

Committee Name:	Board of Directors	Session #:	2
Committee Chair:	Peter Guadagni		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	8/15/2022 8:30pm ET

Actions Taken:

1. Approved: July 9, 2022 BOD meeting minutes.
2. Not Approved: Affiliate membership for the Huntsman World Senior Games.
3. Approved: The recommendation to the HOD of the proposed fee structure for 2023 as outlined.
4. Approved: The proposal for the annual meeting format of 2023 hybrid, 2024 virtual and 2025 hybrid and a subsequent plan reconsideration moving forward.
5. Approved: The recommendation of the standing rules of the USMS annual meeting to the HOD.
6. Approved: The modification of the USMS policy to eliminate the \$100 filing fee for grievances and appeals filed with the NBR.

Number of committee members present:	17	Absent:	1	Guests:	11
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: Jenny Hodges (Breadbasket); Jeff Strahota (Colonies); Paige Buehler (Northwest); Mel Goldstein (Great Lakes); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jill Gellatly (Southwest); Patty Miller (Immediate Past President); Dawson Hughes – CEO; Maria Elias-Williams (Legal Counsel).					
Not present: John King (Oceana)					
Guests: Marilyn Fink, Sandi Rousseau, Nadine Day, Skip Thompson, Linda Chapman, Guy Davis, Nancy Ridout, Ian King, Cycee Buscaglia, Erika Braun, Doug Sayles.					

Minutes

The meeting was called to order at 8:43 pm ET.

1. Agenda review and declarations of conflict of interest (Peter): No changes to the agenda or conflicts of interest.
2. Minutes (Carrie): July 9, 2022 BOD Meeting Minutes (Carrie): **MSA for approval of July 9, 2022 BOD meeting minutes.** Discussion: None. **The motion passed unanimously.**
3. Minute of good news (Maria): Maria talked about an article which discusses how good swimming is for your brain (versus land-based activities) Just keep swimming!
4. CEO update (Dawson):
 - a. Membership is close to 52,000 with a forecast of 56,000.
 - b. Susan and Gary are working on the cash flow analysis.
 - i. We will be borrowing about \$100,000 from the SSL reserves, and we will also be borrowing from our line of credit in the form of a short-term loan.
 - c. Susan will be retiring from USMS at the end of August.
 - d. Steve Hall will be moving into the club development position. The volunteer services position is still open, as is Steve’s former position of membership manager.
 - e. As it currently stands, about 60% of attendees will be in-person at the annual meeting.
5. Approval of Affiliate Membership for the Huntsman World Senior Games (Peter): The Huntsman World Senior Games is pursuing an affiliate membership. **MSF for approval of affiliate membership for Huntsman World Senior Games.** Discussion: They are seeking an affiliate membership so that times achieved in their games can be recognized by FINA. Typically affiliate members are organizations that want to be aligned with USMS. This case is unusual in that the reason to join is for a competition. Last year they had 69 swimming participants, and generally their swimming competition is sanctioned by USMS. Many of the swimmers enter as one event members. Discussion also included how much could/should be charged for such a membership and that this would set a precedent for all similar organizations. **The motion failed.**

6. Board recommendation on fee increases (Dawson): With the support of the Finance Committee, Dawson shared the proposal for increasing the membership fee to \$65 on November 1 and to \$70 on Jan 1. This increase aligns with inflation (past and continuing). For more details, please see the document that Dawson shared on Community.
MSA for approval to recommend to the HOD the proposed fee structure for 2023 as outlined. Discussion: The BOD discussed recent inflationary pressures and some concerns were shared about an increase of fees paired with membership guidelines for LMSCs. Dawson talked about the difficulty of forecasting any financial beyond three years. A three-year projection is the most realistic time frame that we can predict. Our goal should be to align fee increases with cost of living and inflation increases. We also need to stress that the LMSC share will continue to be 20%. Per Teddy, we should show our membership cost compared to inflation and purchasing power on the same graph. Paige asked if we would have early registration discounts in the future. Dawson answered that it will be considered. **The motion passed unanimously.**
7. Three-year plan for annual meeting formats (Peter): It is acknowledged that it isn't clear that the BOD will have the authority to set the annual meeting formats in the future. However, we would like to give the HOD an idea of what the BOD's intentions are if we do have that authority. **MSA for approval the proposal for the annual meeting format of 2023 hybrid, 2024 virtual and 2025 hybrid. Subsequently there would be a reconsideration of the plan moving forward.** Discussion: Chris Colburn commented that there was confusion in the legislation meeting on L3 (decision made by the HOD) and L4 (decision made by the BOD). **The motion passed unanimously.**
 - a. How should this be shared with the HOD?
 - i. Well organized communication plan
 1. Shows that we are trying to think ahead
 - ii. In a forum with an opportunity for discussion?
 1. Combine the discussion with the fee proposal?
 - iii. Given that 40% of delegates will be virtual we should share a comprehensive plan of how everyone will be participating
 1. One of the communications should explain how this year's meeting will work
 2. In another communication we should share a plan for the next 3 years with the reasoning behind it
 - iv. Pull together a one-page document for BOD review by the end of August
 1. Share before the legislative forum to provide some guidance to the discussion
 2. FAQ will be created
8. Approve the recommendation of proposed standing rules for annual meeting (Chris Colburn): The standing rules are similar to last year's except that they modified to accommodate a hybrid meeting versus a completely virtual one. **MSA to recommend the standing rules of USMS annual meeting to the HOD.** Discussion: Rob Copeland has been asked to be the parliamentarian this year. Several individuals and the Governance Committee have reviewed and recommended the changes to the BOD. **The motion passed unanimously.**
9. Eliminate \$100 filing fee for grievances and appeals filed with NBR (Peter): **MSA to modify our NBR policy to eliminate the \$100 filing fee for grievances and appeals filed with the NBR.** Discussion: In a review of our current NBR procedures, we are eliminating the fee in the effort to make sure that our policies and procedures are appropriate. **The motion passed unanimously.**
10. The Board of Directors went into Executive Session to discuss confidential human resources issues. (Secretary's Note: Dawson (CEO) and non-BOD guests exited for the remainder of the conference call as the meeting went into Executive Session). Erika and Ed provided an overview of the CEO contract renewal process and led the discussion about possible contract parameters.

The meeting was adjourned at 8:54 pm ET.

Respectfully Submitted,

Carrie Stolar, Secretary