

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Peter Guadagni		
<b>Minutes recorded by:</b>	Carrie Stolar	<b>Date/time of meeting:</b>	7/09/2022 10:30 am ET

**Actions Taken:**

1. Approved: June 20, 2022 BOD amended meeting minutes.
2. Approved: The revised interim election procedures.

<b>Number of committee members present:</b>	<b>18</b>	<b>Absent:</b>	<b>0</b>	<b>Guests:</b>	<b>10</b>
<b>Committee members present (list all, including chair and vice chair):</b> 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; Maria Elias-Williams (Legal Counsel); Patty Miller (Immediate Past President), Dawson Hughes – CEO; At-Large Directors: Jenny Hodges (Breadbasket); Jeff Strahota (Colonies); Mel Goldstein (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Britta O’Leary (Southeast), Jill Gellatly (Southwest); Kris Wingenroth (South Central).					
<b>Not present:</b> none.					
<b>Guests:</b> Marilyn Fink, Sandi Rousseau, Nadine Day, Erin Sullivan, Susan Ehringer, Skip Thompson, Bill Brenner – Sr. Director, Jay Eckert – Sr. Director, Gary Keehner – Controller, Dale Neuberger – FINA.					

**Minutes**

The meeting was called to order at 10:33 am ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest. Peter recognized BOD members Jeff, Jenny, Jill, and Mel who are attending their last summer board meeting. Peter also shared that between 2014 and 2019, the baby boomer component of our membership declined by 12.5%. The combined total of all the other age groups grew.
2. Minutes (Carrie): June 20, 2022 BOD Meeting Minutes: **MSA for approval of the amended June 20, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Ice Breaker (Britta): The BOD members participated in an ice breaker activity.
4. Consideration of Interim Election Procedures (Erin): Discussion focused on:
  - a. Meet the candidate videos: The Meet the Candidate statements will continue to be prerecorded. With prerecorded videos, in-person and virtual candidates will be on equal footing. Three-minute introduction video will be followed by answering 2 questions. Floor nominees will not have videos. For the candidate Q&A, virtual candidates must be logged in and prepared to respond to questions.
  - b. Zone endorsements for floor nominees: There won’t be an opportunity to seek a zone endorsement as the zone meetings will have already occurred. A candidate could get pre-endorsed, as many will know that they will be running for office ahead of time.
  - c. Voting: Unopposed candidates will be elected via acclamation. The election will be held via a Zoom poll. All in-person attendees will be asked to have a device with them to use in voting.
  - d. In EOG packet, it says that newly elected BOD members must attend the next BOD meeting. This will be updated to say that those newly elected can attend the next BOD meeting virtually or in-person.
  - e. Post-election: We will wait to hear from the Elections Committee with feedback on the process.
  - f. BOD training: The training will be separate from the annual meeting but will be prior to the first BOD meeting that those newly elected will attend.
  - g. Erin will revise the EOG and send them to Carrie for distribution to the BOD today.
5. Board Liaison Meeting Recaps (All):
  - a. Breakout groups:
    - i Admin Refs (Maria, Robin, Ed, Jeff, Teddy, Chris Colburn, Britta, John, Dawson):

- 1 Questions/Comments from another Zone
    - a Transparency and accountability of changes within USMS
      - i Budgeting process
      - ii Changes to committees
  - 2 Commonalities
    - a How do we implement the Strategic Priorities?
    - b Relay 2022 was great
    - c Need marketing (more direct) help
  - 3 Unique Perspectives:
    - a COVID recovery process
    - b Addition of regional staff
  - 4 Surprising
    - a How different the tones of the zone meetings were (positive vs. negative)
    - b Support for Relay attendance
  - 5 Concerning
    - a Those that don't want to embrace change or have a conversation about change
  - 6 Emphasize as we build plans to support the strategic priorities
    - a How attendees/delegates are chosen for Relay/annual meeting
    - b Acknowledge that we are listening/hearing
  - 7 Adjustments we should consider regarding our recs on committee changes?
    - a Focus on those that want to be involved and learn and have conversations
  - 8 Overall
    - a Goals and objectives of USMS and USA-Swimming are different
- ii Deck Refs (Peter, Paige, Mel, Patty, Chris Campbell, Kris, Jill, Jenny, Carrie):
- 1 Question about whether the link to the database of images that Kyle had discussed at Relay 2022 has been shared.
  - 2 Commonalities:
    - a Desire for staff and help
      - i Shared Strategic Priorities but no specifics given yet
    - b Some positive meetings, some not
      - i Some feeling disenfranchised
    - c Add paid regional staff to help local/zone development
    - d Desire for help (don't know how to...)
    - e Lack of transparency
    - f Want/Need goals (for a target)
  - 3 Unique:
    - a Want goals
    - b Website difficult to use
    - c Elections should reflect local versus national service
  - 4 Surprising/Concerning
    - a Budget isn't transparent
  - 5 Changes/Differences
    - a Listen: General membership doesn't know:
      - i Where to find things on the website
        - 1 Search engine is challenging
      - ii Where to find resources
      - iii What exactly we would like them to do
  - 6 Adjustments to recommendations with respect to committee changes
    - a When a committee is sunsetted, we need to explain that we are finding a more efficient way to get the work done.
      - i Scope of work is not going away
      - ii Sense of a loss of ownership exists
    - b Conversation needs to be about specifics, not generalities
    - c Articulate what we want them to do
- b. Big takeaways:
- i Tools need to be made clear and obvious/accessible
  - ii Communication challenge: training/videos etc. are not being absorbed so not aware of available resources

6. FINA Update (Dale Neuberger):
  - a. Currently Treasurer of FINA
  - b. Role is one of two-way communication: Provide us with information to make good decisions and to let us know of upcoming opportunities and for FINA to get feedback from USMS
  - c. Update from recent Congress and meetings in Budapest
    - i. Nadine Day is chair of the Masters Committee through 2025
    - ii. Thank you to Mel for his service in his leadership roles (Chair/Vice Chair) within FINA
  - d. 2023 FINA World Championships will be in Fukuoka, Japan in August
  - e. 2024 FINA World Championships will be in Doha, Qatar (2/23 – 3/3)
  - f. Questions:
    - i. Transgender Plan
      1. Aquatic Integrity Unit created, made up of 24 individuals
        - a. Broad-based to make sure that our sport operates at the highest level of integrity and fairness
          - i. Previously focused on anti-doping
          - ii. Expanded to include gambling/match-fixing
          - iii. Ethical component
          - iv. SafeSport
      2. Transgender Policy
        - a. Six months of work involving experts from medical and legal backgrounds as well as athletes.
        - b. Summer Sanders and Cate Campbell spoke on Fairness and Inclusion and how to strike that balance that is fair to our sport
        - c. Essentially if a male has gone through male puberty that individual has physical advantages that remain. That is the dividing line.
          - i. Vote on the policy was not unanimous but was a sizable majority (71%)
          - ii. Only applies to FINA competitions/records
          - iii. The law and federation of each country decides for that country
        - d. FINA will spend the next 6 months looking at the feasibility of creating an open category
          - i. No discrimination but inclusiveness and fairness with fairness overriding
7. Financial Planning (Dawson):
  - a. Welcome to Gary Keehner, our new controller. Susan will be working part-time through the month of August.
  - b. Looking for BOD input on
    - i. Fees
    - ii. Deficit spending comfort level
    - iii. How to better encourage LMSCs to use their resources
  - c. Forecast:
    - i. First Quarter 2022 forecast: 56,000 members at year end
    - ii. A loss of \$215,000 this year before depreciation. The original budget was a loss of \$261,000. Even with the budget adjustments that we have made this year, the budget has improved
      1. This is the peak year for depreciation from the digital transformation, resulting in -\$560,000 for the year (including depreciation).
    - iii. Macro challenges: Inflation (8+%)
  - d. Investment account is down.
    - i. Trending slightly better than the market due to our conservative investment strategy
  - e. Cash flow:
    - i. Will need to take investment transfer to cover immediate cash flow needs (\$163,000)
      1. In the past we haven't needed to take this
    - ii. Will also utilize line credit for cash flow needs through October
    - iii. Gary and Susan will be doing a full cash flow analysis in August
  - f. Assumptions for 2023:
    - i. 60,000 members
    - ii. Increased focus on club and event development
      1. Grant program and support in partnership with LMSCs
        - a. To help start/grow/restart clubs and events
      2. Club development specific staff
    - iii. One (?) in-person national volunteer meeting

- iv 5% expense/payroll increase: will this be enough given inflation and the labor market tightness?
- g. New Programs
  - i Club Development start-up and growth program: Bill Brenner is working on.
    - 1 Club development matching grant program
  - ii Event development matching grant program
  - iii Local membership value focus
    - 1 Menu of LMSC options to support the strategic plan locally
      - a LMSC focus of resources
        - i Includes peer LMSCs that have done specific initiatives/best practices
  - iv LMSC target membership goals (recognized)
- h. LMSC financials
  - i Assets among LMSCs have grown significantly over the last several years
    - 1 Guide LMSCs on how to spend their money to support membership, retention, clubs, events, and coaches and ultimately membership growth
  - ii Concepts considered but not recommended/feasible: 3-year membership fee, flat LMSC share of fee, elimination of sanction fee (could be a part of the grant program), a waiver of gold club fees
  - iii TBD: approach to the in-person volunteer meetings and its financial impact, fee structure, acceptable deficit spend for next year and beyond, one FTE approved but not hired, ongoing capital and tech expenses, 2023 detailed budget
  - iv Fee recommendation:
    - 1 For 2023, fees will increase to \$65 on Nov 1 and move to \$70 on Jan 1. Fees would remain at \$70 through 2024. Dawson shared the preliminary high level budget impact.
    - 2 Discussion:
      - a How does a fee increase impact membership?
        - i For prior fee increases we saw increases in membership, but LMSCs also were adjusted their fees, so we don't have clean data/analysis.
        - ii Are we assuming a similar staff size in the future?
          - 1 Staffing assumed constant for 24 months. Then an independent swimmer support staff person is added.
        - iii Zones/LMSC leadership are saying that they need direction and tools rather than money
          - 1 Need more staff at the national level to do this (volunteer services role) as logistical hub
        - iv Events have become more expensive to enter, especially open water
      - v Reminder of unified fee discussion:
        - 1 Discussions with USAT will resume
        - 2 We recognize that our members have club dues, and those costs are increasing
      - vi Much of the country is not back to normal (post-pandemic). Any fee increase will be difficult for those that have been relatively shut down for most of the last two years, especially for those who haven't been able to hold events.
        - 1 Keep inflationary measures in mind
        - 2 For those that don't normally participate in events, they have actually gotten more value from the membership during the pandemic due to accessing Community and finding workouts on the USMS website.
  - v Budget deficit spend discussion:
    - 1 While acceptable in the short run, in the long run, this level of deficit spend is not sustainable.
    - 2 Per Teddy, the Finance Committee is asking for the BOD's guidance for an acceptable level of deficit spending. They will follow the BOD's guidance.
  - vi How to work with the LMSCs to appropriately spend their funds?
    - 1 Discussion postponed
  - vii Dawson will work the Finance Committee to get their input based on the financials that he presented.

## 8. BOD Education on Leadership (Paige):

- a. Overview of the pre-readings
  - i How to foster collaborative relationships/how to foster relationships in a more virtual space across our organization?
    - 1 Overview
      - a How we communicate is important



- 3 Expand the knowledge of what we do and what we need (skills and competencies)
    - v Face to Face interaction is important
  
  - 9. National Office Program Review (Dawson) (Power Point will be posted. Please refer to deck for detailed presentation information)
    - a. Huge volume of programs/tasks that the National Office is responsible for and delivers on
      - i Four main departments
        - 1 Club Development (Bill)
          - a Club, Coaches, Facilities, Foundations/ALTS
            - i Working on how to use education programs for coaches as a recruiting tool
              - 1 Build a database on potential coaches so can fill coaching gaps at facilities (future)
            - ii Help facilitate coach placement
          - 2 Membership, Events and Partnerships (Jay Eckert)
            - a Focus on championship coordination: Staff has become more involved.
              - i Both hosts for 2023 (pool) were developed out of relationships that have been built over the last few years.
          - 3 Marketing and Communications
          - 4 Business Operations
            - a Technology, Volunteer Services, Finance, Accounting
              - i Technology: Many platforms used
                - 1 Digital transformation: Sept launch of SalesForce; legacy system will operate in parallel
                - 2 Events/Sanctioning, updates to the calendar of events etc. will be next focus
                - 3 Volunteer Services: Staff communication plan/calendar shared
                  - a Meet weekly on adjustments and timing
                  - b Emails can be extremely targeted
                - 4 Campaign calendar shared (Kyle)
  - b. Communication: Prioritization, Coordination, Choreography and Engagement
    - i Trying to limit emails to one per member per day, including volunteers: too many leads to lower engagement
    - ii Trying to balance multiple priorities
    - iii All communications for volunteers combined in the monthly Streamline for Volunteers
      - 1 Only 8% click through rate on SFV
        - a Lowest of all Streamlines that are sent
    - iv Volunteer Central on website: everything is in one area on the website on demand
      - 1 Need to continue to communicate/educate so that volunteers know where to find the information
    - v In the next few weeks, all members that have unsubscribed to emails in the past will be resubscribed and will be asked to select their preferences for receiving communications in the future.
    - vi Challenge is to ask and answer with specifics.
  - c. Strategy Implementation:
    - i Club development start-up and marketing support: Tactics in process
    - ii Event development start-up and marketing support: Initial discussions, developing towards Relay 2023
    - iii Community development: Initial discussions, developing towards Relay 2024
      - 1 Continue to educate and foster engagement through the digital community and at national events
    - iv Local Focus
      - 1 Development of LMSC menu of options to support strategic initiatives locally
    - v Independent swimmer: Early discussions documented
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10. Volunteer Meeting Strategies for 2023- 2025 (Robin) (Presentation posted in meeting materials)
  - a. Robin shared background information on how the path to the current hybrid USMS annual meeting has evolved.
  - b. The BOD voted to fund an in-person volunteer development meeting (Relay 2022) rather than an annual meeting. Subsequently, after a sense of the HOD vote was taken, the BOD funded a hybrid annual meeting for 2022.
    - i 86% of Relay 2022 attendees rated the event very good/excellent
  - c. Issues:
    - i Dual proposals have been submitted as to who has the power to set the annual meeting
      - 1 The BOD understands that a virtual component will need to be a part of any annual meeting.
    - ii Financial constraints
    - iii Staff engagement

- iv Duration
  - v Time commitment (BOD, staff, attendees)
- d. Options were presented and discussed and are summarized on a chart in Robin's presentation.
- e. Reminder of the purpose of the annual meeting
  - i Elections
  - ii Set fees
  - iii Approve rules and legislation
- f. Possible next steps:
  - i Need to understand financial and planning resource requirements
  - ii At the legislation forum
    - 1 Present implications of the proposals from the BOD perspective
      - a BOD members can be ready to address specific components of the implications
        - i History, financial, etc.
    - 2 Provide opportunity for rationale of second proposal to be presented

11. Revised Election Guidelines (revisited):

- a. Meet the candidate change: Patty will work with Erin to fine tune guidelines based on Board comments.
- b. Dawson will email housekeeping suggestions about the timing of posting/taking down of the candidate videos that is detailed in the guidelines. Housekeeping correction on the date as well.
- c. **MSA for approval to accept the revised interim election procedures. The motion passed unanimously.**

12. Officer Reports (Shared online prior to the meeting)

- a. Peter:
  - i The at-large delegates that Peter is entitled to appoint will be going to coach and club leaders.
    - 1 If BOD members have specific individuals that you would like to recommend, please let Peter know.
      - a The assumption is that these individuals would attend virtually
    - 2 For at-large delegates, USMS will not be paying expenses.
    - 3 Per Dawson, 150 in-person attendees are in the budget.
      - a Per Patty, we have never paid for at-large delegates to attend the annual meeting.
  - ii Term limit ad hoc Committee: Advisory report will be distributed to the BOD.
  - iii Transgender task force: Still needs participants.
- b. Robin:
  - i Long Distance (OW) Committee: Change in process with the virtual championships
    - 1 The National Office is taking over the management of the events, and the hosts are being phased out.
      - a LD committee is overseeing the integrity of the event and the compliance of the rules, results and records.
      - b The LD event liaisons have done a great job and have communicated well.
      - c The guide to operations is being updated.
    - 2 Open Water National Championship venue challenges: weather and water quality issues have affected 2 of the 5 championships.
    - 3 Should/How do we attach an OW National Championship to a pool national championship?
      - a Idea: Issue RFPs on a list of events for the year
    - 4 Disqualifications have occurred due to the use of technology
      - a Smart goggles, smart watches
      - b Looking at USA-S and USAT policies
  - ii Officials Committee:
    - 1 Language has been added in the host contracts for Nationals regarding the use of local officials.
      - a Monetary penalties and local official requirements are being added.
    - 2 The number of certified officials is increasing
      - a Tracking remains difficult
        - i Manual process. Currently on an excel spreadsheet. Need technology support
        - ii Per Dawson, work with Jay and Jessica to add the tracking, training and certification with the new Salesforce system.
      - iii OW certification is also paper based.
- c. Ed:
  - i Status updates for his committees' activities are in his report.

- ii Awards and Recognition Committee submitted one rule change that reduces the number of required RJA award-winners on the committee from 4 to 2.
  - iii LMSC Development Committee: Peer to Peer and webinar attendance is down. Looking at a plan on how to reengage the membership and reduce the number of meetings.
- d. Chris Campbell:
  - i Coaches Committee: Focus will be on expanding their outreach, especially about mentoring. Also working on the National Coaches Convention which will be in October.
  - ii Diversity and Inclusion Committee:
    - 1 A sub-committee is being formed to formulate an appropriate response to a FINA's transgender policy.
  - iii Sports Medicine and Sciences: One proposal was submitted which proposes sunsetting the committee as a standing entity in favor of an ad hoc task force, individual contributors, and as-needed support.
- e. Chris Colburn:
  - i Membership Committee: Rationale to sunset the committee has been formulated and legislation submitted. Veteran membership coordinators will help those newer in their positions and the National Office.
  - ii Championship: 2024 bid proposals are in process. One rule proposal has been submitted that codifies what happens if a national championship happens outside the regular season.
  - iii Rules Committee: Legislation submitted includes housekeeping and USA-S pending amendments that affect USMS.
  - iv Legislation Committee: Among the proposals submitted: L6 clarifies housekeeping and allows for housekeeping rulebook changes in the future to take place outside of the annual meeting.
    - 1 Patty is concerned that some of the proposals from the Legislation Committee about the annual meeting and how we govern ourselves are being submitted without engaging the Governance Committee.
- f. Teddy: The Treasurer's report is in the committee packet. We should get two looks at the financials between the August and September meetings. Some LMSC financial standards have been added to FOG.
- g. Carrie: The Secretary's report is in the committee packet. For the ALTS Committee, Carrie wanted to make sure that the BOD is aware of the limitations of the 30-day trial membership regarding insurance for many ALTS classes, so programs are having to purchase supplemental insurance.

13. There will be no additional BOD meeting in July. The next BOD meeting will be on Monday, August 15 at 8:30 PM ET.

The meeting was adjourned at 5:28 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary