



Committee Name: Board of Directors	Date/Time of Meeting: December 15, 2025: 7:30 p.m. ET
Committee Chair: Ed Coates	Minutes recorded by: Erika Braun
Committee members present 17	Committee members absent 1
<p>Ed Coates (President); Julie Dussliere (VP of Administration); Crystie McGrail (VP of Local Operations); Kenny Brisbin (VP of Community Services); Carrie Stolar (VP of Programs); Erika Braun (Secretary); Peter Guadagni (Immediate Past President); Dawson Hughes (CEO); Katie Kenyon (Legal Counsel)</p> <p>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)</p> <p>Absent: Denise Dombay (Treasurer)</p>	
<p>Other guests: Bethany Burchill (Manager, Member and Club Services); Kyle Deery (Chief Marketing Officer); Jay Eckert (Sr Director, Membership & Business Development); Jessica Reilly (Sr Director, Business Operations); Ian King (Compensation & Benefits Committee Chair); Tom Keyse & Bill Charney (Strategic Governance Consultants)</p>	

Actions Taken:

1. Approved. CEO's merit award for 2026 salary increase.
2. Approved. CEO's 2026 bonus objectives.
3. Approved. President's recommendations for Board committee appointments.
4. Approved. November 17, 2025, BOD meeting minutes.

Minutes:

1. The meeting was called to order at 7:35 p.m. ET beginning with the executive session.
2. Executive Session
 - i. Compensation & Benefits Committee (Action Items) – Ian King
 - a. CEO Compensation Review. **MSA to approve** the C&B committee's recommended 2026 salary merit increase. **The motion passed unanimously.**
 - b. CEO 2026 Bonus Goals - **MSA to approve** the C&B committee's recommended 2026 bonus objectives. **The motion passed unanimously.**
 - ii. Committee Appointments – Board Committees (Action Item) – Ed Coates. **MSA to approve** the president's recommended appointments to the board committees. **The motion passed unanimously.**

Audit Committee – Denise Dombay, EC Member

Chair: Elyce Dilworth, Committee Members: Teddy Decker, Brandon Franklin, Tracy Edwards, John Davis

Finance Committee – Denise Dombay, EC Member

Chair: Brandon Franklin, Ex-Officio: Ralph Davis, Committee Members: Guy Davis, Elyce Dilworth, PeterGuadagni, Sam Kraft, Teddy Decker, Phil Dodson

Investment Committee – Denise Dombay, EC Member



Chair: Ralph Davis, Committee Members: Phil Dodson, Chris Eckerman, Robin Smith Guy Davis

Elections Committee – Ed Coates, EC Member

Chair – Kris Wingenroth, Committee Members: Paige Buehler, Britta O'Leary, Jason Weis

Compensation & Benefits Committee – Ed Coates, EC Member

Chair – Ian King, Committee Members: Mark O'Leary, Dan Cox, Margaret Williams-Dalgart, Julie Dussilere

3. Agenda review, conflict of interest declarations – There were no conflicts of interest.
4. Approval of Minutes (Action Item) – Erika
 - i. November Board meeting minutes. **MSA to approve** the November 17, 2025, BOD meeting minutes. Discussion: None. **The motion passed unanimously.**
5. Minute of Good News –
 - i. Juile Dussliere (December) Highlighted Purdue's College Club Swimming team becoming more organized and motivated to be successful.
 - ii. Denise Dombay (January)
6. CEO Update (Informational) – Dawson Hughes
 - i. Staffing Update – There are plans to add staffing in the volunteer services department and a job description has been created for the role. There will be more discussion to come on adding a position within club development department targeting fall 2026.
 - ii. Legal Updates – There is an overall holding pattern on legal matters with the main area of concern being unable to host events in the state of Washington. There will be an additional review of the organization's interim eligibility policy with legal counsel, which will be shared with the board within the week.
7. Governance Strategy Presentation – Dawson welcomed and introduced Tom Keyse and Bill Charney to provide an executive summary presentation on a Board governance review. This initial engagement was funded by a grant from World Aquatics specifically designated to review governance practices. Tom and Bill have worked with non-profits, including membership associations like USA Swimming consulting on governance changes and board effectiveness. Their initial research involved interviews with current and past president, CEO and key staff members. The high-level findings were:
 - i. Governance Strengths: The board management of the CEO, budget and mission. Additional strengths include passionate board members, some streamlined governance practices implemented, minimized operational involvement of board, and focus on organizational goals.
 - ii. Governance Challenges: The House of Delegates' structure, outdated bylaws, limited flexibility to make changes, main customer interface is at the local club level, and change is slow.
 - iii. Key takeaways: Need for governance modernization, including bylaws being in line with strategic direction. Successful governance change requires stakeholder engagement. frequent communication and transparency.
 - iv. Next steps: Board to discuss feedback on presentation and determine how to proceed with any possible engagement.

Next Board Meeting: Tuesday, January 20 at 8:00 p.m. ET



Winter Board Retreat: February 20 -22, 2026 – Denver Airport Marriott at Gateway Park, 16455 E. 40th 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 9:17 p.m. ET.

Respectfully submitted,
Erika Braun, Secretary