

USMS Convention—Atlanta, Ga. 2008

Committee Name: Board of Directors	Session #: 1	Report #: 3
Committee Chair: Rob Copeland	Vice Chair: NA	
Minutes recorded by: Meg Smath	Date/time of meeting: September 24, 2:00 p.m.	

Action Items:

1. MSA to appoint the Zone Committee as the ad hoc Election Committee for the 2009 elections.
2. MSA (unanimously) that, recognizing that the implementation of the vision and action plan, as presented, will require an investment of USMS funds, the Board hereby authorizes the Finance Committee to present a budget with a deficit of up to \$475,000 to the House of Delegates for the 2009 fiscal year.
3. MSA that the Board of Directors recommend to the House of Delegates a plan that will start a dues increase of \$2/year starting in 2010 and for it to continue for up to 8 years.
4. MSA to delete section VI of the Policy Manual, "Significant Actions of the House of Delegates."
5. MSA to delete section VIII.B.1 of the Policy Manual, "Audit Committee."
6. MSA to table discussion on the proposed amendment to section VIII.B.1.c of the Policy Manual, "Compensation and Benefits Committee," until Sunday's BOD meeting.
7. MSA to add section VIII.I of the Policy Manual, "Confidentiality Policy."
8. MSA to add section VIII.J of the Policy Manual, "Conflict of Interest Policy."
9. MSA (unanimously) to pursue transitioning the postal events from the Open Water and Long Distance Committee to a staff-run and -managed function over the next two years.
10. MSA that we establish a policy that USMS maintain the same language as USA Swimming except for Masters-specific differences.

Number of committee members present: 18

Absent: 6

Number of other delegates present: 28

Committee members present (list all, including chair and vice chair): Rob Copeland, Leo Letendre, Meg Smath, Jerry Clark, Michael Moore, Nadine Day, Anna Lea Roof, Carolyn Boak, Betsy Durrant, Laura Winslow, Jeff Moxie, Jeanne Ensign, Mark Gill, Jim Miller, Julie Heather, Mel Goldstein, Mike Heather, Nancy Ridout, Patty Miller, Tom Boak, Ted Haartz, Rob Butcher.

Minutes

The meeting was called to order at 2:00 p.m.

1. **Announcements.** Julie requested that all members of the BOD and committee chairs stop by the New Delegate Orientation to introduce themselves to the new delegates. Details about hospitality and morning workouts were announced.
2. **President's Address.** Rob C thanked the Board members for their work during the year. He noted that At-Large Directors Carolyn Boak and Anna Lea Roof are stepping down after this convention, and thanked them especially for their service. He called attention to USMS's accomplishments for the year, most notably introducing online registration and hiring Rob Butcher as our new executive director.
3. **Election Committee. MSA to appoint the Zone Committee as the ad hoc Election Committee for the 2009 elections.**
4. **Conflict of Interest Policy.** Our policy is for all directors to read and sign this policy annually. We will have copies available for signatures at Sunday's Board meeting. Julie commented that some of our employees are members of committees, and we have been asking them to decide "which hat they're wearing" when they participate as committee members. Some organizations have more stringent policies to prevent potential conflict of interest; for example, in some organizations a Board member wishing to apply for a job with the organization must resign from the Board first. This will be a future topic for discussion. Nadine added that we have a policy that prevents Board members from voting on issues related to their spouses seeking employment with USMS. Ted suggested that we may want to consider granting a leave of absence to Board members who apply for jobs with USMS.
5. **Confidentiality Policy.** Rob reminded all delegates that we have a confidentiality policy and we are all expected to abide by it.

6. **Executive Director's Report.** Rob B introduced staff members and Bruce Leslie, a consultant with BoardSource. Rob B gave some background information about himself, and thanked USMS for the part it played in helping him qualify for the 2000 Olympic Trials. He distributed a handout showing what the national office staff has accomplished since they came on board, and referenced the four-year action plan he has submitted in support of his proposed budget. The action plan is built on the strategic plan adopted by the Board in 2007, as well as the survey conducted by the Marketing Committee a couple of years ago and conversations Rob B has had with Board members and other USMS leaders.
7. **Address by Chuck Wielgus.** Rob C introduced Chuck Wielgus, the executive director of USA Swimming. Chuck has been an executive director of an NGB for more than 34 years, and he listed the 11 things he's learned in that time and offered it as advice to Rob B and the BOD.
 1. Embrace the culture. Many EDs have come and gone because they didn't embrace the culture of the sport. The atmosphere is more like a family business, and more can be accomplished with collaboration than confrontation.
 2. Manage the money. It is the ED's job to stay on top of the money and generate revenue. The BOD should ask for accountability and have oversight, but should not micromanage the ED in this aspect. This does not mean the ED decides where the money goes all the time. Rather, the ED will decide the best way to allocate resources in support of the priorities indicated by the BOD.
 3. Know the industry and follow the marketplace. The ED should know what's going on with facilities, manufacturers and advertisers, and be able to share this information.
 4. Be in the "bow of the boat." The ED must "constantly scan the horizon" in order to avoid dangers, and put them in perspective for the BOD.
 5. Cultivate partners and activate sponsors. This task is not easy and takes time. The ED should under-promise and over-deliver. And once partners and sponsors are committed, they must be kept engaged.
 6. "Put stakes in the ground." Chuck gave as an example his statement after attending the Olympic Trials in 2000 that the Trials were great, but they could be better.
 7. Know when to lead from behind and when to lead by being ahead. This is a delicate balance. The ED must find opportunities for others to take the lead on projects, but save the really important ones for himself.
 8. Don't let yourself be micromanaged. The first step in dealing with it is acknowledging it.
 9. Identify what you're working on to the decision-makers, but don't forget everybody else. Don't get too far ahead, and remember to occasionally circle back and tell everybody what's going on.
 10. Network and communicate. Report regularly or as other information becomes available.
 11. Have fun!

Chuck noted some possible areas for collaboration with USA Swimming:

- Swimnetwork.com, a commercial venture
- The USA Swimming Foundation
- Sponsorship, database, etc., linkages
- Events (e.g., NCAA).

8. **Address by Dale Neuburger.** Dale spoke about FINA events. He went over the structure of USAS, which is the official aquatics federation for the United States. He noted that USAS is one of the few federations in the world with direct Masters participation. He also discussed the Beijing Olympics, calling the swimming competition the most successful meet in history. He said it was a chance for the world to see what great young people are involved in the sport. He noted that USMS's own Nancy Ridout is a member of FINA's Masters Technical Committee, and that a very successful World Masters Championships were just held in Perth, Australia, with more than 6,000 athletes participating. The next extraordinary congress will be held at the "elite" world championships rather than the Masters world championships. Any proposed Masters rules changes need to be submitted by Nov. 18 to be considered at next July's extraordinary congress. Anna Lea asked if any progress has been made on FINA recognizing world records achieved at IGLA Championships. Dale did not have any information, but Mark Gill said that Walt Reid (the keeper of FINA Masters world records) can provide specific information, and that Walt has said the records were not accepted by FINA because a third party conducted the meet. Dale suggested Nancy bring the issue forward with the Masters Technical Committee. Julie commented that we need guidance from FINA on what constitutes a third party.
9. **Financial Report.** Jeff Moxie made brief comments on the previously distributed report. He noted that the budget being proposed is a deficit budget and that the executive director has submitted documentation in support of the budget. Jeanne commented that we are now at the point we expected to be when the governance process began five years ago. She feels this

budget is absolutely the right thing to do, and that we're on the right track. Anna Lea noted that the Finance Committee has always been protective of our reserves, saving it for the big event; and this is the big event. Tom clarified that we have committed our reserves before, but always for a one-time event. He said we should not lose sight of the fact that we're hiring people, and will therefore be making a commitment for longer than one year. He agreed with buying into the long-term plan, but said we need to be sure we're being prudent. Mark commented that we should look at the budget not just in terms of the next year, but also tie it in with the action plan. He added that the Executive Committee has asked the ED to come up with milestones for achievements, so that we can check our progress and make adjustments if necessary. Betsy asked how our income will increase. The answer, as outlined in the action plan, is in growth of membership and increase of dues. The plan projects profitability within three or four years. Tom reiterated that we must make it clear that we are authorizing a deficit budget. **MSA (unanimously) that, recognizing that the implementation of the vision and action plan, as presented, will require an investment of USMS funds, the Board hereby authorizes the Finance Committee to present a budget with a deficit of up to \$475,000 to the House of Delegates for the 2009 fiscal year.**

The ED's action plan calls for a \$2 per year dues increase, beginning with 2010. Laura spoke against the proposal, because she feels that the ED should generate income through additional members rather than with a dues increase, and we should be holding him accountable. Jeff pointed out that even with a \$2 dues increase in 2010, there will still be a deficit, so increased revenue will not be strictly funded by dues. Carolyn suggested waiting until 2011, to judge whether the deficit will be as large as projected, noting that we did not actually have a deficit for 2008, even though one was projected. Jeff pointed out that one reason we did not have a deficit this year was that we did not have an ED for the entire year, and therefore were not paying his salary. Leo commented that we are embarking on a much larger vision than previously imagined, so we have to be thinking about expanding the budget. If we end up with more revenue than anticipated, the ED will then have more opportunity to provide us with more services sooner. Jim said that we will be holding the ED responsible for reporting his progress. Leo added that the amount of the increase is less than the cost of a cup of coffee. And we can always discontinue the scheduled increase if we don't need it. Tom recommended approval of the philosophy of scheduled dues increases, but make them subject to yearly review. Nancy said that we will be using a substantial amount of our reserves, which will need to be replenished, and felt that the membership should fund it. Carolyn said that for some of the younger swimmers she coaches, a \$2 increase is significant, and suggested we consider variable dues amounts for certain groups. Nadine said she thought it was a great opportunity for LMSCs to collaborate with such swimmers to relieve the dues burden. Nancy felt that if the dues increase was subject to review each year, then the ED would not have enough leeway to plan, that we would be hamstringing him. Sandi Rousseau (Oregon) agreed with Nadine's assessment, and commented that in her LMSC, the registration fee for swimmers 18-24 years old is \$10, with the LMSC absorbing the difference. Meg said that she swims with a program at a university and she has observed that for students the hardship is not the registration fee, but monthly dues, entry fees and travel costs. She also noted that a \$2 increase doesn't even cover inflation. Jeanne felt the increase was warranted because it will mean improving service to all our members. Ralph Davis (Michigan) said that the proposed increase is consistent with the ED's action plan. Rob B explained that the reason he proposed an incremental increase over a few years was to avoid sticker shock. The \$2 increase will allow us to continue to formulate our action plan. **MSA that the Board of Directors recommend to the House of Delegates a plan that will start a dues increase of \$2/year starting in 2010 and for it to continue for up to 8 years.** The vote was 14-1 in favor.

10. **Policy Manual.** Betsy passed out the current draft of the manual along with proposed amendments. **MSA to delete section VI, "Significant Actions of the House of Delegates."** The manual describes an Audit Committee, but such a committee has not existed for the last several years. Jeanne explained that the committee is misnamed, that what was actually designated was a task force to set up the parameters for an Audit Committee. **MSA to delete section VIII.B.1, "Audit Committee."** Tom felt we are handling the establishment of BOD committees in a piecemeal fashion. Leo agreed, but felt we would improve after the BOD undergoes training. Nadine presented proposed new wording for section VIII.B.1.c, "Compensation and Benefits Committee": "(1) The purpose of the Compensation and Benefits Committee of the Board of Directors of USMS is to discharge the responsibilities of the Board of Directors with respect to overseeing our overall compensation programs, the compensation of the executive director, and our benefits plan. (2) The committee shall be composed of five members with background expertise in human resources, compensation and benefits administration, and financial management of nonprofits. Initial terms served for committee members will be staggered, with one committee member being on the committee for one year, another for two years, another for three years, another for four years and the last for five years. Any of the initial members who were appointed for terms of less than five years can be reappointed for an additional five years beyond their initial term. Annually, the president shall put forth qualified candidate(s) to assume the expired term of one member, with the appointment by the BOD. The president shall put forth qualified candidate(s) to assume the unexpired term of any member who is removed or resigns. The president shall appoint a chair from among the members of the committee. (3) The executive director, USMS treasurer, USMS president and the appointed Compensation and Benefits Committee of the BOD are the only persons authorized to have access to detailed salary information." Nadine said the wording was unanimously agreed upon by the committees members (Chair Nadine Day, Jim Miller, Jeff Moxie, Laura Winslow, Sarah Welch and Jerry Clark). The committee felt the requirements for membership satisfied the need for expertise in certain areas. **MSA to table discussion on the proposed amendment to section VIII.B.1.c until Sunday's BOD meeting. MSA to add section VIII.I, "Confidentiality Policy." MSA to add section VIII.J, "Conflict of Interest Policy."**

11. **Actions of the Executive Committee.** Rob C announced that the EC had voted to oppose amendments LD 19, 23 and 65. Mark explained that the EC did not follow through this past year with a task force on postal events, so the Open Water and Long Distance Committee then proposed amendments LD 19, 23 and 65, which would make administering postal events a big part of the committee's mission. The EC would like the committee to focus on growing open water swimming and believes these proposals are contrary to that policy. Further, the EC is proposing that staff take over these events, in a process that would be phased in over the next two years. Leo commented that the One Hour Postal is a great opportunity for marketing USMS, so turning it over to the marketing professionals in our National Office seemed a good idea. Mel commented that England runs a One Hour Postal event with over 5,000 participants, so there is great opportunity for growth. **MSA (unanimously) to pursue transitioning the postal events from the Open Water and Long Distance Committee to a staff-run and -managed function over the next two years.** Rob C directed Leo to draft a long distance rules proposal to implement this.
12. **Requirements for National Office.** A committee consisting of Mike, Laura, Nadine, Jerry and Rob B requested input on requirements for locating our national office. All Board members were asked to fill out a form listing their top five requirements for the office, and return the form to Mike, the committee chair, who will compile the results. Tom suggested that we announce to the House of Delegates that if LMSCs are interested in bidding for the office that they contact one of the committee members for more information.
13. **Birthdays!** The Board wished Rob C (September 25) and Jeff (September 24) happy birthdays. Rob said that Meg's birthday was in two weeks, but mercifully we moved to the next agenda item and spared the audience a third rendition of "Happy Birthday to You."
14. **Rules Proposals.** Leo noted that several Rules Committee proposals are for different wording than the corresponding USA Swimming Rules and asked whether our wording should deviate, even if the USA Swimming rules were perhaps not as well written as we would like. Meg felt it was confusing to officials who work NCAA, high school, USMS, etc., meets to have to keep up with different language. Carolyn felt we should let the Rules Committee do its job, and that the language proposed by Rules is much clearer than USA Swimming's language; however, if we decide to stick with USA Swimming's wording, she felt that someone from the Rules Committee should suggest the improved wording to USA Swimming. Sandi Rousseau (Oregon) said the Rules Committee has spent a lot of time on this project, and a directive to abandon the effort will not go over well with the committee. **MSA that we establish a policy that USMS maintain the same language as USA Swimming except for Masters-specific differences.** The vote was 9-4 in favor.
15. **Election.** Rob C noted this was an election year for at-large delegates to the BOD. The incumbents from the Colonies, Dixie, Great Lakes, Northwest, Oceana and Southwestern Zones are running for reelection, unopposed as of now. Chuck Burr and Don Mehl are running from the South Central Zone, and Anthony Thompson is running from the Breadbasket Zone, unopposed as of now. Carolyn Boak, outgoing director from the South Central Zone, read a farewell letter to the Board (attached). Anna Lea Roof, outgoing director from the Breadbasket Zone, announced her engagement to USMS Webmaster Jim Matysek, and said she thought it best that she leave the BOD to avoid a potential conflict as the spouse of a USMS employee.

The meeting was adjourned at 5:30 p.m.

Farewell as At-Large Director South Central

Carolyn Boak

I want to thank all of the Board members with whom I have served. I think that the biggest positive about the Board has been its passion! Our biggest accomplishment has been to hire an Executive Director whose personality has high energy, imagination, and a definite positive feel. But Rob Butcher's biggest strength is his inclusiveness—he has been holding long conversations with multiple Masters people to better understand Masters Swimming.

There are three areas where I think the new Board can improve. First, when there is a discussion about an important topic, there needs to be a motion made and seconded. After discussion, a vote on the motion should be taken so that the position of the Board is clear and unarguable.

Second, I believe that the Board instituted too many Board committees and task forces, some of which duplicated or even negated the work of established committees. If the President starts a task force, it should have a specific role and time frame to accomplish its goal. More USMS committee members should be included in these task forces. Board members need to help the President name taskforce members by volunteering themselves or appropriate committee members. I also found it disconcerting that several board members served on multiple major Board committees and taskforces at the same time. Although I applaud such people for their energy and passion, it would be wise to vary the memberships of these groups so that a true consensus of a larger group of involved USMS people will result.

The next advice is difficult to say, but I think that the Board might consider a policy that family members should not serve together on the Executive Committee. . . Nor should family members serve together on the Board, particularly when voting members of the Board. I saw it in myself and in the other 5 people in this situation. We all tried to be fair and impartial, but it is almost impossible to be balanced and fair on an issue about which one's spouse has a definite interest.

Finally, I wish to make public a personal apology to Laura Winslow. Laura, I am sorry.

Again, thank you all for having me around. I will continue on the Rules Committee and in our local area.

Carolyn Boak
