

---

**Action Items:**

1. MSA (unanimously) to extend an offer to the candidate recommended by the Executive Director Search Task Force.
  2. MSA to approve the proposed conflict of interest policy and statement.
  3. MSA to make an overbudget request to include expenses for the USAS convention for voting members of the Board of Directors, like the provision for committee chairs in FOG IV.C.2.
- 

President Rob Copeland called the meeting to order at 8:30 p.m. EDT. Also present were Mark Gill, Michael Heather, Leo Letendre, Julie Heather, Meg Smath, Tom Boak, Jim Miller, Patty Miller, Anna Lea Roof, Betsy Durrant, Jerry Clark, Nadine Day, Jeanne Ensign, Michael Moore, Carolyn Boak, Laura Winslow, Ted Haartz, Mel Goldstein, Nancy Ridout and Tracy Grilli.

## **Recommendation of the Executive Director Search Task Force**

The task force interviewed two candidates at Short Course Nationals in Coral Springs and unanimously recommended one of the candidates to the Board. The Board discussed the qualifications of both candidates, then **MSA (unanimously) to extend an offer to the candidate recommended by the Executive Director Search Task Force.** In order to honor the candidate's request for confidentiality, the Board will disclose the candidate's name only after the offer has been officially accepted and the parties have agreed upon the terms of an employment contract.

## **Conflict of interest policy and statement**

The Board discussed potential situations if we adopted the proposed conflict of interest policy and statement (attached), including LMSC conflicts and stockholder conflicts. The policy and statement are the unified written representations of the general conflicts policy that USMS has had through FOG, PMG and prior practice. Patty explained that our policy is to be proactive in disclosing potential conflicts, and then persons with conflicts will fully disclose and may have to recuse themselves from discussion and voting on matters where they have a conflict. **MSA to approve the proposed conflict of interest policy and statement.** Meg will send copies of the policy and statement to all officers, members of the Board, employees and contractors to sign and return to her.

## **Expenses for Board members at convention**

Our current Financial Operating Guidelines have no provision for paying convention expenses for the Board of Directors as it is now constituted after the governance restructuring last year. The Finance Committee is looking at amending FOG to correct the situation, but in the meantime, **MSA to make an overbudget request to include expenses for the USAS convention for voting members of the Board of Directors, like the provision for committee chairs in FOG IV.C.2.** Julie asked for and received

clarification that travel and lodging for zone representatives are still paid for by USMS. Rob directed Vice President of National Operations Leo Letendre to ask Finance to investigate the cost for paying expenses for past presidents (who are nonvoting Board members) and make a recommendation to the Board.

### **World Championships update**

Michael Moore said a little more than 2,500 people have entered so far, about 2,200 of whom are for swimming. He clarified that those editing their entry can add events, in addition to changing seed times for previously entered events.

### **Thanks and adjournment**

Jeanne spoke for all on the Board when she thanked the Executive Director Search Task Force for a job well done. Meeting adjourned at 9:41 p.m.

Meg Smath  
Secretary, USMS

***CONFLICT OF INTEREST POLICY***

**Adopted: 05/22/2006; By USMS Board of Directors**

**Amended: \_\_\_\_/\_\_\_\_/\_\_\_\_; By**

To ensure there is no perception of bias and to ensure the integrity and fairness of decisions made by USMS, all members in decision-making positions (officers, members of the Board, employees and contractors) must maintain the highest level of integrity and ethical behavior.

In the event that any officer, member of the Board of Directors, employee or contractor has a financial interest in any contract or transaction involving the Corporation, such individual shall not participate in the Corporation's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed and known to the President; or in the case of financial interests of the President, to the Board of Directors. If such disclosure is made, the contracts or transaction shall not be voided if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members, and provided the contract or transaction is fair to the Corporation at the time it is authorized.

On an annual basis, each officer, member of the Board of Directors, employee and contractor shall read and sign the United States Masters Swimming Conflict of Interest Statement.

## UNITED STATES MASTERS SWIMMING CONFLICT OF INTEREST STATEMENT

The standard of behavior for United States Masters Swimming (USMS) is that all staff, volunteers, officers and board members shall maintain the highest level of integrity and ethical behavior and scrupulously avoid conflicts between the interests of USMS on one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of USMS's decision-making process, to enable our members to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, officers and board members. Before engaging in discussions and decision making on behalf of USMS, I will make a full, written disclosure of interests, relationships and holdings that have the potential to result in a conflict of interest. This written disclosure will be kept on file with the secretary and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer or close associates will receive a benefit or gain. After disclosure, I understand that I may be asked to recuse myself from voting or otherwise participating in the decision making. The decision-making body (Board of Directors, House of Delegates, Executive Committee or other) in its sole discretion shall determine if any conflict or potential conflict of interest exists and the extent to which I shall be limited in my privilege to participate in discussion and voting.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_