

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Greg Danner	Date/time of meeting:	12/14/2020 8:00pm ET

Actions Taken:

1. Approved: November 16, 2020 BOD Meeting minutes.
2. Approved: New National Board of Review hearing pool members: Karen Harris, Ian King, and Diana Triana.
3. Approved: The Compensation and Benefits recommendation on the CEO bonus goals for 2021 as presented.
4. Approved: The Compensation and Benefits recommendation for 2021 CEO merit increase.

Number of committee members present: 21	Absent: 6	Guests: 3
Committee members present (list all, including chair and vice chair): 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), Jim Miller, Nancy Ridout, Tom Boak; Maria Elias-Williams - Legal Counsel.		
Not present: Past Presidents: Nadine Day, Rob Copeland, Jeff Moxie, Ted Haartz, Mike Laux and Dan Gruender.		
Guests: Erika Braun – Compensation & Benefits Committee Chair, Sandi Rousseau, Doug Sayles.		

Minutes

The meeting was called to order at 8:01 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): None noted.
2. Approval of November 16 BOD meeting minutes as amended (Greg): **MSA for approval of November 16, 2020 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of happiness (Chris Colburn): Chris reported on important volunteer contributions and expected changes to roles in the upcoming year.
4. CEO Update (Dawson):
 - a. COVID-19 relief: Program is coming to a close. Participating LMSCs - Phase 1: 28 LMSCs. Phase 2: 2 LMSCs. Phase 3: 3 LMSCs. Approximately \$79,000 distributed so far. Mel asked if a breakdown of the distribution is available. Dawson said that information will be sent out at the conclusion of the program.
 - b. Membership: Identifying what we want to track towards. Historically, we have about 70% of our membership by the end of January, so 26-28k membership would be needed to track toward the 40k plan. As of today, there are almost 17k registered (which includes 5,900 year plus members). We might be on track, but it is too early to tell. Mel asked about the numbers compared to last year and noted his concern. Dawson responded that we're down about 10% year over year, we have a long way to go on our renewal campaign, and that we are achieving small wins. Patty noted her concern for members as well, noting that difficulties are expected with many of our pools closed.
 - c. Partnership with USA Swimming Foundation: Jeff Moxie and Jay DeFinis will be joining the USA-S Foundation Board. The partnership will go into effect January 1.
 - d. Events:
 - i. Staff strategy sessions: The National Office is beginning to look at the national events schedule. Fitness Series events will be held the first two weeks of the following months: Winter - February, Summer - June, Fall - October. The Winter event will be promoted in the next few days.
 - ii. Open Water event directors are asking questions related to the pandemic. Jay Eckert and David Miner hope to rework the return to competition pool guidelines for open water events. Jim suggested that it is passed to the Sports Medicine Committee for review.
 - iii. The sanction guidance task force will continue to review the ongoing pandemic.
 - iv. Donn spoke about the upcoming schedule for OW events.
5. Approval of National Board of Review hearing panel replacements (Peter): Three openings in NBR pool. **Motion to approve three new NBR hearing panel members: Karen Harris, Ian King, and Diana Triana.** Discussion: None. **The motion passed unanimously.**

6. Compensation and Benefits (Erika): 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 Doug (non-BOD guest) exited for the remainder of the conference call as the meeting went into Executive session).*
 - a. As Chair, Erika presented the Compensation & Benefits Committee recommendations, each of which were discussed:
 - i. **MSA for 2021 CEO bonus objectives.**
 - ii. **MSA for 2021 CEO merit increase.**
7. Peter thanked all past presidents for their service.
8. The next EC conference call will be held on Monday, January 4, 2021 at 8:00 pm ET. The next BOD conference call will be held on Monday, January 18, 2021 at 8:00 pm ET.

The meeting was adjourned at 9:15 pm ET.

Respectfully Submitted,

Greg Danner, Secretary