

<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>	8/12/24 8:00 PM ET

## Actions Taken:

1. Approved: Amended July 13, 2024 BOD meeting minutes.
2. Approved: The waiting period to change clubs was temporarily shortened to 55-days effective immediately and ending at the completion of summer nationals.
3. Approved: The appointment of Mark O’Leary to the Compensation and Benefits Committee.
4. Approved: The budget assumptions for 2025 proposed by Dawson.
5. Approved: The proposed annual meeting schedule for the next three years.

<b>Number of committee members present:</b>	<b>16</b>	<b>Absent:</b>	<b>2</b>	<b>Guests:</b>	<b>2</b>
<b>Committee members present/virtual (list all, including chair and vice chair):</b> Ed Coates – President; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Peter Guadagni (Immediate Past President); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies) 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; Kenny Brisbin - VP of Community Services.					
<b>Guests:</b> Ian King, Gary Keehner.					

## Minutes

The meeting was called to order at 8:02 PM ET.

1. Agenda review and declarations of conflict of interest (Ed): There were no changes to the agenda or conflicts of interest.
2. Approval of the July 13 meeting minutes (Carrie): **MSA for approval of the amended July 13, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (Peter): Peter shared about his recent trip to Alaska, where he visited park #63 in his quest to visit all U.S. National Parks.
4. CEO update (Dawson):
  - a Membership is running about 2% ahead of last year, and we will probably finish the year at about 57,500/58,000 members. The Try Masters Swimming and the Olympics campaigns are going on now and we may see a small membership bump from them.
  - b GUS has 2,100 swimmers registered to date. The main season lasts a few more weeks and there may be a South Florida winter league. Jeff shared that there is a product called “Grown Up Soda,” which can be purchased at Whole Foods. He recommends looking into a sponsorship/partnership between GUS and Grown Up Soda. Dawson said that right now, the only sponsor of GUS is Swim Outlet, but he will share this with Brian and Jay.
  - c LaneMate will be launched in the next few weeks. Significant testing is underway in advance of deployment. The registration system will be taken down overnight during the deployment. Messaging will be sent out in advance. The deployment may take place later in the week after LC Nationals.
  - d The CCS season will be underway soon with club registration in August.
  - e The Q2 budget forecast is close to projections. Some operating expense budget items are moving to the capital expense budget, a reclassifying accounting move.
  - f The Rules Committee sent an update today on the Transgender Policy. A final update for BOD consideration is close.

5. Taskforce reports (Ed): The final reports for the Results Processing and History and Archives task forces were posted in Community. Please review them and make any comments in Community. They will be discussed at a BOD meeting after the annual meeting.
6. Emergency rules amendment (Ed): The Legislation Committee would like to temporarily amend 201.2.5 to a 55-day waiting period to change clubs, effective immediately and ending at the completion of summer nationals. This rule is being proposed because there was not 60-days between spring nationals and this year's summer nationals. **MSA to temporarily shorten the waiting period to change clubs to 55-days, effective immediately and ending at the completion of summer nationals.** Discussion: Sue asked how many people this typically affects and why? Ed said around 10 people, and it is usually to participate on relays. Susan said that we may want to consider a further drop in days as people may have competed in a meet between nationals. Significant discussion took place about the proposed rule amendment. The national office staff and Club Assistant will do the club changes/database changes. Why is this change being proposed now, so close to nationals, was the question of some board members. **The motion passed.**
7. Fill vacancy on the Compensation and Benefits Committee (Ed): Mark O'Leary is being recommended to fill Kendra Wilson's spot on the committee. Mark has met with Ian King, who supports this appointment. **MSA to appoint Mark O'Leary to the Compensation and Benefits Committee.** Discussion: Mark has a similar HR background as Kendra. **The motion passed unanimously.**
8. Budget assumptions (Dawson): Dawson recapped his discussions with the Finance Committee. Their recommendation is to move forward with the \$75 membership fee and keep it in place until 2027. They supported removing the sanction fees and eliminating the bridge fee for CCS. The Finance Committee agreed with the BOD on the share of the membership fee going to LMSCs (\$12 - \$10 - \$10 for the next three years). They did recommend coming up with a program for LMSCs that could have financial hardship as their share of the membership fee is reduced. Peter commented that we should document the policy as to what the split (share) is. Dawson explained that only informal documentation is the unified fee proposal, which had the split at 20%. The intent was that the split could adjust over time. The Finance Committee wanted to look at trends post-pandemic and after analysis feels that an adjustment is needed now, and this sets the precedent for how adjustments are made. This share adjustment essentially allows a break-even budget for USMS in 2025. **MSA to approve the budget assumptions for 2025 proposed by Dawson.** Discussion: none. **The motion passed unanimously.**
9. Proposed 3-year annual meeting plan (Ed): In 2022 the BOD shared a 3-year plan to alternate hybrid annual meetings with virtual ones. The budget assumptions assume that this pattern will continue. **MSA to approve the proposed annual meeting schedule for the next three years** (hybrid in (likely) Kansas City in 2025, virtual in 2026, hybrid in 2027). Discussion: Jeff asked what locations were considered for the hybrid meetings, and Dawson listed the other locations that were considered. Peter suggested that the staff check out airfares from major cities to Kansas City to ensure that they are reasonable. **The motion passed.**
10. The Board went into executive session at 8:52 PM ET with Ian King from the Compensation and Benefits Committee to discuss confidential human resource issues regarding the CEO's 2025 contractual bonus plan.
11. The next Board meeting is on Monday, September 9.

The meeting was adjourned at 9:18 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary