

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	4/18/2022 8:30pm ET

Actions Taken:

1. Approved: March 4, 2022 BOD meeting minutes.
2. Ratification: Email vote to approve revised Transgender Policy
3. Approved: Annual meeting date of September 16 – 18, 2022.

Number of committee members present:	16	Absent:	2	Guests:	7
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; 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); Jill Gellatly (Southwest), Patty Miller (Immediate Past President), Dawson Hughes – CEO.					
Not present: Maria Elias-Williams (Legal Counsel), Teddy Decker - Treasurer					
Guests: Guy Davis, Marilyn Fink, Sandi Rousseau, Nadine Day, Erin Sullivan, Stephanie Gauzens, Skip Thompson.					

Minutes

The meeting was called to order at 8:31 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): March 4, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of March 4, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Ratification of email vote to approve the revised Transgender Policy (Carrie): **MSA to ratify the email vote to approve the revised Transgender Policy.** Discussion: None. **The motion passed unanimously.**
4. Minute of good news (Jeff): Jeff shared about his new full-time job.
5. Comments by the President (Peter):
 - a. National Volunteer Week: Peter thanked and recognized all volunteers for their efforts on behalf of USMS.
 - b. Coach Appreciation Week: Coming soon. Remember to thank your coaches.
 - c. Peter reminded everyone of our mission and vision: Encouraging adults to swim for fitness. Relay 2022 was a fantastic way to concentrate our efforts to promote our vision.
 - d. An ad hoc committee to advise the president on how to create and maintain term limits for committees has been created. No formal policy is expected, but rather advisement and guidance.
6. CEO Update (Dawson):
 - a. Susan reviewed our outsourced HR and payroll company (PEO) and reviewed other options as well. We will stay with our current provider, and Susan was able to negotiate for some lower rates.
 - b. Susan’s retirement: Currently reviewing controller candidates and outsourcing options.
 - c. CCS: Over 2000 swimmers participated in their national championships recently. We will continue to build the bridge between CCS and Masters.
 - d. A USMS event coordinator position has been posted. Some CCS swimmers are interested in applying.
 - e. USMS SC Nationals in San Antonio: 1800+ are registered which is just under the registered number for the last time nationals were held in San Antonio.
 - f. The first quarter forecast will be complete at the end of the month. The member forecast for the year will be 56000-57000, which is about a 10% increase over last year and ahead of budget.
7. Election Operating Guidelines Update (Patty/Erin): The Election Committee sent revised election operating guidelines to the BOD for feedback. Peter combined the comments and surveyed the BOD, and Erin, Patty, and Peter reviewed the feedback. Given the difficulty in changing the election operating guidelines in the middle of the nomination period, the committee will undertake some emergency changes for this year that will accommodate a hybrid annual meeting. Erin shared the process and timeline that the Elections Committee follows for candidates/election. Shortly after the annual meeting they will submit an

edited version of the EOG which will clarify incumbency and zone involvement. Ed Coates encouraged the committee to look at best practices of other nonprofit organizations to see what their election processes/timelines are as well as a review of the election packet. Floor nominations were also discussed. The floor nomination process is different if it is an in-person meeting rather than a virtual meeting (with a candidate video). Per Ed, the floor nomination process is not a best practice for an organization. Paige shared that if floor nominations are eliminated, a mechanism would need to be created for the situation of an unopposed candidate dropping out, ensuring that there is a candidate for that position. Patty talked about HOD voting and using acclimation for unopposed candidates. Erin stated that it will be put back into the procedures for this year. The Elections Committee also asked for feedback on zone endorsements. Chris Campbell stated that candidates are not elected purely by a zone but rather by the entire HOD, and hopefully the best qualified candidate gets elected. Patty clarified that one at-large director comes from each of the zones to spread them out geographically for equality of representation even though they don't only represent their own zone but represent all members. Zone endorsement can influence who the rest of the HOD votes for.

8. CEO Memo on Upcoming Decisions and Direction (Dawson): In May we may have an overbudget request for Susan's replacement. Susan is retiring on June 30 and will continue part-time for a month to transition. Looking at the macro-economic situation, with an inflation of 8.3%, to get to our breakeven budget by 2024 we will need to consider a fee increase. With a fee increase aligned with inflation we could get back to breakeven in two years. Robin asked if a fee increase will increase the amount going to LMSCs. The intent is to keep the splits the same, but further discussion is needed. Paige questioned why are we considering eliminating sanction fees. Dawson explained that there are LMSCs that cover the sanction fees. We want LMSCs to put their resources towards local efforts and as well as to increase efficiencies. We are also looking for ways to add value to Gold Clubs and incentivize clubs to become Gold Clubs, so we are considering eliminating club fees for Gold Clubs. Overall, it isn't about eliminating fees but rather becoming more efficient as an organization. Dawson shared that we are looking at different types of memberships. The first step is automatic renewals. Multi-year membership is another option. We need CRM done to allow this, and we are on track for this to be completed this fall, but automatic renewals will not be visible for a year.
9. Approve Dates for Annual Meeting (Dawson): The annual meeting timeline will be similar to that of Relay 2022, late Friday afternoon to Sunday morning. The location will be the same as Relay 2022 (at the Westin Hotel at the Denver Airport). **MSA for approval of Sept. 16-18 as the annual meeting.** Discussion: None. **The motion passed unanimously.** In the future we will look to have a standard weekend for the meeting, like the second weekend after Labor Day, unless the Jewish High Holidays fall in that timing. About 150 people in person and about 75 virtual are expected to attend.
10. Board Communication (Peter): Peter distributed the presentation that will be shared with LMSC leaders (one presentation nationally to allow the presentation to be given as one message and with one voice). Subsequently the BOD liaisons will meet with their assigned zones and get feedback on the presentation. These sessions were appreciated in the past during the Communication Groups' meetings on the unified fee as a great opportunity to give feedback. On May 9 there will be a BOD planning session in advance of the main presentation and feedback sessions. Peter will form a small group to finalize the presentation and feedback template so that we can get the same type of feedback from all the zones. That group will be Carrie, Ed, Patty and Robin.
11. We will not have a May EC meeting.
12. The next BOD meeting will be a planning session on Monday, May 9 and the next regular BOD meeting will be on Monday, May 16, 2022.

The meeting was adjourned at 9:54 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary