

# USMS Convention — Kansas City, Missouri 2015

<b>Committee Name:</b> Board of Directors	<b>Session #:</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> 9/30/2015 9:00am CDT

## Motions Passed:

1. MSA that the Board directs the Finance Committee that they may present an unbalanced budget.
2. MSA to approve the 9/21/2015 Board of Directors Conference Call Minutes.
3. MSA for the LMSC Development Committee to revise the LMSC Standards.
4. MSA to approve the proposed amendments to EOG related to deadline date changes; incumbents not running for a second term; and floor nominations guidelines.
5. MSA for a 2015 overbudget request of \$50,000 to cover costs for the Executive Director search process.

<b>Number of committee members present: 23</b>	<b>Absent: 4</b>	<b>Number of other delegates present: 22</b>
<b>Committee members present (list all, including chair and vice chair):</b> Nadine Day - President called the meeting to order at 9:02am CDT. Also present were: Ed Tsuzuki - VP of Administration; Chris McGiffin - VP of Programs; Chris Stevenson - VP of Local Operations; 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; Past Presidents: Tom Boak, Jeff Moxie, Rob Copeland, Jim Miller, Nancy Ridout and Ted Haartz; Dave Coddington (USA Swimming Liaison to USMS);		
Not present: Jody Smith -VP of Community Services; Past Presidents: Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.		

## Minutes

The meeting was called to order at 9:02am CDT.

1. President's Welcome: Nadine thanked the members of the Board for their support during her terms as President. The Executive Committee received Presidential Citations. Nadine made a presentation to Rob Butcher, thanking him for his service. Chris also made a presentation to Rob on behalf of the Board: a framed copy of the Masters article from the front page of the *Wall Street Journal*. Ed is in charge of the New Delegates luncheon and explained the logistics for the event.
2. Executive Director Updates (Rob Butcher): Rob complimented Tracy on the work she has done to prepare for this Convention. Rob introduced Holly Newman and Jay Eckert who will be able to help with SSLF and sponsorship programs, respectively, so Kyle can work on initiatives to make our membership more compelling to fitness swimmers. Julie Linblad starts 10/26 as our new office manager. The office transition continues to go well and on schedule. Laura introduced Elaine Howley, who works with Laura Hamel in publications. Rob asked the Board about the "what ifs" if part or all of the Sanction Fee Proposal does not pass. Jim mentioned and Nadine agreed that the Board has already approved the concept of a negative budget. Discussion continued about how the budget could be modified to cover the overage. **MSA that the Board directs the Finance Committee that they may present an unbalanced budget.** Nancy commended Rob for the outstanding job he has done carrying the organization forward.
  - a. Rob showed a video that resulted from the "Why I Swim" exercise from the LMSC Leadership summit.
3. Officers' Reports:
  - a. Secretary: **MSA to approve the 9/21/2015 Board of Directors Conference Call Minutes.** Discussion centered around making sure that we remain transparent about the pools for staff bonuses and raises while not enabling anyone to determine an individual's salary from the data presented in the minutes.
  - b. Vice President of Administration (Ed): Nothing additional from previous reports. The New Delegate Luncheon is limited for veterans by ticket only to 30. The time frame is really tight to pull it off, so please be prompt.
  - c. VP of Local Operations (Chris Stevenson): Two items:
    - i. There are situations when times at USA meets are automatically recognized, and then we have dual sanctioned meets, because FINA Masters doesn't recognize USA Swimming times. The issue arises when an individual swimmer attempts to get a USMS sanction, and USMS isn't sure if the host knows. Further, we may need to explore any potential insurance issues. Anna Lea presented some information about dual sanctioned events over the last two years. Apparently this only affects two swimmers, since the majority of the requesters have been meet hosts.
    - ii. There was a discussion about proposed improvements to the LMSC standards process recommended by the LMSC Development Committee. Currently 42 of 52 LMSCs are out of compliance if all standards are considered. Discussion centered around ways to address non-compliant LMSCs who want to improve vs. ways to address recalcitrant/malfeasant LMSCs. Anna Lea spoke to the basic criteria required of a

nonprofit that each LMSC must do as a subordinate organization. **MSA for the LMSC Development Committee to revise the LMSC Standards.**

- d. VP of Programs (Chris McGiffin): Nothing additional from the report.
  - e. VP of Community Services (Nadine for Jody): Nadine thanked Jody for her four years of service. Chairs have been informed that in Jody's absence at Convention,
    - i. Jim Miller will be the Executive Committee (EC) rep for Sports Medicine and Science.
    - ii. Chris Colburn will be the EC rep for Coaches.
    - iii. Nadine will be the EC rep for Fitness Education.
  - f. Treasurer's Report (Phil):
    - i. Patty mentioned that there will be a new strategic planning process, and there should be some funds budgeted for that.
    - ii. We have an overbudget process to deal with relocation and staff changes (Ed and Nadine).
    - iii. The Board discussed the roles of the Board and the Finance Committee with respect to the Business Plan and the metrics, goals, and objectives used to evaluate new and existing programs.
    - iv. Phil led a discussion of his observed major long-term financial issues and their order of importance to the Board. Nadine thanked Phil for his service and attention to detail during his term of Treasurer.
  - g. Legal Counsel (Patty):
    - i. Patty discussed transfer of the Corporation from Ohio to Florida. Patty sent a memo outlining the differences in the Articles of Incorporation presented to Florida relative to the 1981 Articles registered in Ohio. Primary changes deal with compliance with the current Internal Revenue Code, Florida requirements and the relation of the Articles of Incorporation to our By-Laws. We will need legislation to empower the Board of Directors to amend the Articles of Incorporation. This will be presented to the HOD as legislation. Rob provided that L36 will come before the HOD and will require a simple majority to approve.
  - h. USA Swimming Liaison (Dave Coddington):
    - i. USA Swimming Board of Directors meeting was yesterday. At issue is the discussion of the relationship of the United States Aquatic Community with FINA, and unaffiliated groups that have spoken in opposition. Patty provided some background on the issues, as well as the ways that we can proceed without direct involvement in the issue.
    - ii. USA Swimming has two officials going to Rio from USAS: Cecil Gordon (Delaware) will be a starter, and Jay Thomas (Florida) will be an official as well.
    - iii. USA Swimming will elect zone directors this year (2 for each zone). Dave is running for reelection.
    - iv. USA Swimming is looking for clarification on how to educate the new FINA IM freestyle rule for participants.
    - v. Nadine congratulated Dave, who will be the Referee for the 2016 Olympic Trials.
    - vi. Rob asked Dave a question regarding a membership issue in the Georgia LSC.
4. Election Operating Guidelines (EOG) Update (sent by Cheryl Gettelfinger)
    - a. Nadine discussed changes that were suggested and amended for EOG. Changes include the process by which first-term candidates give notice that they will not seek re-election. **MSA to approve the proposed amendments to EOG related to deadline date changes; incumbents not running for a second term; and floor nominations guidelines.** Discussions centered on how changes and intentions will be communicated to the members.
  5. Legislation Issues (Rob Copeland):
    - a. L35 (Past Presidents serving on the Board): The discussion centered around the rationale that limits the Past Presidents' service to the Board, the history of the proposal, and the mechanics of the process. The discussion continued about the pros and the cons of the proposal, and a number of past presidents weighed in on their abilities to provide support, mentorship, and ongoing contributions to the success of Masters Swimming. Nadine weighed in that this proposal is related to the evolving purpose of Convention and the selection of the House of Delegates. The Board is in favor of having Governance further explore the issue with research, rather than having it be addressed during the course of the legislation process at convention.
  6. Task Force Reports
    - a. Diversity (Sarah Welch):
      - i. Sarah thanked the members of the Task Force and highlighted some of the directions taken during the process. Discussion centered on how the outcomes of the task force will help to promote the message within Masters Swimming. Rob Copeland mentioned that the key point here is outreach, and not necessarily the opportunities that already exist. Bruce provided some insights on the content, and Chris McGiffin and Susan asked about the outcomes.
    - b. Executive Director
      - i. A task force chaired by Ed has been put together since Rob gave notice of his end of year departure to the Board on 9/21. Other members of the Task Force are Jill, Dan, Jim Miller, Nadine, Sarah, and Patty. Further steps will be discussed in Executive Session. Ed explained the work that has taken place in the past 9 days. An RFP process will be extended to search firms, and Rob Butcher will be consulting with the task force during the process. Ed explained that there will be an overbudget request of approximately \$50,000 to get through the interviewing phase of the process. **MSA for a 2015 overbudget request of \$50,000 to**

**cover costs for the Executive Director search process.** Jeanne Ensign (Finance Committee Chair) addressed the Board on the process by which an overbudget request could be extended if more funds were needed for the search process.

- ii. The Task Force is clearly focused on the identification of a new Executive Director. The Task Force knows that 3 months is a quick turnaround for this process. To that end, we also need a contingency plan for if we don't have anyone in place by 12/31.
7. The Board broke for lunch at 12:18pm CDT.
  8. Executive Session: The Board entered Executive Session at 12:57pm CDT to discuss three topics, including the IT Liaison Report and succession planning for key personnel. The Board exited Executive Session at 1:26pm.
  9. IT Liaison Report: The report focuses on 4 recommended priorities for the USMS IT staff: enhancing the open water and postal event member experience; enhancing the fitness member's FLOG experience; creating a USMS mobile app; and addressing other priority End-To-End Management event-related needs. Jim Matysek related some needs around unifying data in Places to Swim and the ALTS Certification with club registration data. Jim thanked the VPs for the work they did in prioritizing the IT work, as the staff has never before had that level of direction. Further discussion ensued that the Board concurs with the priorities determined by the IT Liaisons.
  10. Governance Items:
    - a. Leianne provided an update related to the changes that have taken place with Convention over the years, since committees now do much of their work throughout the year, instead of at Convention. The end point of the discussion involved what should happen at Convention. Nadine announced that the convention evaluation is not completed in deference to making sure that we come up with the best questions to pose to the HOD related to Convention and the Convention experience.
    - b. The next topic dealt with the issues related to the growing size of the House of Delegates as the membership grows. The questions that were raised included the purpose of convention and the specific recommendations for the makeup of the House of Delegates, since the formula used to calculate the size of the HOD is over 28 years old. Discussions centered around the makeup of the membership formula, as well as the role and composition of the automatic delegates.

The Board recessed at 2:14pm CDT.

Respectfully Submitted,

Chris Colburn, Secretary

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