

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Peter Guadagni		
<b>Minutes recorded by:</b>	Carrie Stolar	<b>Date/time of meeting:</b>	11/28/2022 8:00pm ET

## Actions Taken:

1. Approved: October 17, 2022 BOD meeting minutes.
2. Concurrence: The 2023 appointments to the permanent committees of the Board.
3. Approved: The 2023 budget as described in the distributed memo.

<b>Number of committee members present: 18</b>	<b>Absent: 1</b>	<b>Guests: 11</b>
<b>Committee members present (list all, including chair and vice chair):</b> Peter Guadagni - President; Chris Colburn - VP of Administration; Chris Campbell - VP of Community Services; Ed Coates - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Teddy Decker – Treasurer; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Paige Buehler (Northwest); Susan Ehringer (Great Lakes); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest); Dawson Hughes – CEO; Katie Kenyon (Legal Counsel).		
<b>Not present:</b> Patty Miller (Immediate Past President)		
<b>Guests:</b> Marilyn Fink, Nadine Day, Doug Sayles, Skip Thompson, Diana Lamar, Sandi Rousseau, Erin Sullivan, Erika Braun, Caycee Buscaglia, Guy Davis, Kyle Deery.		

## Minutes

The meeting was called to order at 8:04 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): Oct 17, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of Oct 17, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Sue): Sue shared that her LMSC is paying for club memberships for all clubs in their LMSC and sanction fees for meets. A New Year’s swim will be held in a new location, Fremont, Nebraska. The LMSC will pay for pool fees and the participant fees will go to the facility and youth swim team.
4. CEO update (Dawson):
  - a. Membership stands at 10,000 members in November and is tracking well. Generally, 70% of membership comes in by the end of January.
5. Concurrence of 2023 Appointments to Permanent Committees of the Board (Peter): The 2023 appointments to the permanent committees of the Board were posted in the Board forum. Sue asked about the ALTS Programming Committee and the terms/time commitment of the members. The term is the same as other committees (one year), and Ed explained that the ALTS Programming Committee is an ad hoc committee which doesn’t require HOD action to be created or shut down. **Concurrence of the 2023 appointments to permanent committees of the Board.**
6. Approval of the revised Elections Operating Guidelines (Erin Sullivan): Erin explained that the Elections Committee rewrote the EOG to be more streamlined and be applicable to any type of USMS meeting (in-person, virtual, or hybrid). Erin addressed the BOD’s questions:
  - a. Approval of election policies and election procedures in a similar way: both should be approved by the BOD with a 2/3 majority of the BOD or simple majority. Ed agreed that since this is a procedure, approval should be consistent with other procedures that the BOD approves, so approval should be by a simple majority. Peter summarized the subsequent discussion by saying that the BOD is fine with having the approval consistent with other procedures, so it recommends a simple majority vote to change both policies and procedures.
  - b. The election timeline: The Elections Committee does not want it to change. The BOD asked about pushing out the election timeline by a month given that the process starts 6 months before the actual election. Erin described the consideration process and amount of rework for nomination packets. Peter recommends that we give the Election Committee deference on the timeline for at least a year. Ed would like the BOD to provide instructions to the Election Committee to specifically look at the timeline and propose an alternative in the next election cycle (2024). Susan would like to make the process more electronic, filling it out online to eliminate some of the omissions as candidates are filling

- out the packet. There are many electronic solutions that the committee can explore with the help of the BOD. Erin explained that the Elections Committee is looking to make the packet more of a form once the EOG is approved.
- c. Floor nominations: Erin believes that we must allow floor nominations. Charles explained that while eliminating floor nominations might make for better governance; we need to allow this opportunity for members of good standing. Ed wants to ensure that we have best practices for our organization and does not consider floor nominations a good governance best practice. Paige explained that we need a floor nomination process so that we have a way for someone to run for a seat if an unopposed candidate must withdraw their candidacy because of unforeseen issues. The discussion turned to nomination committees. Peter agrees that there is best practice in some organizations to have nominating committees and stated that this could be something that the Governance Committee can explore next year. Peter summarized the discussion by saying that there wasn't sufficient interest in abandoning floor nominations.
  - d. Publicity: The Elections Committee was also going to add a no electronic solicitation statement to the EOG. Questions arose about who would monitor social media and how would it be policed? Peter suggested that a request to not do any election publicity in any form could be included in a future version of the EOG.
  - e. Zone endorsements: Charles questioned the zone endorsements and asked if they are a filter for candidacy. Erin shared that the election committee doesn't think that zone endorsements have any impact on election results as all candidates are usually endorsed. Charles said that, in the future, they could be used as a filter of involvement in USMS by a candidate. Discussion took place about the interpretation of what a zone nomination means and the original intent of a zone endorsement.
  - f. Other: Housekeeping items and a clarification of what it means when a director moves from one zone to another. Peter reminded the BOD that members represent USMS and not a zone.
  - g. Peter asked Erin to incorporate the discussed changes into the EOG and the BOD will approve the updated EOG at the next BOD meeting. Erin will make the changes and share it with her committee and then bring the revised EOG before the BOD at the December BOD meeting.
7. Review and approval of 2023 Budget (Guy, Teddy, and Dawson): Please see the previously distributed documents in Community.
- b. Dawson provided background for the budget. The preliminary budget was revised following the EC meeting as the EC felt that Relay and the annual meeting should be separated. The increased cost was incorporated into the budget, and the revised budget was approved by the finance committee.
  - c. Erika gave an overview of the compensation and benefits portion of the budget.
  - d. The BOD was comfortable with an extra \$35,000 to \$40,000 in the budget to separate Relay and the annual meeting.
  - e. The approved budget has a net operating loss before depreciation of (\$290,000). The total cash deficit is (\$465,000), which includes allocating \$175,000 for capital expenditures.
  - f. **MSA for approval of the budget as described in the memo.** Discussion: none. **The motion passed unanimously.**
8. Report of Mission, Vision, and Objectives/Values Task Force (Carrie) Carrie gave a high-level overview of the MVV's task force's progress to date.
9. The next BOD meeting will be on Monday, December 19 at 8 PM EST.

The meeting was adjourned at 9:02 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary