

| | | | |
|-----------------------------|--------------------|------------------------------|---------------------|
| Committee Name: | Board of Directors | Session #: | 2 |
| Committee Chair: | Peter Guadagni | | |
| Minutes recorded by: | Carrie Stolar | Date/time of meeting: | 5/16/2022 8:30pm ET |

Actions Taken:

1. Approved: May 16, 2022 Special Session BOD meeting minutes.
2. Approved: April 18, 2022 BOD meeting minutes.
3. Approved: Addition of Erika Braun to the NBR hearing panel pool.
4. Approved: The CEO's overbudget request of \$80,000.

| | | | | | |
|---|-----------|----------------|----------|----------------|----------|
| Number of committee members present: | 14 | Absent: | 4 | Guests: | 9 |
| 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; At-Large Directors: Jenny Hodges (Breadbasket); Jeff Strahota (Colonies); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Jill Gellatly (Southwest), Patty Miller (Immediate Past President), Dawson Hughes – CEO. | | | | | |
| Not present: Mel Goldstein (Great Lakes), Britta O’Leary (Southeast), Maria Elias-Williams (Legal Counsel), Teddy Decker – Treasurer | | | | | |
| Guests: Marilyn Fink, Sandi Rousseau, Nadine Day, Erin Sullivan, Stephanie Gauzens, Skip Thompson, Crystie McGrail, Linda Chapman, Rob Duguay | | | | | |

Minutes

The meeting was called to order at 8:38 pm ET.

1. Minutes (Peter): May 16, 2022 Special Session BOD meeting minutes: **MSA for approval of the May 16 Special Session meeting minutes.** Discussion: None. **The motion passed unanimously.**
2. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
3. Minutes (Carrie): April 18, 2022 BOD Meeting Minutes: **MSA for approval of April 18, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
4. Minute of good news (Peter): Peter is going on vacation to the Virgin Islands, visiting national park #52.
5. CEO Update (Dawson):
 - a. MembershipTrends: Forecast is for 3500 more than budgeted, and we are on track for 10% higher membership than last year. Plans for Try Masters Swimming month are getting finalized. Stanford’s and UCLA’s Masters programs, among others, are back in operation.
 - b. New Controller and Transition Plan: Our new controller, Gary Keehner, has a non-profit background and will start on June 1. He will overlap/transition with Susan until July 1. Susan will be available as a resource for the months of August – October during the budgeting process.
 - c. Misconduct Memo: Please review and send comments to Dawson. The memo clarifies our interaction with Safe Sport.
6. Approval of Erika Braun to NBR Hearing Panel Pool (Peter): **MSA for approval of Erika Braun to NBR hearing panel pool.** Discussion: None. **The motion passed unanimously.**
7. Financial Matters (Dawson): CEO Memo on Upcoming Decisions and Direction (Dawson): The March Q1 commentary/forecast was shared prior to the meeting. Preliminary discussions about the 3-year projections and assumptions for next year’s budget are taking place in the Finance Committee. These discussions also include the topics of payroll and support for the updated strategic priorities. The Finance Committee also approved the overbudget request to cover the overlap between Susan and our new controller and a position supporting club development and volunteer resources. The new club development position will work entirely on the club development strategy and track direct results and incremental membership from these efforts. How does this position align with the strategic direction of utilizing local volunteers? This

staff person will be in place for support and logistics coordination to compliment the local volunteer efforts and knowledge. A Club and Event grant development program will be built into next year's budget. This grant program will lessen the risk for clubs and event directors when pursuing new opportunities and solidifying existing. The LMSCs will be involved in the planning and will provide local knowledge for these efforts. **MSA for the CEO's overbudget request of \$80,000.**
Discussion: None. **The motion passed unanimously.**

8. Close out of Strategic Review Task Force (Carrie and Peter): A memo was sent to the BOD prior to the meeting to summarize the work of the strategic task force and share its recommendation to review and update the language of the mission, vision, and values and goals and objectives. Peter recommends the creation of another task force after the annual meeting to review our organizing principles page in the rule book.
9. The next EC meeting will be on June 6 at 8:00 PM ET. The next BOD meeting will be on June 20th at 8:30 PM ET.

The meeting was adjourned at 9:20 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary