

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	1/16/2023 8:00pm ET

Actions Taken:

1. Ratified: Email BOD vote on the hotel contract with Marriott in Houston for the USMS in-person and hybrid meetings in 2023 and 2024.
2. Approved: December 19, 2022 BOD meeting minutes.
3. Concurrence: The appointment of Kendra Wilson to the Compensation and Benefits Committee.
4. Approved: The Whistle Blower Policy as amended.
5. Approved: The annual meeting plan of hybrid in 2023, virtual in 2024, and hybrid in 2025.

Number of committee members present:	18	Absent:	0	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: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O'Leary (Southeast); Jeff Commings (Southwest); Patty Miller (Immediate Past President); Katie Kenyon (Legal Counsel), Dawson Hughes – CEO.					
Not present: none					
Guests: Marilyn Fink, Sandi Rousseau, Nadine Day, Skip Thompson, Linda Chapman, Diana LaMar, Doug Sayles, Gary Keehner.					

Minutes

The meeting was called to order at 8:09 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Ratification of email vote on hotel contract (Carrie): **Ratification of email BOD vote on the hotel contract with Marriott in Houston for the USMS in-person and hybrid meetings in 2023 and 2024.** Discussion: none. **The email vote was ratified.**
3. Minutes (Carrie): Dec 19, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of the Dec 19, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
4. Minute of good news (Jeff): Jeff shared that the first three episodes of his podcast, “The Best Song Podcast,” have dropped on all podcast platforms. The podcast is a culmination of his last 18 months of work.
5. CEO update (Dawson):
 - a. Membership was strong in December, ending the year up about 2,000 members compared to last year, in part due to members registering prior to the Jan. 1 price increase. Membership is currently running about 4-5% ahead of last year, which is on target for the forecast and budget.
 - b. For the first time, we are running Try Masters Swimming in January. Trial forms have been stronger than expected, and feedback so far has been positive. We will be running another Try Masters Swimming this summer.
 - c. The short course yards season is underway, and there is significant momentum for events that either haven't been able to operate normally in the last couple of years or have been limited in participation.
 - d. Club and event development links have been posted on the footer of the website and on the Volunteer Central page with information for LMSCs. A communication plan starts this week with the Coaches Committee and the LMSC Development Committee, and the national office will talk to these committees about the communication plan and proactive efforts about implementation at the local level.
 - e. The annual meeting and relay dates for the next two years will be discussed later in this meeting.
 - f. CRM is targeted to launch on February 1. The final decision about the launch will be made on Monday.
 - g. Gary is working on the 2022 financials. The year-end reports should be complete near the end of January, and we will discuss them at the February BOD meeting.

6. BOD meeting schedule for 2023 (Peter): Peter shared the meeting schedule for the year. The dates will be published on the volunteer calendar.
7. Appointment of Kendra Wilson to Compensation and Benefits Committee (Peter): Erica Braun is termed out of the Comp and Benefits Committee. Kendra is being appointed to the committee. She has an HR professional with certification in compensation but has mostly worked as an HR generalist, and has been a member of USMS since 2007. Because the Comp and Benefits Committee is a board committee, Peter makes the appointment, but her appointment requires concurrence of the BOD.
Concurrence: The appointment of Kendra Wilson to the Compensation and Benefits Committee.
8. New Northwest Zone chair (Ed): Aaron Norton, the Northwest Zone chair, resigned in the fall. His successor is Jill Wright, who was recommended by the LMSC chairs in the zone and will complete the remainder of the zone chair term. Her selection process followed the process outlined in the by-laws, and Peter has given his concurrence.
9. Review of Whistle Blower Policy (Peter): A robust discussion on the policy took place in the Forum prior to the meeting. Kris Wingenroth made several suggested edits. **MSA to approve/confirm the Whistle Blower Policy as amended.** Discussion: Sue Nutty asked if there is a statute of limitations. Peter explained that it has purposely been kept vague and flexible. Patty shared that the policy's intention is to give people a place to go if they have a concern, particularly with regards to something financial or any type of impropriety, regardless of timing. Katie clarified that it is not a legal mechanism and is unique to the organization. Per Dawson, the Whistle Blower Policy is a corporate policy, and it is applicable to all employees, regardless of their state of residence. Patty did add that the IRS does ask if we have a Whistle Blower Policy on the form 990. **The motion passed unanimously.**
10. Review of Volunteer Meeting Plans Through 2024 (Peter): Peter reviewed the volunteer meeting schedule that the BOD published prior to the 2022 annual meeting. The plan was originally issued as a recommendation because the BOD did not have the authority to set the method of the HOD meetings until after the vote granting the BOD that authority was taken at the 2022 annual meeting. During the online discussion about the two-year hotel contract, interest was expressed in revisiting the BOD's plan. The plan that was shared was to have a hybrid annual meeting in 2023, virtual in 2024, and hybrid in 2025. Robust discussion took place about the proposed plan. The plan was presented during the annual meeting. The vote was subsequently taken to give the BOD the authority to set the annual meeting. Many on the BOD believe that the HOD voted to grant the BOD the authority to set the annual meeting, knowing that the BOD would be moving forward with the plan that was presented to them. Some newly elected BOD members expressed the desire to revisit the discussion about the merits of the plan given its impact on the organization and because they were asked their position on this decision. **MS to approve the annual meeting plan of hybrid in 2023, virtual in 2024, and hybrid in 2025.** Discussion: Dialogue included mention of not revisiting decisions that previous BODs have made so that USMS can continue to move forward, fiscal responsibility of the plan presented, and allowing options for delegate participation, and changing a plan that was presented to the HOD that was likely a factor in the decision to give the BOD the authority to set the method of the annual meeting. Other comments included the desire to consider the entire meeting structure – which includes Relay, having a voice in the meeting structure, and the opinion that the annual meeting needs to be in person every year. Discussion also included the differences between the annual meeting which is a business platform and Relay which was a community building platform. **Motion to amend and vote on the entire meeting structure, include the annual meeting plan together with Relay. No second. Motion to amend fails. Vote on original motion passes.**
 - a **MS to combine Relay and the National Coaches Clinic on Oct. 18 – 20, 2024.** Discussion: Relay is being moved to the fall due to feedback from attendees, and the NCC has traditionally been in October. This combination allows for efficiency in planning and costs as well as increased opportunity for community-building and networking. Relay and the NCC are both best served as in-person events. There will be two tracts of content for the events, with some overlap. The tentative theme is community development. The BOD already decided on the strategic plan and the budget. Both of these meetings fall within those decisions. Discussion did include support of combining these meetings. Patty asked why the BOD is voting on dates, as staff has traditionally set the date for NCC, coach training, and Relay. **Motion and second were withdrawn.**
11. The next BOD meeting will be on Tuesday, February 21 16 at 8 PM EST.

The meeting was adjourned at 9:09 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary