter if there any concerns with the call assignments or the communication plan in general.
8. Policy review: USMS Spending Policy (Peter): Peter has asked the Finance and Investment Committees to clarify or simplify the Spending Policy and incorporate it into the Financial Operating Guidelines.
9. Budget Overview (Dawson, Guy Davis):
 - a. Dawson reminded the BOD that a significant deficit budget is proposed for 2022. In reviewing the year, Dawson reminded the BOD that in the spring we decided to focus on the rebuilding and growth of USMS. With the help of PPP loans, volunteer, staff, and club efforts, and membership increases, USMS closed the year with about 51,000 members versus the 43,000 forecasted for the year, so we did not end the year with a deficit. The 2022 budget will not have the benefit of the PPP loans and there are additional significant expenses (2nd in-person volunteer meeting, increase in insurance, etc.) that are built into the budget. This results in a higher-than-expected negative budget. The focus for 2022 will be to continue to recover/rebuild and grow. This budget is not sustainable but is the best way to move forward given the organization's decisions and the post-pandemic efforts to rebuild and grow.
 - b. Guy Davis (Finance Committee chair) shared the Finance Committee's opinions and concerns regarding the budget: The Finance Committee views the second in-person meeting as not optimal from a financial resource perspective and requests that the Board plan to return to holding only one in-person national meeting from 2023 onward. The Finance Committee took the unique step this year of sharing its concerns about the financial sustainability of a budget that is not fiscally balanced. The committee will be closely watching membership growth and membership growth initiatives of 2022 given their implications on future budgets.
 - c. Budget (Dawson) Questions/Discussion: The questions from the BOD focused on the required membership increase to breakeven in the budget in 2023. Total membership needs to reach 62,000 in 2023 with no other changes to breakeven. The planned club development efforts are intended to help drive this growth. We also need to use resources, both financial and volunteer efforts, strategically and wisely at the local level to fuel membership growth. Peter reminded the BOD that if we can get all the facilities reopened that are still closed due to the pandemic we will have a significant boost in membership. Peter also noted that in the budget are assumptions/choices for the in-person annual meeting. Attendance is estimated at 50% of LMSC delegates. Each in-person attendee will be charged a \$225 fee to help cover costs. Without this fee we add \$20K to the deficit. Once an LMSC commits to sending delegates to the in-person meeting, the LMSC will have to pay the attendance fee whether the delegate attends or not. Hospitality will not be provided at the annual meeting, but hotel rooms and meeting space will be covered by USMS for delegates. In the meantime, the national office is working on securing a hotel commitment for the annual meeting with as little risk as possible to USMS. **MSA for approval of the 2022 budget as submitted. Motion passed unanimously.**
10. Proposed Process for Reviewing and Updating the Strategic Plan (Carrie/Dawson): The plan is for the immediate priorities to be clearly and concisely shared with members and volunteers. These priorities include club development and focused local volunteer efforts and use of resources.
11. Past President and former Capt. Ransom J. Arthur award winner Dan Gruender passed away recently. His family is in our thoughts.
12. The next BOD meeting will be on Monday, December 20, 2021.

The meeting was adjourned at 9:32pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary