

## USMS BOD Committee Reports and Agendas

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### Audit

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#### Committee Members

Elyce Dilworth, Chair; Jill Gellatly, Vice Chair  
Phil Dodson, Jeanne Ensign, Paul Griffin  
Ex-Officio: Ralph Davis, Susan Kuhlman

#### Introduction

The Audit Committee's primary responsibility is to monitor the reliability and integrity of the financial statements of United States Masters Swimming, Inc. (USMS), monitor compliance with legal and regulatory requirements, monitor and evaluate the effectiveness of the organization's operating systems, and monitor the independence and performance of USMS's external auditors.

With regard to the 2012 audit, USMS received an "unmodified" opinion from Kerkering, Barberio & Co. (K&B).

#### Discussions and Projects Since Last Convention

1. Reviewed and recommended approval of the 2012 audited financial statements to the BOD. Included annual meeting of members with K&B in Sarasota.
2. Reviewed and recommended approval of the Form 990 tax forms for the year ending December 31, 2012.
3. Executive Summary report provided to BOD for July mid-year meeting. The report included the results of the 2012 audit process and findings.

#### Action Items

1. Review Audit Committee Charter and make any proposed changes, if needed.
2. Recommend to Finance Committee changes to FOG, if any.

#### Audit Committee Meeting Agenda Thursday September 12<sup>th</sup> 12:30pm – 1:45pm – Salon III

1. Review of Audit Committee Charter
2. Discuss any proposed changes to FOG
3. Executive Session

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### Comp and Benefits

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#### Committee Members

Sarah Welch, Chair; Dr. Jim Miller, Vice Chair  
Erika Braun, Ed Coates, Hill Carrow  
Ex-Officio: Nadine Day, President

## USMS BOD Committee Reports and Agendas

### Introduction

The purpose of the Compensation and Benefits Committee is accountable to the Board of Directors. The Committee makes recommendations to the USMS BOD on overseeing the corporation's and the executive director's overall compensation.

The committee is responsible for recommending changes in USMS' overall compensation plans and policies and programs related to compensation and benefits (with the collaboration of the Executive Director). The committee has overall responsibility for evaluating and recommending compensation, including bonus structure and goals, for the Executive Director. The Committee recommends to the BOD which is responsible for adopting any comp and benefits policy changes and approving Executive Director goals and bonus awards.

### Discussions and Projects Since Last Convention

1. Since last convention the committee worked with the Executive Director to develop recommended bonus goals for the ED for 2013, presented those for approval to the BOD and revised them according to BOD direction.
  1. The Committee also finalized compensation reviews for several key staff positions, recommending salaries for these positions based on salary data collected by the committee and consistent with the adopted 2013 USMS budget.
  2. The committee finalized and presented and the Board adopted the policy which the Executive Director will use to guide his allocation of staff bonuses.

### Action Items

1. MSA'd and approved by the BOD: Bonus Goals for Executive Director.
2. MSA'd and approved by the BOD: Policy on Staff Bonuses

### Comp and Benefits Committee Meeting Agenda

1. Review and approve results by Executive Director for 2013 performance relative to 2013 bonus goals.
2. Review and possibility recommend approval for changes in USMS 401(k) retirement plan.
3. Review and conduct compensation analysis and recommend salaries for any new positions in the proposed USMS budget.
4. Develop and recommend Executive Director 2014 bonus goals, with consultation liaison representatives from the BOD and present those bonus goals to the BOD at convention.

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### Finance

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### Committee Members

Jeanne Ensign, Chair; Laszlo Eger, Vice Chair

Tom Boak, Sherri Bogue, David Burgio, Joan Campbell, Phil Dodson, Elyce Dilworth, Betsy Durrant, Paul Griffin, Harry Greenfield, Kildine Harms, Lucy Johnson, Homer Lane, Sarah Welch, Laura Winslow

Ex-Officio: Ralph Davis, Susan Kuhlman

## USMS BOD Committee Reports and Agendas

### Introduction

The committee met several times during the year by conference call, and will meet to discuss the budget during the last weeks leading up to convention.

The committee approved four over budget items during the year starting with the increased cost of liability insurance and the accompanying issues for sanctioned open water events. Following lengthy discussions the committee followed recommendations from the Sanction Open Water Task Force in arriving at a conclusion, approving an over budget amount and making a recommendation to the Board.

Subsequent over budget items became progressively easier to analyze and approve.

### Discussions and Projects since Last Convention

1. Reviewed monthly financial reports from the Controller
2. Reviewed final 2012 operating results and 2013 forecasts.
3. Reviewed quarterly reports from the Investment Committee.
4. Approved over budget item 12/19/12: \$191,000 to cover increased cost of the liability insurance premium.
5. Approved over budget item 3/5/13: \$20,000 for the Open Water Committee to administer an OW Insurance Surcharge Relief Rebate Program.
6. Approved over budget item 5/8/13: \$3,000 to send Mel Goldstein to the FINA Masters Technical Congress in Barcelona.
7. Approved over budget item 6/2/13: \$5,700 for an insurance risk assessment by an outside firm.
8. A sub-committee (Laszlo Eger, chair, Betsy Durrant, Harry Greenfield and Ralph Davis) formulated a Club and Work Out Group fee recommendation for an annual registration fee for Club and Work Out Groups of \$25. The full committee accepted the recommendation and forwarded it to the Board for consideration at their July meeting.
9. The Committee will receive the budget from the national office on or about August 22 and will schedule a conference call (or calls) to discuss. The staff develops the budget using the annual forecast following the period ending June 30<sup>th</sup> and includes staff recommendations and initiatives, and input from standing and board committees.

### Action Items

1. Approval of minutes of meetings since prior convention
2. Approval of 2014 budget
3. Approval of 2012 amendments to FOG (inadvertently not approved during 2012 House of Delegates)
4. Approval of current year amendments to FOG

### Finance Committee Meeting Agenda

**Meeting #1 - Wednesday September 11<sup>th</sup> 3:00pm – 5:00pm – Royal AB**

**Meeting #2 – Thursday September 12<sup>th</sup> 10:15am – 11:30am – Valencia**

**Meeting #3 – Friday September 13<sup>th</sup> 9:30am – 10:30am - Valencia**

1. Welcome and introductions

## USMS BOD Committee Reports and Agendas

2. Approval of minutes of meetings since prior convention
3. Controller's report – Susan Kuhlman
4. Treasurer's report – Ralph Davis
5. Audit Committee report – Elyce Dilworth
6. Investment Committee update – Dave Burgio
7. Review all elements of the 2014 budget, recommend amendments and present to Board and HOD for final approval
8. Discuss recommended changes to the Financial Operating Guidelines (FOG) and present to HOD for final approval
9. Other

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### Governance

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#### Committee Members

Hugh Moore, Chair; Anthony Thompson, Vice Chair  
Lianne Crittenden, Sean Fitzgerald, Patty Miller, and Jim Wheeler

#### Introduction

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality of the USMS governance structure, including the Board, committees, local, and regional divisions of USMS.

#### Discussions and Projects Since Last Convention

1. Drafted legislation to make Audit and Investment Committees permanent committees of the board. This was subsequently submitted as Legislation by the BOD.
2. Discussed Social Media policy. This was subsequently presented to and approved by the BOD
3. The committee suggested to the BOD that they address committee quorums. The BOD subsequently submitted legislation on the subject.
4. Reviewed board evaluations from 2012 and noted that there were five questions that indicated weak performance. At the July face-to-face BOD meeting the BOD addressed these issues.
5. The committee has been gathering information so that it can discuss: How would we design an organization structure for USMS if we started with a blank sheet of paper? Included are
  - Data from the USMS 2.0 Task Force.
  - Reviewing Committee Descriptions and reporting structures
  - Purpose/use of Convention Delegates
  - Structures within USMS: Clubs, Chapters, LMSCs, Zones, CommitteesDiscussion will continue at convention.

#### Action Items

1. Submitted legislation for consideration by the BOD to make Audit and Investment Committees permanent committees of the board
2. Agreed that the Policy Committee should report to the BOD through the Governance Committee
3. Recommended to the BOD that they adopt Social Media policy.

## USMS BOD Committee Reports and Agendas

4. Recommended to the BOD that they address committee quorums.
5. Led breakout groups of the BOD to work on improving board effectiveness.

### **Governance Committee Meeting Agenda** **Wednesday September 11<sup>th</sup> 2:30pm - 3:45pm – Salon III**

1. Introductions
2. Design an organization structure for USMS starting with a blank sheet of paper.
3. New Business

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### **Investment**

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#### **Committee Members**

Dave Burgio, Chair; Elyce Dilworth, Vice Chair  
[Stan Benson, Ralph Davis, Homer Lane, Bill Sherman]  
Ex-Officio: Susan Kuhlman

#### **Introduction**

This Committee is responsible for overseeing USMS's Investment Philosophy of investing the financial assets of USMS in excess of needed working capital, consistent with a policy of prudent investment planning and protection of assets according to the established USMS Investment Policy approved by the USMS Board of Directors.

#### **Discussions and Projects Since Last Convention**

1. Comprehensively reviewed the Morningstar/Lipper Performance-Benchmark Report, evaluating each Mutual Fund in the USMS Portfolio on a quarterly basis as a Committee, and monthly on an individual basis.
2. Finalized the USMS Spending Policy, and approved by the USMS BOD for implementation. The first implementation will at the upcoming 2013 Convention.
3. Approved Money Market investment guidelines which were incorporated through the Finance Committee into 2012 FOG. Review of this topic will also carry forward for the 2013 FOG, and on an annual basis.
4. Continued detailed quarterly discussions with our Northern Trust Portfolio Manager on Fund Performance, any recommended USMS Portfolio changes as well as meaningful Economic trends that would have impact on the USMS Portfolio.
5. Continued to prepare quarterly Investment Committee Reports for the Board of Directors and Finance Committee.

#### **Action Items**

All the aforementioned projects continue to carry forward as regular action items.

**Investment Committee Meeting Agenda**  
**Meeting #1 - Friday September 13<sup>th</sup> 8:00am-9:00am – Salon III**  
**Meeting #2 - Friday September 13<sup>th</sup> 4:30pm -5:30pm – Salon III**

## USMS BOD Committee Reports and Agendas

1. Discussion of USMS Portfolio recommendations, if any, proposed by our Northern Trust Portfolio Manager.
2. Discussion of USMS Portfolio returns, and individual Fund performance to date.
3. Conference Call with Jim Walker, our Northern Trust Portfolio Manager.
4. Review of Investment Committee Meeting schedule for 2013-2014.
5. Review/Deliberation of recommended changes, if any, to the current USMS Investment Policy.
6. Other items requiring Investment Committee attention.

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### **“Swimming Saves Lives”**

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**Committee Name:** United States Masters Swimming Foundation Board of Trustees

**Committee Members**

Doug Church, Chair

Diane Bartlett, Tom Boak, Rob Copeland, Nadine Day, Brandon Franklin, Ted Haartz, Tom Holmberg, Deborah Malafsky, Jim Miller M.D, Jeff Moxie, Nancy Ridout, Dia Rianda

Ex Officio: Rob Butcher

**Opening paragraph:**

The Foundation Board of Trustees continues to solicit grant applications for worthy projects. It receives and review requests for funding as well as monitoring the investments of the USMS Endowment Fund and funds received into the Foundation account. In addition, the Board of Trustees encourages contributions to the Endowment Fund and the Foundation through the dues check off program and other resources.

**Discussions and projects since the last convention:**

1. No face to face meetings have occurred outside convention.
2. Information requests have been handled routinely by USMS staff and officers of SSL.
3. 36 applications have been received for grants in the 2013 normal cycle and recommendations on the grant requests will be made in order to have them ready for USMS BOD action during the annual meeting.
4. Pursuant to action of the BOT and the BOD during the 2012 annual meeting, the USMS Endowment Fund “spendable amount” for 2013 was directed to be paid to USMS as partial compensation for staff support. The amount provided by the Endowment Fund was \$10,414.78.
5. The balance on hand in the Endowment Fund as of June 30, 2012, was \$217,226.81.
6. The balance on hand in the Foundation Account as of July 31, 2013, was \$192,284.11

**Action items:**

1. Consideration of any grant requests for authorization.

**“Swimming Saves Lives” Meeting Agenda**

**Meeting #1 – Thursday September 12<sup>th</sup> 2:15pm – 4:30pm – Garden 3**

**Meeting #2 – Friday September 13<sup>th</sup> 1:15pm – 2:15pm – Salon III**

1. Welcome

## **USMS BOD Committee Reports and Agendas**

2. Investment Report
3. Consideration of any grant requests
4. Old Business
5. New Business
6. Adjournment