

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Ed Coates		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	3/03/2024 8:15 AM Central

Actions Taken:

1. Approved: Send the Governance Committee’s recommendation to amend 506.7 to the Legislation Committee.
2. Approved: Decision to close the monthly Board of Directors meetings to public attendance.

Number of committee members present:	17	Absent:	1	Guests:	1
Committee members present/virtual (list all, including chair and vice chair): Ed Coates - President; Kenny Brisbin - VP of Community Services; Crystie McGrail - VP of Local Operations; Julie Dusliere - VP of Administration; Robin Smith - VP of Programs; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Peter Guadagni (Immediate Past President); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Britta O’Leary (Southeast); Jeff Commings (Southwest).					
Not present: Charles Cockrell (Colonies)					
Guests: Kyle Deery.					

Minutes

The meeting was called to order at 8:26 AM Central.

1. Ed thanked the board again for their time this weekend.
2. Governance: Board Source and Board Self Evaluation (Paige): Paige introduced Board Source, an organization with the mission to inspire and support excellence in non-profit boards, governance and staff leadership. Beginning on April 1, the Board will participate in an assessment process administered by Board Sources. Other resources available to the board from Board Sources include a certificate series, which provides non-profit board education on board service and best practices. Also available are a full governance series of books from Board Source (like the legal responsibility of non-profit boards, etc.) and other downloadable resources and collaboration tools. Paige walked the Board through the Board Source website and showed the available resources and how to access them.
 - The Governance Committee would like 100% completion of the assessment survey (by Board members) by May 31. Secretary’s note: The completion date was subsequently changed to April 30. Dawson will also be completing the survey. Board Source will compile and provide recommendations based on the responses. There are 5 survey areas: people, culture, work, impact, and general, and there are open ended questions at the end of each section. Dawson will share the program with the staff and the Governance Committee will have access as well. The survey is expected to take 45-60 minutes. USMS got a grant from USAS/World Aquatics to cover the cost of the annual Board Source membership. Please reach out to Paige with any questions.
3. Task Force Updates
 - NBR
 - i Ed: At last March’s in-person Board meeting we talked about the code of conduct and decided to include personal behavior items in our code. That has been completed and is now part of the member registration process. The task force is now working on procedures and processes. A memo is included in the meeting packet that highlights what the task force did and found, as well as several documents including a current set of rules (part 4), proposed changes (redline), the same with the NBR current procedure, and proposed changes (redline version). Katie outlined the task force’s work, changes, and thoughts:
 - 1 Grievance process: Juliet surveyed the LMSCs to find out what works and what doesn’t. The LMSCs need continuity and resources for assistance. The task force decided to accomplish this by adding a vice chair to the NBR. This will allow the vice chair to gain experience and help with a succession plan for the chair. The LMSCs will now have a contact and the process is streamlined.

- 2 Rule change captures one event registration so those individuals are also covered by personal code of conduct,
 - 3 Added: Who can and where to go to file a grievance.
 - 4 Some rules were taken out and put into procedures (flush out how, when, and where to do it). Jurisdiction was clarified.
 - 5 Some of the language in the procedures was modernized and streamlined.
 - 6 Added language that participation in process is in good faith. No retaliation will occur.
 - 7 Protects confidentiality of the process: Only the final decision is public.
 - 8 Created a process for how to withdraw an appeal or reapply for membership if it had been revoked.
 - 9 Allows discretionary authority to add fees to file a grievance.
 - 10 Set the tone for what NBR is.
 - 11 Reviewed entire rule book – not just Part 4.
 - 12 The next phase for the task force, if the recommendations are adopted, is to push out messaging and education.
 - a The task force will be available for questions during messaging.
 - b A vice chair position was created to help answer questions.
 - 13 Have regular communications to capture trends on the local level.
 - 14 A lot of LMSCS didn't know what to do with a grievance, so they didn't do anything.
 - a Now there is someone to call (Vice Chair) who can explain the process, and we can have uniformity of process among the LMSCs.
 - 15 Questions: LMSCS should have grievance process in bylaws. The process might be in form only and they don't know how to do it.
 - a Can file directly with NBR even if they could file with the LMSC.
 - b Do some grievances have to go to the NBR? Yes, certain behavior misconduct goes directly to the NBR.
 - c Do we wait on the policy change until the HOD approves this? Yes. They will work with the Legislative Committee so that the changes complement each other.
 - d Code of conduct: Most members don't read it. Katie agreed and said that it is spelled out in the rules. Per Robin: If deck entries, have a paper copy available. Kris would like members to be more aware of it. Katie responded that it can be a part of messaging by LMSCs when they are doing any USMS activities.
 - e Parts of Article 403 in the rule book will be moved into procedures. Katie said that there is an existing procedures document and they modified it. The BOD oversees this document. Katie said that it is easier to keep the procedures relevant, current, and accessible in the document rather than in the rules.
 - f The policy is under "Volunteers" on website. Coaches, LMSCs, and membership coordinators should be educated about it and where it can be found.
 - g There has been an uptick, but not a trend of misconduct. This is formalizing a process to more easily track and report on trends.
- History and Archives and Results processing task force: These taskforces are reviewing committee activities to make sure the work is adding member value, is relevant and to make sure that it supports our Mission Vision and Values. Susan asked if the previous task force documents (Volunteers task force) could be reposted so that they can be reviewed by the BOD.

4. Board Communication with LMSCs/Zones:

- 2023 Wrap-Up Communication (Ed): Last summer the BOD met with LMSCs/Zones and talked about grants. Britta, Charles, and Susan came up with a communication following those discussions. Ed would like to have a summary of those discussions and this BOD meeting and share it with LMSC/Zone leaders in the next month.
 - Ongoing Communication Plan: Meet with LMSCs and zones in June/July. By then we will be able to discuss the fee structure and be able to introduce the NBR process at high level, and we can give them a preview of what will be seen at annual meeting. We will work on a communication schedule soon. Susan feels that the zone chairs don't know what their role is. Crystie said that the zone chair description was updated last June, and the document is in the guide to operations. Also, most zone chairs are on the LMSC development committee.

5. Break for 15 minutes until 10 AM.

6. Updates:

- Amendment – change in Committee Structure Action Item
 - i Send the Governance Committee’s recommendation to amend 506.7 to Legislation Committee. This amendment removes the requirement to staff permanent committees of the board with only board members. **MSA to send the Governance Committee’s recommendation to amend 506.7 to the Legislation Committee.** Discussion: none. **The motion passed unanimously.** Ed thanked Peter for crafting the rationale.
- VP Committee updates: Quarterly reports on their activities. The BOD discussed committee priorities/procedures and the need to have common definitions.
- Dawson and Ed talked to ISHOF on the recognition of Masters members. They will share the plan with the BOD and with the Recognition and Awards Committee when the timelines are complete.

7. Remaining topics:

- Open vs closed BOD meetings: The Board resumed the discussion from Saturday morning’s ice breaker. The discussion ranged from access to Board meetings to access to and detail of the minutes. Board meetings and their minutes are not available for public corporations. The suggestion was made to add a summary of a document rather “as presented” for documents shared with the Board for prereading, Discussion ranged from the Board speaking as one to transparency. The bylaws don’t require our BOD meetings to be open. Our legal counsel, Katie, said that we are governed by the Florida Not For Profit Act which does not require open BOD meetings. The Board agreed that this meeting was a good example of the Board having the ability to share and discuss freely. **MSA to close monthly BOD meetings to public attendance.** Discussion: none. **The vote passed unanimously by those present.** The meetings will be closed beginning with the next scheduled meeting in April.

MS a proposal to establish 2 board meetings per year that would be open meetings and attended by guests. Discussion: This would help address concerns about lack of transparency. Others would prefer to have more flexibility in how we interact with the membership and don’t want to lock the board into one method. **The motion failed.**

- i Closed meetings are consistent with other organizations. The approved minutes are published. Dawson is always available via phone or email.
- ii History: After November of 2018, monthly meetings became open.
- iii Guests will be invited as necessary to the agenda.
- iv Meeting materials are written for the BOD in preparation for the upcoming discussions and decisions.
- v The BOD brainstormed about opportunities to share with the membership on a regular basis. The intent of the board is to further public access to the BOD.
- vi Ed: The plan is that when we are bringing proposals forward, put them in Community the month before, and have a plan for bod review. If it feels rushed or something is missing, please share your thoughts and feelings.

8. In closing: The BOD accomplished a lot this weekend. Sharing. Learning. A stronger board will lead to a stronger organization. The application process for elections opens May 1. The EOG will be posted soon. The BOD also discussed the schedule for future BOD in-person BOD meetings.

9. The next BOD meeting will be on April 15.

The meeting was adjourned at 11:02 AM Central Time.

Respectfully Submitted,

Carrie Stolar, Secretary