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| Committee Name: | Board of Directors | Session #: | 1 |
| Committee Chair: | Ed Coates | | |
| Minutes recorded by: | Carrie Stolar | Date/time of meeting: | 6/11/24 8:00 PM ET |

Actions Taken:

1. Approved: May 20, 2024 BOD meeting minutes.
2. Approved: The nomination and endorsement of Patty Miller for a second term as USAS president.
3. Approved: The recommendation of the Elections Committee for the suspension of EOG part 2 #5C for those zones that don't have candidates for their At-Large Directors by June 20th for this election cycle.

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| Number of committee members present: | 18 | Absent: | 0 | Guests: | 0 |
| Committee members present/virtual (list all, including chair and vice chair): Ed Coates - President; Julie Dusliere - 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; Peter Guadagni (Immediate Past President); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; 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). | | | | | |
| Not present: None. | | | | | |
| Guests: None. | | | | | |

Minutes

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

1. Agenda review and declarations of conflict of interest (Ed): There were no changes to the agenda. Ed shared that he is the Elections Committee for the USAS Board, so Dawson will be presenting the agenda item regarding the USMS endorsement for USAS president.
2. Approval of the May 20 meeting minutes (Carrie): **MSA for approval of the May 20, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (Robin): Robin shared that her LMSC has a new Grown-Up Swimming league in Orange County. Five meets are scheduled. They have 3 teams, one of which is the Free Agent Team, which includes members from outside of Orange County.
4. CEO update (Dawson):
 - a. GUS registration at the end of May stood at 925. Of those, 125 (13%) are USMS members. Atlanta and Washington, D.C. had their first meets last weekend. The meet in Washington, D.C. ran about 2.5 hours due to high demand. For locations where there is high demand, the league might split into divisions to shorten the meet length.
 - b. Dawson shared the performance metrics dashboard. Membership stands at 49,000 members, about 2% ahead of last year. Year plus membership will start July 1, and promotions at and around the Olympic Trials will begin later this week.
 - c. Spring Nationals will start next Thursday in Indianapolis with 2300 swimmers registered. Ten-hour sessions (max) are predicted for each day. On Sunday morning Masters members will have the opportunity, with a donation, to swim in the Olympic Trials pool. The delay in timing for Nationals/location hasn't seemed to have affected participation.
 - d. Carrie shared that the 1mile and 5K Open Water Nationals, hosted by Minnesota Masters, are full. About 20 participants converted from one-day memberships to full USMS memberships to be eligible for awards.
5. Transgender taskforce update (Dawson): Members of the task force include Dawson, Kyle, Jeff, Peter, Crystie, Susan, Claire Letendre, and Kenny. A recommendation memo was shared in Community. In essence, the recommendation memo does not change the policy but rather offers suggestions to improve the process. It recommends that athletes that are aiming for

records/results make sure that they are eligible in advance, and the process will be centralized. The policy will cover both pool and open water swims. The recommendations have been shared with the Rules and D&I Committees for comment. Sue asked about the rationale for the World Aquatics policy, which is different than USMS policy. Dawson said that World Aquatics wants to be inclusive but are an elite athletic association and prioritize competitive integrity. USMS policy is a balance of inclusivity and competitiveness. Robin asked about virtual events and said that any event that is official/recognized should be covered by the policy. Paige would like more clarity around “swimmer” in the policy.

6. USAS President endorsement for Patty Miller (Dawson) Patty is eligible for one more two-year term as USAS president. The election for USAS president is in September. USMS would need to nominate and endorse her by August. Dawson praised the work that she has done as USAS president. **MSA for USMS to nominate and endorse Patty Miller for a second term as president of USAS.** Discussion: none. **The motion passed unanimously.** Once the minutes are approved, Ed will send them to individuals within USAS as documentation of the nomination and endorsement.
7. Volunteer communication strategy (Ed and Dawson):
 - a. Some meetings have been scheduled with the LMSCs. Dawson, Carrie and Paige worked on the talking points document for the discussions. Paige gave an overview of the goals of the discussion which include having a dialog with the leaders of the LMSCs and zones about what their thoughts are about the strategic direction of USMS, the CCS bridge member fee, financials and fees including LMSC reserves, cost saving items like the digital magazine, and closed board meetings. Peter commented that we should directly ask “what are your concerns?” about each topic. Paige also mentioned that staff members are planning on attending the first half of the calls as a resource on the execution of some of the topics, especially the CCS bridge membership. Crystie asked if the attendees will be provided agenda/topics prior to the call? Paige said that she did send a list of topics to the participants in advance of her call. Britta would like a high-level agenda or one pager that can be shared to keep the conversation moving. Dawson volunteered to pull one together.
 - b. Dawson reviewed the LMSC financials with the BOD. In the last 5 years, LMSC reserves have increased by \$1.1 million. Collectively LMSC reserves total \$3.1 million. Four LMSCs have less than one year of reserves. Thirty-four LMSCs have more than 3 years of reserves and ten have more than 10 years of reserves. In comparison, USMS has about 9 months of reserves. Early analysis by the Finance Committee on USMS fees with the LMSC split staying flat shows that the LMSCs reserves will continue to grow. Discussions and scenarios from the Finance Committee include a reduction in fees to the LMSCs by \$1 each year (after year one) to \$10 with an overall national fee of \$75. In this specific scenario, most LMSC reserves will continue to grow. Some LMSCs are making a conscious effort to spend down their reserves. For the calls with the LMSCs, the questions that need to be asked include are you able to spend the resources that you are getting, and if not, do you have suggestions on how to address this imbalance?
 - c. The BOD discussed having staff on the calls. One viewpoint was that when they are on the call, they can answer questions and give feedback more quickly, can be viewed as a resource and provides transparency. Others raised concerns that staff attendance may inhibit discussion. Staff will not stay on for the entire call. Paige’s call is the first one scheduled and will be a test run.
8. Elections Committee update (Kris): Four zones do not have candidates at this time, Colonies, Northwest, Breadbasket and Great Lakes with the deadline for application submission fast approaching. The Elections Committee has come up with a proposal to try and increase the pool of potential candidates. Currently, a candidate must have attended an annual meeting in the last five years. The Elections Committee would like to suspend this rule for a zone if there is no candidate by June 20th (the deadline). This proposal would suspend EOG part 2 #5C. For this one-time rule suspension to pass, 2/3 of the BOD would need to vote to approve. Significant discussion took place amongst the BOD on why so few candidates are applying, should this rule suspension apply to all zones, and how would this affect floor nominees? It was also suggested to add this topic (BOD service) to the zone calls. Kris reminded everyone that applications for all zones that don’t have a candidate by June 20 will be reopened from July 1 to July 20. **MS to suspend EOG part 2 #5C for those zones that don’t have candidates for their At-Large Directors by June 20th for this election cycle.** Discussion: Concern was voiced that if nominations are reopened, it should be for members that have been involved in the last 5 years. Peter would like those BOD members that aren’t re-running to share their thought process/feelings with someone on the BOD. **The motion passed.** This EOG suspension will be announced in a communication only if needed. Further discussion took place on how to address the issue of getting candidates to apply for BOD offices and holding all applicants in all zones to the same standards, including the floor nomination period. Secretary’s Note: All zones had a slated candidate by the June 20 deadline and the suspension of the eligibility requirement will not be needed.
9. Board assessment update (Paige): The board assessment was published to the Governance Committee, and they are in the process of reading through it. They will then develop a plan on how to share the information with the BOD and initiate

discussion on critical points. One of the key issues is improved onboarding for new board members. The Governance Committee will be posting suggested reading on the role of BOD members in recruiting future BOD members.

10. The next Board meeting is the summer board meeting on Saturday, July 13.

The meeting was adjourned at 9:34 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary