

| | | | |
|-----------------------------|--------------------|------------------------------|-----------------------|
| Committee Name: | Board of Directors | Session #: | 1 |
| Committee Chair: | Peter Guadagni | | |
| Minutes recorded by: | Carrie Stolar | Date/time of meeting: | 05/15/2023 8:00 PM ET |

Actions Taken:

1. Approved: April 17, 2023 BOD meeting minutes.
2. Approved: The Procedure for Amending Policies as originally proposed.
3. Approved: The SSLF Spending Policy.
4. Approved: The Strategic Initiative Goals.
5. Approved: The update of 506.2.1 to be submitted to the legislation committee.

| | | | | | |
|--|-----------|----------------|----------|----------------|-----------|
| Number of committee members present: | 16 | Absent: | 2 | Guests: | 14 |
| Committee members present/virtual (list all, including chair and vice chair): 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; Patty Miller (Immediate Past President); 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). | | | | | |
| Not present: Jeff Commings (Southwest); Katie Kenyon (Legal Counsel). | | | | | |
| Guests: Crystie McGrail, Diana LaMar, Marilyn Fink, Sandi Rousseau, Nadine Day, Skip Thompson, Doug Sayles, Erin Sullivan, Walt Reid, Barbara Dunbar, Meegan Wilson, Kirk Clear, Paul Windrath, Bob Anderson. | | | | | |

Minutes

The meeting was called to order at 8:02 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Approval of April BOD meeting minutes (Carrie): **MSA for approval of the April 17, 2023 BOD meeting minutes.**
Discussion: none. **The motion passed unanimously.**
3. Minute of good news (Ed): Ed shared about connecting with teammates, whether at Nationals or during a natural disaster. Teammates are family and help each other whenever they can.
4. CEO update (Dawson):
 - a. Swimmer magazine: The mailing issue with Swimmer magazine was due to a manual data error. A new process is in place to prevent it from happening again. Those that want to receive a hard copy of the magazine will get one.
 - b. Membership: Membership is currently up compared to 2022 but trending slower than this same period last year. We budgeted growth of 6.5/7% over last year and are seeing about 2.25% growth. The two biggest LMSCs are down about 2%, year over year.
 - c. Nationals in Irvine: Both the city of Irvine and the facility were great partners for USMS. The biggest issue was the 2500 swimmers, which is about the maximum capacity for a set-up of two 10 lane pools. Jay and the Championship Committee are having discussions on planning for a large number of swimmers in future nationals, particularly focusing on the 2024 Nationals in Indianapolis next year.
 - d. Annual Meeting and Relay: The communications will begin next week regarding both so that LMSCs can begin planning.
 - e. Grown Up Swimming: Progress has been made on plans for a partnership. Dawson will have calls with individual BOD members to discuss the background of the concept.
5. Policy review (Peter): The BOD is reviewing policies every two years.
 - a. Policies are reviewed by the BOD every two years. The BOD first discussed the Procedure for Amending Policies, and the original and an alternative policy that Charles drafted were shared. Teddy asked if technically aren’t all policies under the jurisdiction of the BOD? Charles said that it is not specified in the code of regulations. Peter

clarified that the word, “policy” is meant to be generic to represent all of the things that the BOD passes. Teddy also says that to her, “at least every 2 years” implies that the policies may be reviewed more often than that. **MSA to approve the Procedure for Amending Policies as originally proposed.** Discussion: none. **The motion passed.**

- b. SSLF Policy: The policy is derived from the investment policy. This afternoon, Teddy shared an updated version with housekeeping changes. Peter clarified that adopting this is a short-term assumption that withdrawals will primarily go towards ALTS or other charitable purposes. Charles asked for background on the SSLF fund, and Peter and Dawson explained its history. This policy gives the BOD a mechanism to use the funds for ALTS. These are restricted funds and must be used according to the original donors’ wishes, therefore the principal can only be used for ALTS, per legal requirements. **MSA to approve the SSLF Spending Policy.** Discussion: The term, “CFO” will be replaced by “controller” in the document. Patty further clarified that this is about how the money can be spent rather than what the money can be spent on. Peter asked Teddy to talk to the Investment Committee about adding a clarifying footnote to the document. **The motion passed.**

6. Approval of proposed Strategic Initiative Goals (Carrie): The proposed Strategic Initiative Goals have been amended based on last month’s discussion and were distributed prior to the meeting. Susan discussed scope creep in relation to the goals and feels that these are more step-by-step objectives. Peter clarified that we have always had a basic membership goal and he is looking at these goals as more intermediate and as things that we need to do to be able to reach our membership goal. Patty asked if it would be helpful to link them to a priority (in a presentation). Peter and Dawson agreed that it could be done. **MSA to approve the Strategic Initiative Goals.** Discussion: none. **The motion passed unanimously.**
7. Grievance Task Force II members and scope of work (Peter): The members of the task force are Katie Kenyon (lead), Juliet Cox, John King, and Jessica Reilly. The scope of work is listed in the agenda.
8. Discussion of potential BOD proposals to sunset 3 standing committees, Fitness Education, History & Archives, and Records & Tabulation (all): Peter began the discussion by reading a statement, which said that the 3 committees that have been recommended for disbanding are each in a different situation. Fitness Ed has agreed to disband and will submit legislation to do so. The other two committees have not agreed to disband despite the recommendation of multiple task forces to do so. Peter also acknowledged that the basic work History & Archives and Records and Tabulations has changed over time, in part due to technology. Peter recommends that the disbanding of the committees be postponed for a year. He would like to create two task forces. The first task force will study the entire flow of competitive results from sanctions through record checking and top 10 production. Many errors discovered by the Records and Tabulation Committee (R&T) and National Swims Coordinator are due to mistakes made in the sanctions or at meets. The task force can examine both R&T activities and the entire process of sanctioning through meet results and consider actions that will minimize errors and reduce the possibility/necessity of changing meet results. The second task force will review History & Archives Committee projects and consider the right structure for the committee, a structure that will enable volunteers to contribute to projects for which they have a passion but are not critical or essential to core USMS operations.
 - a. Discussion: The BOD supports the delay and decision. Ed asked if Fitness Education will be disbanded. Peter replied that if they put in the legislation to disband, it will move forward. Several mentioned that they hope that these committees continue to move along the path from standing committees to the updated volunteer structure and hope that the committees will make the decision themselves to disband. The next steps could be different for each committee. Ultimately it is the HOD that determines what are the essential committees.
 - b. At the next meeting Peter will have names for the task forces and explain what the purposes are.
9. Approval of submission to propose change of 506.2.1 (Erin Sullivan): The Elections Committee has drafted the previously distributed proposal to clarify how at-large directors are nominated. The nominee needs to be nominated by a member of their zone. Peter added that that is what we have been doing for the last ten years. Susan asked what a member in good standing is and Erin answered that it is a current member of that zone. **MSA to approve the update of 506.2.1 to be submitted to the legislation committee.** Discussion: none: **Motion passed unanimously.**
10. The legislative proposal for the Organizing Principles page will be distributed and approved to/by the BOD via email.
11. The next BOD meeting will be on June 20 at 8 PM ET.

The meeting was adjourned at 9:03 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary