



Committee Name: Board of Directors	Date/Time of Meeting: November 17, 2025: 8:00 p.m.
Committee Chair: Ed Coates	Minutes recorded by: Erika Braun
Committee members present 17	Committee members absent 1
<p>Ed Coates (President); Julie Dussliere (VP of Administration); Crystie McGrail (VP of Local Operations); Carrie Stolar (VP of Programs); Erika Braun (Secretary); Denise Dombay (Treasurer); Peter Guadagni (Immediate Past President); Dawson Hughes (CEO); Katie Kenyon (Legal Counsel) 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) Absent: Kenny Brisbin (VP of Community Services)</p>	
<p>Other guests: Bethany Burchill (Manager, Member and Club Services), Ralph Davis (Investment Committee Chair); Elyce Dilworth (Audit Committee Chair)</p>	

Actions Taken:

1. Approved. October 20, 2025, BOD meeting minutes.
2. Approved. Audit Committee Charter with three changes to reflect current procedures.
3. Approved. Investment Committee Charter with no changes.
4. Approved. Investment Spending Policy with no changes.
5. Approved. Swimming Save Lives (SSL) spending policy with no changes.
6. Approved. GUS Budget with a net loss of \$39,500.
7. Approved. 2026 Proposed USMS Budget with a net operating income before depreciation and GUS of \$20,000 and capital expenditures of \$250,000.

Minutes:

1. The meeting was called to order at 8:02 p.m.
2. Agenda review, conflict of interest declarations. There were no conflicts of interest.
3. Ed welcomed guests Ralph Davis, Investment Committee Chair and Elyce Dilworth, Audit Committee Chair, to the meeting for presentations of their committee charters.
4. Approval of Minutes (Action Item) – Erika
 - i. October Board meeting minutes. **MSA to approve the October 20, 2025, BOD amended meeting minutes.** Discussion. Correction made to two minor typos. No other discussion. **The motion passed unanimously.**
5. Minute of Good News –
 - i. Crystie McGrail (November). Crystie shared her minute of good news with the Board.
 - ii. Juile Dussliere (December)
6. Board policy review and approvals (Action item) – Ed with guests Ralph Davis and Elyce Dilworth
 - i. [Audit Committee Charter](#) – **MSA to approve** the Audit Committee Charter with three changes (committee typically consists of at least five members, the CEO and controller can sign the Audit Firm engagement letter, updated language in the section “Other” to clarify which



documents fall under the purview of the Finance Committee and Audit Committee) (Elyce Dilworth) Discussion: none, **The motion passed unanimously.**

- i. [Investment Policy](#) – Ralph Davis, Investment Committee Chair. **MSA to approve** the current Investment Committee Charter with no changes to the policy. Discussion none. **The motion passed unanimously.**
- ii. [Investment Spending policy](#) – **MSA to approve** the current Investment spending policy with no changes to the policy. Discussion: Crystie asked for clarification on the Central Indiana Community Foundation, Inc. This is a foundation that helps non-profits manage investment funds. USMS joined the CICF 25 years ago for endowment purposes after receiving some designated donations and the fund generates approximately \$25k in revenue annually. **The motion passed unanimously.**
- iii. [SSL Spending Policy](#) – **MSA to approve** the current Swimming Saves Lives (SSL) spending policy with no changes. Discussion: Erika asked for clarification on how SSL differs from the USA Swimming Foundation. Dawson explained that SSL funds were designated specifically for Adult Learn to Swim. Nicole asked questions related to grants from USA Swimming Foundation for Adult Learn to Swim. Guy shared how the investment strategies are set up and Ralph provided historical background. **The motion passed unanimously.** Elyce and Ralph dropped off call.

7. CEO Update (Informational) – Dawson

- i. General Updates – Dawson discussed member registration and auto renewals starting Nov 1 and how it has been going well. He mentioned some technical issues that occurred related to a software development backlog and they have been temporarily resolved. He explained the coaching add-ons and upgrades are in a system overlap during November and December when members are still under the 2025 membership year. This overlap causes some issues when members try to add-on coaching certifications to their account and a few other ala carte options. A short-term fix is in place, but this is on the upcoming development list.
- ii. Legal Updates – Dawson is scheduled to meet for an interview with the NJ Department of Civil Rights for a current member complaint. The litigation from a member in CA was filed in the wrong venue therefore awaiting updates as the suit has been refiled in a new venue. Pacific Northwest in King County (Seattle area) continues to have opposition to USMS's interim transgender policy along with other sports organizations including NCAA. This caused a swim meet to not be held recently. No further activity from the Texas Attorney General and we continue to be in a holding pattern.

8. 2026 Budget Review and approval (Action Item) – Dawson

- i. USMS Budget – Dawson reviewed 2025 and how cash reserves were not needed to cover year end expenses, as in past years. The goal for 2026 is to break even again from a cashflow standpoint while being conservative and realistic with our expenses. At the national level, USMS collects two more dollars from each member in 2026(LMSC's receive \$10, previously \$12). Membership projections are conservative due to the potential effect of negative public relations over the last six months and the 2025 membership spike from the Olympics marketing campaign/post-Olympic bump. 70% of our membership is determined by the end of January, allowing us to adjust forecasts early in the year. The unknown in the budget is where legal expenses may land, which are projected at \$250,000. Staffing needs were discussed to facilitate completions of certain initiatives that have been on hold. Discussion: Crystie expressed concern over staff members being unable to give priority projects proper attention. She encouraged Dawson to ask for what is needed to provide staff with the support they need.



Ed mentioned he and the finance committee had asked similar questions. CJ expressed interest in understanding the day-to-day staff workload. Dawson reiterated the goal to sunset our legacy systems and operating more efficiently. Phyllis asked if the extra membership revenue in 2026 could be allocated to staff needs. Dawson explained that, based on membership projections being lower and anticipated legal fees, this has paused consideration of additional staff. Guy expressed agreement in being financially conservative with the unknowns and reassess as we get into the new year.

- ii. **MSA to approve** the 2026 Grown-up Swimming (GUS) Budget – Dawson explained the current status of GUS including the original expectation to break even in year two. The revised projection is to break even in 2027. Brian continues to grow the program, and expenses are quite low, which is a positive. Discussion: Guy commented that the GUS budget is sensible and conservative and relative to other young businesses is doing quite well. Erika asked how many employees make up the \$350,000 budget. Dawson explained the makeup of GUS with Brian as CEO and regional managers as well as league directors, most being paid based on participation as contractors. **The motion passed unanimously.**
- iii. **MSA to approve** the 2026 USMS proposed budget with a net operating income before depreciation and GUS of \$20,000 and capital expenditures of \$250,000. Discussion: Jeff asked about the possibility of bringing back a title sponsor for nationals as a way of generating income. Dawson explained how Jay Eckert in his role is working with partners frequently as well as with USA Swimming on sponsorship opportunities and expects an increase in partnership revenue in the coming year. Jeff also asked for clarification on the transfer grant revenue. Dawson explained the discrepancy includes the ERTC money received and money pulled from investment income into our operating expenses. **The motion passed unanimously.**

9. Guidelines Rules, Policies and Procedures – (Informational) – Dawson and Ed

- i. Review final guidelines document – Ed spoke to the effort to get policies and procedures removed from the rulebook that was started at the February board meeting. Dawson discussed the roles of committees and how individuals propose rules at the annual meeting. The goal is to streamline the rulebook and be clear on the process to get a policy approved. Updates and changes for the rulebook go through the house of delegates; however, policy or procedural changes may have alternative documented paths of approval. Dawson will connect with Guy, Nicole, and Denise to create a chart to better depict the governance structure reflecting the differing components of rules, policies and procedures and how each impact the organization and flow of communication.

10. December Board meeting – Strategy development and change management (Informational) – Dawson and Ed – Dawson has sourced a governance expert, Tom Keys, to work on a discovery project to advise on our governance structure and strategy.

- i. Discussed starting 30 minutes earlier at 7:30 p.m. ET due to also having outside speaker.

Next Board Meeting: Monday, December 15 at 7:30 p.m. ET

Holiday outfits, Comp and Benefits Committee action items, Board committee appointment approvals.

Winter Board Retreat: February 20 -22, 2026 – Denver, CO

The meeting was adjourned at 9:40 p.m. ET.

Respectfully submitted,
Erika Braun, Secretary