

Committee Name:	Board of Directors	Session #:	1
Committee Chair:	Ed Coates		
Minutes recorded by:	Carrie Stolar	Date/time of meeting:	12/16/24 8:00 PM ET

Actions Taken:

1. Approved: Nov. 18, 2024 BOD meeting minutes.
2. Concurrence: The president's appointments to the Board Committees.
3. Approved: The 2025 recommendation for bonus criteria for the CEO as presented by the Compensation and Benefits Committee.
4. Approved: The base pay increase, effective Jan. 1, 2025 for the CEO as recommended by the Compensation and Benefits Committee.

Number of committee members present:	15	Absent:	2	Guests:	1
Committee members present/virtual (list all, including chair and vice chair): Ed Coates – President; Julie Dussliere - VP of Administration; Crystie McGrail - VP of Local Operations; Carrie Stolar - Secretary; Jill Gellatly – Treasurer; Katie Kenyon (Legal Counsel); Peter Guadagni (Immediate Past President); Dawson Hughes – CEO; At-Large Directors: Sam Kraft (Breadbasket); Guy Davis (Colonies); C.J. Rushman (Great Lakes); Rob Heath (Northwest); Phyllis Quinn (Oceana); Nicole Christensen (South Central); Trey Taylor (Southeast); Jeff Commings (Southwest).					
Not present: Kenny Brisbin - VP of Community Services, Robin Smith - VP of Programs.					
Guests: Ian King					

Minutes

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

1. Agenda review and declarations of conflict of interest (Ed): There were no changes to the agenda. Trey mentioned that he, as chair of the North Carolina LMSC, has a conflict of interest with the Relay complaint. Ed clarified that the agenda item regarding the Relay complaint would be a process-oriented update.
2. Approval of the November 18 meeting minutes (Carrie): **MSA for approval of the Nov. 18, 2024 BOD meeting minutes.** Discussion: none. **The motion passed unanimously.**
3. Minute of happiness (Crystie): Several members showed their ugly Christmas sweaters. Crystie shared about her first experience coaching a high school swim team. Ed is looking for BOD members to share their minutes of happiness for Jan. – Mar. Please contact him to get added to the schedule.
4. CEO update (Dawson):
 - a LaneMate had a soft launch today. The marketing effort starts tomorrow.
 - b The third installation of the stroke guide covering breaststroke was released. The butterfly stroke guide will be launched in January. A starts and turns guide will be launched later in the year.
 - c New training plans are being launched. They will be on the website and be a part of the LaneMate benefits.
 - d The Community software was updated last week. Updates included regular maintenance, security and some functionality improvements.
 - i Crystie asked for a list of the updates to Community. Dawson will share it.
 - e The national office has been working with Club Assistant on the College Club Swimming bridge membership process. They will communicate to all the CCSwimmers their USMS IDs as soon as they are established. Future communications to CCSwimmers will have both their CCS ID and their USMS ID on them.
 - i Crystie asked if CCSwimmers bridge members are assigned to a LMSC. Dawson said that they are assigned to the CCS LMSC, so they don't show up under the LMSC information. USMS is being protective of the CCS data and messaging and still working on how to connect those that want to be connected from CCS to USMS and the reverse. If you want to include CCS in event messaging, please email Onshalee or Jess. To

confirm registration as a meet host, the verification should happen during registration, but let the national office know in advance. The CCS LMSC membership numbers will be reported separately from the USMS traditional member number.

- f The coding work is underway to provide members the ability to self-manage their club membership.
 - g Sanction and event administration improvement project: most of the project discovery and scoping is done. An early test group has been established. This will be the top technology focus in 2025, and this project could be completed in several phases.
 - h Streamlines for Volunteers will be sent tomorrow and includes information on the budget, annual meeting and Relay dates and location for 2025 as well as the BOD office hours for February.
 - i Membership trends are good, in part due to more year plus members, typical for an Olympic year, and the automatic renewals. Dawson said that reminders are sent to members beginning Nov. 1 for membership renewals.
5. Concurrence with Board Committee Membership (Ed): Per the rule book, Ed makes the selection of the Board Committee membership with the concurrence of the Board. Ed posted a spreadsheet in Community listing each committee and its proposed members. Most committee members were placed on committees that they requested. Ed also had committee chair input on the committee members.
- a Members of the Comp and Benefits Committee have five-year terms. There is currently one vacancy, ideally to be filled with someone with an executive background from a medium/large firm. Please let Ed know if you are aware of someone with this background that could serve on this committee.
 - b There will be no changes to the Elections Committee.
 - c There are no significant changes to the Governance Committee.
 - d For the Finance-based Committees, there are some changes to committee leadership. An ex-officio member has been added to the Finance Committee, similar to the ex-officio members of the Governance and Legislation Committees. Jill stated her objection to having an ex-officio member on the Finance Committee.
 - i **Motion to concur with the president's appointments to the Board Committees.** Discussion: none. **The motion passed.**
6. February Board office hours will be on February 10. The summer board meeting will be July 11 – 13 in Atlanta. Please share any conflicts with Ed.
7. Ed shared the Annual Meeting survey results in Community. Carrie shared some highlights and will be summarizing them for the Board.
8. Relay complaint update (Ed): Ed updated the Board on recent action related to the complaint from Relay. He stated that after two D&I meetings in which the complaint was discussed, a grievance was filed with the NBR chair against Dawson by the D&I Committee.
- a Potential paths after review of the grievance by the NBR chair:
 - i If the grievance is lacking in standing, jurisdiction or merit, the NBR chair can dismiss the grievance with the concurrence of the USMS president.
 - ii The NBR chair could accept the grievance and form a review panel to evaluate the grievance and determine whether it has merit or not and make a recommendation if it does. The panel can dismiss it if it doesn't.
 - b The decision (of either path) is appealable to the full BOD.
 - c Details of the grievance were not discussed, just the process that the grievance will take now that it has been filed.
 - d Questions: Ed explained the process and procedures on how a NBR review panel is formed by the NBR chair if the grievance is accepted.
 - e Ed will share the decision of the NBR chair once it has been made.
9. The next Board meeting will be on Tuesday, Jan. 21.
10. The Board moved into Executive Session at 8:49 PM to discuss confidential Compensation and Benefit items. **Motion to approve the 2025 recommendation for bonus criteria for the CEO as presented by the Compensation and Benefits Committee. The motion passed unanimously. Motion to approve the base pay increase, effective Jan. 1, 2025 for the CEO as recommended by the Compensation and Benefits Committee. The motion passed unanimously.**

The meeting was adjourned at 9:25 PM ET.

Respectfully Submitted,

Carrie Stolar, Secretary