

# 2020 U.S. Masters Swimming Annual Meeting — Virtual

<b>Committee Name:</b>	Governance	<b>Session #:</b>	1
<b>Committee Chair:</b>	Dr. Jim Miller	<b>Vice Chair:</b>	Jeff Strahota
<b>Minutes recorded by:</b>	Jeff Strahota	<b>Date/time of meeting:</b>	3 Sept 2020 8-8:59 edt

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## Actions Requiring Approval by the HOD:

1. none

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## Motions Passed:

1. none

**Number of committee members present: 10**                      **Absent: 4**                      **Number of other delegates present: 26**

**Committee members present (list all, including chair and vice chair):**

- Jim Miller, Jeff Strahota, Paige Buehler, Rob Copeland, Hugh Moore, Patty Miller, Phyllis Quinn
- ExO: Peter Guadagni, Dawson Hughes, Bill Brenner

**Committee Members Absent:** Ed Coates, Chris Colburn, Scott Schmidt, Kermit Yensen

**Other People Present:** Sandi Rousseau, Bob Bruce, Chris Rieder, Carrie Stolar, Bob Anderson, Leo Letendre, Omar de Armas, Jeanne Ensign, Britta O’Leary, Bob Bruce, Robin Smith, Marilyn Fink, Michael Moore, Rand Vaillancourt, Molly Meyer, Anthony Thompson, Nadine Day, Stephen Rouch, Marlys Cappaert, Kathy Gallagher, Gilberto Junior, Leonardo Perales, Diana Triana, Ted Haartz, Chris Campbell, Jim Clemmons

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## Minutes

The meeting was called to order at 8:00pm ET.

1. Introductions – committee members introduced themselves.
2. Jim reviewed the Governance Committee Objectives as presented in the committee’s annual report.
3. Discussion of projects since last convention:
  - a. Education Subcommittee overview – providing regular informative documents to the BOD for review to assist in maintaining good organizational governance
  - b. USMS Policy Manual – recommended removing this, as pieces were available in separate locations and aggregation of all pieces in a single place was not needed
  - c. Volunteer Roles/Committee Structure Project – looking at broad definition of committees and types of work. This work will continue through this year to provide the president and the board guidance for future structure.
  - d. Confidentiality Policy review – reviewed and policy needs no changes
  - e. Role of VPs – the committee clarified the role of the vice presidents to enable their ability to make cross-organizational recommendations, connections and changes. They serve as liaisons between committees and the BOD as well as coordinators of efforts between the committees they are responsible for.
  - f. Whistleblower Policy – this policy, which is for the protection for staff/employees, was reviewed and two changes regarding reporting procedures were recommended to the board to amend the policy.
  - g. Virtual Meeting – reviewed and proposed standing rules for the annual meeting and Roberts Rules considering the mechanisms needed for a virtual event
4. Q/A
  - a. Sandi wanted to know about the strategic plan, and what our committee’s role would be with an update. Governance does not work on the strategic plan. The BOD and CEO work on this, typically with the help of an ad hoc committee or task force, and discussions to begin a review are at the initial stages.
5. Conflict of Interest Presentation

- a. Jim and Paige presented the Conflict of Interest education
  - b. Are there any committees, other than Board Committees (Finance, Audit, Investment, Compensation, Governance) within USMS who should be filling this out?
    - i. Jeanne: Finance and Audit have been filling out for years
    - ii. Leo, Phyllis: **Championship, LD Committees** have a large stake in several large financial implications to the organization with events that they coordinate.
    - iii. Patty, Paige, Chris R: Committees of the Board presently sign this. Originally envisioned that all committees fill this out.
    - iv. Hugh: How many people need to fill this out? Are we actually looking at these? At some point, we are going to overwhelm someone. Jeanne: ask Susan Kuhlman and Elise.
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## Tasks for the Upcoming Year

1. Review Conflict of Interest policy – Who needs to be filling these out, who needs to be reviewing these?

The meeting was adjourned at: 8:59pm ET

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