

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Patty Miller	<b>Date/time of meeting:</b>	7:15/2017 8:30am EDT
<b>Minutes recorded by:</b>	Chris Colburn		

## Actions Taken:

1. Approved: the minutes of the May 15, 2017 Board Conference Call
2. Approved: the minutes of the June 19, 2017 Board Conference Call as amended
3. Ratified: the vote to approve the legislation proposal to amend Article 503.3
4. Approved: the 2016 audited financial statements
5. Approved and Accepted: the 2016 IRS Form 990
6. Accepted: the 2018 Budget Assumptions report
7. Approved: to transfer \$500,000 cash to the USMS Northern Trust investment portfolio
8. Approved: The Board of Directors exercises its emergency power granted in Article 506.3.10 to suspend Rule 104.3.6 for 2018 to support the intention of the Championship Committee not to award a 2018 Long Course Championship
9. Approved: To strike 5d of the updated Election Operating Guidelines (EOG)
10. Approved: To amend Appendix D, Section VI A of the updated EOG to read "The Election Committee may place posters..."
11. Approved: The updated Election Operating Guidelines as amended with approved housekeeping changes
12. Accepted: The report and recommendations of the Diversity Task Force

**Number of committee members present: 18**                      **Absent: 9**                      **Others Present:**

**Committee members present (list all, including chair and vice chair):** Patty Miller - President; Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Frank (Skip) Thompson -VP of Community Services; Chris Colburn – Secretary; Ralph Davis – Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Dave Diehl (Colonies); Rob Copeland (Dixie/Past President); Dan Cox (Great Lakes); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Ed Coates (South Central); and Laura Winslow (Southwest); Dawson Hughes – CEO; Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Jeff Moxie and Nadine Day.

**Not present:** Tom Moore (Breadbasket); Past Presidents: Tom Boak, Jim Miller, Nancy Ridout, Ted Haartz, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.

**Guests:** Jim Gregory, Northern Trust; Rob Lane, Kerkering Barberio; Susan Kuhlman; Bill Brenner; Cheryl Gettelfinger (by phone); Jessica Porter; Kyle Deery; Marianne Groenings; Onshalee Promchitmart; Laura Hamel; and Jay Eckert.

## Minutes

The meeting was called to order at 8:36am EDT.

1. Call to Order (Patty): Patty welcomed everyone to the meeting, and asked the Board if they had turned in their Board Evaluations to Leianne. Dawson reviewed some logistics for Sunday morning's activities.
  - a. Agenda Review: Patty reviewed the agenda with the Board.
  - b. Declaration of Conflict of Interest: No conflicts of interest were reported.
2. Minutes and Ratification (Chris Colburn)
  - a. May 15, 2017 Board of Directors Meeting: **MSA to approve the minutes of the May 15, 2017 Board conference call.**
  - b. June 19, 2017 Board of Directors Meeting: There was some discussion about the timelines listed in the IT proposal. Two amendments were made to the minutes regarding the IT Proposal. Two other housekeeping items were made to correct the roll call. **MSA to approve the minutes of the June 19, 2017 Board conference call as amended.**
  - c. Ratification of Actions Taken Since February Board Meeting: Chris reported that the vote from the USMS Discussion Forums regarding proposed amendment to Article 503.3 with term limits for Zone Chairs needs to be ratified. Chris reported that the motion to accept the proposal as amended passed with 14 yes votes. **MSA to ratify the vote to accept the legislation proposal as amended.**
3. Futures Task Force (Dan Cox): Dan reviewed some of the context for the Mentoring Workshop that the Task Force will conduct at Convention. Patty asked about the scheduling of the workshops to determine if this workshop would be unopposed on the schedule. Nadine asked if the workshops could be videotaped as they have been in previous years.
4. Investment Report (Jim Gregory, Northern Trust): Ralph sent the Investment Committee report to the Board in advance of the meeting. Jim Gregory provided his report to the Board, which included a summary of the performance of U.S. Masters Swimming's investment portfolio, as well as recommendations for an investment strategy based on the current financial climate. Ralph indicated that the investment committee is extremely pleased with Northern Trust, as well as James' reports and responsiveness. Rob Copeland asked for an electronic copy of the presentation.

5. Susan passed out Conflict of Interest forms. Chris Colburn and Skip asked questions regarding the use of the election candidate Conflict of Interest form filled out in April. Chris indicated he would email his form to Susan.
6. Annual Audit Report (Rob Lane, Kerkering Barberio): Susan introduced Rob Lane, and summarized some of his contributions and relationship with USMS. Ralph noted that Rob is a USMS member. Rob provided an overview of the audit process and a summary of its findings from the 2016 financials. Rob noted that USMS had a clean opinion for 2016. Patty asked questions related to LMSC fees, as well as our exposure from a financial and audit perspective with respect to the LMSCs. Discussion continued with respect to the work USMS does to file tax returns for those LMSCs who do not file their own. Dawson, Susan, and Laura Winslow all praised Rob and the work he has done with the Audit Committee. **MSA to approve the 2016 audited financial statements. MSA to accept and approve the 2016 IRS Form 990.**
7. Finances
  - a. 2017 Forecast Review (Susan Kuhlman): Susan reported that USMS has now passed multiple scans for PCI compliance. In addition, ClubAssistant has provided proof that they are also PCI compliant. Further, Susan reviewed the financials with respect to the 2017 Budget, as well as the forecast for the rest of 2017.
  - b. 2018 Budget Assumptions (Susan/Dawson/Bill/Kyle):
    - i. Susan provided an overview of the assumptions the National Office is making with respect to data that explains the 2018 Budget. Questions involved the number of members we gain through the year-plus membership option, and how it relates to our current membership numbers for the year. The primary assumptions deal with projected membership numbers; fee increases; year-plus memberships; personnel; IT modernization items; and digital copies of *SWIMMER* for non-renewed members.
    - ii. Bill introduced some potential changes to education offerings, frequency, scheduling, and organization to realize better efficiencies for the members and for staff utilization. Discussion of Bill's presentation dealt with dates and potential benefits of some of the dates and locations where multiple certifications could be offered.
    - iii. Susan and Kyle continued with a discussion of assumptions around advertising and sponsorships for next year, as well as marketing expenses; event and event development costs; full-time employee costs; and the first full year of the college club initiative. Kyle introduced new hire Onshalee Promchitmart who was previously a member of the College Club Advisory Board. Susan also added one final assumption related to the IT Modernization Project.
    - iv. **MSA to accept the 2018 Budget Assumptions report as presented by the CFO.**
  - c. Treasurer's Report (Ralph): Ralph briefly summarized the Treasurer's Report, as well as providing an overview of the rationale behind transferring an additional \$500,000 in cash funds into the Northern Trust investment account. **MSA to transfer \$500,000 cash to the USMS Northern Trust investment portfolio.** Discussion included if this kind of transfer falls outside the budget process, and if this process is sufficiently aggressive.
8. International: USMS Role and Priorities (Patty): Patty led a discussion to explore the intention of our international involvement with respect to the Strategic Plan and the work of the Board. We began by listing many of the items USMS does on the international stage, or that we encourage interested parties from outside the US to participate in. Skip provided some research on the numbers of athletes who have participated in World Championships events over the last 10 years:

2008 - 266 USMS members/5014 Total FINA NGB members - Site Perth, Australia  
 2010 - 192 USMS members/5233 Total FINA NGB members - Site Göteborg/Boras. Sweden  
 2012 - 247 USMS members/9674 Total FINA NGB members - Site Riccione, Italy  
 2014 - 1,078 USMS members/6123 Total FINA NGB members - Site Montreal, Canada  
 2015 - 36 USMS members/2640 Total FINA NGB members - Site Kazan, Russia  
 2017 - 336 USMS members/ 10,000 (estimate) NGB members - Budapest, Hungary

We then looked at the most important items and looked at how they tie into the strategic plan and how those items impact USMS. Discussion involved the return on time vs. resources spent vs. effort. Important concepts were to support our members in pursuing international opportunities; leading in the Masters Swimming community; representing ourselves in the global swimming community; and that other countries learn from USMS and what we do, and in turn, USMS may learn from other NGBs. The Board supports international involvement, as it links to all four prongs of the USMS Strategic Plan. The Board believes reasonable expenditures in support of this involvement are appropriate.

9. Motion to suspend rules regarding 2018 Summer Nationals: With the advice and consent of the Rules Committee for Part 1 rules to do so in the interests of USMS, The Board of Directors exercises its emergency power granted in Article 506.3.10 to suspend Rule 104.3.6 for 2018 to support the intention of the Championship Committee not to award a 2018 Long Course Championship. **MSA.**

10. USMS: 2020 (Dawson): Dawson provided a review of the phases of his 2017 Strategic Vision, and some of the data collected surrounding a three-year plan. Dawson followed this up a session of group exercises related to brainstorming ideas that support the areas of the 3-year Strategic Vision, and how we can invest in that at the local level. The groups summarized their findings with respect to three major topics: Promoting 100% Membership within clubs and workout groups; Potential ideas for LMSC Investments; and Fee Standardization models for LMSCs and the rationales for implementation.

11. Convention:

- a. Convention Rules Task Force (Rob Copeland): Rob provided an overview of the revisions to the Standing Rules of the House of Delegates, including the introduction of the role of Clerk of the House, who would be responsible for the visuals the House sees during the progress of the meeting. Patty reported that Bill Tingley would not be able to serve this year as Parliamentarian, so Patty solicited suggestions from the Board to serve in that role. Patty also reviewed the findings of the Convention Skit Task Force, and announced that Rob Copeland would oversee the skit creation process this year. Officer reports are due to Jessica Porter by August 11.
- b. USMS and the USAS Format (Patty):
  - i. Pending USAS Contract: Patty reviewed the previous introduction of the USAS contract to the Board. Patty and Maria led a discussion related to the contract and the language under which USMS is willing to sign. Patty asked Maria to work on language that will protect USMS's interests while committing that we will not pull out from commitments that have already been made without penalty.
  - ii. Potential Task Force: Patty asked relevant questions related to how and why we hold our annual meeting under the current model. Patty will appoint a task force related to exploring the future of Convention; the model under which we meet to do the business of the organization; and the impact of growing membership on the future of Convention. Further, Patty will also have a task force that focuses on volunteers. The idea is to get the work started before Convention, but not to complete their work by then. The discussions covered the costs involved; the way that the House of Delegates would scale with more membership numbers; the differences between the environment at Convention and at other events, such as the LMSC Summit; and the current multifaceted focus of Convention (education AND doing the business of the Corporation).
- c. 2017 Convention Hot Topics:
  - i. Items of interest include:
    1. Term limits for zone chairs
    2. The E-postal process
    3. Removing 508.2 about establishing fees and that setting of fees is part of the budget, and needing a supermajority on items presented to the HOD by the BOD.
      - a. Spokespeople for this item could include Jeanne Ensign or Peter Guadagni.
    4. The number of rules proposals for Open Water (42)
    5. The new LMSC standards (there's a workshop on that)
  - ii. There was some question about the fee increase and ideas on standardized fees. Dawson believes that the 2019 LMSC Summit would be the time to target those changes and messaging.
  - iii. Personnel Changes
  - iv. Socializing Leo Letendre's proposed dissolution of the Registration Committee and what that transition should look like. We can begin to approach those proposals with the committee in advance of Convention.
- d. Rob Copeland and Laura volunteered for the Convention Task Force. Nadine volunteered for the Volunteers Task Force. Leianne volunteered to do either. Patty will work on those task force appointments.
- e. Honoring Bruce Wigo (Rob Copeland): Bruce is retiring as Chairman/CEO of ISHOF, and Rob would like to see us make a presentation honoring him at the IMSHOF induction. Rob would like us to see the creation of an industry service award to honor Bruce and his contributions to Masters Swimming. Rob will put together criteria and can work on that through Recognition and Awards. Patty and Nadine discussed the difference between that and a recognition like what the Board did for Chuck Wielgus. Nadine recommended recognizing Bruce at this Convention and looking into the establishment of an award in the future. Patty instructed that the National Office would put together a recognition for Bruce.

12. Board Committee and Task Force Reports:

- a. Diversity Task Force (Sarah): Sarah and Nadine gave a presentation from the Task Force regarding some recommendations for moving forward. Sarah thanked the members of the Task Force for their help. Recommendations include collecting data; developing resources; engaging coaches; engaging LMSCs/local

volunteers; Profiling and recognizing successes; Extending the opportunities; and cultivating successes into the future.

- b. Election Committee – Election Operating Guidelines (EOG) Changes (Cheryl Gettelfinger (by phone)): Cheryl called in to discuss the Election Committee’s proposed updates to the EOG. Patty reviewed the major themes of the changes: establishing Elections as a standing committee; committee members should not be nominating individual candidates; clarity on the process; better language on nominations; and eliminating paper voting language to allow for future electronic voting. MS to approve the updated Election Operating Guidelines. Some of the items were changed to simplify the process as well as what we might want to do in the future. Discussion involved the removal of residency requirements from EOG to conform to intentional language in the Rule Book. **MSA to strike 5d of the proposed EOG. MSA to amend Appendix E, Section VI A to read “The Election Committee may place posters...” MSA to approve the updated Election Operating Guidelines as amended with approved housekeeping changes.**

- c. Diversity Task Force (continued): Sarah continued with the Diversity presentation with more specifics of the Task Force’s recommendations. **MSA to accept the report and recommendations of the Diversity Task Force.**

13. Executive Session – Staff Transition: The Board entered Executive Session at 5:32pm EDT to discuss staff transition. The Board exited Executive Session at 6:09pm EDT.

14. The next meeting will be at 8:30am EDT on Sunday, July 16, 2017, Day 2 of the Summer 2017 Board of Directors Meeting.

The Board recessed at 6:10pm EDT.

Respectfully Submitted,  
Chris Colburn, Secretary