

**Committee Name:** Board of Directors

**Session #:** 1

**Committee Chair:** Patty Miller

**Minutes recorded by:** Chris Colburn

**Date/time of meeting:** 10/4/2015 10:00am CDT

## Motions Passed:

1. MSA to support the President's appointment of Maria Elias-Williams as USMS Legal Counsel.
2. MSA to approve the updated Articles of Incorporation.
3. MSA to approve the transfer of bank signatory authority to the new officers.
4. MSA for David Morrill and Tom Boak to be on the UANA Masters Pan Ams Bid Task Force.

**Number of committee members present:**

**Absent: 3**

**Number of other delegates present: 16**

**Committee members present (list all, including chair and vice chair):** Patty Miller - President; Ed Tsuzuki - VP of Administration; Chris McGiffin - VP of Programs; Chris Stevenson - VP of Local Operations; Frank (Skip) Thompson -VP of Community Services; Chris Colburn – Secretary; Ralph Davis – Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket); Dave Diehl (Colonies); Sean Fitzgerald (Dixie); Dan Cox (Great Lakes); Sarah Welch (Northwest); Lianne Crittenden (Oceana); Jill Gellatly (South Central); and Laura Winslow (Southwest); Rob Butcher – Executive Director; Past Presidents: Nadine Day, Jeff Moxie, Rob Copeland, Jim Miller, Nancy Ridout, Tom Boak and Ted Haartz; Dave Coddington (USA Swimming Liaison to USMS);

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

## Minutes

The meeting was called to order at 10:07am CDT.

1. Patty welcomed everyone to the meeting and acknowledged Nadine and Rob for all the work they have done. Patty wants to make sure volunteering is fun, through clear communication and opportunities for input. Patty wished Chris Stevenson and Maria Elias-Williams a Happy Birthday. Patty had the Board introduce themselves, and share some icebreaker information.
2. Patty announced that she is appointing Maria Elias-Williams as USMS Legal Counsel. **MSA to support the President's appointment of Maria Elias-Williams as USMS Legal Counsel.**
3. Items to take away from Convention:
  - a. The Rules, Long Distance, and Legislation Committees will all be able to consider non-emergency changes to the USMS rule book at Convention next year based on legislation passed at this year's Convention.
  - b. Ed heard feedback about not being able to hear, and about meetings and attendees not being oriented well physically in the meeting rooms. Ed wants to work with Chris Colburn to make sure the Chairs provide appropriate background; that the VP coaches appropriately during the meeting; and to keep the delegates accountable by asking questions about the Annual Report.
  - c. Delegates are curious about the purpose of the committee meetings at Convention: more of the work that goes on throughout the year; an overview of the committee's work with an invitation to serve; or something else.
  - d. Lianne mentioned the idea of an initial meeting where the chairs state the purpose of the Committees and what they plan to achieve in their meetings.
  - e. Be sure to set aside some time at Convention to interact with the audience, and open to feedback for questions and comments about goals.
  - f. The Meet the Candidates and discussion sessions were useful, and we need to continue that in the face of having both Rules and Legislation in the same year going forward.
  - g. Some committees in divisions want more collaboration among the committees in the division, i.e. Coaches with both Sports Medicine and Science AND Fitness Education.
  - h. We should have a discussion about the strategic direction of Convention above what we're required to do in code. The Governance Committee will be working on this topic in the coming year.
  - i. Sarah was impressed that 20% of our delegates this year were new delegates. It's important that we make them feel welcome and comfortable, and part of our succession planning. We need to look at how we include new people as part of our succession planning.
  - j. New delegates liked the initial orientation, and possibly we can roll the points of the committees into that.

- k. Help people to understand more clearly where they are in the parliamentary process. Better explanation of Robert's Rules and what they're voting on will be very helpful for people.
  - l. Education, giving something to bring delegates back, is important for Convention.
  - m. Feedback was positive about the Staff Speed Dating activity. The challenge for new delegates was how to declare their preference for committees, and to understand the challenge of getting on some of them. We should coach the committee chairs between those who have expressed interest but didn't make it onto the committee to form partnerships to tap those people even if they're not committee members.
  - n. We need to do a better job to turn over the people in the committee over time. Nadine spoke to the ideas of having terms and term limits on committees.
  - o. People liked the workshops, but there wasn't enough time for people to participate in everything they wanted to do.
4. Corporate Business Items:
- a. Articles of Incorporation and Bank Statements: Patty gave an overview and logistics surrounding the move of our corporation's domicile from Ohio to Florida. In legislation passed at Convention this year, the House of Delegates expressly gave the Board the power to update or modify the Articles of Incorporation. Patty explained the changes to the Articles of Incorporation. **MSA to approve the updated Articles of Incorporation.**
  - b. **MSA to approve the transfer of bank signatory authority to the new officers.**
- 5. Patty would like to see Board members involved in Board committees and Task Forces. She asked the Board members to fill out the SurveyMonkey and to help her understand their passions. Please complete the survey by October 9.
  - 6. Patty distributed a list of Governance Committee topics for prioritization. One high priority that was raised during the legislative process at Convention is Past President participation on the BOD. Dan mentioned that term limits for committee members is important. Ed opined that consistent LMSC fees is not necessarily a governance issue, but a Local Operations issue with a broader scope. That topic was removed from the list. Nadine mentioned that the Ad-Hoc Elections Committee makeup is also important. By the next Board call, Leianne will communicate what she thinks the priorities are based on the conversation.
  - 7. Scheduling for Board and EC Conference Calls: Conference Calls will be Mondays at 8:30pm Eastern. EC calls will be the first Monday of the month, and BOD calls will be the third Monday of the month. Chris Colburn will communicate when he is updating Google Calendar with the meeting times and dates. Jim requested and Patty concurred that items for the meeting be submitted by close of business the Friday before the meeting.
  - 8. Patty will be meeting with the VPs to discuss committee assignments and structure.
  - 9. Winter and Summer Board Meetings: Patty asked the Board for any logistical conflicts related to the Winter Board Meeting.
  - 10. 2018 UANA Masters Pan American Championship: Patty is establishing a task force to work with the other NGBs to work on a bid for the Games on behalf of USAS. We currently have identified two facilities for bids. **MSA for David Morrill and Tom Boak to be on the Pan Ams Bid Task Force.** Patty will work with Ed to identify another representative from the Championship Committee for the task force. The USA Diving representative is Gerry Dunn, USA Masters Diving Secretary. The USA Synchro representative is Barbara McNamee, who was on the UANA Synchro Committee.
  - 11. Patty asked for a consensus of the Board about looking into an updated strategic plan, and solicited board members to consider serving on an upcoming task force.
  - 12. Coaches Conference Update (Rob): It will be in November 2016. Funds have been secured for the summit in the budget and for international relations. PMS gets two members of the task force, as does Coaches, Bill Brenner, and a presidential appointment.
  - 13. ED Task Force Update: Ed gave an update on the Executive Director Task Force. The members of the Task Force are Dan, Nadine, Jill, Jim, Patty, Ed (chair), and Sarah. The timeline is tight, and the task force has already met five times. The RFP has been finalized and will be out by Tuesday. Responses are requested from the search firms by 10/19. We should have a contingency plan in place in the event that we do not have an Executive Director in place by Rob's departure date of 12/31.
  - 14. The Board entered Executive Session at 11:47am to discuss a personnel issue. The Board exited Executive Session at 12:08pm to adjourn.
  - 15. Next meeting will be October 19, 2015 at 8:30pm EDT. Jim asked that any documents be submitted for review by close of business on the Friday prior to the meeting to give Board members ample time to review them.

The meeting was adjourned at 12:08pm.

Respectfully Submitted,  
Chris Colburn, Secretary