

Responsibilities & Powers of the Board of Directors

The U.S. Masters Swimming (USMS) board of directors is responsible for: 1) monitoring the fiscal and organizational soundness of USMS; 2) providing strategic direction to USMS while keeping the organization's mission and values at the forefront; 3) establishing policies to lead and control the organization; and 4) representing the organization to the public and USMS members.

Individual board members are responsible for: 1) being well informed about USMS and the environment in which it operates; 2) being prepared and actively participating in Board meetings; 3) being loyal to USMS; 4) avoiding conflicts of interest; 5) supporting board decisions; and 6) promoting the organization's mission, objectives, goals and programs in the community.

The board is *not* responsible for: 1) hiring, evaluating or firing staff, other than the Executive Director; 2) involving itself in the organization's day to day operations; or 3) taking actions as individuals or sub-groups that represent changes in fiscal, personnel or program policies without formal action by the full board.

The Board's Responsibilities

Fiduciary: Oversight and Inquiry

- Ensure efficient and effective use of resources and fiscal accountability
- Recommend an annual budget to the House of Delegates
- Review and approve major program plans and organizational policies
- Comply with the internal laws of the organization
- Ensure compliance with federal, state and local laws
- Monitor organizational results
- Hire/fire the Executive Director and establish boundaries for him/her
- Evaluate the Executive Director's performance and determine compensation
- Assess the Board's performance
- Ensure sound risk management policies and succession planning
- Use reasonable care in the decision-making process

Strategic: Planning and Thinking

- Keep the organization's mission relevant
- Analyze internal and external environments
- Help identify and frame emerging issues
- Innovate and modify the strategic plan
- Set the overall direction, goals and policies for the organization

Relationships (for resources)

- In keeping with the organization's mission and strategic plan, establish external relationships for the purpose of generating revenue and opportunities
- Understand and help generate revenue strategies for the organization
- Help generate other resources (e.g. volunteers, relationships)

The Board's Powers

As defined in USMS rules section 506.3, the powers of the Board of Directors shall be:

- To act for USMS and the House of Delegates between meetings of the House of Delegates
- To adopt and amend policies of USMS.
- To create, modify or disband committees of the Board.
- To provide for efficient and effective use of financial and other resources.
- To prepare or cause to be prepared, prior to each annual meeting, USMS budget for the next fiscal period and submit same to the House of Delegates for approval.
- To consider and make determinations regarding budget variance requests.
- To employ, evaluate and terminate an executive director.
- To oversee elections of officers and board members, in accordance with election operating guidelines.
- To exercise the emergency power to adopt or suspend any swimming rule (Part 1 or Part 3) or administrative regulations of competition (Part 2) provided that the Board, with the advice and consent of the Rules Committee for Part 1, Legislation Committee for Part 2, Long Distance Committee for Part 3 and legal counsel determines immediate action is required to serve the interests of USMS.

Board Meetings

As defined in USMS rules section 506.4, a minimum of two meetings of the Board of Directors shall be held each year (one at the annual meeting of the House of Delegates). Meetings held by conference call shall be held on a regular basis.

In general Board meetings are scheduled to minimize the impact on Board member's professional and personal lives. Typically face to face meetings are scheduled for Friday afternoon through Sunday noon and tele-conference meetings are conducted after normal business hours. Board members should count on 3 face to face meetings in addition to the meetings at the annual meeting of the House of Delegates; as well as 3 to 6 conference calls.

Board members are expected to make every reasonable effort to attend all Board meetings. A voting director may be removed from the Board for failing to attend more than half of the board meetings during any 12-month period, unless there are demonstrable extenuating circumstances to excuse the absences.

Board members are reimbursed for our of pocket expenses incurred while attending Board meetings and the annual meeting of the House of Delegates, in accordance with USMS financial policies.