

Action Items:

- **MSA – The Board accepts the recommendation of the Gift Acceptance Committee to approve the Swimming Saves Lives Foundation Gift Acceptance Policy.**
 - **MSA - Changes to the Swimming Saves Lives Foundation Gift Acceptance Policy must be approved by the Board of Directors of USMS.**
 - **MSA – To approve the LMSC Standards as amended.**
 - **MSA – To approve the recommendation of Compensation and Benefits to approve the bonus for the Executive Director for 2011.**
 - **MSA – To approve the Compensation and Benefits committee recommendation to adopt the proposed Executive Directors bonus goals for 2012.**
 - **MSA- The Board of Directors directs the ED to hire an IT consultant who will review of our current IT infrastructure, review the safeguarding our servers, software and database assets, and make recommendations on IT resource allocation and platform for our future IT services.**
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Nadine Day- President called the meeting to order at 8:35 a.m. EDT at the Dolce Hotel in Peachtree City Georgia. Also present were: Michael Heather -VP of Administration, Ed Tsuzuki- VP of Local Operations, Jody Smith-VP of Community Services, Dave Diehl-VP of Programs, C.J. Rushman - Secretary, Ralph Davis- Treasurer, Jeff Moxie -Immediate Past President, Patty Miller- Legal Counsel, At-Large Directors; Chris McGiffin (Colonies), Maria Elias-Williams (Dixie), Phil Dodson (Great Lakes), Anthony Thompson (Breadbasket Zone), Hugh Moore (Northwest), Phil Whitten (Southwest Zone), Jim Clemmons (Oceana), Don Mehl (South Central), Executive Director - Rob Butcher; Past-Presidents Rob Copeland, Mel Goldstein and Tom Boak.

Not present: Jim Miller, Nancy Ridout, Dan Gruender, Mike Laux, June Krauser, and Ted Haartz – Past Presidents.

Audience members included: Doug Church- SSL, Sara Welch, Lisa Watson, Ed Saltzman, Sean Fitzgerald and Bob K.

Agenda Items:

1. Nadine Day thanked everyone for attending the Board meeting and made introductions.
2. Anthony Thompson gave an overview of the Governance Committee and the results of the Self Performance Assessment survey that the Board members took in December 2011.
3. Bruce Lesley, Senior Governance Consultant from Board Source presented formal training to the Board members (slides are posted). Bruce asked the Board what are the expectations that the Board has for the training. Nadine recognizes we are going good and would like to see us improve. Jody wants to have more direction and learning opportunities. Rob C wants to have more tools and technique to become more efficient. Maria said we need help creating more opportunities and roles for volunteers to help with the long-term growth of the organization. Bruce suggested having a lending library of resources that Board members can access to help further develop future Board members. Bruce mentioned that we all wear different hats at different levels of the organization, and it will be important to be disciplined when working at the Board level. The number one characteristic between boards and executive directors is their

partnership. Constant and consistent communication at all levels of USMS helps foster and further the culture and values. Board decisions should predominately be Policy Decisions (Governance level). There are three levels of the Governance Triangle; Fiduciary, Strategic and Relationships which are supported by practices, structure and assessment. Regarding Policy Decisions, the Board should determine the threshold below which we can accept any reasonable interpretation of the decision made. Fiduciary responsibility of the Board is to show reasonable care in the decision making process, loyalty to the organization and obedience to the mission. There was discussion that the key to Fiduciary responsibility is full disclosure among the Board members. Perception likewise plays into whether a conflict of interest might exist. Part of Fiduciary duties is to promote Leadership Assessment, which our Board of Directors has completed. Second topic of discussion was regarding the Strategic component. Framing the issue is the first step in strategy. Part of the strategic outlook is recognizing opportunities by reaching out to seek out more information. Bruce had the Board breakout in groups to identify the future issues that USMS needs to address and how we think strategically. After the groups reconvened, the issues were revealed to the entire board.

The Board of Directors takes a break for lunch at 12:31 p.m. EDT. The Board reconvenes at 1:20 p.m. EDT.

Bruce asked how the Board could come up with more ways to devote time to strategic thinking. It was discussed by that setting agenda topics to issues rather than reports would help facilitate better strategic thinking. Bruce turned over the meeting to Doug Church to share a Swimming Saves Live Foundation report. Doug noted that \$41,200 was raised for 2011 from registration. An additional \$14,000 was donated to the Swimming Saves Lives Foundation by mailed in contribution. Doug encouraged the Board members to adopt the gift acceptance policy. Tom Boak asked what the current assets in the Foundation are and who was working on SSL for Omaha? Doug reported that there is \$260K in the Legacy fund and \$170K in the SSL. Chris Labianco and Bill Ewan are developing SSL-SMC initiatives for Omaha. Anthony asked if a new 501c3 will be developed specifically for SSL. Doug stated that the SSL is in the second phase and still premature to be considering establishing a separate 501c3. Maria asked have we turned anyone way any donations. Rob B said received some donations with specific donor wishes and we have been able to accommodate all wishes to date. Phil D would like to see a 5 year plan for SSL by the July Board meeting . Doug said that can be provided. Patty requested more strategic details on the programming cause(s) for SSL. Bruce came back to lead the discussion, specifically about the relationships between SSL and the BOD. The Board had a discussion about the best organizational structure for Swimming Saves Lives Foundation. Nadine asked the Board should the Executive Director be responsible for SSL fundraising in addition to his current responsibilities? Rob B responded he is doing both. Jody asked why the Foundation started. Doug said that interest of special projects that were not funded by the budget could be accomplished through the foundation. Tom said that creating a way for the SSL to get recognition through funding projects and having a way to continually renew their own funding would be good for long-term growth. Chris mentioned that a separate board for the SSL could be a good way to focus specifically on fund raising, while the Board can focus on the Strategic needs of the USMS organization. Phil D commented that grass roots efforts that seek funding for local projects with which people identify and know where their funds are going is an additional fund raising model that should be considered. It would increase members' participation and thereby benefit national SSL fund raising efforts in attracting large donors. . **MSA – The Board accepts the recommendation of the Gift Acceptance Committee to approve the Swimming Saves Lives Foundation Gift Acceptance Policy.** Anthony said that the Board should own the policy and any changes should come back to the Board. Nadine said that will be a house keeping. Anthony said the SSL policy is owned by the Board and makes a motion to statement that the sentence to add to the last paragraph is as follows: Changes to this policy must be approved by the Board of Directors of USMS. **MSA - Changes to the Swimming Saves Lives Foundation Gift Acceptance Policy must be approved by the Board of Directors of USMS.** Rob C makes a motion to strike anything that refers to the Gift Acceptance Committee and leave that to the SSL

Committee. The motion was not seconded. Bruce presented the structure of Boards, relating to their composition and size, terms and limits and how to cultivate and recruit future leaders. Bruce asked about composition make and what should we consider. Both Jeff and Patty said other Boards have people that are outside the organization to help provide different perspectives. Tom said that we tend to recycle members in leadership positions which may hinder growth opportunities. Bruce asked us to look around the room and see if the markets we identify as important (i.e. tri-athletes, high school/college swimmers, fitness swimmers, open water swimmers, etc.) are represented at the board level. Bruce had the Board breakout in groups to discuss how we think about relationships and operational readiness. After the groups reconvened, we discuss our process of selecting our topics in our breakout group. Bruce concluded his presentation to the Board and turned the meeting back over to Nadine. Nadine commented that Board training would impact Governance. Anthony spoke about how the Governance Committee is working with the LMSC Development committee to further define their role and working on by-laws. Tom asked when we would receive a report from Board Source. Bruce would have a report back to Nadine within ten business day. Nadine confirmed the date of the next Board of Directors call on Tuesday, February 21st at 8:30 pm EDT. The summer board meeting will be July 20th through July 22nd in Sarasota Florida.

Ed made a presentation of our new online sanction program (slides are posted). The sanction program was developed by our USMS IT staff with the E2EEM task force. The database program will gather information on both pool and open water events and feed into the calendar of events. The program is going live February 1. Ed encouraged the Board to encourage usage of the sanction program within your own LMSC. The Board passed a resolution to recognize the E2EEM Task Force for all their hard work.

The Board of Directors moves into executive session at 5 pm EDT to discuss the National Board of Appeals. The Board of Directors comes out of executive session at 5:25 pm EDT. A discussion was held about conducting conflict resolutions. Nadine said Board members need to be cognizant of their positions when you respond to members because of how your answer can be viewed.

A motion is made for the Board of Directors to recess for the day.

Sunday, January 29, 2012

Nadine Day- President called the meeting to order at 8:30 a.m. EDT at the Dolce Hotel in Peachtree City Georgia. Also present were: Michael Heather -VP of Administration, Ed Tsuzuki- VP of Local Operations, Jody Smith-VP of Community Services, Dave Diehl-VP of Programs, C.J. Rushman - Secretary, Ralph Davis- Treasurer, At-Large Directors; Chris McGiffin (Colonies), Maria Elias-Williams (Dixie), Phil Dodson (Great Lakes), Anthony Thompson (Breadbasket Zone), Hugh Moore (Northwest), Jim Clemmons (Oceana), Don Mehl (South Central), Executive Director - Rob Butcher; Past-Presidents Rob Copeland, Mel Goldstein and Tom Boak.

Not present: Jeff Moxie -Immediate Past President, Patty Miller- Legal Counsel, At-Large Director Phil Whitten (Southwest Zone), Jim Miller, Nancy Ridout, Dan Gruender, Mike Laux, June Krauser, and Ted Haartz – Past Presidents.

Rob B and Tom Boak gave a status report of the Summer National in Omaha, Nebraska. Tom said he is very encouraged by all the local efforts and things are going well. Anthony suggested to Tom that Erin Sullivan connect with neighboring LMSC to gain more volunteers. Rob B gave an overview of the AquaZone, which will be a fun interactive area that people can visit during the Olympic Trials.

Ed presented the LMSC Minimum Standards to the Board (document is posted). The following items were pulled for discussion, opening Paragraph, L3, R5 and R8. The opening paragraph was revised for word clarity. Anthony pulled L3 because we should be supporting the committees, and keeping the coaches and officials chair within LMSCs. Hugh asked Chris what was the rationale of the task force to

remove the wording. Chris said the committee felt that small LMSC typically can't staff these positions. Don Mehl said that for the LMSC that need it should fill it, however for smaller LMSC they may or may not be able to should not be penalized. Mel said you can have people wear multiple hats. Jim C asked if someone off the coaches committee could act as a consultant to that LMSC. Maria was against this because smaller LMSC need to cultivate interest within its own LMSC. Mike said we need to have consistency because we have coaches and officials committees at the National level. Hugh said that if we force this, then we are forcing them to not meet the standards. The Board voted not to pass L3 as proposed. Mike H pulled R5 due to housekeeping of ordering of the words. Nadine rebutted her pulling of R8 after discussion. Phil D asked we change "Submit annual financial statements to USMS National office within four months" to be four and half months because this meets IRS deadlines. Phil and Mike want to clarify the language "The LMSC bank account must be separate" to "The LMSC bank account SHALL be separate". **MSA – To approve the LMSC Standards as amended.**

The Board of Directors moves into Executive Session to discuss the Executive Directors performance at 9:45 am EDT. **MSA – To approve the recommendation of Compensation and Benefits to approve the bonus for the Executive Director for 2011. MSA – To approve the Compensation and Benefits committee recommendation to adopt the proposed Executive Directors bonus goals for 2012. MSA- The Board of Directors directs the ED to hire an IT consultant who will review of our current IT infrastructure, review the safeguarding our servers, software and database assets, and make recommendations on IT resource allocation and platform for our future IT services.** The Board of Directors comes out of executive session at 11:40 am EDT.

A motion is made for the Board of Directors to adjourn the meeting at 11:44 am EDT.

Respectfully submitted,

C.J. Rushman
Secretary