

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Peter Guadagni		
<b>Minutes recorded by:</b>	Greg Danner	<b>Date/time of meeting:</b>	12/16/2019 8:30pm ET

## Actions Taken:

1. Approved: November 18, 2019 Meeting minutes, as amended.
2. Approved: ALTS Programming Committee Chair & Members.
3. Approved: The Compensation and Benefits recommendation on the CEO bonus goals for 2020 as presented.
4. Approved: The Compensation and Benefits recommendation to have the BOD conduct a February conference call for the purpose of reviewing CEO bonus plan results.
5. Approved: The Compensation and Benefits recommendation for 2020 CEO merit increase.

<b>Number of committee members present:</b> 22	<b>Absent:</b> 7	<b>Guests:</b> 3
<p><b>Committee members present (list all, including chair and vice chair):</b> Peter Guadagni - President; Chris Colburn - VP of Administration; Ed Coates - VP of Local Operations; Donn Livoni - VP of Programs; Chris Campbell - VP of Community Services; Greg Danner - Secretary; Teddy Decker - Treasurer; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Maddie Sibia (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Clare Kubiak (Oceana); Diana Triana (South Central); Jill Gellatly (Southwest); Dawson Hughes - CEO; Past Presidents: Nadine Day, Jeff Moxie, Jim Miller, Nancy Ridout, Ted Haartz; Dale Ammon (USA Swimming Liaison to USMS).</p> <p><b>Not present:</b> Maria Elias-Williams - Legal Counsel; Past Presidents: Patty Miller (Immediate Past President), Rob Copeland, Tom Boak, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p><b>Guests:</b> Erika Braun, Sandi Rousseau, Jack Groselle.</p>		

## Minutes

The meeting was called to order at 8:36 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): None.
2. Vote to approve November 18, 2019 Meeting minutes, as amended (Greg): **MSA to approve the minutes as amended. The motion passed unanimously.**
3. Minute of good news (Chris Colburn): ALTS program in Madison, WI is partnering with their LMSC to partially fund that program.
4. CEO's Report (Dawson):
  - a. New email marketing system: An upcoming email from our new system will be issued to volunteers and it will be tested on smaller sets of members before utilized on larger membership segments. This system is a big step toward getting our new "community" implemented. Different subscription options will be offered to our members.
  - b. Open Water strategy: We thought we were close with the OW results database, but this has stalled. Development is continuing.
  - c. Unified fees: There will be a presentation at the Winter BOD (Sarasota, FL Feb 29-Mar 1) regarding legislation, fees, and next steps.
  - d. Holiday staffing: unofficially closed between Christmas and NYE, but there is still coverage.
  - e. Questions: Donn asked if there were any updates on the new LMSC website templates. Dawson said an email is forthcoming.
5. Approval of proposed ALTS Programming Committee Chair & Members (Peter/Carrie):
  - a. The Board consensus is that this will be an Ad Hoc Committee.
  - b. **MSA to approve the proposed ALTS Programming Committee Chair & Members.** Chair and Ex Officio for SSLF: Carrie Stolar. Members listed in material presented in advance: Lisa Brown, Mia Erickson Stevens, Michael Hamm, William Kolb, Bill Meier, Jeff Waddle, Lisa Ward, plus up to four other members to be chosen by the Chair with concurrence of the President. Ex Officio: Jay DeFinis, Bill Brenner, Holly Neumann. **The motion passed unanimously.**
6. Policy review calendar and January policy for review (Peter): Peter suggested that we review Board policies more frequently since we currently state we will review them annually. He noted that annually is perhaps too frequent and suggested every other year. Peter plans to catalogue all the Board approved policies and assign one every month over a two-year period to be

reviewed. In most cases, the review would consist of Board members reviewing the policy and voting to reaffirm. Peter asked the Board to share any thoughts on this topic. Jim concurred that the timing is reasonable but suggested a subcommittee to review all policies as opposed to the entire Board. Ed suggested the Governance Committee could take an initial look at the Board policies and Jim had no objection. The Board will hold off on discussing any policies until it hears back from Governance.

7. Compensation and Benefits (Ed C.): The Board of Directors went into Executive Session to discuss confidential human resources issues. *(Secretary's Note: Dawson (conflict of interest), Sandi (non-BOD guest), and Jack (non-BOD guest) exited for the remainder of the conference call as the meeting went into Executive session).*
  - a. Chris Colburn: Point of clarification prior to going into ES that Erika Braun is on the call due to her role on the Compensation & Benefits Committee.
  - b. As Chair, Ed presented the Compensation & Benefits Committee recommendations, each of which were discussed:
    - i. **MSA for 2020 CEO bonus objectives.**
    - ii. **MSA for the Board conducting a conference call in February for the purpose of reviewing CEO bonus plan results.**
    - iii. **MSA for 2020 CEO merit increase.**
8. The next EC call will be at 8:30pm ET on Monday, January 6, 2020. The next BOD call will be at 8:30pm ET on Monday, January 20, 2020.

The meeting was adjourned at 9:42 pm ET.

Respectfully Submitted,

Greg Danner, Secretary