

**U.S. Masters Swimming
Board of Directors Governance Committee Meeting Minutes**

February 13, 2011

APPROVED

Patty Miller called the meeting to order. Also present were David Diehl, Hugh Moore, and Michael Moore. The meeting was conducted by conference call.

Absent: Anthony Thompson – Chair, and Sean Fitzgerald

Topics discussed:

1. Report from mid-year BOD meeting

The Committee discussed the actions taken by the BOD at its mid-year meeting with regard to governance, including approval of the Governance Committee’s charter and acceptance of a draft legislation amendment of Rule 506.7.3 to make the Governance Committee a standing committee of the BOD.

Although we noted that the Governance Committee was asked to address a conflict of interest issue regarding BOD members serving in leadership roles in LMSCs and Zones, the committee determined it needed more clarity about what it is being asked to consider. This clarity will likely come from the Chair, who was unable to join the meeting because of a schedule conflict. Hugh Moore noted that it is worth considering whether LMSCs themselves should adopt conflict of interest policies.

The committee also discussed what its role should be with regard to a task force established by the President and deemed the “LMSC Board of Review Task Force”. We discussed that the task force had previously proposed changes to model LMSC bylaws. Michael Moore noted that LMSC bylaws are not something that should change frequently or contain fine details, as some states require that filings be made whenever the bylaws are changed. He contrasted bylaws with a guide to operations that may have more details and could be changed more easily.

The committee discussed the need, broader than model bylaws or model grievance procedures, for LMSCs to have a means to resolve their disputes, hopefully short of invoking a formal grievance procedure. We proposed to provide input about what needs to be done in this regard, and who should do it, prior to the BOD’s next mid-year meeting. The committee also would like to suggest that there be more clarity about the difference between bylaws and policies/procedures.

2. Old business: Prioritizing task list

The committee reviewed a list of tasks that had been suggested for the Governance Committee at various times. We decided to make it a top priority to examine Part 5 of USMS rules and determine whether there are issues that should be addressed in this legislation year. Michael Moore suggested addressing requirements for geographic representation on committees. He noted that the Long Distance Committee, for example, has no member from the Pacific LMSC, one of the most active LMSCs when it comes to long distance events. The committee decided to use most of an upcoming meeting to discuss possible legislative changes to Part 5.

The second highest priority chosen by the committee was Board information and education. The committee noted that there have been some good education sessions, Board education should occur on a scheduled and structured basis. The committee will undertake to suggest a schedule for training and education, and may suggest that similar training be provided to other groups, such as the House of Delegates.

The committee discussed other possible priority items, but did not place them high on the priority list.

3. New Business – Conflict of Interest

As noted above, the committee needs more clarity about what it is being asked to consider on this issue.

4. Next meeting – Sunday, March 13th, 5:00 p.m. EST