

USMS Convention—Atlanta, Ga. 2008

Committee Name:	Board of Directors	Session #:	2	Report #:	N/A
Committee Chair:	Rob Copeland	Vice Chair:	N/A		
Minutes recorded by:	Meg Smath	Date/time of meeting:	9/28/08 10:30 a.m.		

Action Items:

1. MSA to rename the “LMSC Handbook” the “USMS Guide to Operations.”
2. MSA to accept the definition of the Compensation and Benefits Committee (as appears in item 6) as proposed with the provision that it be evaluated and reported by the midyear meeting.
3. MSA that Nadine Day, Jim Miller, Laura Winslow, Jeff Moxie and Sarah Welch continue on the Compensation and Benefits Committee and that the order of rotation be reported at the midyear meeting.
4. MSA that the vice presidents discuss training for committee chairs and vice chairs.
5. MSA the following resolution: Recognizing the need to serve clubs by making club registration of individual members possible and accessible, the Board moves to continue development of tools and processes for online registration and re-registration of members.
6. MSA (by the Executive Committee) an overbudget request of \$16,384 for convention expenses.
7. MSA (by the Board of Directors) an overbudget request of \$16,384 for convention expenses.
8. MSA incorporating the action plan presented by the executive director into our strategic plan.

Number of committee members present: 21

Absent: 2

Number of other delegates present: 5

Committee members present (list all, including chair and vice chair): Rob Copeland (chair), Jeff Moxie, Meg Smath, Ted Haartz (ex officio), Mark Gill, Michael Moore, Julie Heather, Anthony Thompson, June Krauser (ex officio), Patty Miller (ex officio), Jim Miller, Nancy Ridout (ex officio), Betsy Durrant, Don Mehl, Rob Butcher (ex officio), Laura Winslow, Nadine Day, Jeanne Ensign, Leo Letendre, Mike Heather, Jerry Clark.

Minutes

The meeting was called to order at 10:30 a.m.

1. **Announcement.** Jim has recently been nominated to the FINA Sports Medicine Commission by USAS.
2. **Conflict of Interest Policy.** Directors signed copies of the policy, which are being retained by Secretary Meg Smath.
3. **Confidentiality Policy.** Rob C reminded the Board of our confidentiality policy. Confidential material should be labeled as such.
4. **LMSC Handbook.** Much of what is contained in the “LMSC Handbook” applies to more than just LMSCs. On the other hand, there is also much LMSC-specific information. The document needs to be separated into two documents, but in the meantime, to emphasize that it applies to more than just LMSC operations, **MSA to rename the “LMSC Handbook” the “USMS Guide to Operations.”**
5. **Late payments from LMSCs.** During the past year a few LMSCs have been late passing on the national portion of dues they have collected to the National Office. Julie, Jeff and Patty will explore options on resolving this issue.
6. **Compensation and Benefits Committee.** The following definition of the committee was proposed, to appear in the policy manual:

“The purpose of the Compensation and Benefits Committee is to discharge the responsibilities of the Board with respect to overseeing the corporation’s and the executive director’s overall compensation.

“The committee shall be composed of five members with expertise in human resources, compensation and benefits administration, financial management or nonprofits and who are not employees/contractors of the corporation. Annually, the president shall put forth qualified candidate(s) to assume the expired terms of any members, with appointment by the Board. The president shall put forth qualified candidate(s) to assume the unexpired term of any member who is removed or resigns from the committee. The president shall appoint a chair from among the members of the committee.

“The executive director, treasurer, president and members of the committee are the only persons authorized to have access to compensation information. The executive director may share this information with others, as necessary, to conduct the business of the corporation.

“Initial terms for committee members will be staggered. One committee member will be on the committee for one year, another for two years, another for three years, another for four years and the last for five years. All of the initial members who were appointed for terms of less than five years may be reappointed for an additional five years beyond their initial term.”

Some felt the committee should be composed of Board members; others felt it was more important that the committee members have the required skills. Other suggestions were that at least one member of the committee be a member of the Board or that a Board member chair the committee. **MSA to accept this definition as proposed with the provision that it be evaluated and reported by the midyear meeting. MSA that Nadine Day, Jim Miller, Laura Winslow, Jeff Moxie and Sarah Welch continue on the committee and that the order of rotation be reported at the midyear meeting.**

7. **Board training.** The Board will undergo training in Dallas the weekend of October 17-18. A short Board meeting will be held the evening of October 17, at approximately 6:00 p.m. CDT. Anthony asked if a teleconference for at least part of the meetings could be arranged for Board members who are unable to attend. Meg will reserve a conference call for the Friday night meeting. The Board recognizes that training must continue going forward. Rob B noted that there is a line item for 2009 training in the 2009 budget. Julie said we also need to do more training for our committee chairs. **MSA that the vice presidents discuss training for committee chairs and vice chairs.**
8. **National headquarters location.** The Board discussed its desired requirements for a city in which to locate our national headquarters.
9. **Board Governance Committee.** A committee composed of Don, Nancy, Anthony, Julie, Michael and Patty (chair) will evaluate our governance structure. They will also contact the Legislation Committee for input. Their first order of business will be to draft a mission statement.
10. **LMSC Development Task Force.** Nancy volunteered to chair the task force. Nadine, Julie and Mike volunteered to serve. The Zone Committee will also be working on developing minimum competencies for LMSCs. Nancy will coordinate with the Zone Committee.
11. **Workout groups.** Leo, Michael, Jerry and Mark (chair) will form a subcommittee to research the issue of administration of workout groups. Their findings will be presented at the midyear meeting.
12. **Club registration of individual members.** **MSA the following resolution: Recognizing the need to serve clubs by making club registration of individual members possible and accessible, the Board moves to continue development of tools and processes for online registration and re-registration of members.** Betsy clarified that such registration would be contingent upon an LMSC’s agreement.
13. **Overbudget approval.** The Executive Committee **MSA an overbudget request of \$16,384 for convention expenses.** The Board of Directors **MSA an overbudget request of \$16,384 for convention expenses.** (Per FOG, this request was first approved by the Finance Committee.)
14. **Strategic Plan.** **MSA incorporating the action plan presented by the executive director into our strategic plan.**
15. **Future meetings.** The Board’s next meeting will be October 17 at 6:00 p.m. in Dallas, Texas. The midyear meeting will be February 6–8, 2009, also in Dallas.

The meeting was adjourned at 1:51 p.m.
