

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	1/21/2019 8:30pm ET

Actions Taken:

1. Approved: Ratification of email vote approving the December 18, 2018 Board of Directors Meeting minutes.
2. Approved: Table the community RFP discussion to the Winter BOD meeting.
3. Approved: *[Secretary's Note: after the meeting, via the forums on 1/24/2019]* Un-table the community RFP discussion and allow staff to proceed with finalizing the agreement.

Number of committee members present:	24	Absent:	4	Guests:	1
Committee members present (list all, including chair and vice chair): Patty Miller - President; Peter Guadagni - VP of Administration; Chris Colburn - VP of Local Operations; Donn Livoni - VP of Programs; Frank (Skip) Thompson - VP of Community Services; Greg Danner - Secretary; Ralph Davis - Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Chris Campbell (Oceana); Ed Coates (South Central); and Teddy Decker (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Rob Copeland, Tom Boak, Nancy Ridout, Jim Miller, and Ted Haartz; Dale Ammon (USA Swimming Liaison to USMS).					
Not present: Past Presidents: Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
Guests: Sandi Rousseau.					

Minutes

The meeting was called to order at 8:33 pm ET.

1. Agenda review and declarations of conflict of interest (Patty): None reported.
2. Ratification of email vote approving December 18 BOD minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
3. CEO's Report (Dawson):
 - a. Membership: We're about 1,000 members ahead of the 2014 benchmark at the end of December.
 - b. Triathlon campaign: More info will be shared on the forum soon. The National Office is beginning to have success in understanding what's working and will apply that knowledge toward the fitness swimmer marketing campaign that will start at end of January and run through mid-February.
 - c. Open Water (OW) Task Force – A few calls have taken place with the Task Force (OW/Long Distance Chairs and VCs, Dawson, Donn, Jay Eckert). Significant updates to follow at the Winter BOD Meeting.
 - d. The National Office is studying the impact of a standardized national fee on an individual LMSC basis.
 - e. Questions:
 - i. Tom Boak asked why the National Office expected membership would be down from 2018 through December. Dawson said that is because November and December are renewal heavy months, so the start of 2018 would naturally be stronger than the start of 2019 (with more people renewing from 2017).
 - ii. Skip asked where the membership compares to January 2014 as of today's meeting. Dawson said that is down around 700, but the week to week numbers vary. The National Office is reviewing membership data daily. Patty asked the Board to stay focused on the larger issues, rather than being concerned about weekly membership numbers.
 - iii. Peter asked about the number of College Club Swimming (CCS) bridge members. Dawson stated there were about 100 and the target is 1,000. There are a few reasons why it has been slow to begin: the CCS registration season started prior to the bridge membership option being made available and the option has not been widely marketed.
 - iv. Dan had some concerns with a potential software vendor regarding staffing changes. Dawson is aware of the changes and there have been numerous discussions with current staff, as well as an original architect that has returned to the vendor. All the contact has been positive, and the vendor has indicated that USMS is a top priority.
4. Member community software RFP (Dawson): The community is intended to be the hub of membership benefit and value online. This will include communication tools, badging, fitness tracking, and more. Jim asked about the life expectancy of the

application and Dawson pointed out that some of the customers have been using the same platform for over ten years. The cost of upgrades is included. **MS to table the community RFP discussion to the Winter BOD meeting.** Discussion: Several Board members were in favor of tabling the discussion because they wanted more time to review the RFP document (it was issued the day of the meeting) and Matt was interested in preparing an alternative (potentially less expensive) solution for discussion. Dawson cautioned that project delays would have unexpected costs and the quoted software price is only good until January 31st. Nadine asked about budget implications due to the variance. Dawson noted that although there is five-year variance of \$20k (\$40k per year instead of \$36k), the cost drops to \$20k per year starting in year six. The IT Advisory Group reviewed the RFP earlier in January and supported the proposal as a group (one dissenting opinion). Some Board members were concerned that the BOD was/will be getting too far into the technical details and should be focused on the big picture. Patty noted that the Board does not typically weigh in on contractual arrangements with businesses. **The motion to approve the tabling of the discussion carried (8-7).** *[Secretary's Note: After several BOD members reviewed the RFP, via the forums on 1/24/2019: MSA to un-table the discussion of the Community software project and allow staff to proceed with finalizing the agreement. The motion carried (10-2). Discussion: Several BOD members posted commentary and information on the forums detailing their positions.]*

5. Plans for Winter Board meeting (Patty): Tampa Feb 9-10. Big topics: Laura Winslow will be at the meeting to present on behalf of the Volunteers Task Force regarding the optimal use of our volunteers now and in the future. A discussion on a standard fee structure is expected. Skip asked if there would be a Convention Task Force report and Nadine said the group has not met yet, so there won't be anything from them. Chris Campbell wanted to learn more about the potential for graduated fee structures. Dawson encouraged Chris Campbell to discuss it directly with him prior to the Winter BOD meeting so he can prepare additional materials.
6. Reading request - Ten Basic Responsibilities of Nonprofit Boards (Jim):
 - a. Governance committee met last week. Focus on outlining the pluses and minuses of USMS.
 - b. Education of Board members importance: Ten Basic Responsibilities PDF was issued, and a financial education orientation is planned for the BOD. Chapters 1, 7, and 9 are the most valuable to read prior to that orientation.
7. LMSC financial statement standardization project (Teddy): A Google spreadsheet with standard Chart of Accounts will be recommended for LMSCs, but not required. LMSC best practices will include populating a Google spreadsheet with financial data to save the National Office time compiling the data every year. LMSC Treasurers have been notified by email that information is forthcoming.
8. New Business – None.
9. The next BOD meeting will be the Winter BOD Meeting at 8:00am ET on Saturday, February 9, 2019. The next EC call will be at 8:30pm ET on Monday, February 4, 2019. *[Secretary's Note: the EC call was later canceled due to the proximity of the Winter BOD meeting]*

The meeting was adjourned at 10:04 pm ET.

Respectfully Submitted,

Greg Danner, Secretary