

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller	Date/time of meeting:	12/18/2017 8:30pm ET
Minutes recorded by:	Greg Danner		

Actions Taken:

1. Approved: Ratification of email vote approving the November 20, 2017 Board of Directors Meeting minutes.
2. Approved: Funds totaling up to \$142,503.50 may be released from temporarily restricted funds to cover Grant recommendations for the 2017-2018 grant cycle for Swimming Saves Lives.
3. Approved: Dan Cox added to the Comp & Benefits Committee.
4. Approved: Accept the recommendations of the Comp & Benefits Committee on the CEO bonus goals for 2018.

Number of committee members present:	22	Absent:	5	Other Delegates:	0
Committee members present (list all, including chair and vice chair): Patty Miller - President; Peter Guadagni - VP of Administration; Chris Colburn - VP of Local Operations; Donn Livoni - VP of Programs; Frank (Skip) Thompson - VP of Community Services; Greg Danner - 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); Leianne Crittenden (Oceana); Ed Coates (South Central); and Laura Winslow (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Nancy Ridout, Jim Miller, Tom Boak, and Ted Haartz; Dave Coddington (USA Swimming Liaison to USMS).					
Not present: At-Large Directors: Sarah Welch (Northwest); Past Presidents: Jeff Moxie, 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 8:33 pm ET.

1. Agenda review and conflict of interest declarations (Patty): No conflicts reported.
2. Ratification of email vote approving November 20 Board minutes (Greg): **MSA to ratify the email vote that had approved the minutes. The motion passed unanimously.**
3. CEO's report (Dawson):
 - a. Nancy asked Dawson for his thoughts on the CFO report provided by Susan. Dawson indicated that the membership number was the focus for 2017, as it will be in 2018. Although there were some shortfalls in terms of meeting the budget for Education services, we had significant savings with the digital version of the magazine and on payroll. Patty asked if we improved our budget with Education services and Dawson said that we have cut back on the classes and that will make the projection more accurate. We can evaluate the classes as the year progresses and add more if necessary.
 - b. Membership trend for 2018: We are a little behind last year, but that was expected because the heavy renewal messaging is being held off until later (where it had previously started in November).
 - c. Skip asked Dawson about the sponsorship situation. Dawson noted we had one sponsor back out of their contract in 2017, but the impact was minimal. Looking ahead, two new sponsor partners have been recently added: Tropicsurf and SmartyPants Vitamins (title sponsor of our Fitness Series – all three events). Another pre-existing sponsor partner increased their contribution. We are ahead of budget for 2018 with sponsorships.
 - d. American Express matched Visa/Mastercard rates and is now available as an option for membership credit card payment processing.
 - e. College Club Swimming results are now available (35+ meets) via Club Assistant.
 - f. Skip asked about the timing of the rollover of year-plus memberships. Dawson said it is a technical challenge, but they should be all rolled over in 7-10 days.
4. Gold Club Incentive (Dawson):
 - a. A memo was issued to the Board prior to the meeting outlining the proposal. We want to change the culture and give incentives for clubs reaching 100% membership. Many clubs don't require membership or actively recommend swimmers don't join USMS. The Gold Club designation is a system that offers incentives, but without forcing a requirement on existing clubs. We may be ready to roll this out as soon as Q1 2018. By further adjusting the Places to Swim on the website, we can better promote USMS clubs to potential members, as opposed to simply facilities that are open for lap swim. Masters affiliated clubs and workout groups will be available to the public through the

website. Non-affiliated programs will be behind the USMS portal and available for USMS members. This improves brand clarity.

- b. Dawson asked the Board for the best approach for passing the messaging on down the ladder and their thoughts. Jim asked Dawson if additional levels were considered: e.g. silver and bronze. Dawson responded that they may be added in the future. We wanted to start simple now. Tom Boak's program was a club of the year and he supports the idea. There is limited cost or risk associated with it. Tom Moore likes the idea of the program, but thinks the nomenclature might appeal to more swimmers if it was not a competitive term. Dawson said that this format seemed to be the best approach and lends itself to easy expansion. Also, we want to provide clubs with an appropriate amount of notice from the onset of the incentive program.
5. Liaison from USA Swimming (Patty):
 - a. Dave finished his term on the USA-S Board of Directors, so being the liaison with USMS is up in the air. Typically, the liaison from USA Swimming is a member of their Board, so this may be filled by another person. Patty posed the question for discussion: Do we still need to fill this position or is the collaboration between our CEOs sufficient? Also of note, there will not be a USMS liaison on the USA-S Board after September 2018. Ted provided historical background: there is a written agreement (started in 1978) that USA-S and USMS would have a liaison on the other organization's Board. It is unknown what changed on USA-S end with respect to our liaison, but we have not made any specific decision to remove the USA-S liaison with USMS. As such, Patty will indicate to Jim Sheehan that Dave did a fantastic job, but will leave it up to USA-S to select the next liaison.
 6. Task Force Updates:
 - a. Volunteers (Laura): They are trying to meet every two weeks. Sent out areas of inspection to all members. There are three: Volunteer Roles (different functions have been identified), Understanding Volunteers (subgroup leader: Chris McGiffin), and Engagement (subgroup leader: Tom Moore). Both subgroups are considering a survey – are volunteers satisfied with their role, do we need a mentor program, and so on. The next full meeting is scheduled for January 2nd. There may be legislation proposals, so Laura is going to try to consolidate that by April.
 - b. Convention (Ed Tsuzuki): Update provided via email. There are no recommendations from this task force yet. There were no questions by the Board.
 7. Approval for addition to SSL funds that can be distributed for 2017-2018 cycle (Patty/Nadine): It was clarified that the additional funds are not coming from reserves; they are from donations. **MSA: Funds totaling up to \$142,503.50 may be released from temporarily restricted funds to cover Grant recommendations for the 2017-2018 grant cycle for Swimming Saves Lives.**
 8. President's Update (Patty):
 - a. Jim Miller finished his term on Comp & Benefits. Dan Cox appointed to Comp & Benefits Committee. Dan has an appropriate background for this committee. **MSA: add Dan Cox to the committee.** Ed thanked Jim for his time on the committee.
 - b. Tom Boak appointed as representative to USAS Task Force to recommend the next FINA Bureau member.
 9. Compensation and Benefits (Ed C.):
 - a. 2018 CEO bonus goals: These bonus goals are objectives approved by the Board. After evaluating the objectives for 2018, Comp & Benefits recommended continuing use of the same objectives, with the same weighting. The committee worked with Ralph to update the targets based on the 2018 budget. These goals were reviewed with Dawson, in advance of this meeting, to affirm he was comfortable with the committee's recommendation. There was some discussion around the weighting of various objectives and whether it is balanced appropriately. **MSA: Accept the recommendations of the Comp & Benefits Committee on the CEO bonus goals for 2018.**
 - b. The Board of Directors went into Executive Session to discuss confidential human resources issues.
 10. The next Board call will be 8:30pm ET on Monday, January 15, 2017. The next EC call will be 8:30pm ET on Monday, February 5, 2017.

The meeting was adjourned at 10:14 pm ET.

Respectfully Submitted,

Greg Danner, Secretary