

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	12/20/2021 8:30pm ET

Actions Taken:

1. Approved: November 15, 2021 BOD meeting minutes.
2. Concurrence: Maggie Williams-Dalgart (Southern Pacific) to Compensation and Benefits Committee and Britta O'Leary as USMS athlete representative on the USAS Board.
3. Approved: Abandonment of the SSLF Strategic Plan.
4. Approved: Update to the Audit Committee Charter.
5. Approved: Update to the amended Conflict of Interest Questionnaire.
6. Approved: The Compensation and Benefits recommendation for 2022 CEO merit increase.
7. Approved: The Compensation and Benefits recommendation on the CEO bonus goals for 2022 as presented.

Number of committee members present: 16	Absent: 1	Guests: 8
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); 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: Britta O'Leary (Southeast).		
Guests: Nadine Day, Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Erika Braun, Doug Sayles, Kevin Loughlin.		

Minutes

The meeting was called to order at 8:33 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): November 15, 2021 BOD Meeting Minutes (Carrie): **MSA for approval of November 15, 2021 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (All). Ugly Christmas Sweater Fashion Show.
4. CEO Update (Dawson):
 - a. Issue with Sanctions Process: The sanction process has been updated and is running smoothly. The new process is slightly different than the previous one.
 - b. Automated Onboarding Emails: Upon renewal/registration, a series of emails are sent to members to provide education on national level benefits, including events.
 - c. USMS+: Members can add the USMS+ package to their membership. An email was sent to membership regarding this option.
 - d. Communication Plan: An email will be sent tomorrow to the BOD, national committee chairs, and zone chairs about the January 10 webinar which will be the start of the communication plan.
 - e. Holiday vacation time: The national office will be lightly staffed for the holiday weeks.
 - f. College Club Swimming (Jeff Strahota): Currently there are 136 clubs compared with 85 clubs in the budget. We have 5,479 student-athletes registered currently. Planning is moving forward for a national event.
5. United States Aquatic Sports Bylaw Change (Patty): Patty gave an overview of USAS. She explained the role of USMS within it and as well as the relationship between USAS and FINA. USAS has its own bylaws that have been largely unchanged in the last 40 years. Bill Smith, the current president of USAS, asked that USAS be more intentional in having a defined mission statement and asked for the bylaws to be updated. These updated bylaws include a simplification and reduction of officers of/on the USAS Board, adding clarification of why USAS exists and its functionality. Each of the NGBs will have 3 representatives, one athlete and two non-athletes or 17 members in total. An issue still to be resolved is for USAS to determine its main source of revenue now that the USAS convention has been discontinued.
6. Concurrence of and information on Presidential appointments (Peter): Maggie Williams-Dalgart (Southern Pacific) is appointed to the Compensation and Benefits Committee. Peter will try to include a Board member as a future Compensation and Benefits Committee appointment to keep the committee connected to the BOD. Britta O'Leary is appointed as the USMS

athlete representative on the USAS Board. The term of her newly created position is at the discretion of the USMS president. The athlete representative does not need to be a member of the USMS Board.

7. Policy review (Peter):
 - a. Abandonment of Swimming Saves Lives Foundation Strategic Plan (Peter): SSLF status as a Board committee ceased with the approval of the USMS partnership with the USA Swimming Foundation. **MSA to abandon the SSLF Strategic Plan.** Discussion: Paige asked if the SSLF Strategic Plan will get archived as a part of our history, and Dawson commented that we do have the files to be archived. **The motion passed unanimously.**
 - b. Approval of Updates to the Audit Committee Charter and Conflict of Interest Questionnaire (Teddy): The Audit Committee has proposed minor edits to their Charter and the Conflict of Interest Questionnaire. Discussion ensued about the phrase “entities which you control.” **MSA to approve the Audit Committee Charter. The motion passed unanimously. MSA to approve the conflict of interest questionnaire with the amended phrase “over which you have influence” replacing “which you control.** Discussion: The discussion centered around the words influence versus control and a housekeeping update to eliminate “SSLF”. **The motion passed unanimously.**
 - c. Status of Policy Review Project (Peter): We have reviewed 9, transferred 3 to the national office and abandoned 5 policies in the policy review project in our efforts to move things out of the rule book and into policy.
8. Strategic Plan Update (Carrie/Dawson): Draft Strategy Statements. The statements were sent to the BOD to get agreement on themes for the strategic plan. They are club development, event development, community development, local focus and independent swimmer support. The current statements are draft form and are being wordsmithed now. Dawson shared that the themes of club, event and community development are beginning to resonate with volunteers, and they provide direction and focus. The mission, vision, and values will be worked on later. Mel voiced that he would like to see an emphasis on education in the strategic plan. Robin asked about the duration of the strategic plan and Dawson said that it is 3 to 5 years.
9. Compensation and Benefits (Erika Braun): The Board of Directors went into Executive Session to discuss confidential human resources issues. *(Secretary’s Note: Dawson (conflict of interest), Nadine Day, Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Doug Sayles, and Kevin Loughlin (all non-BOD guests) exited for the remainder of the conference call as the meeting went into Executive session).*
 - a. As Chair, Erika presented the Compensation & Benefits Committee recommendations, each of which were discussed:
 - i. **MSA for 2022 CEO merit increase.**
 - ii. **MSA for 2022 CEO bonus objectives.**
10. The next BOD meeting will be on Monday, January 17, 2022.

The meeting was adjourned at 9:58 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary