

Committee Name: Board of Directors

Session #: 1

Committee Chair: Patty Miller

Minutes recorded by: Chris Colburn

Date/time of meeting: 12/21/2015 8:30pm EST

Motions Passed:

1. MSA to approve the minutes of the November 16, 2015 conference call.
2. MSA to approve the creation of a full-time position to assist the CFO, the title to be determined by the Compensation and Benefits Committee.
3. MSA to forward an overbudget request of \$37,000 to the Finance Committee to support the new position.
4. MSA to approve the appointments for the National Board of Review Pool.

Number of committee members present: 24

Absent: 5

Guests: 1

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); 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: Leianne Crittenden (Oceana); Past Presidents: Tom Boak, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: Bill Brenner, Director of Education Services.

Minutes

The meeting was called to order at 8:32pm EST.

1. Agenda Review and Conflict of Interest Declarations (Patty): Welcome and Happy Holidays. There were no conflicts.
2. Approval of Previous Minutes (Chris Colburn): **MSA to approve the minutes of the November 16, 2015 conference call.**
3. Reports:
 - a. Executive Director (Rob Butcher with Bill Brenner):
 - i. Memberships are 2.5% ahead of the same date last year. We have 8 Board members who have not renewed their USMS memberships yet, and Rob requested that they get their renewals in as soon as possible.
 - ii. In 2016, there are 27 Coach Certification courses and 25 Adult Learn to Swim courses on the calendar. Courses will be held in some new parts of the country, and that is by Bill's design to expand our reach. We have wanted to invest in Coaches education since the 1990s and Bill has done a great job with it.
 - iii. The College Club Summit is coming together 2/5-7 in Tampa. Nine people (students, some faculty and staff reps) have committed thus far. Dan Cox is going to be there with some other board members. The staff leadership will present the findings from this summit at the Summer Board Meeting. The big question is how we can better serve the college club environment.
 - iv. Rob Butcher and Bill met to walk through day-to-day issues of the CEO to help with transitions. They went through employee reviews and salary resets. Rob is committed to make himself available as appropriate after his departure. Rob turned the report over to Bill for his comments.
 - v. Bill is happy to have the support of the staff. They are moving forward to find opportunities for the organization. Bill is looking forward to having everyone under the same roof at the Mound Street office. Bill had the staff share what excited each of them about going to work, and their proudest 2015 accomplishment. Overall, they're excited about the opportunity to move forward.
 - vi. Nancy reiterated to Rob how much we appreciate his service and contributions to USMS.
 - b. President (Patty Miller):
 - i. Patty is continuing to prepare for the Winter BOD meeting. The Board should have already received information on travel preparations.
 - ii. UANA Masters Bid Task Force update: Sandi Rousseau has been great in leading a task force with representation from the other aquatics NGBs to recommend a US bidder to USAS.

- iii. The Governance Committee is working hard to go through the priorities given them by the Board, with some of the priority items to be presented to the Board at the Winter Board Meeting.
 - iv. Patty recognized Rob Butcher and the impact he has made on USMS, from membership, to club and coach development, growth in membership and budget, Swimming Saves Lives, the National Office, our new National Headquarters, and the development of the staff. Most importantly Rob has contributed to the new brand recognition of USMS. Patty thanked Rob and the Board expressed their appreciation for Rob's work. Rob indicated that he'd continue to be an ambassador for Masters Swimming. Jim Miller commended Rob for the personal growth he has shown in the swimming community and in other aquatics organizations, and how he has represented USMS to the aquatics community.
 - v. Patty is looking forward to 2016 as a year of challenge and opportunity: working with an interim CEO, selecting a new CEO, and helping the new CEO build a team with the Board. It's an Olympic year, and we have many avenues to support the increased enthusiasm in Masters Swimming.
- c. Treasurer (Ralph Davis):
- i. Ralph commented about Rob Butcher, since he was Finance chair and then Treasurer as Rob and then Susan Kuhlman came on board. He surprised Ralph with new ideas, new things, and the art of negotiation. Rob leaves us with very talented people who know what to do. The mark of a true manager is someone who makes himself redundant, and Rob has done that through the growth of the staff during his tenure.
 - ii. Ralph answered a question submitted by Ted about the status of affiliate members. Affiliate members' for-profit status have no effect on USMS' nonprofit status.
 - iii. The Investment Committee met 12/1, and have a meeting with Northern Trust during the third week of January.
 - iv. The Finance Committee has met once. The Financial Operating Guidelines (FOG) are being updated as part of one of Finance's initiatives this year.
 - v. The Audit Committee hasn't met yet, but will have some recommendations that USMS undertake a cyber security review in 2016-17.
 - vi. Susan and Ralph will work by the Summer Board Meeting to update the 5-year plan. By that time the new CEO will presumably be on board, and will have some input.
- d. VP of Administration (Ed Tsuzuki): There is currently lots of movement in Rules with respect to the new IM/freestyle rule interpretation by FINA, but he has no other activity to report at this point.
- e. VP of Programs (Chris McGiffin): Nothing to add, other than the Independent Safety Monitor (ISM) issue to come later in the meeting.
- f. VP of Community Services (Skip Thompson): Coaches have met once. The only new issue will be covered in agenda item 9.
- g. VP of Local Operations (Chris Stevenson): The LMSC Peer-to-Peer conference was very well attended.
- h. Legal Counsel (Maria): During her visit to Sarasota, Maria had good conversations with Rob Butcher, Bill Brenner, and Patty Miller regarding potential issues that will be handled as they come up.
4. Accounting Manager Position (Patty/Rob Butcher): Kathy Anderson needs to resign for health reasons. Instead of waiting until 2018 to hire a full-time person as had been planned, there is a request to make that a full time position now since Kathy has had such an expanded role. Discussion surrounded the source of the funds, the size of the necessary overbudget request, and the background surrounding the perceived acceleration of some of the hiring plans at the National Office to handle the workload that has grown more quickly than anticipated. **MSA to approve the creation of a full-time position to assist the CFO, the title to be determined by the Compensation and Benefits Committee. MSA to forward an overbudget request of \$37,000 to the Finance Committee to support the new position.**
5. USMS/USAT joint membership mailing (Patty): 2 reasons to communicate: Board should be aware; the National Office is in transition and is trying to make inroads with ongoing partnerships. Rob Butcher provided some background on the relationship between USMS and USAT, and how we got to this point. Rob explained the positive benefits of this marketing campaign, and got USMS recognition to over 400,000 USAT members. It also became a teaching moment as to how the National Office handles communication within USMS. Questions from the Board included the confidentiality of data and how the data will be made available to USMS and USAT.
6. Board Approval of National Board of Review (NBR) Pool: Discussion on the Board Discussion Forum surrounded the geographic makeup of the pool. **MSA to approve the appointments for the NBR Pool.**
7. Interpretation of Independent Safety Monitor (ISM) Rule: Chris McGiffin provided some background about the ISM rules for Open Water sanctioned events. The Long Distance Committee was asked for an interpretation of the rule that required the

ISM. The Board had previously opined as a policy matter that the the ISM should not swim in the event for which he or she is serving because the ISM's role continued after the event starts. Maria has not yet looked into the potential legal risks, and has some concerns. Rob Butcher indicated that Swim Across America's version of ISMs do not swim in the event. Jim Miller indicated that if the ISM swims, there is a potential conflict since the ISM may have an interest in seeing the event go forward if he or she is hoping to swim in it. Bruce pointed out differences between USA Swimming and USMS, and how that might affect the difference between athlete roles. Rob Copeland sees two issues: The Long Distance Committee's ability to interpret Part 3 of the Rule Book; and the Board trying to determine the role of the ISM. Patty indicated that our rules don't address when a Board policy differs from the interpretation of a Committee (Rules, Legislation, or Long Distance). Patty went on to outline our procedural options. Maria requested some time to speak with ESIX to discuss the issue before making a recommendation to the Board.

8. USA Masters Games Affiliate Membership Request (Maria): Patty gave some background on the status of the process, and reiterated Ralph's report that their corporate status does not affect our 501(c)3 status. USA Masters Games is a for-profit corporation, but they are registering as a club in the North Carolina LMSC, so the affiliate membership may become a moot point. Maria will still be checking with ESIX to understand if an affiliate member would affect our insurance. Sean gave some background on precedent set by the 2014 Gay Games in Cleveland, who registered a club which became the sanctioning entity. Nancy provided some background on what causes problems for FINA in these instances.
9. Using Events as Fundraisers for Swimming Saves Lives (SSL) (Patty): We may need some guidelines for USMS events who want to use their event as an SSL fundraiser. This will be covered at next month's Board meeting. For this year's Hour Swim, Patty asked Skip to have Fitness Education talk to Long Distance about this year's event so they understand how the fundraising aspect came up and any learnings for a potential half-hour swim.
10. Update from CEO Search Task Force (Ed): The Board entered Executive Session at 10:00pm EST to discuss the CEO Search. The Board exited executive session at 10:04pm EST to adjourn.
11. Next meeting will be January 18, 2016 at 8:30pm EST.

The meeting was adjourned at 10:04pm EST.

Respectfully Submitted,
Chris Colburn, Secretary