

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	1/17/2022 8:30pm ET

Actions Taken:

1. Approved: December 20, 2021 BOD meeting minutes.
2. Approved: Abandonment of the Executive Director and Employee Contractors Policy

Number of committee members present:	18	Absent:	0	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: Jenny Hodges (Breadbasket); Jeff Strahota (Colonies); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jill Gellatly (Southwest), Maria Elias-Williams (Legal Counsel), Patty Miller (Immediate Past President), Dawson Hughes – CEO. Not present: none					
Guests: Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Doug Sayles, Linda Chapman.					

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): December 20, 2021 BOD Meeting Minutes (Carrie): **MSA for approval of December 20, 2021 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Carrie): Carrie shared about her recent trip to Hawaii and her surfing lesson.
4. CEO Update (Dawson):
 - a. Current membership is about 35,800 members. We typically have 75% of our membership in by the end of January. We will probably end the month above 38,000 members. Based on this number, we are hoping to increase the membership forecast that we have budgeted.
 - b. COVID: We do not have any plans to update the current COVID protocol guidance. Decisions will be left in the hands of the event director/LMSC sanction chair/clubs for COVID protocols. Please contact Dawson if you have any questions.
 - c. Communication Plan/Board Vision and Strategies: The VPs will talk to the chairs/vice chairs/committees about the general presentation, and the BOD will get involved in the communications in April. Each BOD member will have 2 to 4 calls each. Zones and LMSCs may be combined on calls for a more efficient process.
5. Communication on Committee Restructuring (Peter): Peter and Dawson shared the Board’s vision of strategic priorities and committee restructuring plans with the committee chairs on Jan. 10. EC liaisons will start meeting with chairs and vice chairs of the standing committees to review the Board’s vision for the future and implications for each committee and then discuss how to bring the entire committee into the conversation. At last August’s Board meeting we agreed to pursue some changes to our committee structure. We agreed to build on the conclusions of task forces over the last few years to optimize our volunteer resources by restructuring volunteer efforts to best achieve the USMS mission. Patty, Dawson, and Peter are developing a plan on how to communicate and implement the Board’s recommendations to optimize USMS resources.
6. Update on Relay 2022 (Dawson): The presenters and panelists are being finalized this week. Rooming lists are due at the end of the month. We are working with the hotel to accommodate the requests for single rooms. The Relay 2022 webpage will be updated with details as we have more information. All attendees are asked to voluntarily take a COVID test prior to arrival. Hotel COVID policies will also be followed, and we will be monitoring the COVID situation in Denver.
7. LMSC Membership Targets (Dawson and Peter): For USMS to add the 10,000 to 15,000 members to return to a balanced budget, every LMSC must grow its membership. Dawson shared a spreadsheet with membership goals for each LMSC, attempting to determine a path to rebound the total membership number by 2023. These membership goals will only be possible with the support of locally focused tactics. Attention turned to the smaller LMSCs. These 11 LMSCs have historically had less than 300 members, some less than 100. What is the proper structure for these LMSCs? Many are located

adjacent to highly functioning LMSCs, so one possibility is that they could work together on resource utilization with these highly functioning LMSCs. Not only do the smaller LMSCs have financial challenges but also a shortage in volunteers, an issue that could be mitigated with growth. Discussion shifted to determine the best timing to share the growth goals. Dawson will begin to work on the messaging and asked the BOD to share any thoughts or comments with Dawson or put them on the forums. Peter also asked the BOD to share their ideas with him about the future possibilities for the smaller LMSCs.

8. Draft Strategy Statements (Carrie/Dawson): The ad hoc committee is still in the process of flushing out the draft strategy statements and adding explanations by including a broad range of tactics. The format goal is to have high level themes with a one sentence statement followed by the context in bullets. More could then be added under the tactical execution. Patty commented that it is usually assumed that the national office would execute the strategic plan, so it is important to communicate to the LMSCs that this is their opportunity to be involved in executing the strategic plan. The national office can't execute all the strategies/tactics by itself. By sharing the strategy statements at Relay 2022, the LMSCs can also be involved in planning their execution.
9. Changes in management of Community (Dawson): Members can now subscribe to full forums in Community instead of just specific threads. There was discussion about automatically assigning committee members to notifications, but there is hesitancy to do as for some it could result in a large number of notifications. More members are starting to adopt community. Tutorials are available to help people get up to speed on Community.
10. Policy Review of CEO and Employee/Contractor Policy (Ed Coates): The Board of Directors went into Executive Session to discuss confidential human resources issues. (*Secretary's Note: Dawson (conflict of interest), Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Doug Sayles (all non-BOD guests) exited for the remainder of the conference call as the meeting went into Executive session*). **MSA to abandon the Executive Director and Employee Contractors Policy.** It was noted that the Executive Limitations Policy was previously abandoned.
11. The next BOD meeting will be on Tuesday, February 22, 2022.

The meeting was adjourned at 9:28 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary