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| <b>Committee Name:</b><br>Governance           | <b>Session #:</b>                                       | <b>Report #:</b> |
| <b>Committee Chair:</b> Hugh Moore             | <b>Vice Chair:</b> Leianne Crittenden                   |                  |
| <b>Minutes recorded by:</b> Leianne Crittenden | <b>Date/time of meeting:</b> March 2, 2014 12:00 pm EDT |                  |

**Motions Passed:**

1. Approval of February minutes

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| <b>Number of committee members present:</b> 7   | <b>Absent:</b> 0 | <b>Number of other delegates present:</b> 0 |
| <b>Committee members present (list all, including chair and vice chair):</b> Hugh Moore, Anthony Thompson, Patty Miller, Sean Fitzgerald, Jim Wheeler, Leianne Crittenden |                  |   |

**Minutes**

Governance Committee Conference Call

**1. February Meeting Minutes were reviewed and approved.**

**2. Update of BOD activities**

Training at the February BOD meeting centered around Ten Basic Responsibilities of Nonprofit Boards, what we currently do well, and what we need to improve on as a board. The Board broke into four breakout groups to discuss some of the areas for improvement. The Board then reconvened to discuss the four groups: 1) Staff/Volunteer Integration; 2) Planning and Strategy; 3) Trust, Transparency, Accountability; 4) Mentoring and Succession Planning.

Nadine is working on an action plan for the Board to adopt. Some of the tasks included are BOD training schedule, Succession planning & mentoring, Review of Policy Manual, and Review of Conflict of Interest. As the board adopts and executes the action plan I expect that a number of items that the Governance Committee has discussed will be adopted (e.g. adding past presidents to Governance Committee).

Jim thinks these are good topics to follow up on, and Hugh thinks that we will get more tasks as the plan is finalized.

**3. Policy Manual.** We will review recommendations from sub-committee at our April meeting. Recommendations will include reordered current Governance Committee charter bullets. BOD will review at April 21st meeting.

**4. Committee training/education**

Education sub-committee (Anthony, Leianne, Hugh, Patty, and Jim Miller). The BOD has been providing recommendations for future education/training via Discussion Forum. As Patty succinctly suggested, finish the sentence "I wish I know more about....?" so that we can see what the Board members want to learn about. Hugh will close the thread in a week or so then engage the sub-committee. Ideas so far include: Understanding the role of CEO and senior executives, effective nonprofit planning, best practices for effective board and succession, how to be more strategic.

Do members of the governance committee read the Board and EC minutes? Some do, but they are not always timely posted. Anthony says that since we touch several committees then he reads them as they are posted.

For the Governance Committee to effectively do its job, what do you wish you knew more about? Jim Wheeler: powers and responsibilities of officers/paid staff and volunteers. Sean agrees, there are ongoing transfers of duties from volunteers to paid staff, that would be helpful. Hugh would like to have general topics and things that are specific to USMS. Jim also would like to learn about how to judge effectiveness of a nonprofit board. Hugh wants to think about the assessment process, including finding out how other constituencies (Committee Chairs, LMSCs, House of Delegates) view the BOD? Do these constituencies understand the roles of each group, so that then people can understand their roles and set expectations for performance? Patty thinks maybe we need some kind of general delegation training about what is expected. Patty asks how do people find new volunteers, how are they identified and recruited?

**5. USMS Organizational Structure**

Jim thinks we should take a blank sheet of paper and start trying to figure out which groups interact in the entire organization—Jim suggests to start with team/workout group. Anthony thinks that a blank sheet is interesting exercise. Patty: thinks that she looks from the top—that USMS exists to promote adult swimmers. Jim: However, maybe the swimmer in the pool does not see a reason to get involved in the governance of the organization. Hugh will try to revise Jim’s review of organizational structure and circulate to the group. Anthony: One thing to help the organization, where there is a leadership position, then they need to also talent spot and train

successors. Even if this is a best practice for LMSCs, does it make sense to have so many LMSCs—if there were less, then could you get more effective management?

**6. New Business**

None

Next meeting scheduled tentative for Sunday 4/6/14 at 7:30 EST

The meeting was adjourned at 8:25 pm Eastern

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