



<b>Committee Name:</b> Board of Directors	<b>Date/Time of Meeting:</b> February 20-22, 2026
<b>Committee Chair:</b> Ed Coates	<b>Minutes recorded by:</b> Erika Braun
<b>Committee members present</b> 17	<b>Committee members absent</b> 1
<p>Ed Coates (President); Julie Dusliere (VP of Administration); Crystie McGrail (VP of Local Operations); Kenny Brisbin (VP of Community Services); Carrie Stolar (VP of Programs); Denise Dombay (Treasurer); Erika Braun (Secretary); Peter Guadagni (Immediate Past President); Dawson Hughes (CEO); Katie Kenyon (Legal Counsel)</p> <p>At-Large Directors: Sam Kraft (Breadbasket); Guy Davis (Colonies); C.J. Rushman (Great Lakes); Rob Heath (Northwest); Phyllis Quinn (Oceana); Nicole Christensen (South Central); Jeff Commings (Southwest)</p> <p><b>Absent:</b> Trey Taylor (Southeast)</p>	
<p><b>Other guests:</b> Kyle Deery (Chief Marketing Officer); Jessica Reilly (Sr Director, Business Operations); Gary Keehner (Controller); Ian King (Compensation &amp; Benefits Committee Chair); Tom Keyse &amp; Bill Charney (Strategic Governance Consultants); Tom Farrell and Mindy Sauter (McGuireWoods)</p>	

### **Actions Taken:**

1. Approved. January 20, 2026, BOD meeting minutes.
2. Approved. The Compensation and Benefits Committee recommendation on the 2025 CEO bonus payout as presented.
3. Approved. The updated interim eligibility policy with delegated authority for minor edits.
4. Approved. Strategic governance project with Charney/Keyse.

### **Minutes:**

#### **Friday, February 20**

1. The meeting was called to order on Friday, February 20 at 1:00 p.m. MT in-person in Denver, CO.
2. Agenda review, conflict of interest declarations – Ed Coates: There were no conflicts of interest.
3. Approval of Minutes (Action Item) – Erika Braun
  - i. January Board meeting minutes. **MSA to approve** January 20, 2026, BOD meeting minutes. Discussion: None. **The motion passed unanimously.**
4. Strategic Focus – Small Groups
  - i. Coach Certification and Education - Presented by Jeff Commings, CJ Rushman, Rob Heath, and Peter Guadagni  
 The group discussed USMS coaching certification and education, focusing on potential improvements to the current system to support consistency in excellence among USMS coaches. They explored ideas such as adopting a more robust coaching education track, potentially requiring continuing education to maintain certification every few years, and allowing local regional experienced coaches to teach in-person courses.

The discussion included considering restructuring USMS coach certification to better align with the needs of both aspiring coaches and the organization. They agreed that the current linear certification system (Levels 1-4) may not be effective and proposed moving towards a modular approach where coaches can select specific training modules based on their needs



and interests. They reinforced that national direction is important; however, local implementation and mentorship are key to improving and participation in USMS. The Board consensus was to have staff to begin planning out a modular education plan for 2027, which would include incorporating it into next year's budget and communication plan.

- ii. Club Business Model – Presented by Denise Dombay, Kenny Brisbin, and Guy Davis  
The group discussed the USMS club membership model as it pertained to the current perceived value of the \$75 annual club fee beyond providing accident and liability insurance. The group suggested club support should shift to providing tools, infrastructure, and operational guidance to help clubs thrive and grow members through a business support mechanism. Concerns with online membership tracking and verification were also discussed, with the need for technological enhancements for better dashboard analytics for clubs to help clubs better manage memberships.

Brainstorming ideas were explored for a tiered partnership model where clubs could choose different levels of service and benefits, with some clubs potentially receiving incentives for bringing in new members or requiring USMS membership. Discussions also included the challenges of enforcing membership requirements and the need to balance making membership more attractive while ensuring clubs see value in the offering. Supporting club economics was addressed as a priority over having a complex/confusing club governing structure within USMS (local clubs, workout groups, regional clubs). The group agreed to continue developing these ideas and consider how to implement changes that would encourage more clubs and swimmers to join USMS. Future discussions will be held to consider options for bundling additional services for clubs as potential add-ons for 2027.

### **Saturday, February 21**

#### 5. Strategic Focus Small Groups (continued)

- iii. Local / Regional Chapter Governance (LMSCs/Zones) – Presented by Crystie McGrail, Ed Coates, Phyllis Quinn, Nicole Christensen, and Sam Kraft  
The group focused on local governance restructuring and organizational improvements for LMSCs. This included a strategic refocus of volunteers on member engagement, clubs and events while proposing to centralize operational and compliance tasks to the zone level. This would establish better governance accountability and enforcement mechanisms for improved and consistent service delivery to the membership. The group distinguished priorities: local groups should drive engagement and growth, while the national structure is responsible for systems and governance. They emphasized the importance of establishing annual measurable goals for LMSCs and evaluating performance to ensure consistency across the organization.

In order to have sufficient volunteer capacity, the group discussed the need to right-size LMSCs based on membership size, with a proposed minimum threshold of approximately 500 members. The discussion highlighted challenges with underperforming LMSCs and the need for better auditing and accountability measures. The use of paid contractors was discussed to support some operational functions at the zone level, such as a results or sanctions administrator. The Governance Committee will develop procedures to evaluate and address underperforming LMSCs and work with staff to develop meaningful goals for all LMSCs.



iv. National Governance – Presented by Katie Kenyon, Erika Braun, Carrie Stolar and Julie Dusliere

The group presented ideas to create a more future-ready governance structure that clarified authority, reduced volunteer friction and kept Board focus on strategy while strengthening membership service delivery. They presented recommendations to create a standalone bylaws document separate from the rule book, reduce the number of standing committees to finance, nominating and governance, and comp and benefits, and move other functions to ad hoc task forces. The group also discussed changes to the annual meeting format, suggesting a shorter "state of the union" style gathering tied to relay weekends allowing for more inspired volunteer engagement.

Discussions also included moving from annual Board elections to longer-term leadership positions, expanding Board diversity to include different member types, and exploring the possibility of implementing four-year, staggered term limits with officer positions being elected by the Board to mirror many corporate structures. They discussed the need to professionalize operations, potentially through quarterly Board meetings instead of monthly ones. The Board also explored the possibility of having a dedicated staff member or contractor to oversee competition standards and consistency across the country's 440+ events, highlighting concerns about current inconsistencies in meet administration and data management.

The Board agreed that bringing in an external governance consultant to work with the governance committee would be beneficial for implementing these proposed changes and managing member communication.

6. Governance Consultant Discussion – Tom Keyse & Bill Charney

Tom and Bill returned to present to the Board following their December 2025 presentation to answer questions. They explained their consulting approach to help organizations improve their governance structure. They outlined a two-phase process starting with interviews and surveys to identify issues and desired improvements, followed by a comprehensive assessment report that would include best practices for non-profits and recommendations for structural changes. They shared their experience with similar organizations and emphasized the importance of engaging both Board members and the broader membership in the process. They advised focusing on building trust and respect for the process and suggested positive ways to engage others in the implementation process to gain support.

7. Tech Talk 1: Digital Transformation – Dawson Hughes and Jessica Reilly

History and Current State, Vision for Future, and AI Readiness

Dawson shared the progress and challenges of USMS's digital transformation, particularly the development of a new events sanctioning system. Dawson presented an overview of the organization's technology roadmap, highlighting the historical shift from custom in-house code to off-the-shelf software. Jessica provided a comparison demonstration of the new events sanctions platform, which encompassed the integration of various databases, including the pool measurement database and Club Finder locations, to create a more streamlined, consistent and efficient process. The new system is a more integrated approach in Salesforce, including enhanced approval processes and simplified communication for event directors. The new event dashboard for event directors was introduced, featuring improved data management and communication tools. The team targeted early March for the launch of the new sanctions process, aiming to reduce errors and streamline the approval process.



Dawson shared that USMS would be transitioning the organization's communication and operational systems to more modern platforms, particularly with Slack and Google Workspace, to improve efficiency and data management. The Board and senior staff members would be the first participants to begin transitioning to using Slack channels for communications followed by committee members. The intent is for Slack to replace the current online Community as a resource for community engagement and information for volunteers and the general membership as a more modern, convenient resource. The transition will occur throughout 2026 as the alternative platform is adopted and training resources are provided to users.

8. Tech Talk 2: Board Input on Prioritization & Resourcing – Dawson Hughes and Kyle Deery

Dawson and Kyle presented a list of several technology projects that the team currently has under consideration based on business needs over the next 3-5 years and asked for Board input on prioritizing based on level of importance to the organization, scope of effort and overall costs. Examples of projects under consideration included replacing LMSC self-serve email functionality, college club swimming integration, bulk renewal systems, event results database updates, and LMSC/Zone hosted websites replaces with USMS standardized pages. The team also explored AI tools for data analysis and communication, while addressing concerns about data privacy and public accessibility. The Board survey feedback will be reviewed, and further strategic technology discussions will be continued at future Board meetings.

9. Eligibility Policy Adjustments – Dawson Hughes

**MSA to approve** the updated interim eligibility policy to comply with state and local laws to ensure USMS can continue to sanction events nationwide. The changes to the policy only apply in states and local jurisdictions that require that members be eligible for local recognition based on the nondiscrimination laws that cover gender identity and/or gender expression.

For local recognition programs in the women's category, members will be eligible based on gender identity and/or gender expression in applicable jurisdictions. Anyone is eligible for local recognition programs in the renamed men's/open category. Eligibility for national recognition programs continues to be determined by sex assigned at birth in the women's category. Anyone is eligible for national recognition programs in the men's/open category. Events will follow either the national recognition procedure or the local recognition procedure, depending on the applicable law where the event is held. All members remain eligible to participate in events regardless of location, gender identity, and/or gender expression.

The motion included initial delegation authority to Dawson, Ed and legal counsel to clean up minor immaterial language edits and incorporate feedback from outside counsel to the final version. Discussion: The Board thanked Dawson for his tireless work toward collaborating with others to deliver on our mission of serving our members, hosting events and improving lives through swimming. **The motion passed unanimously.**

**Sunday, February 22**

10. Executive Session – Compensation and Benefits Committee (Action Item) – Ed Coates and Ian King

- i. CEO 2025 Bonus payout - **MSA to approve** the CEO's 2025 bonus payment. The BOD moved into executive session to discuss confidential human resource issues. (Secretary's Note: Dawson (conflict of interest) left the room for this portion of the meeting for the Executive session). Ian King joined the meeting via Zoom as chair of the Compensation and Benefits committee. **Approved: The Compensation and Benefits Committee recommendation on the 2025 CEO bonus payout as presented.**



11. Legal Update – McGuireWoods – Tom Farrell and Mindy Sauter

Tom and Mindy provided updates on legal cases in Texas, Florida, California, and New Jersey. In Texas, a settlement proposal from the TX Attorney General was rejected as unworkable, and the case is moving to discovery phase. Tom advised that the Florida case, newer and including civil rights claims, should be dismissed due to lack of merit and we have filed an order for dismissal. California and New Jersey cases are in holding patterns, Tom projected a high chance of dismissal in both Texas and Florida cases, noting political motivations may interfere. The updated eligibility policy may impact California and New Jersey cases.

12. Eligibility Policy – Ed Coates

- i. Remaining questions and next steps
- ii. Policy update

The Board focused on timing and coordination for implementing the new eligibility policy including how to manage registration flows and certification processes, particularly for transgender athletes. The updated registration process to align with the policy should be implemented as soon as possible, with April 1 as a target date. Concerns about communication were also addressed and the Board touched on how the policy might impact California and national competitions.

13. Committees – Ed Coates

- i. Committee Priorities
- ii. Governance

The group reviewed committee priorities from VPs and discussed the need to develop a minimum standardized bylaws template for LMSCs. Ed discussed that he would begin the process to formally organize the governance committee to address consistency in services, compliance, and governance activities in the LMSCs.

14. Governance Consulting – Dawson Hughes

- i. Next Steps with Charney/Keyse

**MSA to approve** phase 1 of the strategic governance project as presented with an estimated cost of \$50,000. The Board decided to proceed with the project, with the consultants returning in July to provide recommendations following additional information gathering. Collectively the Board felt this was a positive investment in the future long-term viability of the organization. The Board agreed to submit an over budget request to the finance committee with the assistance of staff, and would add funds to next year's budget for future phases. Discussion: None. **The motion passed unanimously.**

**Next Board Meeting:** April 20 at 8:00pm ET.

**Summer Board Retreat:** July 10-12, 2026 (Location: TBD)

The meeting was adjourned at 11:30 a.m. MT.

Respectfully submitted,  
Erika Braun, Secretary