

<b>Committee Name:</b>	Board of Directors	<b>Session #:</b>	1
<b>Committee Chair:</b>	Ed Coates		
<b>Minutes recorded by:</b>	Carrie Stolar	<b>Date/time of meeting:</b>	09/10/2023 7:30 AM CST

## Actions Taken:

1. Approved: The appointment of Teddy Decker as a voting member of the Finance Committee for the remainder of the year.

<b>Number of committee members present:</b>	<b>17</b>	<b>Absent:</b>	<b>1</b>	<b>Guests:</b>	<b>12</b>
<b>Committee members present/virtual (list all, including chair and vice chair):</b> Ed Coates - President; Julie Dusliere - VP of Administration; Kenny Brisbin - VP of Community Services; Crystie McGrail - VP of Local Operations; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Peter Guadagni (Immediate Past President); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Britta O’Leary (Southeast); Kris Wingenoeth (South Central); Jeff Commings (Southwest).					
<b>Not present:</b> Katie Kenyon (Legal Counsel)					
<b>Guests:</b> Nadine Day, Ian King, Luci Davies, Bill Brenner, Elaine Joggerst, Doug Hayden, Erin Sullivan, RC Saint-Amour, Jayne Saint-Amour, Vicki Shu, Tim Waud, Chris Campbell, Barbara Dunbar, Marilyn Fink.					

## Minutes

The meeting was called to order at 7:34 am CST.

1. Agenda review and declarations of conflict of interest (Ed): No changes to the agenda or conflicts of interest.
2. BOD ice breaker (Ed): Ed asked the BOD to share about where they are from, what team they swim with, what university they went to, and a quirky habit that they have.
3. Addition to the Finance Committee (Ed): **MSA to approve the appointment of Teddy Decker as a voting member of the Finance Committee for the remainder of the year.** Discussion: This appointment will provide a transition and continuity as we go through the budget approval process. **The motion passed unanimously.**
4. Board and EC meeting schedules (Ed): The EC generally meets on the first Monday of the month and the BOD meets on the 3<sup>rd</sup> Monday of the month at 8 PM ET. Orientation training for the BOD will be on Sept. 18. A draft agenda will be on the Community forums by Thursday morning prior to the BOD meeting with a final agenda posted prior to the meeting. Most BOD communication will take place in the forums. Subsequent BOD meetings will be on Oct. 16, Nov. 27, and Dec. 18. EC meetings are planned for Oct. 9, Nov. 6, and Dec. 4.
5. Major initiatives (Dawson/Ed):
  - a Gary and Guy will schedule a finance orientation and overview for the new BOD members.
  - b New BOD members will receive a link to schedule time individually with Dawson. This invitation is open to the entire BOD.
  - c The target date to finalize the budget is November 27.
  - d A decision by the BOD on Grown-Up Swimming will be made next month after the advisory group, legal, auditors and insurance as well as Brian from Grown-Up Swimming review the final contract. A slower growth projection was also completed. From these projections it was determined that USMS should focus on the bigger leagues and markets with the most participation. Grown-Up Swimming is not included in the \$150,000 USMS budget deficit. The October 9<sup>th</sup> EC meeting may be devoted to Grown-Up Swimming.
  - e Carrie commented that new BOD can connect with the veteran members to understand history of the projects. Ed said that the BOD Buddies program through Paige and the Governance Committee will be resumed to help get the new BOD members up to speed. Ed also suggested that the new VPs connect and begin transitioning with those that they replaced to help understand committee activities for the rest of the year.
  - f Committee selection process will begin today.

- g The Compensation and Benefits Committee has been reviewing the CEO's compensation and bonus plan (goals and metrics) and will provide a recommendation to the BOD in December and January.
- h The BOD is invited and encouraged to attend Relay 2023, and their expenses will be covered. Robin and Charles stated that they will be unable to attend. There is no hybrid option for Relay. The BOD may be asked to help with a session on Saturday afternoon.
- i Susan suggested that the VPs post updates each month on Community on the committees that they oversee each.
- j Peter said that he would summarize his notes from the annual meeting feedback session and share them. Ed also said that we will be circling back with the group that is developing the talking points for the feedback loops with the zone and LMSC leadership.
- k Ed thanked Peter for his service as president and presented him with a ceremonial gavel. Dawson recognized the staff, especially Jessica, for her work on the annual meeting.

The meeting was adjourned at 8:33 AM CST.

Respectfully Submitted,

Carrie Stolar, Secretary