

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Ed Coates		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	11/27/2023 8:00 PM ET

Actions Taken:

1. Approved: Oct 9, 2023 BOD meeting minutes.
2. Approved: Oct 16, 2023 amended BOD meeting minutes.
3. Approved: The 2024 budget as presented in the memo.
4. Concurred: The president's recommendation (except for the Championship Committee) of the proposed standing committee chairs. (Only EC concurrence is required).
5. Approved: The SSL spending policy as amended.
6. Approved: The LMSC standards as amended.
7. Concurred: The president's selections for chairs and members of the permanent committees of the board as presented.

Number of committee members present:	18	Absent:	0	Guests:	8
Committee members present/virtual (list all, including chair and vice chair): Ed Coates - President; Julie Dusliere - VP of Administration; Kenny Brisbin - VP of Community Services; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Peter Guadagni (Immediate Past President); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Britta O’Leary (Southeast); Kris Wingenroth (South Central); Jeff Commings (Southwest).					
Not present: none					
Guests: Nadine Day, Erin Sullivan, Sandi Rousseau, Guy Davis, Chris Campbell, Doug Sayles, Marilyn Fink, Diana LaMar.					

Minutes

The meeting was called to order at 8:01 PM ET.

1. Agenda review and declarations of conflict of interest (Ed): No changes to the agenda or conflicts of interest.
2. Approval of the Oct 9 BOD meeting minutes (Carrie): **MSA for approval of the Oct 9, 2023 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Approval of Oct 16 BOD amended meeting minutes (Carrie): **MSA for approval of the Oct 16, 2023 BOD amended meeting minutes.** Discussion: none. **The motion passed unanimously.**
4. Minute of happiness (Sue): Sue shared that in December, Nebraska will be having a state meet – the first in a long time. She also shared that next summer they will combine their annual meeting with a fun meet and food at an outdoor pool.
5. CEO update (Dawson): The 2024 membership campaign started on November 1st through Salesforce and has been smooth. The department heads/senior staff are meeting in person this week to work on development and planning for next year. College Club Swimming (CCS) registration has been strong, with 188 clubs already registered for 2024. To compare, in 2023 there were 186 registered clubs in total. The first combined CCS/Masters recognized event was recently held in New England and was very successful and a great model for future events. Jeff asked about the bridge membership (for those moving from CCS to Masters). Dawson said that it isn't growing at the same rate as CCS but they will aim to focus on it in the future. Britta asked about the ability to pull a list of CCS members. Dawson said that they are working on a plan to manage CCS membership in Salesforce. Currently CCS membership is managed by Club Assistant. Discussion continued about better connecting USMS and CCS and the CCS fee structure. Onshalee is the key contact at the national office for any CCS questions.
6. 2024 budget review and approval (Guy Davis and Dawson):

- a Guy reviewed the budget process for the new BOD members. He shared that USMS has applied for an employment tax credit, which would be about \$250,000 - \$270,000 and would be realized in 2024, if granted. We are working towards a breakeven/sustainable budget, but the proposed 2024 budget is a deficit budget (-\$52,000).
 - b **MSA to approve the 2024 budget as presented in the memo.** Discussion: Grown-Up Swimming (GUS) is being tracked in a separate budget. The first year of the proforma for Grown-Up Swimming is its 2024 budget. GUS will have a similar budget process to USMS next year, and will have a separate P&L. The books will be kept separate from USMS for a period of time. Peter stated that the total budget for USMS needs to be approved. Dawson said that the proforma for GUS was previously approved. Ed responded that the GUS budget could be discussed/approved at the December meeting since we approved the proforma and purchase agreement. Dawson answered questions about staff headcount at the national office. **The motion passed unanimously.**
7. Permanent Committees of the Board appointments (Ed): The appointments for the committee chairs and members are made by the president with the concurrence of the BOD. Ed reviewed the process that he went through to make the appointments and said that if there are specific assignment questions that could be sensitive, they would be discussed in executive session.
- a Charles voiced his concerns over how proposed appointments may be perceived by long-term volunteers.
 - b Susan said that in the rule book (506.7), it says that committee members should be chosen from the BOD and include at least one USMS member not from the BOD. She asked if we need more BOD members on the committees or to change the rule book. Ed answered that permanent committees can't be staffed by just BOD members because there are too many committees and not enough "special skills" like those required on the Compensation and Benefits, Audit, and Finance Committees. He tried to put 1-2 BOD members on each committee where possible.
 - c Ed answered questions about committee requests/placements in general.
 - d The BOD will move to executive session at the end of the meeting to discuss and consider appointments to the Permanent Committees of the Board.
8. Standing committee appointments (Ed): Ed has been working with the VPs on the standing committees. The chairs have been recommended. Once the chairs are appointed, the committee members will be appointed by the President with the concurrence of the Committee Chairs.
- a Ed shared the chair appointments. Except for the Coaches and LMSC Development Committees, the chairs of the standing committees have remained the same. Trey Taylor will chair the Coaches Committee and Doug Sayles will chair the LMSC Development Committee. ALTS is an ad hoc committee and will be considered separately. **MSA to concur with the president's recommendation (except for the Championship Committee).** Abstained: Jeff (Chair of the Diversity and Inclusion Committee). **Discussion:** None. **The motion passed.** Secretary's note: While the entire BOD voted, only EC concurrence is required for the appointments.
 - b Standing committee VP liaison assignments: To better balance the VPs' workload, as of January, the Records and Tabulations Committee will be overseen by the VP of Administration (Julie) and the Championship Committee will move to the VP of Programs (Robin). Kenny will oversee 2 committees and the other VPs will oversee 3.
9. Board policy reviews (Ed): These policies were reviewed earlier this year.
- a SSL spending policy: A clarifying statement was added saying that these funds cannot be used for USMS operations budget but only for their intended support of SSL programs. **MSA to approve the SSL spending policy as amended.** Discussion: None. **The motion passed unanimously.**
 - b LMSC standards: The BOD approved this policy in March. It was sent to the committee for updates to the standards on meet administration and sanctions chair guidelines around USMS rules. The Officials Committee was also asked for feedback. **MSA to approve the LMSC standards as amended.** Discussion: None. **The motion passed unanimously.**
 - c The LMSC Development Committee will work on education and training on the standards and communicate them to the LMSCs.
10. Election modernization task force memo (Ed): Ed formed an ad hoc task force to modernize the elections process to include an online nomination form and revised questionnaire.
11. VP committee updates (Ed): Beginning in December the VPs will post quarterly updates on their committees.
12. The meeting moved into executive session at 8:05 PM to discuss the BOD committee appointments. The BOD moved out of executive session at 8:36. **Motion to concur with the president's recommendation for the chairs and members of the permanent committees of the BOD.** Additional discussion: Any changes to the committees will be brought back to the BOD for concurrence. Charles and Susan abstained from the vote. **The motion passed.**

13. The next BOD meeting will be on Dec. 18 at 8:00 PM ET.

The meeting was adjourned at 9:38 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary