

2021 U.S. Masters Swimming Meeting Minutes

Committee Name:	Governance	Session #:	1
Committee Chair:	Dr. Jim Miller	Vice Chair:	Jeff Strahota
Minutes recorded by:	Paige Buehler	Date/time of meeting:	May 19, 2021 7:00pm EDT

Motions Passed:

1. MSA – accept March 23, 2021 meeting minutes

Number of committee members present: 13	Absent: 2	Number of others present: 0
Committee members present (list all, including chair and vice chair):		
<ul style="list-style-type: none">• Jim Miller, Jeff Strahota, Paige Buehler, Ed Coates, Charles Cockrell, Chris Colburn, Dan Cox, Julie Dusliere, Patty Miller, Hugh Moore, Phyllis Quinn, Scott Schmidt• ExO: Peter Guadagni		
<ul style="list-style-type: none">• Absent: Dawson Hughes, Bill Brenner		

Minutes

Jim Miller called the meeting to order at 7:03pm ET.

1. **MSA** to accept March 23, 2021 meeting minutes.
2. Education Subcommittee – Paige
 - a. Paige agreed to take over leadership of this subcommittee to allow Ed to be a key contributor on this and other subcommittees, too. Other members are Chris and Julie. We brought Julie up to speed on what we've done in the past and decided to keep many of the topics in the cycle that we have followed previously. However we wanted to be more strategic about WHEN articles on these topics were presented so they would be most applicable to the activities of the board.
 - i. JUNE - Communication - including online meeting best practices
 - ii. AUGUST - Ensuring Resources - including strategic planning and budgeting approaches/considerations
 - iii. OCTOBER - Support & Evaluate the CEO - sets up for CEO evaluation & bonus review in November
 - iv. DECEMBER - Protecting the Assets - include financial audit topics and Diversity & Inclusion topics
 - b. New Board Member Training
 - i. Elections are in September which is when we would (potentially) have new members of the board each year. We would like to include these topics in their Orientation.
 - ii. Conflict of Interest & Duties - Jim Miller, MD & Governance Cmte
 - iii. Financial Overview of USMS and Budget Orientation - Susan Kuhlman
 - iv. Strategic Initiatives & their history - Dawson Hughes
 - c. Jim asked about the timing of the Protecting the Assets topic for the subcommittee to consider if the BOD needs that topic and training before Convention.
3. Committees of the Board Review Subcommittee – Julie Dusliere
 - a. In reviewing the USMS committees of the Board (Audit, Compensation & Benefits, Elections, Finance, Governance, Investment, and Swimming Saves Lives Foundation), the subcommittee looked at nonprofit best practices plus the structure of other sports national governing bodies. They discovered that the Investment Committee was the outlier in USMS as a similar committee was not common in nonprofits nor in NGBs. The subcommittee's recommendation coming out of their April meeting was to dissolve Investment and absorb the duties elsewhere.
 - b. In May they took a deeper dive into the Audit and Finance committees' responsibilities and work. They came to the conclusion to merge the two committees into an Audit & Finance Committee that includes investment responsibilities. Julie referred us to additional details in their notes sent with the agenda.
 - c. Patty appreciated the research done. Initial reaction was concern because Investment committee has been very active in creating the financial resources the organization has. We have a great investment policy

because we have a great investment committee. VRTF reached out to the committees, did this subcommittee reach out as well?

- d. Jeff said we can allocate those resources to the “new” committee to accomplish the tasks that are needed still. Ed said they looked at the membership overlap and it is “nearly identical.” That may be an oddity for this year, rolling all 3 into one committee made sense with subcommittees within the Finance Committee to cover the investment oversight and policies. Also, comparatively USMS’s investments do not rise to the level of needing a separate committee.
 - e. Patty – we should focus on synergies vs. efficiencies. For example, a part of our budgeting process is deciding how the resources generated by our investments so having them combined is good. We would not only be more efficient, we would be more synergistic.
 - f. Hugh – we should get input from the committees. Patty agrees. Jim - we should draft the recommendation, Jim/Jeff/Paige/Julie review it and then we send it to the committees. [SEE APPENDED DOCUMENT]
 - g. The subcommittee looked at the other Board Committees and does not suggest further changes. Julie will include that in her report.
 - h. Peter likes the longer and staggered terms of office for the appointees to the C&B committee. Would the subcommittee consider suggesting that practice for all Board Committees?
4. New Business
- a. Open Board Meeting Policies – non-Board members (NBMs) can attend Board meetings with no voice, no vote. There has been a request that NBMs also receive materials in advance of the meeting. Peter would like a recommendation from Governance to the Board regarding this request.
 - i. Jim’s concerns – distributing materials outside the Board risks unintentional publication of premature information. He also worries about stifling conversation among the Board members if non-Board attendees are there.
 - ii. Hugh, Phyllis, Patty, Ed, and Dan all spoke against the practice. Allowing NBMs to observe and then see minutes has the purpose of transparency. Confidentiality is required of Board members but not NBMs.
 - iii. Paige said using Zoom with screen sharing our secretary shows the documents as discussed, so NBMs are getting more access than previously.
 - iv. Ed thinks the ability to participate in Chat on Zoom gives NBMs voice that they also have not had pre-Zoom. Discussion about whether there should be a recommendation to disable that functionality ensued.
 - v. Jeff asked if anyone could come up with a reason for why either should allowed just to be sure we probed all sides. The group was unsuccessful in coming up with any arguments in favor.
 - b. MSA - Recommend that neither pre-meeting reading materials nor chat functionality should be available to non-Board member attendees at meetings of the Board.
5. Next meeting – week of July 11 and we will Doodle for best exact date prior to the 4th of July weekend.

The meeting was adjourned at: 8:03pm ET

DRAFT
19-May-2021

Governance Committee Recommendations
Regarding Permanent Committees of the Board (Article 506.7)

Recommendations:

1. Retain current structure and roles for the following committees: Compensation & Benefits (Article 506.7.2), Governance (Article 506.7.4), and Elections (Article 506.7.6).
2. Combine the functions and responsibilities of the current Audit (Article 506.7.1), Finance (Article 506.7.2), and Investment (Article 506.7.5) committees into one permanent committee of the Board. The newly merged committee, name TBD, should have defined sub-committees that focus on audit and investment responsibilities. Membership to the committee should strongly consider skill set and expertise with preference given to persons with a financial, investment, and/or auditing background.

Rationale:

- Garner efficiencies for the organization by housing all finance-related functions into one committee.
- Capitalize on synergies in committee membership expertise across the audit, finance and investment topic areas.
- Consideration of best practices within the non-for-profit sector as well as across other U.S. sport national governing bodies. A single committee that oversees audit, finance, investment and risk functions is common.
- Stand-alone investment committees are recommended only when an organization has large reserves and/or endowments.
- Non-for-profit best practice recommends avoidance of committee membership overlap. Currently, there is significant commonality in members across the Audit, Finance and Investment committees.
- External auditors and professional investment firm handle day-to-day functions of these respective areas.

Supporting Research:

- Board Source best practices regarding board committees
 - Analysis of NGB best practices and current board committees
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