

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Ed Coates		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	10/16/2023 8:00 PM ET

Actions Taken:

1. Approved: Sept 18, 2023 BOD meeting minutes.
2. Reaffirmed: The Board Standards as presented.
3. Reaffirmed: The USMS Investment Policy.
4. Approved: The acquisition of Grown-Up Swimming as outlined in the memo posted in Community.

Number of committee members present:	18	Absent:	0	Guests:	4
Committee members present/virtual (list all, including chair and vice chair): Ed Coates - President; Julie Dussliere - VP of Administration; Kenny Brisbin - VP of Community Services; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Katie Kenyon (Legal Counsel); Peter Guadagni (Immediate Past President); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Britta O’Leary (Southeast); Kris Wingenroth (South Central); Jeff Commings (Southwest).					
Not present: none					
Guests: Nadine Day, Linda Chapman, Marilyn Fink, Diana LaMar.					

Minutes

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

1. Agenda review and declarations of conflict of interest (Ed): No changes to the agenda or conflicts of interest.
2. Approval of the Sept 18 BOD meeting minutes (Carrie): **MSA for approval of the Sept 18, 2023 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (Susan): Susan shared about the recent growth of her LMSC despite the fact that the biggest team in the LMSC (University of Kentucky) did not survive the pandemic. She also shared about LMSC members completing the English Channel and Loch Ness and other member successes, and that a new aquatic center is being built in Shepherdsville.
4. CEO update (Dawson):
 - a Membership will end the year up about 1% over last year.
 - b Club registration, which started on Oct 2, is strong. Please make sure that the clubs in your LMSC are registered by the end of the month.
 - c There will be an option for auto renewals for 2025 during registration.
 - d A budget review is underway now. The Finance Committee will be meeting twice in the coming weeks. They do have approval from the BOD to have a \$150,000 budget deficit for 2024. The 3rd quarter forecast of a net loss before depreciation of \$52,000 will be better than the 2nd quarter forecast.
 - e Kris asked if the code of conduct will be on the registration page. Katie said that it will be linked to the waiver.
 - f Kenny asked when the webinar about functionality will be available and asked for an update on the digital Swimmer magazine. Dawson said that webinar is delayed and will be ready in November.
5. 2024 BOD meetings (Ed):
 - a The winter BOD meeting will be in-person with a hybrid option on March 2-3 in Houston. BOD members should fly in on Friday and can depart as of noon on Sunday.
 - b The summer BOD meeting is virtual and will be held on July 13-14. Hopefully the meeting will be concluded by end of day on Saturday.

6. Board communication group update (Britta):
 - a Britta, Susan and Charles worked together to come up with 3 potential themes from the BOD communication sessions.
 - i Tailoring programs, like the Club Development program, to the size of the LMSCs.
 - ii How to help LMSCs with large cash reserves. The Board communication group is working with the LMSC Development Committee on this.
 - iii Relay/Annual meeting format plans
 - b When should the follow-up calls happen? Hopefully in 2023. Charles also said the At-Large Director/Bridge call will happen in the fall and the zone chair/LMSC chair/At-Large Director call will take place before the March BOD meeting.
 - c They discussed building a bridge between the zone At-Large Director on the BOD and the zone chair.
 - d Peter asked if EC members will have any responsibilities. Britta responded that one of the two people who were on the first call should be on the second call to provide continuity. The At-Large Directors will be on 2 calls (previous call group and own zone call). Each call should have a zone chair, BOD At-Large Director and 1 of the 2 from the first call (as a bridge). Per Paige, the previous calls all had an EC member and an At-Large Director.
7. Policy Review (Ed):
 - a Board standards: **MSA to reaffirm the Board Standards as presented.** Discussion: Paige suggested that these standards should be part of the election process. Ed responded that we should share them with the election committee. Charles asked if they are standards or operating norms? Ed responded that they are almost like values. We can work on the name later. Sue asked when they were created. They were created in 2019. Britta shared that the norms used to be shared at the board orientation. Ed will talk to the Governance Committee for an orientation packet to be used in the onboarding process for new members. **The motion passed unanimously.**
 - b Investment Policy: The Investment Committee has reviewed the policy and had no changes. **MSA to reaffirm the USMS Investment Policy.** Discussion: Paige noted a typo on the approval/review dates which will be updated. She also asked about the advisor's fees and proposed an amendment to state the fee. Ed suggested that that amendment should be considered housekeeping. Susan asked about the Conflict of Interest and potentially adding language about the code of conduct. Ed said that it doesn't need to be added here. **The motion passed unanimously.**
8. Grown-Up Swimming (GUS) acquisition recommendation (Dawson & Ed):
 - a Ed posted a recommendation memo in Community which outlines the history and process to date of the consideration to acquire GUS and includes a recommendation from the advisory group which was formed to review this potential acquisition.
 - b **MS for the BOD to approve the acquisition of Grown-Up Swimming as outlined in the memo.** Discussion: Charles noted that the numbers/growth projections seem optimistic. He asked if there is evidence that the success in Atlanta can be translated to other markets? Charles also asked about a vision and the relationship/strategic value to our core business and stated his concern about the lack of geographic diversity. Ed responded that the numbers have been vetted by the Finance Committee and the advisory group and that they have run multiple membership/financial scenarios. Ed said that this will be a new revenue source and new product offering for USMS in that it may not that involve our traditional members and does meet our mission and many of our values. Dawson said that GUS attracts a different swimmer which USMS needs to grow and there is a bigger vision which has been outlined. Several BOD members shared their support of the acquisition and the pursuit of a different model to grow USMS. Dawson said that the agreement, on a high level, is complete. Paige asked questions about Brian's employment contract. Dawson stated that it is a fairly standard employment contract. **The motion passed.**
9. 2024 Budget update (Dawson): Dawson shared the budget process for the next month. The budget will be presented to the BOD at the end of November. Paige asked if BOD members can attend the Finance Committee meetings. Ed said that any BOD members that would like to attend the Finance Committee meetings should get the call link from the Committee Chair or Dawson.
10. The next BOD meeting will be on Nov. 27 at 8 PM ET. The December meeting will be on Dec. 18th.

The meeting was adjourned at 9:05 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary