

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Greg Danner	Date/time of meeting:	4/20/2020 8:00pm ET

Actions Taken:

1. Approved: 2020 Winter BOD Meeting minutes as amended.
2. Approved: March 16, 2020 BOD Meeting minutes.
3. Approved: Submission of legislative proposals to remove prohibitions against for-profit entities hosting sanctioned or recognized events.
4. Approved: Designation of May 4 to 10 as Coach Appreciation Week.
5. Approved: Support CEO's 'USMS financial plan to address COVID-19 challenges,' recognizing changes may be made as the situation and assumptions change.
6. Withdrawn: Cancellation of 2020 in person annual meeting.
7. Approved: Accept the CEO's request to suspend his bonus plan for 2020.
8. Approved: Pause Swimming Saves Lives fundraising through the end of 2020. Fundraising appeals between now and the end of the year will be under the USMS banner and utilized to support broad USMS initiatives arising from the COVID 19 pandemic, with a focus on membership and local issues.
9. Approved: Support the cessation of USMS ALTS instructor training courses while USMS and its clubs deal with and recover from the effects of the COVID 19 pandemic. Local ALTS programming will be encouraged at the discretion of clubs and grants will be awarded at the discretion of the SSLF Board of Trustees.
10. Approved: To act for the House of Delegates, under rule 506.3.1, to waive national sanction fees for the remainder of 2020 and encourage LMSCs to waive local fees for the same time period.
11. Withdrawn: Institute a \$60 year plus membership fee with 20% being allocated to LMSCs for 2021 as soon as possible contingent upon the consent of the Legislation Committee. Should the Legislation Committee withhold its consent, the CEO is authorized to work with early adopting and other willing LMSCs to craft a solution that will yield similar results for most of the country.

Number of committee members present: 24	Absent: 5	Guests: 0
<p>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); 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, Jeff Moxie, Jim Miller, Nancy Ridout, Tom Boak, Ted Haartz; Maria Elias-Williams - Legal Counsel.</p> <p>Not present: At-Large Directors: Maddie Sibilia (Dixie); 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: None.</p>		

Minutes

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

1. Agenda review and declarations of conflict of interest (Peter): Nadine noted her potential conflict of interest for the annual meeting topic, as Chair of USAS Convention Committee.
2. Minutes (Greg):
 - a. **MSA for approval of 2020 Winter BOD Meeting minutes as amended.** Discussion: None. **The motion passed unanimously.**
 - b. **MSA for approval of March 16 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Nancy): Announced that Frank "Skip" Thompson is the RJA Award winner for 2020. A Zoom video conference meeting was held for that notification, led by Peter, and included numerous past RJA Award winners. Everyone was thrilled for Skip and it was uplifting.
4. Consent items (Peter):
 - a. Approve submission of legislative proposals to remove prohibition against for profit entities hosting sanctioned or recognized events. Proposed legislation is attached. This action was previously discussed at the Winter BOD meeting.

- b. Approve designation of May 4 to 10 as USMS Coach Appreciation Week.
 - c. **MSA to approve consent items.** Discussion: None. **The motion passed unanimously.**
5. USMS Financial Plan to address COVID-19 challenges (Dawson): The Board of Directors went into Executive Session for the remainder of the meeting to discuss confidential issues related to human resources and contracts.
- a. Unrelated to COVID-19, Dawson noted we're having technical issues with our legacy website hosting: Forums and LMSC hosted websites are temporarily down. This issue is being investigated.
 - b. In advance of the call, Dawson circulated a two-page memo along with an Excel workbook. The below topics were discussed in detail and Board members were encouraged to ask questions.
 - i. Objectives, goals, assumptions, bottom-line projections
 - ii. 2020 Budget Summary
 - iii. COVID-19 Expense Reductions
 - iv. COVID-19 Payroll Strategy
 - v. 2021 Summary Forecast (rough estimates)
 - vi. Cash Flow Analysis
 - c. USA Swimming has extended their sanction cancellations through the end of May. We will be strongly recommending that LMSCs don't hold any sanctioned events through the end of May. Peter asked if there were any objections and none were made.
6. Approval of Board actions to address COVID-19 challenges (Peter):
- a. **MSA to Support the CEO's 'USMS Financial Plan to address COVID-19 challenges,' recognizing changes may be made as the situation and assumptions change.** Discussion: None. **The motion passed unanimously.**
 - b. **MS to cancel the in person 2020 USMS Annual Meeting and replace it with a digital meeting in which all required activities would be conducted with appropriate technology. The CEO and President will work with USAS and member NGBs on approach to the hotel contract and mitigate USMS's costs associated with cancellation.** Discussion: It was noted that it seems unlikely that an in person annual meeting will be held; however, there were some concerns that it might be too early to make this decision. **The motion was withdrawn.**
 - c. **MSA to accept the CEO's request that his bonus plan be suspended for 2020. The motion passed with one opposed.**
 - d. **MSA to pause Swimming Saves Lives fundraising through the end of 2020. Fundraising appeals between now and the end of the year will be under the USMS banner and utilized to support broad USMS initiatives arising from the COVID 19 pandemic, with a focus on membership and local issues.** Discussion: There were some questions as to the exact cutoff date and when fundraising for SSL would resume. All funds raised up to this point for SSL would be directed as such. In terms of resuming, it is indeterminate due to the uncertainty of the current pandemic. **The motion passed unanimously.**
 - e. **MSA to support the cessation of USMS ALTS instructor training courses while USMS and its clubs deal with and recover from the effects of the COVID 19 pandemic. Local ALTS programming will be encouraged at the discretion of clubs and grants will be awarded at the discretion of the SSLF Board of Trustees.** Discussion: Jeff S. asked if this was due to the nature ALTS courses and Dawson confirmed that is correct because the courses are all held in the water. **The motion passed unanimously.**
 - f. **MSA to act for the House of Delegates, under rule 506.3.1, to waive national sanction fees for the remainder of 2020 and encourage LMSCs to waive local fees for the same time period. The motion, as reconsidered and amended, passed unanimously.**
 - g. **MS to institute a \$60 year plus membership fee with 20% being allocated to LMSCs for 2021 as soon as possible contingent upon the consent of the Legislation Committee. Should the Legislation Committee withhold its consent, the CEO is authorized to work with early adopting and other willing LMSCs to craft a solution that will yield similar results for most of the country.** Discussion: There were several questions surrounding the appropriate method for enacting the year plus membership fee. A subcommittee will be formed to review the situation and further details will follow. **The motion was withdrawn.**
 - h. Questions/comments: Ed suggested we communicate something to the members with respect to the annual meeting since planning often takes place early. Rob agreed that we need to be proactive. Peter and Dawson will craft the message that will go out to the LMSCs: this will likely involve suggesting that delegates don't make travel arrangements yet.
7. 2020 Annual Meeting (Peter/All): Since changes to the convention are expected, a task force will be formed to work on planning: Dan Cox, Ed Coates, and Jeff Strahota volunteered.

The meeting was adjourned at 10:11 pm ET.

Respectfully Submitted,

Greg Danner, Secretary