

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	12/19/2022 8:00pm ET

Actions Taken:

1. Approved: November 28, 2022 BOD revised meeting minutes.
2. Approved: Revised Election Operating Guidelines.
3. Approved: The emergency suspension of 303.4.2E and 307.7.6A(2) for the 2023 USMS Ultramarathon-Distance Open Water National Championship
4. Approved: The 2023 CEO contract renewal.
5. Approved: The Compensation and Benefits recommendation on the CEO bonus plan for 2023 as presented.

Number of committee members present: 16 Absent: 2 Guests: 17

Committee members present (list all, including chair and vice chair): Peter Guadagni - President; Chris Colburn - VP of Administration; Chris Campbell - VP of Community Services; Ed Coates - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Teddy Decker – Treasurer; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Paige Buehler (Northwest); Susan Ehringer (Great Lakes); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest); Dawson Hughes – CEO; Katie Kenyon (Legal Counsel).

Not present: Patty Miller (Immediate Past President), John King (Oceana)

Guests: Marilyn Fink, Nadine Day, Doug Sayles, Skip Thompson, Diana Lamar, Sandi Rousseau, Erin Sullivan, Erika Braun, Guy Davis, Marisa Frieder, Tim Waud, Bob Bruce, Gary Keehner, Ed Tsuzuki, Ian King, Phylis Quinn, Cheryl Gettelfinger

Minutes

The meeting was called to order at 8:01 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): Nov 28, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of the revised Nov 28, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (all): The BOD showed off their ugly holiday attire.
4. FINA call: Peter will send out a doodle poll to schedule a call with Dale Neuberger, FINA treasurer, and Morgane Gaultier, a senior manager at FINA who does program development and is hoping to have a greater emphasis on Masters. This is an optional call for the BOD.
5. CEO update (Dawson):
 - a. Dawson shared proposed dates of the national volunteer meetings for the next few years. Jessica has been doing due diligence to find the best combination of hotel rates and location while trying to use the leverage of a multiple meeting/year contract. Dawson said that the short list includes Denver, Houston, and Atlanta. He will personally be traveling to Houston to check out that location option in advance of what could be a two-year commitment. Dawson asked the BOD to share any concerns or questions about the proposed dates on Community. He hopes to have a contract signed later this week.
 - b. CRM is on track for a February launch. Jess is in the process of testing the new system prior to its deployment. The national office will be making video tutorials for the new system. Currently Salesforce is being run in parallel with the legacy system. On February 1, Salesforce CRM becomes the database of record, and the “old system” will become read only for membership coordinators, top ten recorders, sanctions chairs, and treasurers. Dawson is planning on doing a presentation on the digital transformation which will include what has been completed and what is yet to come.
 - c. Dawson updated the BOD on strategic plans for 2023 with an overview of the tactical implementation of club and event development plans. A grant program will be established which will also require the completion of an online interest form to help understand what a club, event, or an LMSC is trying to achieve with a grant. A follow-up meeting will then be scheduled with someone from the national office to help set the grantee up for success. Multiple support programs will be called upon, from consulting about best practices to marketing to recruiting a coach to education. The grants will provide the financial insurance to add workouts, resume an event or try

something new, among other ideas. A communication plan has also been established, and the LMSC Development Committee and Coaches Committee will be utilized in the communication process as well for direct outreach.

- d. Membership stands at about 1,000 members less than last year at this time, with the difference coming in the number of year plus members. We usually have a big spike at the end of the year/beginning of the new year. At the January BOD meeting we will have a good sense as to where membership stands for 2023.
6. Consideration of revised Elections Operating Guidelines (Erin Sullivan): (Documents previously distributed)
 - a. Peter shared that Charles wanted the Legislation Committee to do research on history, and Peter forwarded the request to them. Charles commented that he feels that we need an interpretation on this. Peter will follow-up with Charles and then send it to Stephanie. **MSA for approval of the revised EOG.** Discussion: none. **The motion passed unanimously.**
7. Board Policy Review (Peter):
 - a. Guidance on scheduling events: A document was created by the national office and the Diversity and Inclusion Committee on guidance for scheduling events. Peter asked if this needs to be a BOD policy? Discussion followed about the wording on the document as well as the list of events provided. Ed suggested that we should not have a policy or document as it could cause more confusion. Charles said that he understands the intent, but he doesn't want us to send a message that not all are welcome or included or be disrespectful of a community. Dawson said that he feels that we need to empower the local event director to make the best decision on the timing for their event. Many times, pool availability drives the timing of our events. Jeff provided some background on the D&I thinking on the document, which was to be respectful and to use this as a starting point. Teddy shared that it is stated as a recommendation, and these are holidays (listed) that you might consider. Erika shared a link to a list of federal holidays. A vote was not taken.
 - b. Status of project to review Board approved policies: Peter previously shared a spreadsheet of BOD policies. Peter thanked Kris Wingenroth for her work on this project. Going forward, the goal will be to review and reapprove policies once every two years.
8. Consideration of Long Distance Committee's request for emergency suspension of two rules, 303.4.2E and 307.7.6A(2), for the 2023 USMS Ultramarathon-Distance Open Water National Championship (Robin): Robin presented the emergency rules suspension request submitted by the Long Distance Committee. It is a one-time request to suspend two rules. This is considered an emergency request because it falls between the 2 HOD meetings and the event takes place before the next annual meeting. **MSA for approval of the emergency suspension of the two rules stated above for the 2023 USMS Ultramarathon-Distance Open Water National Championship.** Discussion: Robin explained that the first rule pertains to the use of personal safety buoys and the second has to do with category 2 – people will start by their seed time, as opposed to separating the championship and non-championship categories. The request is being posed due to safety considerations. The event is being held in a river with a current and commercial boat traffic. For this event, the host has purchased safety buoys for all participants. The buoys will aid in visibility by commercial boat traffic. By suspending the second rule, while no drafting is permitted, it will be easier to monitor the swimmers as they move down river. Besides the timing of the request, Charles asked what is unique about this host and event that it was selected under these rules, and could we have anticipated these safety concerns when the host was chosen? Robin clarified that the host has hosted national championships before, and with climate change, safety has become more of an issue. In its discussions, the Long Distance Committee has determined that a proposal change in 2023 might be forthcoming. Robin also explained that there are few ultra-marathon courses. In most other types of bodies of water, you can easily set up heats/waves in the actual race and separate the category one and two races. With this venue, that is more challenging. Paige asked why we are suspending the second rule if drafting is prohibited. Robin clarified that it is because it overlaps with the buoy issue. If someone swims with a buoy, they are category 2 unless the rule is suspended and because of the way swim wear is defined in the rule book. **The motion passed.**
9. Compensation and Benefits (Peter/Erika Braun): The Board of Directors went into Executive Session to discuss confidential human resources issues. (*Secretary's Note: Dawson (conflict of interest) and all non-BOD guests and non-Compensation and Benefits Committee members) exited for the remainder of the conference call as the meeting went into Executive session).*
 - a. As Chair, Erika presented the Compensation & Benefits Committee recommendations, each of which were discussed:
 - i. **MSA for 2023 CEO contract renewal**
 - ii. **MSA for 2023 CEO bonus plan**
10. The next BOD meeting will be on Monday, January 16 at 8 PM EST.

The meeting was adjourned at 9:26 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary