

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Ed Coates		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	5/20/2024 8:00 PM ET

Actions Taken:

1. Ratified: The online approval of the March BOD meeting minutes.
2. Approved: April 15 BOD meeting minutes.
3. Approved: The investment transfer of \$425,000 as recommended by the Finance Committee.
4. Approved: The recommendation of the Part 4 changes to the Legislation Committee as presented.

Number of committee members present:	15	Absent:	3	Guests:	3
Committee members present/virtual (list all, including chair and vice chair): Ed Coates - President; Kenny Brisbin - VP of Community Services; Cristie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Peter Guadagni (Immediate Past President); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest).					
Not present: Julie Dussliere - VP of Administration; Jill Gellatly – Treasurer; Charles Cockrell (Colonies).					
Guests: Ian King, Michael Moore, Beth Nymeyer.					

Minutes

The meeting was called to order at 8:01 PM ET.

1. Ed welcomed Michael Moore and Elizabeth Nymeyer from the Recognition and Awards Committee. Michael told the BOD about the process for selecting this year’s Ransom J. Arthur winner. Nine nominations were submitted this year. The winner is Kris Wingenroth. She will be recognized at Relay/Coaches Clinic in October. Congratulations to Kris! Michael reminded the BOD that July 1 is the deadline for national awards.
2. Agenda review and declarations of conflict of interest (Ed): There were no further changes to the agenda or conflicts of interest.
3. Ratification of the online approval of the March 2-3 meeting minutes and the approval of April 15 BOD meeting minutes (Carrie): **MSA for the ratification of the online approval of the March meeting minutes.** Discussion: none. **The motion passed unanimously. MSA for approval of the Apr 15, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
4. Minute of happiness (Carrie): Carrie shared about her daughter’s recent graduation from the University of Michigan. Susan also shared that her dad is going on an Honor Flight from Louisville to Washington, D.C. tomorrow.
5. CEO update (Dawson):
 - a Our membership stands about 1000 members (or 2%) ahead of last year.
 - b GUS registration started in April. We have 24 league directors signed up for the summer. We budgeted for 18 leagues, and we will probably end up with 20 or more.
 - c Dawson fielded questions about accessing the metrics dashboard, its content and its layout.
 - d Gary and Dawson met with the Finance Committee to talk about future projections for USMS, LMSC reserves, fees, and Swimmer magazine. LMSC reserves increases by about \$100,000 in 2023, a year with an in-person option for the annual meeting. A conversation about financials will be included as a part of the BOD calls with the LMSCs/Zones.
 - e Registration for Spring and Summer Nationals is open. Spring Nationals already has 2000 swimmers registered. It will take place in two 8-lane courses. The Championship Committee and Jay are looking at the registrations to see if there are events that need to have registration limits. The goal is to have the sessions not exceed ten hours per day.

- f The transgender task force met last week. Most likely there will be materials to review at the June BOD meeting, and they are looking at a recommendation to update the process and communication.
6. Consideration of Finance Committee recommendation for investment transfer (Dawson): Dawson gave an overview on why an investment transfer is necessary by reviewing the cashflow and budget timing. A \$380,000 cash deficit was expected by the end of October. The Finance Committee is asking for up to a \$425,000 transfer, so that there is flexibility to move the money when needed, with oversight by the Finance and Investment Committees and Jill. The need for this transfer was recognized a while ago and should be a one-time transfer to cover cash needs. Ed explained that the BOD is required to approve this in accordance with the Finance Committee's spending policy. **MSA to approve the investment transfer of \$425,000 as recommended by the Finance Committee.** Discussion: Sue asked about where the money is coming from. Dawson said that the Investment Committee has been planning for this, and the money is currently in treasuries and money markets that are easily accessible. Robin confirmed that as a member of the Investment Committee, this has been a discussion point since last year. Separately, Kenny asked if the ERTC credit is still pending. Dawson said that there has been no update on the timing of the receipt of the tax credit and indicated Gary was monitor the situation closely. **The motion passed unanimously.**
 7. Consideration of proposed amendment to Part 4 (Katie and Dawson): Volunteer Communication Strategy (Ed): **MSA to recommend Part 4 changes to the Legislation Committee as presented.** Discussion: Ed said that there is a separate set of changes to the NBR procedures that will be considered later. **The motion passed unanimously.** Thank you to Katie and the task force which included John King, Juliette Cox and Jessica. Ed will forward the recommendation to Stephanie Gauzens and the Legislation Committee.
 8. Volunteer Communication Strategy (Ed): Ed reworked the call assignments based on feedback at the last meeting. The updated assignments are listed in the agenda. Carrie, Paige, and Dawson will work on a Q&A document to be used during the calls. Each team should start contacting their zone/LMSC leaders for available dates for calls for mid-June and July. The BOD members will be supplied with supporting materials and talking points and will be given a draft before the next BOD meeting. Ed will create a post in Community for those discussions. He asked that BOD members put their meeting dates in the post as they are scheduled. BOD members acknowledged that the timing for calls will be difficult with Nationals, Olympic Trials and 4th of July during the targeted period. The goal is to complete the calls by the end of July. Senior members of the staff will be on a portion of the calls to answer questions.
 9. Board assessment update (Paige): Paige shared that we had a 100% completion rate. She is reviewing the 70-page report and will be working with members of the Governance Committee to determine how we use the information and bring it back to the BOD.
 10. Kris Wingenroth said that the new elections process was launched on time. There have been a couple of issues in the new process but believes that they have been resolved. Four out of the 8 zones have candidates. The Northwest, Great Lakes, Colonies, and Breadbasket Zones do not have identified candidates yet. The Board/Zone chairs should be recruiting candidates for these zones.
 11. Ed asked if the next BOD meeting can be moved from June 10 to June 11 (at 8 PM Eastern Time)? Those present indicated the 11th would be ok. Please let him know if you have a conflict with the new date.
 12. Crystie asked the status of task forces reviewing History & Archives activity and results processing: The results processing task force is putting together an overview document of their findings in the same format as the one presented by history and archives.
 13. The board moved into executive session at 8:54 Eastern Time. Ian King, chair of the Compensation and Benefits Committee, updated the board on the CEO bonus criteria. The BOD had previously received a summary memo from Ian describing these bonus goals.
 14. Ed shared that the Legislation Committee is recommending the BOD's proposal to update the Board Committee Structure.

The meeting was adjourned at 9:05 PM ET.

Respectfully Submitted,
Carrie Stolar, Secretary

