

## May 14, 2009 Governance Committee Call Notes

Committee members present: Patty Miller, Nancy Ridout, Julie Heather, Michael Moore, Don Mehl, Sean Fitzgerald, Anthony Thompson

### Communications Plan

Michael reported on a May 10 conference call with Hugh Moore and Jeanne Seidler from the Communications Committee, and Mark Gill. There was concerns that tasks such as helping LMSCs with their websites would not fall through the cracks if the committee no longer exists. Michael believes the types of tasks raised by Hugh and Jeanne will be covered by the new LMSC Development Committee.

Julie spoke with the Zone Committee and they are aware of the proposed elimination of that committee. She said they had questions but no negative reactions. They were concerned about how intra-zone activities will continue, but that is not the purpose of the committee. Ultimately, they are interested in seeing the work of LMSC development given to a committee created for that purpose rather than falling onto the Zone Committee for lack of a better place to put it.

Anthony reported that although he had contacted Mark Gill about a call with the International Committee, they had not been able to speak yet.

### New rule – Open Water and Long Distance Rules Committee

Sean prepared a draft rule for an Open Water and Long Distance Rules Committee and circulated it to the group before our meeting. The draft is modeled on the current Rules Committee description and has some components that were not in the rules portion of the former OW/LD Committee description, but the group is fine with that.

The group discussed the portion of the draft rule that, like similar sentences in the Rules and Legislation committee descriptions, provides for a maximum of 16 committee members besides the chair. We noted that sometimes the 16 maximum is interpreted incorrectly such that the maximum is seen as a requirement and all spots are filled. On the other hand, we recognize the need to impose a clear maximum for committees that are given automatic delegates to convention. The group decided to change the sentence so it reads as follows: **The committee shall consist of the committee chair and sufficient members to execute the committee function, with at least one member from each zone, not to exceed 16 additional members.** The group also decided to change similar language in the Rules and Legislation Committee descriptions in the same manner. We also decided to state in the policy that will be developed for committee appointments that no committee should be too large and that just because a particular rule states a maximum number of committee members it does not mean that that maximum number should be appointed.

We also decided to take the last sentence in Sean's draft regarding the chair serving as a liaison to the USA Swimming Open Water Committee and put it back in the OW/LD description, as that fits better with the purposes of the respective USMS and USA Swimming committees.

The rule about automatic delegates form committees, 504.1.5, needs to be amended to delete Finance, and substitute OW/LD Rule for OW/LD.

#### 507.2.1 – Championship Committee

Nancy raised a concern we had discussed earlier with the specification in the Championship Committee description of a minimum number of members with and without experience overseeing a national championship meet. We discussed the reasons that Mark Moore and Sandi Rousseau had given for this provision. The group decided that, rather than attempt to change the provision that was created with input from the Championship Committee, we would instead note in the new committee appointment section of the Policy Manual that committee appointments for Championship should include a mix of experience and fresh perspective when it comes to overseeing national championships. We also decided to add the "sufficient members" language into the rule, so it will read: **The committee shall consist of the committee chair and sufficient members to execute the committee function, including at least three members who have had experience in overseeing a national championship meet and two members without such experience.**

#### Board and Officers

The group agreed that we need to answer the following questions before we start suggesting legislative changes regarding the board and officers:

##### Officers

- What officers should there be? Consensus from mid-year was President, some number of VPs, Secretary, Treasurer
- How many VPs should there be and what should their responsibilities be?
- Should there continue to be a separate EC? If so, what positions should be on it?

##### Board

- What should the size of the board be? How many voting and how many non-voting?
- What board committees do we contemplate having and is the board big enough to properly staff the committees?
- How many at-large directors should there be and from what geographic areas should they be generated?
- Should past presidents continue to be on the Board?
- How long should board members' terms be and when should they be elected?

All of these questions were addressed at mid-year and we have some direction from the board. We now just need to make recommendations and work from those to suggest rules changes.

We decided to hold off on the discussion of officers until Patty has had the opportunity to talk to the vice presidents.

We began with a discussion of whether there should continue to be an Executive Committee. Nancy raised a concern about the board being active enough if it does not have the types of duties that the EC currently does. Other members noted though that the purpose of the board is to set policy not to handle day to day issues that may arise and that currently can be referred by the Executive Director to officers for input/approval. Julie expressed that she feels strongly that there should continue to be an EC and it is too early in our new governance structure and too early in the tenure of having an Executive Director to do away with an EC to handle business matters that arise. The group agreed that the Policy Manual should state the role of the board and the need for the board to stay informed and meet on a sufficiently frequent basis, including in-person meetings.

The group will continue the EC discussion on its next call.

Patty will determine what the minimum number of officers should be for an Ohio corporation.

Next meeting: Thursday, May 21, 7:00 pm Eastern