

<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>	10/21/24 8:00 PM ET

## Actions Taken:

1. Approved: Sept. 9, 2024 BOD meeting minutes.

<b>Number of committee members present:</b>	<b>16</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 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; Katie Kenyon (Legal Counsel); Peter Guadagni (Immediate Past President); Dawson Hughes – CEO; At-Large Directors: Guy Davis (Colonies); C.J. Rushman (Great Lakes); Rob Heath (Northwest); Phyllis Quinn (Oceana); Nicole Christensen (South Central); Trey Taylor (Southeast); Jeff Commings (Southwest). <b>Not present:</b> Sam Kraft (Breadbasket).					
<b>Guests:</b> Bethany Churchill, Elyce Dilworth, Ralph Davis, Arlene Delmage, Brandon Franklin, Phil Dodson, JoAnna Lynch (IOA), Mona Lamb (IOA), George Ward (IOA), Melinda Romero (IOA), JD Wallum (IOA) Jon Burkart (IOA)					

## Minutes

The meeting was called to order at 8:04 PM ET.

1. Agenda review and declarations of conflict of interest (Ed): There were 2 updates added to the agenda, an executive committee meeting update and a request for new board members to text their cell phone numbers to Ed. There were no conflicts of interest.
2. Approval of the August 12 meeting minutes (Carrie): **MSA for approval of the Sept 9, 2024 BOD meeting minutes.** Discussion: none. **The motion passed.** Many of the new board members abstained from voting.
3. Minute of happiness (Carrie): Carrie shared about her recent Columbia River cruise with her mom and her daughter's recent move and employment in Seattle.
4. Insurance update and overview (Dawson and IOA): Ed explained that the insurance broker for USMS shared information on the insurance renewal and changes in the policy limits and premiums with USMS staff. Dawson said that IOA is our risk management partner (for insurance). Several members of IOA are on the call, and their work focuses on the sports and NGBs. Our rates have been fairly stable, outside of the pandemic, over the last few years. This year the market is more unfavorable for us. Jon Burkart of IOA gave an overview of IOA, which is an international insurance broker, and introduced its Sport Practice Team and discussed the state of the amateur sports insurance markets. He described the current IOA/USMS members' insurance program, including the general liability coverage, which covers all members, clubs, volunteers, and coaches. JoAnna Lynch described the participant accident/medical coverage. The participant accident claims have been very limited in number over the last few years. This coverage is a benefit that USMS provides its members. George Ward described the Commercial and General Liability/Excess liability insurance, management liability and companion lines coverage. USMS has an endorsement on its policy, meaning coverage is broadened to cover instructors, coaches and officials for failure to provide professional services. He talked about management liability (including Directors and Officers) coverage, which covers the board. He also reviewed USMS historical program and claims experience. Jon talked through a comparison of USMS versus other amateur sports association programs, and finally, talked about excess liability options, and recommended staying at the current coverage level.
  - a. Questions:
    - i. Robin asked about excess liability and the reduced coverage for open water events and how some municipalities require higher limits. IOA can talk to the risk manager for the municipality for specific events if there is pushback on the coverage level.

- ii Guy asked if they anticipate further future tightening of the insurance industry. While the question wasn't answered directly, IOA said that the insurance industry would be more comfortable covering USMS than other NGBs. Premiums may continue to go up due to other NGBs' issues.
  - b IOA and the Finance Committee members left the call at 8:48 PM.
  - c Board discussion:
    - i Dawson clarified: D&O = Directors and officers insurance. It also extends to the LMSC level.
    - ii Guy commented that we are well positioned because of the risk management protocols that we have in place. Dawson said that our rule book and sanctions process guides us, and they are reviewed every year. Dawson touched on encouraging coaches to be Safe Sport certified.
    - iii Peter and Dawson talked about professional event organizers and their losses / insurance coverage, using triathlon event directors as an example.
  - d Next steps: For now, we will keep the \$5 million additional excess policy. The insurance cost for next year will be \$55,000 - \$60,000 more than anticipated. We could lower our limits on the additional excess policy and save some money. IOA recommends that we stay at our current level. Dawson will talk to Gary and the Finance Committee and come back to the Board with a recommendation. Ed said to post comments and questions on the Board Community page that we have on this topic.
5. CEO update (Dawson):
- a After Relay the senior staff met to talk about the budget and had a high-level strategy session.
  - b Dawson outlined the next 6 weeks, which include the beginning of registration for 2025, including automatic renewals for the first time. About 10% of our members signed up for automatic renewals last year. Jeff asked if it is possible to cancel automatic renewal. Dawson confirmed members can cancel autorenewal. Guy asked about the security of credit card information. Dawson said that credit cards aren't stored on our system. We have an integration with a merchant services partner for payment processing. We do have a cyber liability insurance policy. C.J. asked about the specific date for the auto renewal. It is on November 15 this year.
  - c Budget process: Gary and Dawson will meet and then send a memo to the Board and Finance Committee with preliminary recommendation. GUS will be a separate budget. There are 2 Finance Committee meetings in the first half of November. Comp and Benefits will be giving their recommendations as well. The November BOD meeting will focus on the budget.
6. Ed shared the draft BOD activities for the next 12 months. The winter BOD meeting will be Feb. 21- 23 in Kansas City. The 21<sup>st</sup> will be a travel day and includes a dinner that evening for those that have arrived. The March BOD meeting will be on March 17. The April BOD meeting will be on April 14.
7. EC meeting update (Ed): At the EC meeting earlier this month, the EC had a robust preliminary discussion about the standing committee chairs. The EC also had an initial discussion about the priorities for the committees. A draft of committee priorities is in progress and will be shared with the BOD when it is complete, probably in December. The EC also talked about how it operates and how frequently it needs to meet. The EC will have scheduled meetings each quarter. The VPs will share committees' activities at the EC meetings and update the BOD each quarter.
8. New At-Large Directors, please text Ed with your cell phone numbers.
9. On Nov. 4 the BOD will have office hours, focusing on the budget. All BOD members are invited to attend. Office hours will be held before each BOD retreat (in Feb and in the summer). The next Board meeting is on Monday, November 18, and the main focus will be the annual budget.

The meeting was adjourned at 9:17 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary