

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b> 1
<b>Committee Chair:</b>	Ed Coates	
<b>Minutes recorded by:</b>	Carrie Stolar	<b>Date/time of meeting:</b> 2/19/2024 8:00 PM ET

## **Actions Taken:**

1. Approved: Jan 22, 2024 BOD meeting minutes.
2. Approved: The Election Operating Guidelines as presented.
3. Endorsed: The nomination of Patty Miller, Jim Miller, and Mel Goldstein as candidates to the Pan Am Aquatics Technical Committees as presented in the agenda.
4. Approved: The Compensation and Benefits Committee recommendation on the 2023 CEO bonus payout as presented

<b>Number of committee members present:</b> 15	<b>Absent:</b> 3	<b>Guests:</b> 8
<b>Committee members present/virtual (list all, including chair and vice chair):</b> Ed Coates - President; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; 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); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest).		
<b>Not present:</b> Kenny Brisbin - VP of Community Services; Julie Dussliere - VP of Administration; Jill Gellatly – Treasurer		
<b>Guests:</b> Sandi Rousseau, Marilyn Fink, Diana LaMar, Doug Sayles, Skip Thompson, Kirk Clear, Ian King, Barbara Dunbar.		

## **Minutes**

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

1. Agenda review and declarations of conflict of interest (Ed): One addition to the agenda is the endorsement of the Pan American Aquatics Technical Committee nominees. There were no conflicts of interest.
2. Nadine Day shared with Carrie via email that 75 USMS members are participating in swimming in the World Championships in Doha. Eighteen members are doing open water, and 14 are doing both open water and swimming (pool). One member is doing artistic swimming and swimming.
3. Approval of Jan 22 BOD meeting minutes (Carrie): **MSA for approval of the Jan 22, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
4. Minute of happiness (Peter): Peter shared that 4 women on his club were diagnosed with cancer during the pandemic and all are doing well and swimming regularly again. Their club provided great support to them as well. Peter also noted that more young people in his LMSC are participating in Masters swimming and coaching. Robin will be sharing in April, Carrie in May and Crystie in June.
5. CEO update (Dawson):
  - a Membership is 1% ahead of last year, which is the same as budgeted.
  - b Year-end financial numbers are being finalized.
  - c Grown-Up Swimming (GUS): The number of league directors stands at 14 for this summer. Eighteen markets are planned for the year. Austin and Orange County have been added.
  - d Registration is open for spring nationals. The Olympic Trials pool swim has been popular. Proceeds from this swim will go towards the USA-S Foundation for ALTS grants.
6. Elections Operating Guidelines: The task force that consists of Kris, Britta, Paige and Stacy Abrams focused on streamlining the elections/nomination process. Kris said that most of the changes to the guidelines since the last meeting were wordsmithing and restructuring. (Secretary’s note: The task force also completed the candidate questions for the Candidate Application.) Jill (via email) had questions about the additional Meet the Candidate session. The task force deliberately left

some things vague in the updated guidelines so that they could tailor each election cycle to how many candidates/how many contested races there are. The plan for this year is to have a candidate introduction during the Town Hall meeting. They would also like to do the floor nominations at the Town Hall meeting. The Meet the Candidate session and videos have not been discussed in detail. **MSA to approve the EOG as presented.** Discussion: Jill (via email) and Peter agreed that the Treasurer questions should be genericized. Sue clarified that anyone running for reelection needs to complete the entire process (no change). **The motion passed.** Charles abstained from the vote. The communication and rollout will be prepared for a May 1 start date.

7. The endorsement of Pan American Aquatics Technical Committee nominees: Ed received a request for the submission of nominations for the Pan American Aquatics Technical Committee. We were asked by Pan Am Aquatics chair to nominate Patty and Jim Miller to their respective committees again. Separately Mel Goldstein asked to endorse his nomination as a Masters athlete representative. **MSA to endorse the nomination of these 3 candidates to the Pan Am Aquatics Technical Committees as presented in the agenda.** Discussion: Peter and Ed provided background information as to the structure of the committees and the roles of these individuals. Ed also clarified these nominations do not change the roles of Nadine Day or Ed Tsuzuki on the Masters Discipline committee. **The motion passed unanimously.**
8. Legislation proposal from the Governance Committee: The Governance Committee discussed the stipulation that the permanent committees of the BOD be comprised of BOD members. Paige explained that the proposal is that this stipulation be removed so that those with the necessary expertise for the committees can be selected from the broader USMS membership. The rationale is that this provides the flexibility to choose committee members with subject matter expertise from the entire USMS membership. Please direct any comments or questions to Paige, and this will be an action item at the March BOD meeting.
9. Annual report from the Investment Committee: Ralph Davis provided the Investment Committee's annual report on the performance of our portfolio. Please post any questions on Community and Robin can share them with Ralph. Peter recommends that we make this report available to our membership. Dawson said that this will be included in the year end annual audit that will be posted.
10. Approval of the 2023 CEO Bonus Payout (Ian King): The BOD moved into executive session at 8:30 to discuss confidential human resource issues. (*Secretary's Note: Dawson (conflict of interest) and all non-BOD guests and Charles Cockrell exited for the remainder of the conference call as the meeting went into Executive session. Ian King remained on the call as chair of the Compensation and Benefits committee. Approved: The Compensation and Benefits Committee recommendation on the 2023 CEO bonus payout as presented.*)
11. The next BOD meeting will be the in-person BOD in Houston on March 2-3.

The meeting was adjourned at 8:50 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary