

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Peter Guadagni		
<b>Minutes recorded by:</b>	Greg Danner	<b>Date/time of meeting:</b>	2/16/2021 8:00pm ET

## Actions Taken:

1. Approved: January 18, 2021 BOD Meeting minutes.
2. Approved: Tom Boak appointed to National Board of Review hearing panel pool and Charles Cockrell appointed to the Governance Committee.
3. Approved: Two-week extension to Article 104.5.6 B (3) for the Championship Committee publishing a list of regional and local clubs.

<b>Number of committee members present:</b> 17	<b>Absent:</b> 1	<b>Guests:</b> 5
<b>Committee members present (list all, including chair and vice chair):</b> 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).		
<b>Not present:</b> Maria Elias-Williams - Legal Counsel.		
<b>Guests:</b> Susan Kuhlman Parker - CFO, Erika Braun, Nadine Day, Nancy Ridout, Sandi Rousseau.		

## Minutes

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

1. Agenda review and declarations of conflict of interest (Peter): None noted.
2. Minute of good news (Patty): Patty has a new rescue puppy named Teddy.
3. Approval of January 18 BOD meeting minutes (Greg): **MSA for approval of January 18, 2021 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
4. Appointments requiring Board approval or concurrence (Peter): **MSA to approve appointments of Tom Boak to NBR hearing panel pool and Charles Cockrell to Governance Committee.** Discussion: None. **The motion passed unanimously.**
5. Championship Committee requested two-week extension to deadline in 104.5.6 B (Peter): **MSA for the two-week extension on the deadline for publishing a list of regional and local clubs. The motion passed unanimously.**
6. CEO Update (Dawson):
  - a. USMS Communication Plan: This was previously discussed and approved by the BOD last year, but it had never been published. It has been re-labeled as a plan instead of a policy.
  - b. USMS Vaccination Position: This document was provided prior to the call. The plan is to be prepared to distribute the document if questions arise regarding the USMS position on vaccination for COVID-19.
  - c. Membership status: 31,750 members to date. Mel asked if there would be a membership year plus drive in July. Dawson said that we are possibly going to offer a similar \$99 campaign for membership+ this year. We had 5,871 year plus members last year.
7. Questions on 2020 USMS preliminary year-end financials (Susan Kuhlman Parker): Preliminary financials were distributed prior to the meeting.
  - a. Peter asked Teddy or Susan if there were any surprises. Susan was pleased with everyone's ability to come together and make good strategic decisions during the pandemic. She noted that changes over the year were implemented well.
  - b. Peter highlighted that C-level bonuses were canceled, and other bonuses were cut to a bare minimum for 2020.
  - c. Paige pointed out that a significant percentage of the good news was due to the PPP loan.
  - d. When asked about investment gains being moved to cash and whether we considered moving them back, Teddy responded that it is needed for cash flow. Peter asked about a cash flow statement; Susan added that we don't have a cash flow statement and that there will be a cash flow forecast coming.

8. Board Buddy Program (Paige, Ed, Chris Colburn): Paige and Ed are on the Board Education subcommittee on the Governance committee. They encourage mentorship and wanted a program to formalize the process. The Board Buddy Program paired up new members with experienced members (and geographically paired as well). At least one monthly meeting was encouraged and two if possible: one before and one after each BOD meeting. Chris Colburn noted that this is already helping him strengthen his knowledge.
9. Program to review previously approved Board policies (Greg, Kris, Peter): Peter mentioned that Kris and Greg have compiled a list documents that the BOD has approved at some point in the past. Kris provided some background on the list and indicated that an annual (as currently stated) or bi-annual review is to take place. Documents will be assigned a date on the calendar after discussing them with the originating committee. Possibly one document would be subject to review or approval at each BOD meeting. If any questions arise pertaining to amending the document, it would then be passed back to the originating committee or a subcommittee of the BOD. Peter asked for concurrence with Kris and Greg developing notation nomenclature along with the National Office and the BOD agreed.
10. Winter Board meeting preparation (Peter):
  - a. Validate start times: Meeting will start at either 7:30 am PT or 8 am PT on March 6<sup>th</sup> and 7<sup>th</sup>. BOD members were polled, and the majority requested that the meeting be held on a single day. Peter indicated he would take that into consideration.
  - b. Material for advance reading will be provided in advance of the meeting, containing the following:
    - i. Volunteer task force recommendations
    - ii. Delineation of Volunteer Roles – Governance Committee
    - iii. Report of Outlining a Volunteer Summit Task Force
    - iv. Report of Streamlining our Legislative Process Task Force – Peter encouraged use of forums to discuss this topic.
    - v. Regular meeting packet
11. Compensation and Benefits (Erika Braun): The Board of Directors went into Executive Session to discuss confidential human resources issues. (*Secretary's Note: Dawson (CEO), Sandi, Nadine, Nancy (non-BOD guests) exited for the remainder of the conference call as the meeting went into Executive Session*). Erika provided an educational review of the components and criteria for the CEO bonus goals.
12. The next EC conference call will be held on Monday, April 5, 2021 at 8:00 pm ET. The next BOD conference call will be the Winter BOD meeting held on Saturday, March 6, 2021 at 10:30 am ET.

The meeting was adjourned at 9:06 pm ET.

Respectfully Submitted,

Greg Danner, Secretary