

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Greg Danner	Date/time of meeting:	1/20/2020 8:30pm ET

Actions Taken:

1. Approved: Investment Policy as edited by the Investment Committee.
2. Approved: December 16, 2019 BOD Meeting minutes, as presented as amended.

Number of committee members present: 25	Absent: 4	Guests: 1
<p>Committee members present (list all, including chair and vice chair): 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 Sibilila (Dixie); Dan Cox (Great Lakes); Matt Miller (Northwest); Clare Kubiak (Oceana); Diana Triana (South Central); Jill Gellatly (Southwest); Dawson Hughes - CEO; Past Presidents: Patty Miller (Immediate Past President), Nadine Day, Rob Copeland, Tom Boak, Jeff Moxie, Jim Miller, Nancy Ridout, Ted Haartz; Maria Elias-Williams - Legal Counsel.</p> <p>Not present: Dale Ammon (USA Swimming Liaison to USMS); Past Presidents: Mike Laux and Dan Gruender. Mel Goldstein is recused from the Board due to his contractor position with USMS.</p> <p>Guests: Sandi Rousseau.</p>		

Minutes

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

1. Agenda review and declarations of conflict of interest (Peter): None.
2. Minute of good news (Peter / Chris Campbell): Peter shared a poem and Chris Campbell reported some news that a family member is going back to school and will be a College Club Swimming (CCS) member.
3. CEO's Report (Dawson):
 - a. Partner discussion: At the request of a partner, we may be restructuring an agreement to help them out.
 - b. Membership update: We're about 1,000 members behind one year ago at the same time; with approximately 38,000 members to date.
 - c. Volunteer/community:
 - i. Upcoming P2P call for LMSC Membership Coordinators.
 - ii. First email went out on Friday from our new email platform and another email will be going out soon to coaches.
 - iii. In the next few months, we'll see more functionality for opting in or out to numerous (7-8) categories of content.
 - iv. Noted that Membership Coordinators should not modify email addresses from members, particularly in reference to some who completely remove email addresses associated with an account at the request of a member. This is not the intended method for those who want to opt out of email communications. Most members still want to receive basic communications from the National Office.
 - d. 2019 SSL donations number was final around \$135,000, with about \$20,000 coming from the Fitness Series. This total is up a small amount from the year prior.
 - e. Questions: Tom asked about membership trends as compared to last year. Dawson indicated that November was behind last year, but January is ahead up to this point and we are expecting to make up ground later in the year around some campaigns.
4. Approval of Investment Policy update (Teddy): A document outlining the policy and changes was provided in advance of tonight's meeting. Ed inquired about the change of up to seven committee members instead of five members. Teddy said the flexibility to increase to seven is desired from the committee if there's enough interest. Peter indicated that this policy should be separate from soon to be created committee statement. **MSA to approve the Investment Policy as edited by the Investment Committee. Motion carried unanimously.**
5. Date & location of Summer BOD Meeting (Dawson):
 - a. Proposed date: July 11-12, 2020
 - b. Location: TBD, likely on the west coast.

- c. Peter asked if there were any conflicts. One conflict was noted for those days by a non-voting member of the BOD. Dates will be confirmed soon.
6. Volunteer Task Force Revised Recommendations (Jeff S., Clare, and Maria):
 - a. Jeff S. went through a slide deck that was provided prior to the meeting. The core content was the same as previously, with revisions to various components.
 - b. The Championship Committee, Event Support Groups, LMSC Development Committee, Legislation Committee, Long Distance Committee, Open Water Committee, Records & Tabulation Committee, Registration Committee, and the Rules Committee were all discussed. Expansion or migration of responsibilities were common recommendations for these committees.
 - c. Questions:
 - i. Tom asked if the VTF felt pushback on various items at convention. Jeff S. noted that feedback received from the VTF convention workshop and the convention surveys was reviewed and considered. Some of the VTF recommendations were revised and some remained the same (as prior to convention). Peter reminded this group that the BOD approved these recommendations for “further development”.
 - ii. Nancy asked if we have enough LMSCs in compliance with the LMSC Standards. Jeff S. responded that we’re in a good place and the VTF believes the LMSC Development Committee can focus on the volunteers.
 - iii. Rob asked about National Championship selection as it relates to Long Distance and pool events. Jeff S. said the VTF has an interest in proposing changes to how the selection process is structured, namely by including the National Office for standardization purposes.
 - iv. Peter indicated that the next step for some of the recommendations would be to determine whether legislation is needed and to propose/submit legislation when warranted. Ultimately, it will be up to the House of Delegates to rule on any legislative changes associated with VTF proposals.
 7. Committee statements (Peter and Teddy): Peter provided background on the document that was provided in advance of the meeting: we want to know how committees operate by expanding on what’s in rule book definition. By committees articulating their purpose, they may be able to adapt to change, take advantage of new opportunities, and have an increased understanding of their relevance. Additionally, it should lay the foundation for accountability. Chris Colburn will share the committee statement document with his chairs after it’s finalized. Chris Campbell noted that some of his committees will benefit in that it will help them determine their structure. Teddy and Peter will discuss a timeline for completion apart from this meeting.
 8. The Board of Directors went into Executive Session to discuss confidential human resources issues, as well as the December 16, 2019 Meeting minutes. (*Secretary’s Note: Sandi (non-BOD guest) exited for the remainder of the conference call as the meeting went into Executive session*).
 - a. Update on personnel matter (Dawson): Confidential personnel issues were discussed. (*Secretary’s Note: Dawson (conflict of interest) exited for the remainder of the conference call Executive Session*).
 - b. Vote to approve December 16, 2019 Meeting minutes, as presented as amended (Greg): Discussion in ES: There was some discussion around appropriate wording within the Executive Session portion of the minutes.
 - c. End of Executive Session.
 9. **MSA to approve the December 16, 2019 minutes, as presented as amended. The motion passed.**
 10. New Business:
 - a. Reminder that the Winter BOD meeting will be Feb 29-Mar 1 in Sarasota, Florida.
 - b. Nadine announced that Ed Tsuzuki was appointed as the Athlete member to the UANA Masters Technical committee for 2019-2023.
 11. The next EC call will be at 8:30pm ET on Monday, February 3, 2020. The next BOD call will be at 8:30pm ET on Monday, February 17, 2020.

The meeting was adjourned at 9:53 pm ET.

Respectfully Submitted,

Greg Danner, Secretary