

<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>	11/16/2020 8:00pm ET

## Actions Taken:

1. Approved: October 19, 2020 BOD Meeting minutes.
2. Approved: Retain current sanction guidance policy (for traditional in person events) that was effective November 1.
3. Approved: Juliet Cox appointed as National Board of Review Chair.
4. Approved: 40k draft budget with net ordinary loss of \$552,446.
5. Approved: MOU between USMS and USA-S Foundation.

<b>Number of committee members present: 23</b>	<b>Absent: 4</b>	<b>Guests: 3</b>
<p><b>Committee members present (list all, including chair and vice chair):</b> Peter Guadagni - President; Chris Colburn - VP of Administration; Chris Campbell - VP of Community Services; Ed Coates - VP of Local Operations; Donn Livoni - VP of Programs; Greg Danner - Secretary; Teddy Decker - Treasurer; At-Large Directors: Carrie Stolar (Breadbasket); Jeff Strahota (Colonies); Britta O'Leary (Southeast); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Jill Gellatly (Southwest), Dawson Hughes - CEO; Past Presidents: Patty Miller (Immediate Past President), Nadine Day, Rob Copeland, Jim Miller, Nancy Ridout, Tom Boak; Maria Elias-Williams - Legal Counsel.</p> <p><b>Not present:</b> Past Presidents: Jeff Moxie, Ted Haartz, Mike Laux and Dan Gruender.</p> <p><b>Guests:</b> Susan Kuhlman – CFO, Sandi Rousseau, Doug Sayles.</p>		

## Minutes

The meeting was called to order at 8:02 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): None noted.
2. Approval of October 19 BOD meeting minutes (Greg): **MSA for approval of October 19, 2020 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of happiness (John): John has a group of swimmers/friends that hold social meetings on Zoom every Friday. Even with pools reopening, the group has continued to do the get togethers. He is pleased that many groups still find ways to get together.
4. Schedule for future Board meetings (Peter):
  - a. December BOD meeting has been changed to December 14.
  - b. The Winter BOD meeting will be held virtually on March 6, 2021.
5. CEO Update (Dawson):
  - a. Mahogany Mermaids: Dawson will send an email to the BOD detailing the effort and process that went into the recent positive national media attention about this club.
  - b. College Club Swimming (CCS): About half the clubs are registered now as the same point last year. Due to COVID-19 issues, some programs that had reopened are shutting down again. The situation remains unstable.
  - c. Membership: About 4,500 members registered in November so far. 841 clubs and workout groups registered. This is about 80% of the same time last year.
  - d. Questions: Patty asked about expected membership spikes. Dawson responded that notable spikes occur every time renewal reminders are sent, as well as the last week of December and the first week of January.
6. Sanction recommendation for traditional in person events (Peter): **MSA to retain current sanction guidance policy that was effective November 1.** Discussion: It was again clarified that the 100-mile travel limit to events is a recommendation, not a requirement. Paige asked if the duty to cancel an event should belong to safety coordinators or anyone other than the meet director. Peter indicated that we expect Sanction chairs to act appropriately. Several BOD members shared recent experiences at sanctioned events and noted the safety precautions in place. **The motion passed.**
7. Approval and/or concurrence of Presidential appointments (Peter): **MSA to appoint Juliet Cox as NBR Chair.** Discussion: None. **The motion passed unanimously.** Nadine: point of clarification on what will happen to the SSL committee if the MOU with USA Swimming (USA-S) is approved. Peter: The SSL Committee will be intact even if the MOU with USA-S is

approved. The committee would be involved in the awarding of grants and fundraising. The BOD provided concurrence (no objections) to the Presidential appointments.

8. Appointment of task forces to explore enhancing member meetings (Peter):
  - a. A Volunteer Leadership Summit could potentially subsume the Leadership Summit. This will be explored by the task forces involved.
  - b. The task forces and LMSC Development Committee will have some volunteer crossover.
  - c. Nadine noted that the Volunteers Task Force (VTF) had previously brought forth ideas that were related. Peter said that changes to volunteer descriptions will be brought to the LMSC Development Committee to see if they can be addressed. Back in March, the BOD closed out several of the VTF recommendations. There are other recommendations that will continue to be reviewed. Jim added that some of the VTF recommendations are in front of the Governance Committee.
  - d. Peter has asked Kris and Greg to look at our policies to make sure they're managed appropriately.
  
9. Consideration and approval of 2021 USMS Budget (Dawson): A detailed draft budget and memo were circulated in advance of the meeting. Due to the dynamic nature of current events, it is expected that the budget will regularly evolve, particularly into January and February. Dawson highlighted a few areas, such as the five-year capital investment plan, which led to savings on staff and contractor costs. There is a planned investment spend, with some guaranteed income from investments. Peter noted that some volunteers have questioned passing a budget with the uncertainty surrounding the pandemic; we will do so because our bylaws require it. Dawson said that the National Office will come back with refinements and we can act at any time to adjust accordingly. Susan added that we will be passing the budget now, with the understanding that it's not final. The NO continues to hold regular staff meetings surrounding COVID-19 and budget impact. **MSA 40k draft budget with net ordinary loss of \$552,446.** Discussion: Nancy asked if the delivery of the magazine will move to digital completely. Dawson said that it's an option. The digital version was scheduled to be improved next year and if that is completed it might make sense to eliminate the hard copies. Mel asked about growth strategy and staffing after seeing membership numbers decline in the last few years. Dawson indicated that our ability to provide the same level of service and roll out additional services is contingent on our staff. Adjustments could be made down the line as needed. Chris Campbell mentioned that his committees will tighten on expenses as needed. Dawson said we don't need to worry about that yet, as most of those expenses occur after we learn more about our expected revenue. **The motion passed unanimously.** Nadine asked for special consideration that past Presidents be included in the budget changes that extend into January or February of 2021. Peter noted that his communications with past Presidents will be ongoing.
  
10. Consideration and approval of MOU between USMS and USA-S Foundation (Dawson): **MSA to approve Memorandum Of Understanding between USMS and USA-S Foundation.** The MOU was distributed to the BOD prior to the call. Discussion:
  - a. SSL identity and branding concerns: Donations through the registration process will continue to refer to it as the USMS ALTS grant program. The exact legal language still needs to be finalized.
  - b. Concerns regarding if donations exceed the minimum funding level (\$130,000): Although we don't anticipate exceeding that level soon, USMS will develop a clear plan on what will happen with donations above that level.
  - c. Benefits for USA-S: Data access from donating members and communications pipeline through USMS for all members regarding the USA-S Foundation. Also, minimum fundraising commitment for the two USMS representatives on the Foundation Board. Additional value in joint learn to swim efforts.
  - d. Limited risk: Exit clause with 75% BOD vote.
  - e. **The motion passed unanimously.**
  
11. The next EC conference call will be held on Monday, December 7 at 8:00 pm ET. The next BOD conference call will be held on Monday, December 14 at 8:00 pm ET.

The meeting was adjourned at 9:25 pm ET.

Respectfully Submitted,

Greg Danner, Secretary