

Actions Taken:

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	11/26/2018 8:30pm ET

1. Approved: Ratification of email vote approving the October 22, 2018 Board of Directors Meeting minutes.
2. Approved: Accept the recommendation of the President for Chairs and VCs of standing committees of the Board, except Governance.
3. Approved: Accept the recommendation of the President for Chair of the Governance Committee.

Number of committee members present: 25	Absent: 3	Guests: 1
Committee members present (list all, including chair and vice chair): Patty Miller - President; Peter Guadagni - VP of Administration; Chris Colburn - VP of Local Operations; Donn Livoni - VP of Programs; Frank (Skip) Thompson - VP of Community Services; Greg Danner - Secretary; Ralph Davis - Treasurer; Maria Elias-Williams - Legal Counsel; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Chris Campbell (Oceana); Ed Coates (South Central); and Teddy Decker (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day (Immediate Past President), Rob Copeland, Nancy Ridout, Jim Miller, Jeff Moxie, Tom Boak, and Ted Haartz; Dale Ammon (USA Swimming Liaison to USMS).		
Not present: Past Presidents: Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.		
Guests: Sandi Rousseau.		

Minutes

The meeting was called to order at 8:30 pm ET.

1. Agenda review and declarations of conflict of interest (Patty): Patty and Jim declared a conflict of interest with a recommended appointment to the Governance Committee.
2. Ratification of email vote approving October 22 BOD minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
3. CEO's Report (Dawson):
 - a. Membership: It is too early to evaluate trends, but individual membership is close to 2014 at the same point. Club/WO group registration is slightly ahead of 2014. Dawson will continue to keep the BOD up to date as registration progresses. There were approximately 60 gold clubs last year and there are 116 already this year. We are hoping to reach 250 by January/February.
 - b. Open Water Strategy: Currently at the information gathering stage. Contact has been made with the LD and OW committee chairs, as well as some event hosts. Dawson expects to have feedback prepared for the Winter (February) BOD meeting.
 - c. IT software/topics:
 - i. Community: Proposal expected by December BOD meeting as to how we'll move forward with replacing the forums.
 - ii. Communications from forums: There are noted issues with forum post notifications going to several email service providers. Dawson suggested adding the group email addresses to the personal contact list and that may help the notifications to come through. Also, Board members may contact the National Office if notifications are not being received.
 - d. CCS:
 - i. Dawson will be meeting with Advisory Board later this week. On the agenda: Make sure they understand USMS is here for support and we can put them in contact with any number of appropriate individuals.
 - ii. Membership: Over 4,500 members and 140 clubs. On track with the forecast.
 - e. Questions (*Secretary's Note: Dawson's responses to questions below are the version that was corrected after the call for accuracy*):
 - i. Tom: Contacted by a club in his LMSC that stated only one coach could be entered during club registration and that the coach needed to be certified. Dawson: Multiple coaches can be entered but they do need to be certified. Since the coach isn't currently displayed on the club detail page, the purpose of the collecting certified coaches is for Gold Club status verification. As we continue to evolve we may add all coaches to the data collected down the road. We still collect interest in coaching and coaches can self-designate. Dawson asked Tom to provide the contact information, so the National Office can assist.

- ii. Currently have 1233 clubs (835 clubs and 398 workout groups). Not included in that number are 141 CCS Clubs. Skip asked if it is possible to view a list of CCS/USMS bridge members. Dawson indicated that this is being worked on and he has a status update call upcoming with Club Assistant.
 - iii. Nancy mentioned that she renewed her own membership, but had problems renewing another member (as a gift) that was not previously registered with the same email address. She was able to resolve the problem but asked what someone should do if they don't have similar access. Dawson said that members should contact the National office, as there are various fixes for these types of situations. (Update: Based on the IP address of a specific computer/browser the system recognizes that a person has already registered. A member can clear their cookies and/or use an incognito browser if registering multiple accounts on the same computer.)
 - iv. Matt indicated he is not receiving email notifications regarding members that have registered for his workout group, where he had been in the past. Dawson said these notifications should still be going through and this will need to be investigated further.
4. Futures Task Force: direction for 2019 and beyond (Dan): The task force is currently on hold and has held no meetings since convention, as the group awaits information on whether it shall continue. Patty asked what remains to be done and if there are any plans for the upcoming year. Dan said that follow-up needs to be done with the five-star program and that the task force wants to develop an award to highlight the achievements of younger members. Maddie asked if there were minutes posted or additional information available. Dan said that the workshop presentations should be available on the website. Greg noted that since the group communicates through Slack, there aren't formal meeting minutes. Dan pointed out that the Slack chat history goes back to the beginning, so info can be looked up as needed. Patty reminded the Board that task forces operate for a limited duration and then asked if there was support for it to continue. Chris Campbell stated it is a good idea to have this task force and Maddie agreed, adding that outreach to LMSCs should be considered. Rob would also like to see the task force continue and bring new members to it each year. The task force has engaged younger volunteers and allowed them to understand work at the national level, while they potentially wait for committee appointments. Dan thanked Patty for utilizing task force members and giving them an avenue to advance. There was Board consensus to continue the task force.
 5. Concurrence with President's appointment of chairs of standing committees of the Board – excluding Governance (Patty): This year, appointments are planned with the goal of keeping as much the same as possible, to allow the succeeding President more flexibility. Patty then fielded questions on her recommendations. Skip asked if the overall concept regarding getting newer people in applies to these committees as well. Patty said yes, but that the level of expertise is an important consideration. Nadine asked for clarification regarding Patty's note on the Governance Chair being a BOD member. Patty stated that it isn't a requirement, simply her view that the Governance Chair should be in touch with the Board and would be if they're a member. Next, Patty reviewed the complete list of Chairs/VCs and noted that she wants the Governance Committee to be focused on core activities of improving our structure, board education, and board self-assessment. Ralph made a general comment that it is a normal concept for a Board member (of any organization) to serve as a Chair or VC for a standing committee of the Board. **MSA to accept the recommendation of the President for Chairs and VCs of standing committees of the Board, except Governance. The motion passed unanimously.**
 6. Board meeting schedule (Patty):
 - a. December BOD meeting changed to Tuesday, December 18 at 8:30 pm ET.
 - b. Recurring meetings in 2019 will return to the prior schedule: 1st (EC) and 3rd (BOD) Mondays of each month.
 7. Potential grievance (Maria): *(Secretary's Note: Due to not being a Board member, Sandi exited for the remainder of the conference call).* The Board of Directors went into Executive Session to discuss a confidential issue: a potential grievance.
 8. Concurrence with President's appointment of chairs of standing committees of the Board – Governance only (Peter): *(Secretary's Note: Due to a conflict of interest, Patty and Jim exited for the remainder of the conference call).* **Motion to accept the President's recommendation for Governance Chair. Seconded.** Discussion: The Board was in consensus that the recommended appointee is the best person for the role. Several Board members would prefer to see an elected Board member as Chair or VC, however, it was noted that there were no such applicants. The tenure of Governance Committee members is a concern to some, but others pointed out that the level of expertise is very important to Governance. It was suggested that if we accept the recommendation for Governance Chair, we ask Patty to consider new people to serve as Vice Chair and members of the Committee, while recognizing that this would only be a recommendation. **The motion passed unanimously.** One elected BOD member offered to apply for Governance Vice Chair. Rob told that person to contact Patty. Peter will communicate the results of this discussion to Patty.
 9. The next EC call will be at 8:30pm ET on Monday, December 10, 2018. The next BOD call will be at 8:30pm ET on Tuesday, December 18, 2018.

The meeting was adjourned at 10:25 pm ET.

Respectfully Submitted,
Greg Danner, Secretary