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| Committee Name: | Board of Directors | Session #: | 1 |
| Committee Chair: | Ed Coates | | |
| Minutes recorded by: | Carrie Stolar | Date/time of meeting: | 1/21/25 8:00 PM ET |

Actions Taken:

1. Approved: Dec. 16, 2024 BOD meeting minutes.
2. Ratified: The online vote to appoint Teddy Decker as Treasurer.
3. Approved: The Compensation and Benefits Committee recommendation on the 2024 CEO bonus payout as presented.

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| Number of committee members present: | 15 | Absent: | 3 | Guests: | 1 |
| Committee members present/virtual (list all, including chair and vice chair): Ed Coates – President;; Kenny Brisbin - VP of Community Services; Cristie McGrail - VP of Local Operations; Carrie Stolar - Secretary; Teddy Decker – Treasurer; Peter Guadagni (Immediate Past President); Dawson Hughes – CEO; At-Large Directors: Sam Kraft (Breadbasket); C.J. Rushman (Great Lakes); Rob Heath (Northwest); Phyllis Quinn (Oceana); Nicole Christensen (South Central); Trey Taylor (Southeast); Jeff Commings (Southwest). | | | | | |
| Not present: Robin Smith - VP of Programs, Katie Kenyon (Legal Counsel), Julie Dussliere - VP of Administration. | | | | | |
| Guests: Ian King | | | | | |

Minutes

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

1. Agenda review and declarations of conflict of interest (Ed): There were no changes to the agenda. Teddy declared a conflict of interest with the ratification of the Treasurer.
2. Approval of the November 18 meeting minutes (Carrie): **MSA for approval of the Dec. 16, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Ratification of the online vote to appoint Teddy Decker as Treasurer. **MSA to ratify the BOD’s online vote to appoint Teddy Decker as Treasurer.** Discussion: none. **The motion passed unanimously.**
4. Minute of good news (C.J.): C.J.’s two years of home renovation is complete!
5. CEO update (Dawson):
 - a Jess is working with Bethany and Melanie on the in-person BOD meeting. The staff structure was adjusted at the end of the year to move Bethany and Melanie (Membership and Club Services) to report to Jess, increasing their responsibility and freeing up some of Jess’ bandwidth. They will be involved in meeting planning and coordination. Please pass on your travel information to Bethany and Melanie for the February BOD meeting if you haven’t already.
 - b Kyle is working on hiring a marketing manager. He is reading through the applications and targeting the end of Q1 for onboarding.
 - c Member self-management (aka club affiliation) will go live on February 3 and will be included in a communication to LMSC volunteers. Three club changes are allowed per calendar year.
 - d On Thursday, as part of Streamlines for Volunteers, information will be sent out about CCS. CCS members now have USMS member IDs as part of the bridge membership. CCS members who are current USMS members or members in the past are still being processed.
 - e As of mid-January, membership is 4% ahead of last year (by about 1500 members). By the end of January, we typically have 70% of our yearly membership. We budgeted for a 2.5% increase for 2025. We have the same number of clubs, just less clubs with a smaller number of members.

- i They asked how large a club must be to be considered viable. Dawson said that it is around 75 swimmers. Some clubs have less than 5 members. They form so that family members can swim together or for ALTS or for insurance purposes. Nicole answered that some USMS teams that are off-shoots of USA-S clubs might be very small.
 - f GUS: 27 league managers are signed to contracts for this year, up from 18 last year. The plan is for 28 leagues. LA and Orange County are considered one league that is managed by one person with support staff. Brian has put together league director and team captain training. Some training is on demand, and some is “live” with Brian. He has extended offers to 3 league managers to become regional managers. Seattle will open registration at the end of January. Phoenix and Palm Beach will have spring leagues (Feb – April).
 - g LaneMate and stroke analysis are live via a soft launch. USMS+ has 240 members and includes video stroke analysis. About 140 people out of the 240 have already signed up for video stroke analysis.
 - i Guy asked about demographics of USMS+. Dawson said they tend to be longer term members or those heavily involved in the organization.
 - ii The capacity for video stroke analysis is dependent on the number of coaches available for stroke analysis and their capacity. Peter asked about quality assurance. There will be a survey and follow-up on the coaching and product.
 - h Financial update: We don’t expect to need the support of an investment transfer this year for our cash flow. We may need the line of credit in October prior to registration opening in November.
 - i The registration for OW in Sarasota and spring nationals should open by the end of January.
6. Annual BOD policy review (Ed): The BOD traditionally reviews the BOD policies every two years. Ed will cluster them by quarter to review. The first quarter policies will be reviewed in March. Any committee with jurisdiction over a policy will also weigh in. Some may be put on a longer-term update schedule. Dawson mentioned that the Transgender Policy should have an update of January of 2025.
 7. AQUA nomination update (Ed): Jim Miller and Nadine Day were endorsed by the USAS BOD. They will be put forward to the World Aquatics Executive Committee for consideration.
 8. Summer BOD retreat (Ed): The new dates are July 18-20 in Atlanta. Please let Ed know of any conflicts.
 9. President’s update (Ed):
 - a Relay complaint next steps: The Board needs to communicate the review panels decision and Board’s concurrence to the D&I Committee and the Zone chairs. Dawson and Ed will meet with Jeff this week to talk about the communication to the D&I Committee and the focus of the committee moving forward. Ed will post the 2 communication drafts. The first is a communication to the D&I Committee of the decision and special BOD meeting and the second is the communication to the Zone chairs. Ed will also post the minutes of the special BOD meeting in the thread. Nicole feels that it is a good idea to share a positive communication. Peter suggested that the At-Large Directors have a conversation with the Zone chairs about the decisions.
 - b NBR panel decision: A decision was appealed to the BOD and a BOD panel of 5 individuals will be named to decide whether to accept it and if so, would bring the appeal and recommendation to the BOD.
 - c Argentina Aquatics has not submitted results from events that would qualify for events for the USMS Top Ten. This issue will probably go to Pan Am Aquatics or World Aquatics.
 10. Approval of the 2024 CEO Bonus Payout (Ian King): The BOD moved into executive session at 8:42 to discuss confidential human resource issues. (Secretary’s Note: Dawson (conflict of interest) exited for the remainder of the call as the meeting went into Executive session). Ian King joined the call as chair of the Compensation and Benefits committee. **Approved: The Compensation and Benefits Committee recommendation on the 2024 CEO bonus payout as presented.**
 11. The next BOD meeting will be the in-person BOD meeting in Kansas City on February 20-22.

The meeting was adjourned at 9:05 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary