

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	2/22/2022 8:30pm ET

Actions Taken:

1. Approved: January 17, 2022 BOD meeting minutes.
2. Approved: The Investment Committee's update of the Investment Spending Policy as submitted.
3. Approved: The Rules Committee recommendation to suspend rule 104.5.3C related to national qualifying times and the process by which they are calculated for LC Nationals only in 2022.
4. Approved: The Strategic Priorities as presented.
5. Approved: The Compensation and Benefits recommendation on the 2021 CEO bonus payout as presented.

Number of committee members present:	17	Absent:	1	Guests:	11
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; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Teddy Decker - Treasurer; At-Large Directors: Jenny Hodges (Breadbasket); Jeff Strahota (Colonies); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O'Leary (Southeast); Maria Elias-Williams (Legal Counsel), Patty Miller (Immediate Past President), Dawson Hughes – CEO.					
Not present: Jill Gelatly (Southwest)					
Guests: Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Doug Sayles, Linda Chapman, Emily Cook, Skip Thompson, Eric Gordon, Ian King, Erika Braun					

Minutes

The meeting was called to order at 8:33 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): January 17, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of January 22, 2022 BOD Meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Dawson): Dawson shared family pictures of the national office staff.
4. CEO Update (Dawson):
 - a. Current membership is about 40,000 members. This number translates to about 55,000 members at year end, which is better budgeted given the trend of membership growth and the number of events returning.
 - b. 2021 Year End Financials: The financials have been presented to the finance committee. USMS essentially broke even for the year. The board will see the year end financials in the next week.
 - c. Club Development: Bill Brenner is working on several club development efforts in LA, Orlando, and Chicago. The projects range from testing how to best support club development from the national level using a clinic and a coach certification class combined with a marketing campaign (Try Masters Swimming Campaign) to working on adding an additional location for an existing club.
 - d. LMSC Membership Targets: We will discuss these in March but will look at a longer timeline of 2 years to return to prepandemic membership levels.
 - e. Sports Medicine and Science Committee: The committee has contacted the national office to discuss additional COVID protocols and testing requirements. The committee is being asked these questions and would like to reply with a consistent answer from the national level. After discussing, the board agreed that we will keep our current protocols in place, with flexibility given to follow any local guidance. If LMSCs have questions about protocols they should contact the national office.
 - f. Relay 2022: The agenda and presenters/facilitators/panelists are set. A "survival guide" to Relay 2022 will be sent soon. Dawson shared a teaser about the planned keynote speaker. Dawson shared a reminder to all BOD members to submit all expenses together on one reimbursement form after the event to improve efficiency.
 - g. Annual Report to the President: This report was distributed to the board prior to the meeting.

5. Investment Committee Report on 2021 Results (Teddy): The report was distributed prior to the meeting. With respect to the market, Teddy gets updated quarterly, so she does not have results based on current market fluctuations.
6. Approval of Revision to (Investment) Spending Policy (Teddy): **MSA for the Investment Committee's update of the Investment Spending Policy as submitted.** Discussion: None. **The motion passed unanimously.**
7. Approval of Suspension of 104.5.3C (Chris Colburn): The Rules Committee has reviewed and revised the transgender policy to align it with FINA rules. The board should see the revision soon. The Rules Committee has also been discussing the process of determining national qualifying times for LC nationals in Richmond. There haven't been enough LC meets in 2020 and 2021 to use the regular method to formulate the NQT. The rule 104.5.3C talks about the method to devise NQT and says that it must be approved by the HOD. The board, working in lieu of the HOD between annual meetings is going to work with rule 506.3.10, which says that with the advice and consent of the governing committee, the board can act to suspend the rules. The recommendation is that NQT should be calculated for Richmond using finishing times from 2017 – 2019 with a formula deemed appropriate by the Championship Committee. The Rules Committee consented to this via a vote. **MSA to suspend rule 104.5.3C related to national qualifying times and the process by which they are calculated for LC Nationals only in 2022. The motion passed unanimously.** Chris Colburn stated that the Rules Committee will be working on removing administrative procedures related to running a championship from the rule book.
8. Implementation Plan for Committee Restructuring (Peter): An implementation plan was distributed to the board that the EC will be using based on the committee restructuring plan for which the board voiced support at last summer's board meeting. Several ad hoc committees are proposed. These committees won't be formed until after Relay 22.
9. Approval of Strategic Priorities (Carrie/Dawson): The strategic priorities of club development, event development, community development, local focus and support and independent swimmer support have been shared with the board throughout the development process. In addition, Peter distributed them to the recent past presidents and will incorporate their feedback as the priorities are implemented. The format of the priorities is a one sentence statement followed by context in bullet points for each priority. **MSA to approve the strategic priorities as presented.** The board discussed whether the document is a strategic plan or are strategic priorities. They are called priorities because we have more priorities now than we have had in past strategic plans, but it is the new strategic plan. Club development is the top priority, and we will be following these priorities for 3 to 4 years. The tactics that are listed are still in process. These priorities are more specific than in past strategic plans and are now listed in order of importance. The priorities will be revisited annually and more closely in years 3 and 4. By adopting these priorities we can align our volunteers and resources to support them, and we will remove references to the current strategic plans to reduce confusion. The Strategic Plan Task Force had discussions about the mission, vision and values and the goals/objectives that are listed in the rule book and agreed that the full update of the Strategic Plan/MVV is not yet complete. **The motion passed unanimously.**
10. Approval of 2021 CEO Bonus Payout (Erika Braun) The Board of Directors went into Executive Session to discuss confidential human resources issues. *(Secretary's Note: Dawson (conflict of interest), Nancy Ridout, Guy Davis, Marilyn Fink, Sandi Rousseau, Doug Sayles, Eric Gordon, Skip Thompson, Emily Cook, and Linda Chapman (all non-BOD guests) exited for the remainder of the conference call as the meeting went into Executive session). Erika Braun and Ian King remained on the call as a members of the Compensation and Benefits committee.* **MSA to approve the Compensation and Benefits recommendation of the 2021 CEO bonus payout as presented.**
11. The next BOD meeting will be on Friday, March 4, 2022 in Denver. This in-person board meeting is open to guests. An option for a conference call will also be offered to enable people to listen remotely.

The meeting was adjourned at 9:37 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary