

Committee Name:	Board of Directors	Session #:	1	Report #:	1
Committee Chair:	Nadine Day	Vice Chair:			
Minutes recorded by:	Chris Colburn	Date/time of meeting:	2/14/2015 8:30am CST		

Motions Passed:

1. MSA to ratify the vote approving the 2015 EOG documents.
2. MSA to accept the recommendation of the Compensation and Benefits Committee for the Executive Director's 2014 Performance Bonus.
3. MSA not to open a satellite office in Charlotte at this time.
4. MSA to separate the Privacy Policy document from the Policy Manual and replace it with a reference to the document in the Policy Manual.
5. MSA to approve the Privacy Policy as presented on February 7, 2015.

Number of committee members present: 23 **Absent: 4** **Number of other delegates present: 4**

Committee members present (list all, including chair and vice chair): Nadine Day - President called the meeting to order at 8:31am CST. Also present were: Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Jody Smith -VP of Community Services; Chris Colburn – Secretary; Phil Dodson – Treasurer; Patty Miller - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket); Dave Diehl (Colonies); Sean Fitzgerald (Dixie); Dan Cox (Great Lakes); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Jill Gellatly (South Central) and Laura Winslow (Southwest); Rob Butcher – Executive Director; Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Jeff Moxie, Rob Copeland, Jim Miller, Nancy Ridout and Ted Haartz.

Not present: Past Presidents: Mike Laux, Dan Gruender, and Tom Boak; Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: Ed Coates (Compensation and Benefits Chair), Susan Kuhlman (CFO), Bill Brenner (Education Services Director), and Dale Neuberger (Vice President, FINA).

Minutes

The meeting was called to order at 8:31am CST.

1. President Nadine Day thanked the Board for attending, and wished the Board a Happy Valentine's Day. Each of the Board members introduced themselves individually.
2. Nadine asked the Board if there were any Conflicts of Interest with items on the meeting agenda. There were none.
3. Rob Butcher and Ed Coates discussed dinner options.
4. Ratification of email votes (EOG guidelines): **MSA to ratify the vote approving the 2015 EOG documents as presented.**
5. Officer Reports:
 - a. President's Report (Nadine): Nadine gave a report of her schedule for the last months of her term. Nadine has a conflict between the Pan Am meet and the ISHOF induction (6/19-21 in Santa Clara). Please let Nadine know if any Board members wish to attend the ISHOF induction. Nadine plans to be in Kazan, Russia during the world championships to hold a federation leaders meeting. Mel Goldstein just returned from Kazan and there is some excitement around the Masters World Championships there. Nadine made comparisons between how Masters decisions are made in the US and elsewhere.
 - b. VP Admin Report (Ed): Please see the attached report.
 - c. VP Programs Report (Chris McGiffin): Chris solicited questions about his report. He mentioned that independent safety monitors and temperature collars will be discussed with the Open Water Task Force report. Rob asked if we should discuss the proposed Open Water documents for the Guide to Operations. There were no objections to the proposed documents. Chris McGiffin has asked for feedback around the concept of a USMS Officials Certification that he can take back to the Officials Committee. Dave Coddington provided a synopsis of the USA Swimming Officials Certification process. Chris clarified that he was looking for feedback on the documents that have been submitted. Further discussion centered around the history and scope of the proposed certification process, as well as the best way to solicit feedback at the LMSC level.
 - d. VP Community Services Report (Jody): There are two new chairs (Kathy Fedako in Sports Medicine and Mary Jurey in Fitness Education). Sports Medicine has a branded blog on the website. Minutes should be coming out from these committees shortly. Coaches recently voted to support coaching representation and efforts at Pan Ams. There is work ongoing for a national coaches clinic 6/5-7 in Nashville with a budget coming shortly to Finance. Sports Medicine is looking for a speaker for the annual meeting.
 - e. Secretary Report (Chris): Chris asked to facilitate prompt voting on minutes. The Board suggested using the

Discussion Forum for polling the Board for votes. Chris will try this method going forward, subject to further evaluation.

6. Phil introduced Susan, and recommended that she present the Financial Report going forward as the CFO Report. Susan proceeded to present the CFO Report to the Board. The attached report provides the highlights of the 2014 financials. Susan also covered the positives and negatives of implementing the year-plus membership program. One of the biggest issues in working with the in-house registration system is accounting for the wide variety of LMSC fees. Another item to consider is that with larger membership numbers come a larger House of Delegates under the current delegate system. Discussion centered around the percentages included in the report related to the landscape for our sponsor partners. Susan highlighted the expanded work in 2014 of the Education division that demonstrated the value of their additional 2014 hire. The Recognized Coach membership option brought in over 1100 (vs. 600 budgeted) members, which is a testament to the work underway by Bill Brenner and his team. Questions involved the tracking of brand new clubs, workout groups that have become clubs, and the tracking of workout groups in the registration system. Susan pointed out that USMS needs to continue to be aware of opportunities to diversify and enhance our revenue.
7. Phil presented the 5-year financial plan, including updated projections through 2020, based on the 5-year plan presented to the Board at the 2014 Winter Board Meeting. The Board asked clarifying questions on some of the numbers and the assumptions that were used to make the projections. Discussion centered on how projected membership growth is crucial to how the numbers actually work over the 5-year span. **MSF to publish the amended 5-year plan.**
8. Nadine asked the Board to review the fiduciary responsibilities of the Board with respect to financial oversight. Phil presented a list of questions for the Board to consider to ensure that the organization is fulfilling its mission. Phil provided a history on the work he and the Finance Committee have done to establish financial Key Performance Indicators (KPIs) for the organization. The Board discussed the ongoing pursuit of KPIs for the organization. The topic will be presented at the Summer Board Meeting.
9. The Board entered Executive Session at 11:39am CST to discuss Compensation and Benefits issues related to the Executive Director's bonus review. Nadine thanked Ed Coates for coming in to present today. **MSA to accept the recommendation of the Compensation and Benefits Committee for the Executive Director's 2014 Performance Bonus.** The Board exited Executive Session at 1:03pm CST.
10. Rob Butcher and Bill Brenner gave an update on the Education Services division. Bill provided an overview of the successes of the Masters Coach Certification curriculum and the Adult Learn to Swim Instructor certification program. Bill then engaged the Board in a discussion about the possibilities for expanding the offerings of Education Services.
11. Rob Butcher presented the Executive Director's report. Rob gave a presentation related to current and future member benefits and the phases of a vision to carry the National Office forward. Discussion ensued on the questions that arise from the proposed opening of a USMS office in another city (Charlotte). The Board entered Executive Session at 3:18pm to discuss the Executive Director's presentation. The Board exited Executive Session at 3:49pm. **MSA not to open a satellite office in Charlotte at this time.** The Board proposed a Task Force to explore the options for the National Headquarters. The task force will be comprised of a core of Board members who will assess the need to move, and the best places to move if a move is warranted.
12. FINA Update (Dale Neuberger): Dale stressed that the leadership of the US in our sport has been instrumental in aquatics over the last 100 years. USMS has an ongoing opportunity to be a part of that. 2015 marks the first time that a Masters World Championships will take place immediately after the elite World Championships in Kazan, Russia. Dale underscored that the Board's charge is to spread masters swimming throughout the world. We also have a relationship with UANA, and Dale will be UANA President from 2015-2019. Dale is hopeful that there will be more leaders of NGBs who have interests and engagement with Masters Swimming. Dale further talked about the CCCAN meetings that will take place to put together a technical manual that will assist in hosting national championships for the five aquatics disciplines. Patty asked about support for which major international event this summer. Dale opined that both have value, and that USMS support for both of them will help further the cause of masters swimming. Rob Butcher asked about the possibility of a FINA Hall of Fame in the new FINA headquarters. Currently FINA pays a fee to ISHOF to store many of FINA's archives in its facilities. There is a possibility to have a museum in Lausanne. There are also possibilities for further partnerships between FINA and ISHOF.
13. Privacy Policy: Nadine asked if the policy is standalone or if it is part of the policy manual. A discussion ensued on the particulars of the privacy policy as it applied to providing contact information of club members to clubs. **MSA to separate the Privacy Policy document from the Policy Manual and replace it with a reference to the separate document in the Policy Manual. MSA to approve the Privacy Policy as presented on February 7, 2015** with appropriate housekeeping.
14. Investment Committee Report (Phil): There are six members of the Finance Committee who look into investment options. USMS saw a 6% return in 2014, and investment in the US market seems to be the best place to invest at this time. There have been three discussions on rebalancing the portfolio, and this topic has become more of an interest at this time. Rob Butcher mentioned that SSL is also looking into an investment plan.
15. Nadine indicated that the LMSC Development Summit schedule is posted on the Discussion Forum.
16. Sanctions and Recognition Task Force (Rob Copeland): On the Discussion Forum is an update for the Board that includes updated definitions of the various terms covered by the Task Force.
17. Diversity Task Force (Sarah): Sarah provided highlights of the task force activity. Recommendations included involving more people of color to help add context to the discussion. Sarah has contacted 8 people about their input, including Jeff Commings, Dave Coddington, Benicia Rivera, Dr. Jane Katz, Marty Hendrick, Nobutaka Tan, and Michael Norment.
18. Championship Fee Task Force (Laura): This subcommittee of the Finance Committee includes co-chairs Laura Winslow and

Doug Gilchrist; members Tom Boak, Dan Cox, Kyle Deery, Betsy Durrant and Jeff Roddin. The group has held one meeting to define scope. They have only discussed the national pool championships events so far. Phil offered some data to the task force that he had already collected for his own task force work.

19. Governance Report (Lianne): The committee has had two calls. Discussion has covered the establishment of standards and the need for Affiliated and Allied members of USMS. The other item on the to do list involves the dispute resolution process in the LMSCs so that appropriate decisions are coming to the NBR for review. Education goals have been approved. A set of modules will be approved for the next Board Meeting. A module on roles and responsibilities will be presented at the next Board Meeting. Other items include the roles and responsibilities of the committees and the committee policies. Rob Copeland requested that Committee membership term limits be added to the list.
20. The next session will begin on Sunday, 2/15/2015 at 8:00am, Day 2 of the USMS Winter Board Meeting.

The meeting was recessed at 5:35pm CST.

Respectfully Submitted,
Chris Colburn, Secretary

Committee Name:	Board of Directors	Session #:	2	Report #:	1
Committee Chair:	Nadine Day	Vice Chair:			
Minutes recorded by:	Chris Colburn	Date/time of meeting:	2/15/2015 8:00am CST		

Motions Passed:

1. MSA to refer to non-sanctioned Open Water events as “unaffiliated.”
2. MSA to recommend to Legislation to add the following language to the sanction definition in 203.3.2 of the Rule Book: “Additionally, open water events must have a safety plan approved by the National Open Water Compliance Coordinator.”
3. MSA “Calendar listings of upcoming open water events shall clearly distinguish USMS-sanctioned events from events that are not sanctioned by USMS (‘Unaffiliated Events’) and shall communicate affirmatively that Unaffiliated Events are not affiliated with or sponsored by USMS.”
4. MSA to have Nadine attend the Tuesday, 2/17/2015 staff meeting to communicate the decisions of the Board.

Number of committee members present: 23 **Absent: 4** **Number of other delegates present: 3**

Committee members present (list all, including chair and vice chair): Nadine Day - President recalled the meeting to order at 8:02am CST. Also present were: Ed Tsuzuki - VP of Administration; Chris Stevenson - VP of Local Operations; Chris McGiffin - VP of Programs; Jody Smith -VP of Community Services; Chris Colburn – Secretary; Phil Dodson – Treasurer; Patty Miller - Legal Counsel; At-Large Directors: Bruce Hopson (Breadbasket); Dave Diehl (Colonies); Sean Fitzgerald (Dixie); Dan Cox (Great Lakes); Sarah Welch (Northwest); Leianne Crittenden (Oceana); Jill Gellatly (South Central) and Laura Winslow (Southwest); Rob Butcher – Executive Director; Dave Coddington (USA Swimming Liaison to USMS); Past Presidents: Jeff Moxie, Rob Copeland, Jim Miller, Nancy Ridout and Ted Haartz.

Not present: Past Presidents: Mike Laux, Dan Gruender, and Tom Boak; Mel Goldstein is recused from the Board due to his contractor position with USMS.

Guests: Ed Coates (Compensation and Benefits Chair), Susan Kuhlman (CFO), and Bill Brenner (Education Director).

Minutes

The meeting was called to order at 8:02am CST.

1. VP Local Ops Report (Chris Stevenson): There were no questions about the report.
2. IT Liaison Report (Chris McGiffin): By the next Board meeting, Chris should have 100% of feedback from the committees about priorities. Then high-level organizational and operational priorities will be set.
3. Open Water Task Force Update and Proposals (Jim Miller): Jim gave a presentation on the progress of the Open Water Task Force, the task force mission and goals, and the items passed by the committee. **MSA to refer to non-sanctioned Open Water events as “unaffiliated.” MSA to recommend to Legislation to add the following language to the sanction definition in 203.3.2 of the Rule Book: “Additionally, open water events must have a safety plan approved by the National Open Water Compliance Coordinator.” MSA “Calendar listings of upcoming open water events shall clearly distinguish USMS-sanctioned events from events that are not sanctioned by USMS (‘Unaffiliated Events’) and shall communicate affirmatively that Unaffiliated Events are not affiliated with or sponsored by USMS.”** A long discussion followed on the overall cost findings discussion held by the Finance Committee and the implications of those costs. The discussion extended to the possibilities of revenue generation and cost coverage, as well as how these changes would impact event directors and the membership. **MSF “To cover 100% of the costs of running events, for pool there would be a per participant fee of \$1.37 per entrant and for open water a \$12.95 fee per swim. These fees will be reviewed every two years.”** Further discussion included the rationale that USMS is looking for the best way to eliminate the \$1000 per event Open Water sanction fee. Rob Copeland indicated that he and Sean will work together with Leianne to draft language for a national sanction fee as a next step. Rob asked if there is a desired outcome for Legislation at Convention (yes). Jim thanked the Open Water Task Force members for their help and input, and added some final thoughts on the direction forward related to volunteer resources dedicated to Open Water.
4. Phil reported on the revenue model options discussed by the Finance Committee. Details included swimmer fees for pool events, as well as fees for open water events. The revenue model proposed by the Finance Committee includes a minimum fee, a per-participant fee, and a maximum fee that would be charged to meet hosts to continue to make event hosting attractive to hosts. Phil recommends to the Board to accept the Finance Committee’s revenue model, knowing that the numbers could change based on what is acceptable. Laura suggested that we do not accept the recommendation, instead offering this as a service to the members. Chris McGiffin asked if this is a general membership benefit, or limited to those people who participate in the events. Discussion continued that it should be a general membership benefit, rather than what the current model supports. Rob Butcher mentioned that we could reduce the impact outside of the financials based on the safety regulations that we have implemented. Chris McGiffin suggested that the discussion continue with the Open Water

Task Force. Nadine indicated that they would provide an update for next month.

5. Patty expressed some concerns about the Open Water Task Force documents that were approved yesterday before she arrived. Rob Copeland asked Patty to send her comments to the Task Force. Rob indicated that the documents will not be published until the conversation between Patty and the Task Force takes place, and the documents are updated accordingly.
6. Legislation Recommendations from the Board are due at the Summer Board Meeting. There was a discussion that ensued from the discussion of multiple open water-related committees and task forces about whether this structure should be adjusted. The issue concerns the larger issues related to the structure of the organization. Nadine indicated that those discussions include both the Board and the Governance Committee. There was also some discussion about the role of the Registration Committee. Rob Copeland indicated that is an Executive Committee issue, and not an issue for the Governance Committee.
7. New Business:
 - a. Rob Copeland asked the President to share the executive limitations policy with the Board, and have a review of it at a future Board Meeting. Patty provided some background on the document, which covers the boundaries of the relationship between the Board and the Executive Director.
 - b. Rob Copeland also shared that he feels that Rob Butcher and Nadine relay the decision of the Board about Charlotte. **MSA to have Nadine attend the Tuesday, 2/17/2015 staff meeting to communicate the decisions of the Board.**
 - c. Nadine announced the members of the Headquarters Task Force (Jeff Moxie, Ed Tsuzuki, Sarah Welch, Jill Gellatly, Dan Cox, and Laura Winslow) and Succession Planning Task Force (Nadine Day, Phil Dodson, Patty Miller, Ed Coates, Jody Smith). Rob Copeland also asked that the Task Force consider Board succession planning, since both Nadine and Jody are affected this year by term limits.
8. The next meeting will be held on Monday, 3/16/2015 at 8:30pm EDT.

The meeting was adjourned at 10:51am CST.

Respectfully Submitted,
Chris Colburn, Secretary
