



<b>Committee Name:</b> Board of Directors	<b>Date/Time of Meeting:</b> January 20, 2026: 8:00 p.m. ET
<b>Committee Chair:</b> Ed Coates	<b>Minutes recorded by:</b> Erika Braun
<b>Committee members present</b> 18	<b>Committee members absent</b> 0
Ed Coates (President); Julie Dusliere (VP of Administration); Crystie McGrail (VP of Local Operations); Kenny Brisbin (VP of Community Services); Carrie Stolar (VP of Programs); Denise Dombay (Treasurer); Erika Braun (Secretary); Peter Guadagni (Immediate Past President); Dawson Hughes (CEO); Katie Kenyon (Legal Counsel) At-Large Directors: Sam Kraft (Breadbasket); Guy Davis (Colonies); C.J. Rushman (Great Lakes); Rob Heath (Northwest); Phyllis Quinn (Oceana); Nicole Christensen (South Central); Trey Taylor (Southeast); Jeff Commings (Southwest)	
<b>Other guests:</b> Bethany Burchill (Manager, Member and Club Services); Kris Wingenroth (Elections Committee Chair); Ian King (Compensation & Benefits Committee Chair)	

### **Actions Taken:**

1. Approved. December 15, 2025, BOD meeting minutes.
2. Approved. Election Operating Guidelines as presented by the Elections Committee.
3. Approved. Motion to accept the communication memo and chart for definition of rules, policies and guidelines as presented.

### **Minutes:**

1. The meeting was called to order at 8:03 p.m. ET.
2. Agenda review, conflict of interest declarations – Ed: There were no conflicts of interest.
3. Approval of Minutes (Action Item) – Erika
  - i. December Board meeting minutes. **MSA to approve** December 15, 2025, BOD meeting minutes. Discussion: None. **The motion passed unanimously.**
4. Minute of Good News –
  - i. Denise Dombay (January) Denise shared conversations she has had with other USMS members recently and the supportive community (networking, reconnecting) USMS provides to members.
5. Election Operating Guidelines (Action Item) – Ed and Kris Wingenroth
  - i. Kris reviewed the recommended updates including changing the term floor nomination to open nomination (aligns with Roberts Rules of Order terminology). The interim nomination period was eliminated as the open nomination process will take care of this. The other changes were just clarification language. **MSA to approve** the updated election operating guidelines. Discussion: Kris clarified for Peter the difference between the open nomination and regulation nomination period to comply with Roberts Rules of procedures. Kenny also inquired about the technical maintenance of the system and Kris indicated that SOPs were being written to document procedures. Jeff inquired about the possibility of having staggered terms for directors to ensure the board had tenured leadership at all times. This will be discussed further at the Board retreat during governance conversations. **The motion passed unanimously.**



6. CEO Update (Informational) – Dawson
  - i. Legal Updates – Florida has filed a lawsuit similar to Texas. A response is currently being worked on. Texas has reappeared with a new attorney assigned and a conversation with legal counsel is scheduled for Thursday, January 22. Ideas are being considered to address public accommodation laws in states like Washington that currently impact USMS events.
  - ii. Staffing Update and Org Structure – Dawson presented the current organizational chart with areas of focus for staffing needs and support, which includes a new position under volunteer services.
  
7. Governance – Rules/Policy/Guidelines – (Action Item) – Ed and Dawson
  - i. [Board Guidelines on Rules and policies memo](#)
  - ii. [Rules, policies, guidelines chart](#)  
**MSA to approve** the memo and corresponding chart outlining the difference between USMS rules, policies and guidelines to provide the framework to govern activities and implementation timeline. VPs will provide these to committee chairs and explain the new policy/guideline/procedure definitions and gather feedback as needed. Discussion: Crystie inquired if any committee chairs had been initially consulted and Dawson confirmed that he went through in detail with the Rules and Legislation Chairs. **The motion passed unanimously.**
  
8. Governance Strategy presentation (Discussion Item and Follow-Up) – Ed and Dawson  
Dawson will schedule three board calls in the first week of February (at various times to cover different time zones) to discuss governance next steps and February board meeting preparation.
  
9. Board Office Hour – Either Monday Feb 9 or Thursday Feb. 12 – The Board selected Monday, Feb. 9 at 8:00 p.m. ET based on availability. Board members should be available to attend, including EC members and others, to present committee activities leading to the February Board meeting.
  
10. February Board Meeting Prep – Ed will provide the Board with pre-work for the February Board meeting and communicate more details to the Board.
  
11. Executive Session – Compensation and Benefits Committee (Discussion) – Ed and Ian King  
The meeting entered into executive session at 9:05 p.m. ET.
  - i. CEO 2026 Bonus payout

**Next Board Meeting:** February 20 – 22, 2026 – Denver Airport Marriott at Gateway Park, 16455 E. 40<sup>th</sup> Circle Aurora, CO 80011. Meeting starts at 1:00 p.m. on Friday and concludes on Sunday around 11:30 a.m.

**Summer Board Retreat:** July 10-12, 2026 (TBD in person or virtual)

The meeting was adjourned at 9:30 p.m. ET.

Respectfully submitted,  
Erika Braun, Secretary