

Committee Name:	Board of Directors	Session #:	2 of 2	Report #:	B
Committee Chair:	Nadine Day	Vice Chair:			
Minutes recorded by:	Chris Colburn	Date/time of meeting:	September 15, 2013 10:30am PDT		

Motions Passed:

1. MSA to reinstate Immediate Past President Jeff Moxie to the Board of Directors.
2. MSA to accept nominations from the Zones to fill vacant Zone At-Large Board positions.
3. MSA to allow candidates present at the Board of Directors meeting to speak to the Board on their own behalf.
4. Christopher (CJ) Rushman was elected to fill the vacancy for At-Large Board Representative for the Great Lakes Zone.
5. David Diehl was elected to fill the vacancy for At-Large Board Representative for the Colonies Zone.

Number of committee members present: 24

Absent: 4

Number of other delegates present: 7

Committee members present (list all, including chair and vice chair): Nadine Day - President called the meeting to order at 10:30 a.m. PDT. Also present were: Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Jody Smith -VP of Community Services; Chris Colburn – Secretary; Phil Dodson – Treasurer; Patty Miller - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket), Maria Elias-Williams (Dixie), Hugh Moore (Northwest), Jim Clemmons (Oceana), Jill Gellatly (South Central), Phil Whitten (Southwest); Jeff Gudman – USA Swimming Liaison to USMS; Rob Butcher – Executive Director; Past Presidents: Jeff Moxie (see Passed Motion 1 above), Rob Copeland, Tom Boak, Jim Miller, Nancy Ridout, and Ted Haartz; Newly-elected At-Large Directors (See Passed Motions 5-6 above): C.J. Rushman (Great Lakes), Dave Diehl (Colonies).

Not present: Dan Gruender, Mike Laux and June Krauser – Past Presidents. Mel Goldstein is recused from the Board due to his contractor position with USMS.

Audience Members; Susan Kuhlman – CFO, Tracy Grilli – Staff; Sarah Welch, Heather Howland, Jane Moore, Paige Beuhler, Matt Edde (5 others – signup sheet was incomplete)

Minutes

The meeting was called to order at 10:30am PDT.

1. Nadine asked about flight times to coordinate timing. The Board should be sure to submit receipts for lunch since it was not provided on-site. Board agendas were distributed via email. New Board members received it the morning of the meeting. Nadine thanked everyone for her re-election and introduced the new Executive Committee: Nadine Day (President); Ed Tsuzuki (Vice President of Administration); Chris Stevenson (Vice President of Local Operations); Jody Smith (Vice President of Community Services); Chris McGiffin (Vice President of Programs); Chris Colburn (Secretary); and Phil Dodson (Treasurer).
2. Ted Haartz made a motion to **reinstate Immediate Past President Jeff Moxie to the Board of Directors**. Rob Copeland seconded. The motion passed unanimously.
3. The Conflict of Interest policy will be distributed to new BOD members. Nadine reminded the Board that decisions are made for the betterment of USMS and from that perspective.
4. Nancy Ridout made a motion to accept nominations from the zone to **fill the vacant At-Large Zone Director positions for one year**. Rob Copeland seconded and the motion passed unanimously. Nadine appointed Rob Copeland to run the election. Bruce Hopson moved to close nominations. Patty Miller seconded, and the motion passed unanimously. The Colonies Zone presented descriptions/information from each of their Director candidates: Dave Diehl (Delaware Valley); Debbie Morrinnordlund (Potomac Valley); Jayne Saint-Amour (Metro); and Rand Vaillancourt (Maryland). Candidates in the room were welcomed to speak on their own behalf. There was a clarification on Dick Pitman being added to the Great Lakes ballot, as his name had been submitted by the Great Lakes Zone Committee but had inadvertently been left off the ballot. Dave Diehl spoke on his own behalf. Dave excused himself from the discussion and left the room. There was discussion about whether or not to select the candidates at this meeting. The decision was based on the value of face to face interaction and that the BOD can make the decision today. Discussion continued about run-off elections due to the number of candidates and a consensus was that we will continue voting until a nominee has a majority vote. The Secretary read the qualifications submitted by each candidate. Discussion continued about candidate qualifications. Votes were taken for the Colonies Zone candidates by paper ballot. The Great Lakes Zone candidates were then discussed. One candidate was in the room (CJ Rushman). The Board discussed whether or not the candidate could speak on his behalf since none of the Great Lakes Zone candidates were asked to submit statements of qualifications. The Great Lakes Zone Candidates slated were: James Biles (Wisconsin); Dan Cox (Lake Erie); Ralph Davis (Michigan); Dick Pitman (Wisconsin); and CJ Rushman (Kentucky). Rob

Copeland moved that any present candidates could speak to the BOD on their own behalf. Bruce seconded. Motion passed with one opposed. CJ spoke to the Board about his qualifications. CJ was asked to vacate the room during discussion of the candidates. There was a question about the nature of the discussion (closed or open). Phil Dodson spoke on behalf of Ralph Davis. Ed Tsuzuki spoke to the Board's succession plan, what was done, and what could have been done better in the event of potential openings. Jody Smith spoke to moving ahead in the process since the appointment is for only one year. Phil spoke to the Great Lakes Zone last year at convention and gave candidates advance notice about his potentially vacating the Board position. Bruce spoke to Dick Pittman's and Dan Cox's qualifications. Three candidates had sent their names to Nadine prior to Convention. Chris Colburn moved to close discussion, and Hugh Moore seconded. The motion passed unanimously. Votes were taken for the Great Lakes Zone Director by paper ballot. All votes were counted by Rob Copeland.

5. Jeff Gudman made announcements about USA Swimming. They also have a \$2/year dues increase for the next 10 years. The Board of Review Hearing process will now be initiated at the Zone level versus the LSC level.
6. Nadine asked that each member of the Board to volunteer to be on a task force on one of the four pillars (membership, marketing, brand, partnership) and indicate their first and second choices to the president. Every BOD member will be assigned to a group which will present at the Winter BOD meeting.
7. **Results of the elections: At Large Directors elected to serve for one year to fill vacancies were Dave Diehl (Colonies) and CJ Rushman (Great Lakes).** MSA to destroy the ballots. Bruce asked clarification about the eligibility of the winners to run for two more terms, and the answer was yes per policy.
8. Jim Miller asked that new Board members select mentors to work with and indicate their choices to Nadine.
9. Dave Diehl thanked the Board for their support and their vote, and departed to make a flight.
10. The Board entered Executive Session at 11:22am to discuss the Executive Director's bonus goals. The Board exited Executive Session at 11:32am.
11. Nadine presented the chairs of the BOD Committees (attached). MSA to accept the chairs of the Board Committees as presented by the President. Nadine also announced other committee chairs who have been selected for 2014 and explained the rationale for succession planning in the committees.
12. CJ and Chris McGiffin provided an update on IT initiatives. There were concerns raised by ClubAssistant about the deadline targets for the new registration system. Chris McGiffin indicated that we need to continue to engage ClubAssistant to ensure appropriate integration between their software and the new registration system. Chris McGiffin also mentioned that there were some questions about server installation that remain to be answered. Ed commented on the need to work closely with ClubAssistant to continue to do what's right for their members. Chris McGiffin, Chris Colburn, Chris Stevenson, and CJ discussed the need to continue to engage and communicate with ClubAssistant (and vice-versa) to ensure the ongoing integrity of services to our members. A meeting is being planned between USMS (Jim and Anna Lea Matysek with Ed) and ClubAssistant to discuss and address all current concerns. Ed also indicated that ClubAssistant is under contract to provide services until the end of the year.
13. Nadine indicated that recommendations and comments for National Board of Review procedures be made before our next board meeting. Submissions should be sent to Hugh Moore.
14. The next meeting will include an Investment Policy update and an Audit Committee Charter update.
15. There was a discussion about scheduling of the BOD meetings. The Secretary will submit a survey on Doodle on the ideal time for Board members to meet. Jody asked that Board members find a quiet place for the meetings to prevent distractions.
16. Rob Copeland asked Nadine to table the FOG discussion today. Nadine moved it to the next meeting agenda.
17. Chris McGiffin said that questions remain about proposed topics related to insurance. Nadine mentioned that due to the legislation failed in the HOD for the BOD to set insurance surcharges, the Board needs to discuss the issue of insurance surcharges for Open Water and will wait pending our insurance renewal then will have to have Emergency Legislation, Finance and the BOD meet prior to decisions being made. However the HOD approved the insurance surcharge as part of the budget.
18. The Winter Board Meeting will be in Houston at The Woodlands. The preferred dates are February 7-9. The backup dates are January 24-26. A Doodle will be sent out to the Board to determine the best dates.
19. Nadine will announce the date of the next BOD meeting.
20. Rob Copeland will ensure that email aliases are updated and that new BOD members will have access to the Board of Directors discussion forum.
21. Ed discussed the Feedback session that just occurred, and mentioned that we want to put together some scenarios to have a presentation on the specifics of Robert's Rules of Order for both the Board and the House of Delegates. Ted indicated and Ed confirmed that there are handouts on this already. Jody stressed that we as a Board need to be better about this, and to step

back and educate when necessary. Chris Stevenson also stressed the need for education. Nancy added that adherence to Robert's Rules took extra time in the House of Delegates yesterday. Rob Butcher mentioned that the central issue is not communication, but effective communication. He challenged all of us to communicate more effectively. He mentioned that the Board also needs to define more clearly the role of the Board with respect to the Finance Committee. Jody would like some direction on how the Board communicates roles effectively to all committees. Discussion continued on the need to engage better the Finance Committee and help them to fulfill their responsibilities.

22. Nadine and Bruce discussed the need to place items on the Board meeting agendas in a timely fashion. Agenda requests must be made two weeks before the scheduled meeting

The meeting was adjourned at 12:09pm PDT.

Respectfully Submitted,

Chris Colburn, Secretary

Addendum to Minutes of 2013-09-15 Board of Directors Meeting

Committee Chairs and Assignments

Board Committees

Audit: Elyce Dilworth

Compensation and Benefits: Sarah Welch

Finance Committee: Jeanne Ensign

Governance Committee: Hugh Moore

Investment Committee: Ralph Davis

Swimming Saves Lives: Brandon Franklin

Appointments:

Convention Coordinator: Tracy Grilli

FINA Representative: Mel Goldstein

FINA Sports Medicine: Dr. Jim Miller

ISHOF Liaison: Walt Reid

National Board of Review Chair: TBA

Parliamentarian: William Tingley

Rule Book Coordinator: TBA

UANA Masters Technical Chair: Mel Goldstein

UANA Masters Technical Committee: Dr. Jim Miller

USAS Representative: Nadine Day

USAS Treasurer: Tom Boak

USMS Liaison to IGLA: Bruce Hopson

USMS Liaison to USA Swimming: Patty Miller

Committee Chairs:

Championship: Jeff Roddin

Coaches: Scott Bay; VC Cokie Lepinski

Fitness Education: Marcia Anziano

History and Archives: Meegan Wilson

Legislation: Meg Smath, VC Sean Fitzgerald

LMSC Development: Paige Buehler

Long Distance: TBA

Officials: Ed Saltzman

Open Water: Lynn Hazlewood

Recognition and Awards: Ray Novitske, VC Sally Dillon

Records and Tabulations: TBA

Registration: TBA

Rules: Kathy Casey

Sports Medicine and Science: Jane Moore

New Zone Chairs

Breadbasket: Lori Payne

Dixie: Matt Hooper
