

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	6/20/2022 8:30pm ET

Actions Taken:

1. Approved: May 16, 2022 BOD meeting minutes.
2. Ratified: Email vote to approve the submission of legislation to allow the BOD to have the power to call all meetings of the HOD and USMS.
3. Approved: The audit and financial statements as presented in the meeting materials.
4. Approved: The 990 tax return as presented in the meeting materials.

Number of committee members present:	12	Absent:	6	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; Teddy Decker – Treasurer; At-Large Directors: Jenny Hodges (Breadbasket Paige Buehler (Northwest); John King (Oceana); Britta O’Leary (Southeast); Jill Gellatly (Southwest).					
Not present: Jeff Strahota (Colonies); Mel Goldstein (Great Lakes); Kris Wingenroth (South Central); Maria Elias-Williams (Legal Counsel); Patty Miller (Immediate Past President), Dawson Hughes – CEO.					
Guests: Doug Sayles, Marilyn Fink, Sandi Rousseau, Nadine Day, Stephanie Gauzens, Susan Ehringer, Susan Kuhlman-Parker – CFO.					

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): May 16, 2022 BOD Meeting Minutes: **MSA for approval of May 16, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Ratify (Carrie): **Email vote to approve the submission of legislation to allow the BOD to have the power to call all meetings of the HOD and USMS.** Discussion: None. **The email vote passed and the ratification of the email vote passed unanimously.** *The item considered is listed in detail at the end of the minutes.
4. Minute of good news (Ed): Ed shared stories of how USMS positively affects members’ lives.
5. CEO Update (Peter for Dawson/previously distributed memo):
 - a. Dawson distributed a memo with his update prior to the meeting.
 - b. Membership Trends: Membership is still on track for 56,000 – 57,000 members for the year.
6. Approval of Audit and Financial Documents (Teddy): Attachments concerning the audit were previously shared in Community. **MSA for approval of the audit and financial statements, as presented in the meeting materials.** Discussion: Teddy answered questions concerning the audit documents. Peter asked about the engagement letter that the auditors referenced. Teddy will post it for the Board to read. **The motion passed unanimously.**
7. Approval of 990 Tax Return (Teddy): Attachments concerning the tax return were previously shared in Community. **MSA for approval of the 990 Tax Return as presented in the meeting materials.** Discussion: None. **The motion passed unanimously.**
8. Recognition of Susan Kuhlman-Parker on her outstanding work at USMS and her upcoming retirement (Peter): Susan thanked all those that she has worked with throughout her years at USMS.
9. Input on funding of delegate at-large appointments (Peter): Discussion about the commitment to pay for hotel costs for automatic delegates versus at-large delegates with the advent of Relay 2022 and the option to attend the annual meeting

virtually since the unified fee was adopted. There was also discussion about how many LMSCs are sending all of their delegates in-person rather than virtual, but no formal count has been taken.

10. Summer Board meeting topics (Peter): The summer board meeting will be on Saturday, July 9, beginning at 10:30 AM ET and ending at 5 PM ET. Topics are listed in the meeting agenda and include breakout sessions on support for the strategic plan. Please complete a written report/summary of the Board liaison feedback sessions regarding the strategic priorities prior to the summer board meeting. Peter will ask Dale Neuberger to provide a FINA update, especially in light of the new FINA transgender policy. Regarding this policy, we will follow the normal protocol of having the Rules Committee, in discussion with the D&I Committee, develop and propose a policy for Board approval. D&I has an active task force that is working on/reviewing this, and the Rules Committee has a sub-committee that is doing the same. No timeline has been set. The national office, with advice from the Rules and D&I Committees, is working on a statement regarding the new FINA policy should we need to issue one.
11. The next BOD meeting will be the virtual summer board meeting on July 9, 2022 at 10:30 AM ET. Most likely, there will not be a BOD meeting on July 18.

***Final Legislation Proposal Regarding the submission of legislation to allow the BOD to have the power to call all meetings of the HOD and USMS from item 3 above:**

Strike 504.2.5 from Powers of the House

Add the following to 506.3 (Powers of the Board) and number as appropriate:

506.3.11 (renumbered as appropriate) To call all meetings of the House of Delegates and of USMS and to fix the time, place, and manner for holding all such meetings.

Rationale: The Legislation Committee has put forth a proposal that amends Rule 504.2.5, presumably recognizing that it is not feasible for 250+ delegates to arrange the time, place and manner of meetings taking into account conference locations, hotel availability, and travel feasibility. These arrangements were formerly made by United States Aquatic Sports (USAS) and committed to contractually by the USMS BOD at least 3 years in advance of the annual meeting. With the end of USAS conventions, the planning for the annual meeting is best accomplished by the Board of Directors and its staff delegates. In addition to moving this power to the Board of Directors, this proposal recognizes the multiple factors -- and the modern realities -- that must be considered when setting the method for meetings. A Board policy document should be developed to outline the process for setting the time, place and manner of the annual meeting. The policy should include a consideration of the desires of the membership, fiscal considerations, and organizational priorities when determining the time, place and manner of conducting meetings

The meeting was adjourned at 9:15 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary