

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Peter Guadagni		
<b>Minutes recorded by:</b>	Greg Danner	<b>Date/time of meeting:</b>	2/17/2020 8:30pm ET

## Actions Taken:

1. Approved: January 20, 2020 BOD Meeting minutes.
2. Approved: National Board of Review (NBR) Hearing pool.
3. Approved: 2019 CEO bonus payout as recommended by the Compensation & Benefits Committee.

<b>Number of committee members present: 21</b>	<b>Absent: 8</b>	<b>Guests: 2</b>
<p><b>Committee members present (list all, including chair and vice chair):</b> Peter Guadagni - President; Chris Colburn - VP of Administration; Ed Coates - VP of Local Operations; Donn Livoni - VP of Programs; Chris Campbell - VP of Community Services; Greg Danner - Secretary; Teddy Decker - Treasurer; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Clare Kubiak (Oceana); Diana Triana (South Central); Past Presidents: Patty Miller (Immediate Past President), Rob Copeland, Jeff Moxie, Jim Miller, Nancy Ridout, Ted Haartz; Maria Elias-Williams - Legal Counsel.</p> <p><b>Not present:</b> Dawson Hughes - CEO; At-Large Directors: Jill Gellatly (Southwest), Dale Ammon (USA Swimming Liaison to USMS); Past Presidents: Nadine Day, Tom Boak, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p><b>Guests:</b> Susan Kuhlman – CFO, Sandi Rousseau.</p>		

## Minutes

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

1. Agenda review and declarations of conflict of interest (Peter): None.
2. Approval of January 20, 2020 BOD Meeting minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
3. Minute of good news (Teddy): Reported that the first College Club Swimming (CCS) team in New Mexico will be starting.
4. Questions on 2019 year-end preliminary financials (Susan): Preliminary financials were distributed in advance of the call. No questions on the call (will be discussed in detail at the Winter BOD Meeting).
5. Approval of NBR Hearing pool (Peter): Peter noted that the purpose of the National Board of Review (NBR) is to hear grievances brought to the national level. **Motion to approve the NBR Hearing pool.** Discussion: Chris Colburn noted that there isn't an even distribution of zone representation. Patty indicated that the distribution spread has improved greatly. **The motion passed unanimously.**
6. Compensation and Benefits (Ed C.): The Board of Directors went into Executive Session to discuss confidential human resources issues. (*Secretary's Note: Sandi (non-BOD guest) exited for the remainder of the conference call as the meeting went into Executive Session*). As Chair, Ed presented the Compensation & Benefits Committee recommendation, which was discussed: **MSA for the 2019 CEO bonus payout as recommended by the Compensation & Benefits Committee. The motion passed unanimously.**
7. New Business: None.
8. The next EC call will be at 8:30pm ET on Monday, April 6, 2020. The next BOD meeting will be at 8:30am ET on Saturday, February 29, 2020 for the Winter BOD Meeting.

The meeting was adjourned at 8:46 pm ET.

Respectfully Submitted,

Greg Danner, Secretary