

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1	<b>Report #:</b>	1
<b>Committee Chair:</b>	Nadine Day	<b>Vice Chair:</b>			
<b>Minutes recorded by:</b>	Chris Colburn	<b>Date/time of meeting:</b>	December 16, 2013 8:30pm EST		

## Motions Passed:

1. MSA to approve the recommendations of the Compensation and Benefits Committee regarding the calculation of the Executive Director's bonus in 2014.
2. MSA to ratify the vote approving the November 2013 Board Meeting Minutes.
3. MSA to ratify the vote approving the change in the rules regarding FINA's Club Update.

**Number of committee members present: 19**

**Absent: 9**

**Number of other delegates present: 1**

**Committee members present (list all, including chair and vice chair):** Nadine Day - President called the meeting to order at 8:34pm EST. Also present were: Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Chris Colburn - Secretary; Phil Dodson - Treasurer; Patty Miller - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket), Dave Diehl (Colonies), Maria Elias-Williams (Dixie), CJ Rushman (Great Lakes), Hugh Moore (Northwest), Jim Clemmons (Oceana) and Jill Gellatly (South Central); Rob Butcher - Executive Director; Past Presidents: Rob Copeland, Jim Miller, Nancy Ridout, and Ted Haartz.

Not present: Jody Smith -VP of Community Services; Phil Whitten (Southwest); Jeff Moxie, Tom Boak, Dan Gruender, Mike Laux and June Krauser - Past Presidents; Jeff Gudman - USA Swimming Liaison to USMS. Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: Ed Coates - Compensation and Benefits Committee Chair

## Minutes

The meeting was called to order at 8:34pm EST.

1. 2014 ED Bonus (Ed Coates, Compensation and Benefits Chair): In Executive Session, Ed described the metrics established and recommended by the Compensation and Benefits Committee to determine the calculation of the Executive Director's bonus. **MSA unanimously to approve the recommendations made by the committee.** Ed Coates left the call at 8:45pm EST.
2. 2014 Insurance Renewal: Rob Butcher shared background on the following 2014 insurance programs; Personal Accident and Liability. Both include broader coverage of named insured and insured activities than previous policies. Both policies come with terms that allow USMS to operate our business model and within the approved budget. Ed Tsuzuki asked questions about some of the parameters of the policy as presented and recommended. Ted asked questions about the length of the policy. Rob Copeland asked what the next steps are in the process and Rob Butcher clarified. Discussion centered around how the recommended policy would affect the Open Water event surcharge. Further questions involved how the information would be disseminated via the USMS website. Anna Lea Matysek will be the staff person dedicated to assist with the insurance issues.
3. Officers' Reports:
  - a. President comments: We still need 6 BOD to approve last month's meeting minutes. **MSA unanimously to ratify the vote approving the November meeting minutes. MSA unanimously to ratify the vote on the UC club name change.** The Finance Committee (FC) approved the over budget request (\$2,000) for the 2 Open Water National Championships that do not have any events that are associated with them.
  - b. Other officer reports were approved via consent agenda (see attached).
4. Staff Updates-Rob Butcher: The USMS website campaign sourced through the Facebook ad campaign targeting triathletes has resulted in 161 new members thus far. Marianne Groenings is a new staff member who will begin 12/23 reporting to Bill Brenner. There's an RFP in the market for PR services and to retain a PR firm. USMS is in the process of establishing a trademark on the phrase "Masters Swimming."
5. Governance Announcement (Hugh Moore): The governance committee has been discussing board training for the February meeting. The committee has selected and purchased a short paperback that will be useful. All BOD members should be receiving a copy of *Ten Basic Responsibilities of Nonprofit Boards* (Board Source) shortly and should read it before the February meeting. Be prepared to review at the meeting.
6. BOD Strategic Task Force: Friendly reminder to have your report ready for the BOD meeting in February. The goal of the reports is to review, to assess and to determine if USMS is in alignment with the strategic plan. It is the BOD's responsibility

to ensure that USMS, at all levels, follow the strategic plan. The BOD, as the maker of policies, needs to ensure that USMS policies allow that to happen and that we provide adequate resources.

7. Winter BOD meeting: Claudia sent out the travel information. We are starting Friday at 4pm and concluding Sunday at noon. Travel between the airport and the venue is about 30 minutes.
8. Possible Summer BOD meeting in Sarasota: July 18-20. We will discuss the details at the winter BOD meeting. The meeting is 2 weeks before World Championships.
9. New Business: Chris McGiffin has a committee request to send a SurveyMonkey survey to the members. Should they work through Tracy, or is there some other procedure set up? Nadine indicated that there was a desire to control how many surveys were sent to the members. Rob B asked that Chris contact him offline.
10. Phil indicated that there were a number of BOD members who had not renewed their USMS membership or donated to Swimming Saves Lives. These items are crucial when soliciting donors.
11. Ted suggested that three of the inactive past presidents be given the designation Board Members Emeritus since they are no longer active members of the Board. Patty concurred that this was ok to do. Nadine will write the letters to the respective individuals.
12. Next meeting will be January 20, 2014 at 8:30pm EST.

The meeting was adjourned at 9:47pm EST.

Respectfully Submitted,  
Chris Colburn, Secretary

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