

Governance Conf Call Meeting Minutes
Sunday 15-May-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: none

1. The minutes were not available in enough time for the committee to review them, so the updates and approval of the 17-April-11 meeting would be pursued between the conference calls by e-mails.
2. Dave Diehl reported that the EC was discussing and would clarify the role of the Rulebook Coordinator in relation to the newly created contract position posted on the USMS website. Governance will revisit our recommendation once clarification from EC is provided.
3. Hugh Moore reported on the sections of the Guide to Operations and LMSC Minimum standards policy document related to the need for non-profit bylaws to be provided to state governments.

Hugh reported that the USMS Policy Manual posted on the USMS website only has a place holder regarding LMSC policy. Additionally under LMSC Management (a best practice guideline document) the following statement is included:

In addition, if your LMSC wants to incorporate, applicable law will set forth certain requirements that you must follow. If you are seeking to incorporate your LMSC, you need to consult a lawyer or other expert in these matters concerning the required language in your bylaws and other necessary actions that you must take.

Under LMSC Minimum Standards Policy document required under

Bylaws and Administration section: “ Each LMSC shall be governed by bylaws consistent with USMS objectives and goals and the state in which the LMSC is located.” Therefore, Governance recommend not changes to the LMSC Minimum Standards Policy.

4. Additional discussion on USMS Part 5

- a. Article 505 – Dave reported that VPs and officers were providing job descriptions to the national office. These may be posted on the USMS website or could be added to the Rulebook as an appendix. Since USMS wants to stay flexible, the “division” structure has not been posted previously.
- b. Article 506.7 - The article does not specify that these committees of the BOD must be chaired by a member of the BOD. Governance felt that the most qualified person should chair these committees and membership should be based on qualification. The current wording states that “members shall be chosen from the Board and shall also include at least one member of USMS not on the Board”.
- c. Article 507.2 - The process of creating ad hoc committees was discussed and that these are often referred to as “task forces” was discussed. Since these are referenced in section 507, these are considered HOD ad hoc committees and should there be a similar article in 506 for ad hoc committees of the BOD. Governance suggested not changing article 507.2 or creating any new article, since members of the BOD are members of HOD.
- d. Article 507 - The process for appointing members to committees was discussed. Governance continues to support the guideline to have the most qualified people on each committee, as well as considering the interest from the membership to serve on a committee to provide a meaningful volunteer opportunity. Governance and/or the BOD had previously discussed the guideline to try to have each person on only one committee.

4. Next meeting was scheduled for 5-June-11 at 5pm Eastern Time.