

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Patty Miller	<b>Date/time of meeting:</b>	12/19/2016 8:30pm EST
<b>Minutes recorded by:</b>	Chris Colburn		

## Actions Taken:

1. Approved: the minutes of the November 28, 2016 Board Conference Call
2. Approved: the recommendation of the Compensation and Benefits Committee for a merit increase for the CEO for 2017.
3. Approved: the recommendation of the Compensation and Benefits Committee for the CEO's bonus goals for 2017.

**Number of committee members present: 23**

**Absent: 6**

**Committee members present (list all, including chair and vice chair):** Patty Miller - President; 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: Tom Moore (Breadbasket); Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Dan Cox (Great Lakes); Sarah Welch (Northwest); Ed Coates (South Central); and Laura Winslow (Southwest); Dawson Hughes – CEO; Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Nadine Day, Jeff Moxie, Ted Haartz, Jim Miller and Nancy Ridout.

**Not present:** Ed Tsuzuki - VP of Administration; 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:** none.

## Minutes

The meeting was called to order at 8:31pm EST.

1. Agenda review and conflict of interest declarations (Patty): Patty welcomed everyone to the meeting. There were no conflicts.
2. Approval of Meeting Minutes (Chris Colburn): **MSA to approve the minutes of the November 28, 2016 Board Conference Call.**
3. CEO's Report (Dawson):
  - a. The National Office has been spending much of the last 6 weeks on the renewal campaign. There has been lots of messaging in the next 12 days. We rolled over 4000 year-plus memberships on 12/15. About a third of our December registrations occur the last 4 days of the month. We are in good shape. More to come in January but a good start so far.
  - b. There are four partners up for renewal. Three have signed 3 or 4 year contracts.
  - c. IT Projects/Managed Services for the National Office Staff: Office 365 migration is in progress. SouthTek is providing managed services and support for Office 365. Tracy and Elaine are the only ones left to be migrated.
  - d. There is a position posted for an Events and Programs Coordinator. Their top candidate accepted an offer last Friday. Casey Keiber is starting on January 23. She has experience with the USA Swimming Foundation and ISHOF.
  - e. Susan put some work in with the staff on the five-year financial plan. It's in Ralph's hands. A final version should be in our hands tomorrow. It's a memo similar to our monthly financial updates, with quite a bit of detail to back it up. It's something we can discuss at the Feb Board meeting. Chris McGiffin asked if there is a position description for the Programs Coordinator. Dawson is sending a copy to Chris.
  - f. Dave Diehl asked if Casey will be at the winter BOD. He stated likely not, but Jessica Porter will be there. Casey will definitely be at Nationals in April.
4. Task Force Updates
  - a. Futures (Dan): Dan described to the Board what the Task Force would like to do with respect to volunteer service.
    - i. We're putting out a survey to find out from the LMSCs to find out how long the volunteers have been in their positions, what positions they've held, and the like. We have an intro to the survey which is very positive in nature.
    - ii. The Task Force is looking at how we can get younger members involved more, as well as how to get veteran volunteers to mentor others. The group is proposing a 5-star system for volunteering, with the 5<sup>th</sup> star level including mentoring a new person into the position to encourage turnover. Dan mentioned the idea of partnering with a sponsor as a reward for the 5<sup>th</sup> star, as well as some other ideas.

- iii. The Task Force wants to talk to the Governance Committee to explore term limits for zone chairs similar to other national positions.
  - iv. Claire Letendre has worked on mentoring with USA Swimming, and we have yet to look at what we can do with the USA Swimming documents that have been presented to us as a reference.
  - v. Patty noted that the focus has shifted, as planned, from younger swimmer engagement to engagement of younger volunteers. Patty also asked how the star system could work, and Dan elaborated that it might be available on a member's profile page. Patty asked that we bring this to the February Board meeting for further discussion. Jim thinks the ideas are right on target. Skip asked about zone chairs vs. committee chairs. Governance has already recommended not to have term limits with chairs and committee members. Dan and Chris Colburn briefly discussed how this could impact volunteering at the LMSC level. Jim commented that we need to get our house in order at the national level to set an example for the LMSCs. Nadine provided some background on the USA Swimming mentorship documentation and its focus on athlete reps.
- b. Diversity (Sarah)
- i. There are possibilities to dovetail what Futures is doing with the Diversity Task Force's work.
  - ii. At the December meeting, the group is ready to present to Patty and then to the Board language related to the Championship bids, and having the bid reflect our safe and welcoming environment for all participants.
  - iii. At the next meeting (January) the group is planning to refine their mission statement.
  - iv. The group continues to look for opportunities for education/discussion with the LMSCs. Ideas included work with LMSC Development, webinars, and other similar possibilities.
  - v. Work with the National Office: Jessica Porter has been participating on the last couple calls, and is working on communication of information on big months like Black History Month. There will be different areas of focus at different times of the year, so that we can communicate the areas related to diversity in USMS. The group will have something to present on the January Board call or at the February Board meeting. Patty wanted the Task Force to make sure that their mission statement (what they want to solve for) is more than housekeeping so we can message effectively what the Task Force is about and how to guide specifically the work we want to focus in on. Tom Moore asked and Sarah elaborated about the original charge, history, and work of the Task Force.
- c. Convention Rules (Rob): The group's first meeting will be January 9. We have distributed the relevant documents for discussion, and will be reviewing them. Hopefully after our January meeting we can define and bang out our deliverables.
- d. Convention Awards Banquet (Rob): The group has met and come up with a position to present to the Board, hopefully for the January meeting. There would be more structure around directing the presentation and have a broader reach for writers and the number of people engaged in the process.
- e. LMSC Leadership Summit (Chris McGiffin): Chris missed the last call on 12/8. Task-related subgroups have met and have started formulating their curriculum for each of their sections:
- 1. Strategic Plan (how to connect it to the LMSC level)
  - 2. Networking opportunities
  - 3. Attracting volunteers
  - 4. Operational improvements
  - 5. Logistics for the summit
  - 6. Steering committee for the whole summit: meetings upcoming (2x in Jan, 1/5 and 1/19) to determine the format and timelines of the meeting so the subgroups can fit into the timelines.
5. Discussion Item
- a. IT Liaisons – closing the loop: Tom Moore had some questions about the IT Liaisons group. Patty gave some history on the discussion and opened the floor for any remaining discussion. Chris McGiffin wanted to know if Tom's questions were answered. Tom reiterated that the question of the need for the group is still there, and to formalize it if we do. Ralph recommended that we should wait until the February Board meeting for Dawson to present his long term plans before we make any decisions. Dawson said that waiting until then will give the Board a good concept of where we might be headed, based on the recommendations of the IT consultants and the work the National Office is doing. There will likely be numerous phases to the plan. They are trying to grow something that will scale to more phases as the needs of the business require. Chris McGiffin asked if the intent is to continue the IT Liaison meetings for the time being, and to determine how to formalize this group if it's determined to be needed. Patty provided some clarification on the short-term plan, and that we will determine this based on the long-term IT plans Dawson is going to introduce.

- b. Patty elaborated that Dale Neuberger (FINA Vice President and President of UANA) asked when the February Board Meeting is so he can attend, if possible. It's a compliment to USMS to have Dale join us.
6. New business: Dave Diehl asked if there's a date planned yet for the Summer Board Meeting. Patty indicated that it's typically early to mid-July. We don't have a definite date yet.
7. The Board entered Executive Session at 9:17pm EST to discuss matters related to CEO compensation and bonus goals for 2017. **MSA to accept the recommendation of the Compensation and Benefits committee for a merit increase for the CEO for 2017. MSA to approve the CEO's bonus goals for 2017 as presented.**
8. Next Board call will be at 8:30pm EST on Monday, January 16, 2016.

The meeting was adjourned at 9:36pm EST.

Respectfully Submitted,

Chris Colburn, Secretary