

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Ed Coates		
<b>Minutes recorded by:</b>	Carrie Stolar	<b>Date/time of meeting:</b>	7/13/24 11:00 AM ET

## Actions Taken:

1. Approved: June 11, 2024 BOD amended meeting minutes.
2. Approved: The audited financial report.
3. Approved: The 990-tax form as presented.
4. Approved: The nomination of Carrie Stolar for the open position on the USA-S Foundation Board.
5. Approved: The amended standing rules of the HOD (Paige’s version) as proposed.

<b>Number of committee members present:</b>	<b>15</b>	<b>Absent:</b>	<b>3</b>	<b>Guests:</b>	<b>11</b>
<b>Committee members present/virtual (list all, including chair and vice chair):</b> Ed Coates - President;; Kenny Brisbin - VP of Community Services; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest).					
<b>Not present:</b> Julie Dussliere - VP of Administration, Peter Guadagni (Immediate Past President), Charles Cockrell (Colonies).					
<b>Guests:</b> Ian King, Stephanie Gauzens, Mollie Grover, Phyllis Quinn, Brandon Franklin, Jay Eckert, Bill Brenner, Kyle Deery, Jessica Reilly, Brian Robbins, Gary Keehner.					

## Minutes

The meeting was called to order at 10:02 AM ET.

1. Agenda review and declarations of conflict of interest (Ed): Carrie Stolar stated that she has a conflict of interest with the USA-S Foundation Board nomination.
2. Approval of the June 11 meeting minutes (Carrie): **MSA for approval of the June 11, 2024 BOD amended meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (Crystie): Crystie shared that a GUS team is starting in the Denver/Boulder area. She created a team and has had some fun casual team workouts. Ed also shared that he attended Nationals and five nights of Trials. He got joy and energy out of the entire swimming community coming together in Indy and thought that the joint event/coordination was very special. Thanks to Dawson and the Championship Committee. Carrie shared that she talked to some teachers that swam at USMS Nationals for the first time. They were able to participate because of the delayed timing of the event. Kenny said that the feedback that he heard was that most loved having Nationals and Trials together.
4. Approval of the audit report and 990 (Dawson, Gary Keehner, Brandon Franklin): The Board is required to review and approve the audit report and 990 tax form. Brandon Franklin (Audit Committee Chair) gave an overview of the audit process which went very smoothly. The audit company looked at the internal controls and has no concerns. Brandon recommends that the Board approve the audit report. Teddy and Brandon looked over the 990 and recommend it for approval as well. Dawson reminded the Board that the audit is limited to the national financials/budget and does not include the LMSCs which are out of the auditors’ scope. In discussions with the auditors, it is acknowledged that there is more risk in the LMSC financials and there are limited controls. Jill thanked Brandon and the Audit Committee for their work. Ed asked about the GUS purchase and if it had an impact on how the 990 is submitted? Gary answered that it is a separate LLC but is folded into the USMS 990. Paige asked about the official acquisition date of GUS, which is Nov. 3. She also asked about “other income” in the tax return, which was \$53,000 but is usually under \$10,000. According to Brandon and Gary Keehner, this is restating the fees from attending the annual meeting, a reclassification of fees, and different treatment from the past. **MSA to approve the audited financial report.** Discussion: none. **The motion passed unanimously. MSA to approve the 990-tax form as presented.** Discussion: An extension has already been filed, so the tax form doesn’t have to be submitted for about two months. Paige commented that the tax return references our old MVV and should be updated for next year. **The motion**

**passed unanimously.** The auditor’s deck will be shared for informational purposes. Ed thanked Brandon and the Audit Committee.

5. USA-S Foundation Board nomination (Ed, Dawson): Ed explained that this is a nomination to fill one of our vacant seats on the USA-S Foundation Board. Dawson gave an overview of the USA-S Foundation Board and its partnership with USMS as well as the responsibilities of its members. It is a give/get board in that the members have a personal financial commitment as well as fundraising responsibilities. Jay DeFinis is the other USMS representative on the board and is also the treasurer. **MSA to nominate Carrie Stolar for the open position on the USA-S Foundation Board.** Discussion: Dawson explained that it is a 3-year term (up to 2) and 20 people sit on the board, about 80% of which swim Masters. Carrie spoke about her passion for ALTS and said that she has reviewed grant applications for the Foundation for the last two grant cycles and sees the need for grants/fundraising for ALTS. Dawson shared that this year we will have more revenue for ALTS due to the USMS swim session at the Olympic Trials pool. **The motion passed unanimously with Carrie abstaining.**
  
6. Governance: Board Assessment Report – presentation of executive summary (Paige):
  - a Paige shared that the Board had a 100% participation rate. The summary of the assessment is a 63-page document and will be shared after the meeting. Paige gave a high-level overview of the report. The assessment covered people, culture, work and impact. In general, USMS Board performance mirrors other boards. It does well in the same areas as other not-for-profit boards and struggles in similar areas as other boards. Board meetings are an area of opportunity for the USMS Board (how we meet, how we structure our board meetings). The implementation of recommended practices of the Board is a strength of the USMS Board (includes organizational practices, oversight practices, board practices, CEO supervision practices). The Board also scored highly on the Work of the Board, especially financial oversight. Areas that could be improved include onboarding, defining roles/responsibilities for BOD members and other national level appointees. Other areas for improvement include board composition and board meetings (quality and effectiveness related to discussion). Board Source suggests that the USMS Board approaches recruitment and BOD development as an ongoing activity, creating a solid orientation process, and making sure the Governance Committee continues to be engaged. For BOD meetings, shape the meetings to invite BOD engagement and make sure the agenda ties with the strategic plan. Next steps include the upcoming breakout group activity, to post the full report to the BOD, identify areas for growth, and develop an action plan and designate an owner (Governance Committee). Questions/comments: Jeff said that the ratings on board meetings goes back to before the decision to close the meetings to make the discussions more robust. He asked about the other types of organizations that participated in the survey that USMS BOD was compared too. Paige stated only 1 percent are sports and recreation and that the industry breakdown was included in the report. Ed said that, when reading the report, the Board should read the first page of each section, focusing on the descriptions/suggestions/recommended reading before reading the charts and comments to help understand the data.
  - b Ed gave an overview of the breakout session.
    - i Breakout Group 1 (Britta, Crystie, Jeff, Katie, Kris, Robin) to discuss the role of the Board in recruiting, etc.
      - 1 Should create some form of year-round recruiting/marketing group/nominating committee for future BOD members.
        - a Could be a subcommittee of the Governance Committee or have some relationship with them.
          - i Members of this subcommittee need to have a deep knowledge of the USMS membership.
            - 1 Past president engagement
          - b Goal is to find multiple candidates for each position.
          - c This group should not run floor nominations.
          - d Formalizes where to go for information for those interested in a BOD role.
        - 2 BOD member in current role is still involved with finding their successor in partnership with recruitment committee.
      - ii Breakout Group 2 (Carrie, Dawson, Jill) to discuss the barriers in finding board members, diversity, etc.
        - 1 Barriers to overcome:

- a Attendance at the annual meeting: limits eligibility pool, decreases diversity.
  - b Role is daunting: time commitment, lack of capacity.
  - c Is geographically the right way to choose the BOD or look for a skill set?
    - i Select specific positions from within those elected.
  - d Must navigate LMSCs.
- iii Breakout Group 3 (Kyle, Ed, Susan, John, Kenny, Paige) to discuss the competencies and skills that board members need to possess.
- 1 What competencies and skills should USMS Board members possess?
    - a Key attributes we felt a USMS board member should have:
      - i Knowledge of the business and organization.
        - 1 Umbrella overview: broad knowledge of the organization and how it works.
      - ii Independent thinking and willingness to speak up.
      - iii Teamwork and collaboration.
      - iv Communication skills.
      - v Emotional intelligence.
      - vi Strategic thinking.
  - iv Comments
    - 1 Include those that attend Relay in the candidate pool?
    - 2 Reconcile Group 2 (barriers) with Group 3 competencies/skills.

The Board took a five-minute break from 1:05 to 1:10 PM ET.

#### 7. Code of Regulations and Rules of Competition Updates:

- a Legislation Committee (Stephanie Gauzens):
  - i Submitted proposals include:
    - 1 Open meetings of the BOD to interested USMS members as non-participatory guests.
    - 2 Limits the of the prohibition against the word Paralympics or Olympic to just the swimming portion of the event, not the entirety of the event. Recommended for rejection.
    - 3 Require in-person annual meetings of the HOD each calendar year in a physical location.
    - 4 Removing 201.4, the invitation to participate (in reference to FINA/World Aquatics members participating in meets but don't receive an invitation). Can be moved to an event best practice rather than in the rule book, per Nadine Day.
    - 5 The Committee debated the Part 4 changes and gave recommendations to the subcommittee about how to make those easier to read through and understand for the HOD. They made one addition. Since we are breaking up the NBR and LMSC jurisdictions to insert callbacks to Part 1 in certain places to make sure that LMSCs are aware that any discussions about transgender policy/ability to participate does not belong with the LMSC or NBR but rather with the Rules Committee as stated in Part 1.
- b Rules Committee (Mollie Grover):
  - i The Rules Committee has received 4 proposals, all from committees. USA-Swimming hasn't shared their proposed rule changes yet. The Rules Committee still needs to meet and discuss the proposals. The packet will probably be posted just before the 30-day deadline.
- c Long Distance (Phyllis Quinn)
  - i From the Long Distance Committee (all accepted by the LD Committee):
    - 1 Duties of the referee: Define the responsibilities of the referee and the accommodations and modifications that may be made.
    - 2 Allow swim suit ties at the waist.
    - 3 Clarified that the national office has jurisdiction over the virtual national championship events.
    - 4 Changed the determination for event fees from the Long Distance Committee to the event host and the determination for the virtual national championships to the national office.
  - ii Phyllis explained that there was a protest for a national open water event this year. Phyllis thanked Molly Grover for her help in the process. No changes were made to the rules this year, but they will be coming next year as the long distance section has limited information about protests. Phyllis is working with Molly to create a policy document. They also need to clarify the rule for what the meet referee can/cannot decide and what can/cannot be appealed. It will be similar to what the pool rules state for the meet referee.

8. Transgender Policy discussion (Dawson):
  - a Dawson said that he shared the task force final recommendation with the BOD as well as with the Diversity and Inclusion Committee and Rules Committee. The policy won't change, just the procedures, and some of the procedures will be clarified.
    - i Mollie Grover shared questions from the Rules Committee. They thought it was a good idea to explicitly call out open water events and think that open water should have a representative on the proposed eligibility review panel along with a Rules Committee representative. They updated one of the cross references. They would also like customary units for American lab results, rather than those from World Aquatics. (Per discussion, both will be included for each course). They also had questions about the procedure document – who owns it? Also about the creation of the eligibility email address, because in the rule book it says that it needs to go through the Rules Committee and they already have an email address. Dawson said that the process will be a partnership between the BOD, Rules Committee and the national office. The emails will be monitored by the national office for accountability and timeliness reasons and can be forwarded to the Rules Committee.
    - ii Jeff appreciated that Dawson has been proactive about including the D&I Committee in the communication loop. He said that the policy has always had inclusiveness of all transgender athletes as its first priority. They do have questions about the review. They had a question about what would an official do if they were asked to do a review? In their discussions they said that an official doesn't need to have that answer. The eligibility review would be referred to the process and the only people that could make that request would be those of the same gender and in the same event. The D&I Committee has read the document from the task force and does not have any questions or comments.
    - iii Mollie said that her committee likes the request review limitations. They did have a question about the time frame of "recommended" thirty days and agree with the duties of the referee – no decisions should be made but should be referred to the policy. Dawson said that 30 days is a guideline. Susan said that, for officials, we should have documentation referring to the policy in the differences section of the rule book. Mollie liked this idea.
    - iv To bring closure, the Rules Committee needs to meet and discuss the policy document. Then the BOD will have final approval. Mollie said that she hopes that the Rules Committee can meet and discuss this summer.
  
9. Feedback from the BOD/Zone-LMSC calls (Board):
  - a An overview was given from the Southeast, South Central, Southwest and Oceana, and Northwest calls.
    - i Overall, the calls had good dialog with and sharing from the LMSCs. Most calls lasted about 2 hours.
    - ii A detailed writeup from each zone call is posted in Community.
    - iii The BOD members leading the calls appreciated having a national office staff person on the calls to answer questions.
    - iv The feedback from the zone calls will be incorporated into building the business plan and budget and is background information for the BOD for the annual meeting.
  
10. Closed meetings-follow-up communication plan (Ed, Dawson): A draft memo from the BOD outlining the reason we closed meetings and the plan for ongoing communication for USMS volunteers was shared in Community prior to the meeting. The plan includes sending out a communication summarizing the winter and summer BOD meetings and proposing leadership office hours was outlined. The plan provides opportunities for two-way communication.
  - a Robin commented about what happens when the BOD moves into executive session. Among other things, it affects what is included in the minutes.
  - b The national office is aware of email alias issues. Some emails are bouncing back as undeliverable. Looking for a solution.
  - c Next step: Share the draft memo with Stephanie Gauzens and the Legislation Committee. The memo would also be included in the summer board meeting summary sent to volunteers.

The Board took a 20-minute break from 2:39 ET until 3:01 PM ET.

11. Board assumptions-Fee proposals (Dawson):
  - a Brian Robbins gave an update on Grown-Up Swimming (GUS).
    - i Sixteen active directors, 23 are signed. Leagues are active once they have a set schedule.
    - ii 25 meets complete in 10 leagues, 44 meets remaining.
    - iii 1700+ registered, about 400 of which are USMS members.

- iv Training the league directors: getting difficult for Brian to do it alone.
  - 1 Utilizing veteran league directors to help in new leagues.
- v League director coverage
  - 1 Have other league directors on call.
- vi Actively recruiting 8 new cities for 2025.
- vii Testing an apparel partnership.
- viii Testing ways to engage local sponsors and pool fees coverage as well as pool space ideas.
- ix In the off season:
  - 1 Educate USMS and LMSC leadership and coaches.
  - 2 Talk to youth swimming leadership/USA-S clubs.
- x Marketing: Grow USMS partnership, word of mouth, invest in digital/social media.
- xi Questions:
  - 1 Did the 1700/400 USMS member split meet expectations? Brian thought that it would be higher.
  - 2 Can some of these meets run in winter where it is warmer (snowbirds)/Arizona? Yes, they will test it in South Florida Nov. – Feb.
  - 3 The 7 nonactive leagues are still putting together schedules for this year. Should have 20 of the 23 leagues have meets this year.
  - 4 Brian anticipates 3000 members this year.
  - 5 Second year leagues have grown tremendously (Nashville, D.C.).
- b Dawson shared background on the 2025 preliminary business plan.
  - i Goals:
    - 1 Focus on the strategic plan.
    - 2 Fee increases in line with inflation and in line with value provided.
    - 3 Grow pipelines to membership (CCS, GUS, LaneMate, etc.).
    - 4 Add services (more markets in GUS, stroke analysis, clinics).
    - 5 Move towards desired staffing levels (regional development staff, marketing, services).
    - 6 Increase value (USMS+, SafeSport for coaches, event results improvements).
    - 7 Build community (ALTS, clinics, local – social elements).
    - 8 Operational efficiency (SWIMMER magazine digital, eliminate sanction fees, cost effective annual meetings, etc.).
    - 9 Communication improvements.
    - 10 Continue to progress USMS infrastructure (digital transformation, marketing and communications (move to Salesforce marketing cloud), governance progression, staffing).
  - ii Fees:
    - 1 Fee proposal (introduced in 2022) moves membership fee to \$75 in 2025 and stays at \$75 for 3 years.
    - 2 Eliminate sanction fees.
    - 3 Eliminate CCS Bridge to membership fee.
  - iii Other
    - 1 New approach to clinics (4-6 large scale clinics).
    - 2 Adjust approach to new club development (front-end support).
    - 3 Swimmer Magazine hard copy mail opt-in (+\$10).
    - 4 Hybrid annual meeting every other year in odd numbered years.
    - 5 Results database transition.
    - 6 USMS+: improve value proposition: add a stroke analysis, GUS, coach designation benefits, etc. Over \$450 value for \$249.
  - iv Certification, education, and clinics
    - 1 Coach designation.
      - a Add SafeSport training.
      - b Add webinar with high caliber USA-S coach.
      - c Future plan for “active” coach membership – for 2026?
  - v CCS
    - 1 All swimmers receive USMS Bridge Membership.
    - 2 Club fee adjustments for 25-26 season.
    - 3 Bring CCS registration in house from Club Assistant.
  - vi GUS
    - 1 Tweak plan based on 2024 outcomes.

- vii LaneMate
    - 1 Utilize existing database and marketing avenue to establish LaneMate as an option for “independent swimmers.”
    - 2 Build pathways to encourage membership through clinics, social engagement, and outreach.
  - viii Video stroke analysis
    - 1 Establish USMS as a strong resource for analysis for those that don’t have access to a club or coaching.
    - 2 Utilize existing database and marketing avenues to create awareness and usage.
    - 3 Expand to CCS and GUS
  - ix USA-Swimming Foundation
    - 1 Build on the success of the Olympic Trials- Nationals model to further strengthen the USA-S Foundation partnership as a pipeline of future members.
    - 2 Host more cross-marketed events in support of the Foundation (ALTS grants).
    - 3 Generate more awareness about the Foundation relationship and ALTS efforts in the swimming community.
  - x Staffing ties it all together: Marketing director, regional development, services. Paige encouraged Dawson to look back at a previous regional development director for learnings.
  - xi Assumptions include: 59,000-60,000 members, establish newly diversified product offerings without devaluing the traditional membership (pipelines to membership).
  - c LMSC revenue sharing
    - i The Finance Committee wants to fix the imbalance as quickly as possible. Three options were presented for LMSC revenue sharing modeling, assuming a flat membership, and their subsequent impact on the bottom line.
      - 1 Dawson explained each option and asked for feedback from the BOD.
        - a \$14-\$12-\$10: LMSC reserves increase slightly.
        - b \$12-\$10-\$8: LMSC reserves decrease slightly; Not sustainable long-term.
        - c \$12-\$10-\$10: LMSC reserves stay relatively flat.
      - 2 BOD feedback: The three-year plan is important to share with the HOD. The cost of a virtual annual meeting vs. a hybrid annual meeting should also be shared along with its implications for the bottom line, both on the national and LMSC level. The BOD prefers the 3<sup>rd</sup> option but supports the first option as well. Dawson will share the BOD feedback with the Finance Committee.
    - d Dawson listed additional revenue needs which could be funded by ERTC (Employee Retention Tax Credit) when received, including:
      - i Speed up legacy software sunset - digital projects.
      - ii Consulting (marketing and governance).
      - iii Improved internal communication platform.
12. Standing rules of the HOD (Ed): Rob Copeland will be the Parliamentarian for the annual meeting. Ed and Rob have made some minor changes to the standing rules of the USMS annual meeting, and Paige added edits as well. The document has been modified to more seamlessly bridge between hybrid and all-virtual meetings. Edits were added to the process of how to request recognition to speak and that all voting will be on a zoom-capable/enabled device. **MSA to approve the amended standing rules of the HOD (Paige’s version) as proposed.** Discussion: Kris asked if “Zoom” be genericized? If the meeting host platform is changed the document will be updated. **The motion passed unanimously.**
  13. Email alias issue: Dawson shared that there are technical issues with emails being forwarded.
  14. VP quarterly reports: Please contact the VP directly or comment in Community with questions or comments. Robin updated the BOD on an OW protest, explained the process and shared that the appeal was denied. Crystie asked about the History and Archives task force. Ed shared that he just received the report from the Results Processing task force. Ed said that the task force can end and he will post the reports for Board review.
  15. Dawson shared that Jessica has done an RFP for the annual meeting/Relay for 2025. The leading contender is a Marriott in Kansas City. Dawson will visit the hotel to evaluate its suitability for the meetings.
  16. The BOD moved into Executive Session at 4:53 PM to get an update on confidential compensation and benefits topics, led by Ian King, chair of the Compensation and Benefits Committee.

17. The next board meeting is on Monday, August 12.

The meeting was adjourned at 5:30 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary