

2021 U.S. Masters Swimming Meeting Minutes

Committee Name:	Governance	Session #:	1
Committee Chair:	Dr. Jim Miller	Vice Chair:	Jeff Strahota
Minutes recorded by:	Paige Buehler	Date/time of meeting:	July 14, 2021 8:30pm EDT

Motions Passed:

1. MSA – accept May 20, 2021 meeting minutes

Number of committee members present:	10	Absent:	4	Number of others present:	0
Committee members present (list all, including chair and vice chair):					
<ul style="list-style-type: none">• Jim Miller, Jeff Strahota, Paige Buehler, Chris Colburn, Dan Cox, Julie Dussliere, Patty Miller, Phyllis Quinn,• ExO: Peter Guadagni, Bill Brenner• Absent: Ed Coates, Charles Cockrell, Hugh Moore, Dawson Hughes					

Minutes

Jim Miller called the meeting to order at 8:32pm ET.

1. **MSA** to accept May 20, 2021 meeting minutes.
2. Education Subcommittee – Paige
 - a. Sent two articles to the board at the end of June on the topic of Communication – especially listening.
 - b. Next preparing for August on the topic of Ensuring Resources - including strategic planning and budgeting approaches/considerations.
3. Reapproved the 5/20 minutes once Dan Cox joined and we had a quorum (majority of committee members.)
4. Committees of the Board Review Subcommittee – Phyllis for Julie Dussliere
 - a. Summary of proposal (DRAFT 5/19/2021 - attached) needs to be sent to Finance, Audit, and Investment committee chairs.
 - b. Patty was concerned about email. Peter will send the attached to Teddy (treasurer and EC liaison) and get her input on how to get the feedback from the committees about the proposal.
5. Resignations
 - a. Scott Schmidt has had to resign from the Governance Committee because he has taken a position at Politecnico Milano in Italy which begins in August. The 8 hour time difference will make attending meetings difficult! Many thanks to Scott for his expertise and contributions to the committee, especially the Volunteer Role Delineation project in 2020.
6. Annual Report – Jim submitted the annual report of the Governance Committee to the National Office earlier this month. It will be included in the packet for the delegates.
7. Governance Annual meeting – target Wednesday, August 18 at 5:00pm PT | 8:00pm ET
 - a. This will be an open meeting and be advertised as part of the USMS Annual Meeting (advertised in Streamlines for Volunteers)
 - b. All participants will need to “register” including committee members. Jessica &/or Paige will send the meeting link.
 - c. Agenda ideas: Patty’s idea: inform about committee work over the last year and how that plays into our Governance over the next couple of years. Peter’s idea: Some education about what Governance as a committee *doesn’t* do and what it does do.
8. Phyllis was looking for a document about what the delineation is between the board+committees and the National Offices. The document we created about the committee or roles should answer that but it isn’t posted on our website. How do we take that document and make it a resource?
 - a. Bill – the National Office could find a place for it on the website to help guide us. 40000+ web visitors are not looking for this document. But we can make sure volunteer services knows about it when answering questions in their “clearinghouse “ role answering questions and providing guidance.
 - b. Peter worries that it was more of a thought piece and maybe should not be “hard coded” into our operations. However, it could be a good informational/educational agenda item for the annual Governance meeting in August.

9. Annual Meeting consent agenda process – Peter
 - a. Standing Rules of the House of Delegates: Rule 11 from last year was rolled into another rule, so new Rule 11 is the process for using a Consent Agenda at HOD. Following the Standing Rules are Procedures that provide more detailed explanation of how the consent agenda process works.
 - b. Peter would like the Governance Committee to review, discuss and recommend the Standing Rules to the Board of Directors in advance of their meeting next week.
 - c. Most members wanted more time to review the document and discuss it outside of the meeting.
 - d. Discussion is open via email. SurveyMonkey will go out Friday at Noon Pacific. Please vote by Saturday end of day.
10. Next meeting – Wednesday, August 18 at 5:00pm PT | 8:00pm ET

The meeting was adjourned at: 9:22pm ET

Governance Committee Recommendations
Regarding Permanent Committees of the Board (Article 506.7)

Recommendations:

1. Retain current structure and roles for the following committees: Compensation & Benefits (Article 506.7.2), Governance (Article 506.7.4), and Elections (Article 506.7.6).
2. Combine the functions and responsibilities of the current Audit (Article 506.7.1), Finance (Article 506.7.2), and Investment (Article 506.7.5) committees into one permanent committee of the Board. The newly merged committee, name TBD, should have defined sub-committees that focus on audit and investment responsibilities. Membership to the committee should strongly consider skill set and expertise with preference given to persons with a financial, investment, and/or auditing background.

Rationale:

- Garner efficiencies for the organization by housing all finance-related functions into one committee.
- Capitalize on synergies in committee membership expertise across the audit, finance and investment topic areas.
- Consideration of best practices within the non-for-profit sector as well as across other U.S. sport national governing bodies. A single committee that oversees audit, finance, investment and risk functions is common.
- Stand-alone investment committees are recommended only when an organization has large reserves and/or endowments.
- Non-for-profit best practice recommends avoidance of committee membership overlap. Currently, there is significant commonality in members across the Audit, Finance and Investment committees.
- External auditors and professional investment firm handle day-to-day functions of these respective areas.

Supporting Research:

- Board Source best practices regarding board committees
 - Analysis of NGB best practices and current board committees
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