

<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>	12/18/2023 8:00 PM ET

## Actions Taken:

1. Approved: Nov 27, 2023 BOD meeting minutes.
2. Approved: The 2024 Grown-Up Swimming operating budget as presented in the memo.
3. Affirmed: The Audit Committee Charter.
4. Approved: The base pay increase, effective Jan. 1, for the CEO as recommended by the Compensation and Benefits Committee.
5. Approved: The Compensation and Benefits Committee recommendation for bonus criteria for the CEO as presented.

<b>Number of committee members present:</b>	17	<b>Absent:</b>	1	<b>Guests:</b>	7
<b>Committee members present/virtual (list all, including chair and vice chair):</b> Ed Coates - President; Julie Dussliere - 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); Katie Kenyon (Legal Counsel); Dawson Hughes – CEO; At-Large Directors: Sue Nutty (Breadbasket); Charles Cockrell (Colonies); Susan Ehringer (Great Lakes); Paige Buehler (Northwest); John King (Oceana); Kris Wingenroth (South Central); Jeff Commings (Southwest).					
<b>Not present:</b> Britta O’Leary (Southeast);					
<b>Guests:</b> Sandi Rousseau, Chris Campbell, Marilyn Fink, Diana LaMar, Ian King, Linda Chapman, Barbara Dunbar.					

## Minutes

The meeting was called to order at 8:01 PM ET.

1. Agenda review and declarations of conflict of interest (Ed): No changes to the agenda or conflicts of interest.
2. Approval of the Nov 27 BOD meeting minutes (Carrie): **MSA for approval of the Nov 27, 2023 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (All): The BOD showed off their ugly holiday sweaters.
4. CEO update (Dawson):
  - a Swimming 101: Kyle and his marketing team pushed out Swimming 101 last week. The Freestyle Guide is coming. These are designed for all ability levels and types of swimmers. There will be Search Engine Optimization efforts and name/contact collection as this an evolution of Try Masters Swimming and marketing campaigns to engage users.
  - b Digital content and Swimmer magazine: The new format and user experience will be ready this week. The Jan/Feb edition of Swimmer will have a new look and feel online, and the Nov/Dec edition will be updated as well.
  - c National office department heads met in-person meeting in Sarasota a few weeks ago for planning for 2024.
  - d Grown-Up Swimming (GUS): First quarter plans are complete. A public awareness campaign will start in mid-January.
  - e USAT meeting: Took place this morning with their senior group/new CEO. We have a pathway to a closer partnership and intend to have regular meetings between USMS/USAT.
  - f Questions: Crystie: Will the digital Swimmer magazine be behind the login wall? Dawson said yes, but some content will be on the other side.
5. GUS budget review and approval (Dawson): The 2024 budget is based on the proforma developed during the acquisition. All 7 league directors from 2023 are back and another 4 league managers in new markets have committed. The target is 18 total markets for 2024. The budget was provided to the BOD prior to the meeting. **MSA to approve the 2024 GUS operating budget as presented in the memo.** Discussion: Dawson answered questions from the BOD. **The motion passed unanimously.**

6. Member survey results (Ed and Dawson): A member/former-member survey was conducted last summer by the Metropolitan University of Denver, and the detailed results were shared with the BOD. The survey was conducted free of charge. A robust member survey was done, and Kyle is working on an executive summary. A previous survey was completed in 2011, so comparisons to those results were made where possible. Peter asked if we could see the full membership age demographics compared to the survey age demographic data. Dawson said it will be done. Jeff asked if there were any surprises? Dawson said that they were surprised at the interest in travel swimming trips, whether for events or to do swims. Many are interested in shorter events rather than the big multi-day events. Dawson shared that respect for coaches is extremely high. We will have a more robust conversation about the survey results at a future BOD meeting.
7. Policy review
  - a Audit Committee Charter: Jill said that there were minor revisions from the Audit Committee chair. **Motion to affirm the Audit Committee Charter.** Discussion: "The senior most financial executive" is defined as the controller or CFO at the national office. The term is generic so that the charter doesn't need to be changed for every title change. **The motion passed unanimously.**
  - b Conflict of Interest Policy: Postponed until January for a Governance Committee review.
8. VP Committee updates (Ed): The VPs posted a short writeup for the quarter's activities for their committees in Community. Feedback on the format and content is appreciated.
9. January meeting schedule (Ed): Our normal January meeting would fall on 1/15 which is MLK Day and a national holiday. The meeting will be moved to 1/22. The in-person BOD meeting will be March 1-3 in Houston. No decision has been made whether it will be hybrid.
10. The meeting moved into executive session at 8:43 PM ET to discuss confidential Compensation and Benefit items. **Motion to approve the base pay increase, effective Jan. 1, for the CEO as recommended by the Compensation and Benefits Committee. The motion passed unanimously. Motion to approve the Compensation and Benefits Committee recommendation for bonus criteria for the CEO as presented. The motion passed unanimously.**
11. The next BOD meeting will be on Jan. 22 at 8:00 PM ET.

The meeting was adjourned at 9:24 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary