

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Patty Miller		
Minutes recorded by:	Greg Danner	Date/time of meeting:	5/20/2019 8:30pm ET

Actions Taken:

1. Approved: Ratification of email vote approving April 15, 2019 Meeting minutes.
2. Approved: The proposed legislative changes for budget modernization, as presented by the Finance Committee.

Number of committee members present:	23	Absent:	5	Guests:	2
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); 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, Tom Boak, Nancy Ridout, Jim Miller, and Ted Haartz; Dale Ammon (USA Swimming Liaison to USMS).					
Not present: At-Large Directors: Maddie Sibilica (Dixie); Past Presidents: Jeff Moxie, Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.					
Guests: Jeanne Ensign, Sandi Rousseau.					

Minutes

The meeting was called to order at 8:32 pm ET.

1. Agenda review and declarations of conflict of interest (Patty):
2. Ratification of email vote approving April 15, 2019 Meeting minutes (Greg): **MSA to approve the minutes. The motion passed unanimously.**
3. Budget Modernization Proposal (Jeanne): Briefly described the legislative proposals for budget modernization document that was provided in advance of the call. Matt noted that rationale and benefits are clear but asked if any drawbacks were discussed. Jeanne responded that from a business perspective there are no drawbacks: having more information on the current year is invaluable toward generating a more accurate budget. Ralph concurred and added that this is the appropriate final step of preparing the budget in a timeline similar to most professional organizations. Also, Chris Campbell agreed that this is a standard business practice model. He added that the number of volunteers (approximately 40) that have budget input should be emphasized. Jeanne noted that this modernization would allow for major initiatives to be brought to convention. In terms of timeline changes, Dawson mentioned that the budget assumptions would be brought to convention rather than the Summer BOD meeting, along with fee changes. The final budget could then be prepared after convention. **MSA to approve the proposed legislative changes for budget modernization.** Discussion: Jeff S. asked if this the final form of the proposal and Patty noted that any suggested changes should be discussed now. There were no changes suggested to the proposal. **The motion passed unanimously.**
4. CEO's update (Dawson) – written report provided last week:
 - a. Q1 Budget Forecast: No questions from BOD.
 - b. Unified Fee: Dawson asked if there were any questions on the timeline, fee, and approach. Matt asked if there was no convention if funds would be returned to the LMSC. Also, he asked if USMS would be able to provide a guarantee that LMSCs have the funds to support events operating at a loss. Dawson indicated that some annual meeting will take place even if the convention format changes. Additionally, the idea of a safety net in the form of a LMSC Opportunity Reserve is intended to assist with his other concern. USMS staff and services are a backstop for the local level. Generally, the unified fee is intended to improve the long-term health of the organization. Dawson welcomes feedback on the communication. Patty asked Dawson to compile data on the correlation between price and membership. Also, it was noted that the National Office has 49 of 52 LMSC financials from 2018, which is useful in determining the feasibility and structure of a unified fee.
 - c. Open Water Task Force (OWTF) priorities: Ten priorities listed in the report. Dawson asked if there were any questions. Skip asked if our potential partnerships were going well. Dawson noted positive momentum and continuing conversations with several organizations. Donn added that during the last Open Water Committee meeting they reviewed OWTF highlights, which were positively received.
 - d. National Office lease: Building owner is looking for us to extend our lease early, which would result in savings.

- e. Insurance: Will be discussed later in the meeting under Executive Session.
 - f. Partnership: Third party development of a fitness tracking app is underway.
 - g. Try Masters Swimming Week: 700 people have filled out the trial membership form since it opened on May 15. The National Office will be tracking how many of those become members and compare Gold vs. non-Gold clubs.
5. Update from May USAS meeting (Patty): Recapped continuing discussions about the current convention format and NGB involvement. There is some expectation that the format will change in the future, but so far, the details are undetermined. If USAS is unable to use the convention as a revenue source, an alternate finance model would be developed. From that discussion arose questions about the history and structure of USAS. This led to the formation of a USAS Governance Task Force that is to be chaired by Patty. Each NGB will have one to two reps. Tom Boak will be a masters rep.
6. Volunteers Task Force
- a. ALTS Committee formation (Patty): Patty indicated that some members expressed their disappointment that the VTF recommendation for an ALTS Committee was not approved at the April BOD meeting. She reminded them and the BOD that LMSCs can propose legislation. Carrie stated that Minnesota will propose legislation prior to June 10 for ALTS Committee formation. BOD members that voted against the motion in April pointed out that a task force or ad hoc committee are other possible solutions.
 - b. Status of any proposed legislation (Rob): The only likely legislation related to VTF recommendations is the Registrar to LMSC Membership Coordinator title change. Rob has communicated with Laura Winslow. The proposal will likely not be before the June 10 deadline, but is expected to make it into the convention packet for the normal HOD process (50% vote).
7. Insurance (Dawson): The Board of Directors went into Executive Session to discuss confidential insurance issues.
8. New Business: None.
9. The next BOD call will be at 8:30pm ET on Monday, June 17, 2019. The next EC call will be at 8:30pm ET on Monday, June 3, 2019.

The meeting was adjourned at 9:59 pm ET.

Respectfully Submitted,

Greg Danner, Secretary