

Governance Conf Call Meeting Minutes
Sunday 27-March-11
5-6:15pm Eastern Time

FINAL

Present – Anthony Thompson(chair), Hugh Moore, Dave Diehl, Patty Miller, Sean Fitzgerald, and Michael Moore
Minutes by: Anthony Thompson

MSA: Recommend to the BOD that the HOD delegates be notified of all officer positions that will be open due to the incumbent not seeking re-election. The Governance Committee will further recommend that Election Operating Guidelines be amended/suspended to allow an additional 30 days for candidates to file for any office for which the incumbent is not seeking re-election.

MSA: Discussion was tabled on forming a an ad hoc committee, Committee of the BOD or task force that would be responsible for “Leadership Planning & Development”

MSA: Discussion was tabled on 506.9 so other non-profit bylaws would be reviewed.

1. Drafted minutes from the last meeting on 13-March-11 were discussed. Several issues were noted and needed correction, so the item was tabled to allow the chair to update the minutes. Approval will be done by an e-mail vote between meetings with the goal to have the approved minutes ready before the 6-April-11 BOD meeting.
2. Additional items from our review of Part 5 USMS of the Rule book

- 504.1.1 - Membership of the House of Delegates (from LMSC entitlements)

Anthony reported progress on collecting the numbers to analyze the growth in HOD and growth in membership. It was discovered that these numbers have not been compiled/archived by the national office and reside with USMS Secretaries. Anthony got entitlement and attendance records from CJ Rushman for 2010, and is working with Meg Smath to get other numbers. The attendance numbers also clarify who was an automatic delegate and who represented an LMSC and what delegate entitlements went unfilled.

Anthony has the information on the USA Swimming entitlements, but did not report on these pending the additional data from USMS.

It was suggested that graphically representing the growth of the HOD delegates would be a good presentation of the data when it is all collected.

- 506.3.8 Powers of the Board of Directors

- a. Upcoming election issues

The Governance Committee voted to recommend to the BOD that the HOD delegates be notified of all officer positions that will be open due to the incumbent not seeking re-election. The Governance Committee will further recommend that Election Operating Guidelines be amended/suspended to allow an additional 30-days for candidates to file for any office for which the incumbent is not seeking re-election.

- b. Succession/Leadership Development/Planning

As part of the role and responsibility of the BOD (or Power of the BOD as set forth in 506.3), the Governance Committee discussed that it is typical for non-profits organizations to have a nominating committee to seek qualified candidates for the officers and the BOD.

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The suggestion arose to develop an ad hoc committee, Committee of the BOD or task force that would be responsible for "Leadership Planning & Development" that would help educate our membership on the roles & responsibilities of the EC and BOD, educate our membership on elections (including current/amendments/suspension to EOG) and the grooming of future leaders for USMS. Accomplishment of leaders within LMSC and Zones could be collected. The newly formed group could help play a role in recommending opportunities to place appoint potential leaders to committee chair/vice chair committee roles or service on ad hoc committees or task forces, and encourage candidates to seek leadership roles in USMS. Due to time constraint on our meeting, the discussion was tabled so it could be developed before our next meeting.

- 506.9 Removal of BOD members

The current article only allows removal from the BOD for failing to attend meetings, with a vote of the BOD to remove the members. Since voting members of the BOD are elected every 2-years, the HOD cannot re-elect a board member and changes to 506.9 need to take the election procedures into consideration if 506.9 is changed.

Governance did see value in having a "for cause" clause added, but found it hard to define what might result in sufficient cause for removal. It was noted that the National Board of Review would have the power to indirectly remove a seated member of the BOD by revoking USMS membership. Other discussion centered on felony offenses that would discredit a member of the BOD and harm the reputation of the USMS BOD.

Discussion was tabled so other non-profit bylaws would be reviewed. Patty Miller will gather some information before the next meeting with a focus on non-profit sporting organization.

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506.1.2 Non-Voting members of USMS BOD

Since article 501.1.4 states that allied organization can be entitled to a non-voting member of the USMS BOD, Governance agreed that 506.1.2 should reflect this provision. Suggested wording was discussed but not voted upon.

506.1.2 The nonvoting members of the Board of Directors shall consist of the executive director, legal counsel, all past presidents not already voting members, a representative of allied organizations (as approved by the Board of Directors), and a representative from USA Swimming.

3. Schedule another Governance Committee meeting for Sunday 17-March 4pm meeting