

<b>Committee Name:</b> Governance	<b>Session #:</b>	<b>Report #:</b>
<b>Committee Chair:</b> Hugh Moore	<b>Vice Chair:</b> Anthony Thompson	
<b>Minutes recorded by:</b> Leianne Crittenden	<b>Date/time of meeting:</b> March 3 2013 8:00 pm Eastern	

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## Motions Passed:

1. None

<b>Number of committee members present: 4</b>	<b>Absent: 2</b>	<b>Number of other delegates present: 0</b>
<b>Committee members present (list all, including chair and vice chair):</b> Hugh Moore, Patty Miller, Anthony Thompson, Sean Fitzgerald, Leianne Crittenden, Jim Wheeler		

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## Minutes

Governance Committee Conference Call Agenda

Sunday 3/3, 8 pm EST/5 pm PST Review/schedule current tasks

### 1. Legislative Proposals

- a. Update on Audit and Investment Committee Proposals (see notes). These will be permanent committees of the BOD. We have an ongoing discussion with Audit Committee to determine what is "independent"—BOD decided to remove the second paragraph of proposals regarding members in committees. They think this should follow the way other Committees have membership, put this in the policy section.
- b. Recommend wording in 506.7 for all committees that report to the BOD (including Audit and Investment) that indicates "The committee shall consist of the committee chair and sufficient members to execute the committee function." Legislation Committee will propose this.
- c. Legislative Committee should also consider eliminating letter designations in 506.7.1, 508?

### 2. Policies

- a. Update on Communications/Social Media Policy. The BOD will be considering Patty's proposal.
- b. Review Conflict of Interest Policy: Should the policy also include a statement that they have also reviewed the confidentiality policies? The purpose of COI is to reveal any financial and other conflicts (Patty) and that is why we want them to review annually.
- c. Confidentiality Policy
- d. Ethics Policy (see notes) Hugh got a draft of a policy from Rob Copeland, he had drafted it several years ago.. Hugh is wondering if we want to consider. However, both Anthony and Patty wonder if the Governance Committee should do this—the BOD generally makes policies. Also what happens if the Ethics policy covers other existing USMS policies, and what if it conflicts with them? At this time we do not see a need from any additional items, since current policies already cover many of these points.
- e. Review requirements to resign from board before applying for USMS position (see notes) –If this was passed by the BOD, then this committee cannot address it.
- f. Review request that the USMS president not appoint USMS employees or contractors as voting members of the House of Delegates. If this was passed by the BOD, then this committee cannot address it.
- g. Policy Committee. Policy Committee will report to governance, so it is not just up to BOD and President. This was supposed to be an administrative committee but Hugh noticed that the Policy Manual had areas that are beyond administrative matters—those matters need to go to BOD, as this is inconsistent with their role as an administrative committee

**3. Board Evaluations** – focus on board improvements. The committee will review areas that were identified as needing improvement and changes that have been made or need to be made. We should propose when the Board evaluations are due—Hugh suggests starting after the next BOD face to face meeting –maybe in July/August with a report at Convention.

**4. Leadership Development Task Force.** Hugh agreed to further review minutes to determine if this was relative to LMSCs or USMS.

**5. Review current committee descriptions** (see notes) Hugh suggests reviewing Rule Book descriptions of Committees, to see if they are doing what they should be doing, or if there should be changes. Sean said that the Committees have reviewed their descriptions before—and this was just done last year. Patty suggests that maybe we survey how the committee fits in the entire organization and what will its role be in the next five years? Do something more open ended to elicit a thoughtful discussion. In order to be a more efficient organization, the Committees should be unique in their responsibilities and tasks, and should not be redundant with National Office; this dovetails into the USMS 2.0 white paper tasks.

**6. Design an organization structure for USMS starting with a blank sheet of paper** (see notes) What would USMS look like with if it was just starting out—what would be the most effective organization, and how do we transition to it? The USMS 2.0 task

force will provide input. The Task Force will tap into the Association of Chief Executives for Sports (ACES) organization to review other organization's structures.

**7. Purpose/use of convention and delegates** (see notes) Doing a study for presentation of this report is too time consuming, and can have a facilitated discussion with the BOD to get their input, maybe do a focus group discussion with BOD at next BOD face-to-face meeting concerning the roles participants at Convention

Next Meeting – Sunday, April 7, 7 pm EDT

## NOTES

1.a . From Minutes of BOD Winter Meeting, February 8, 2013

Hugh gave an overview of the Governance committee report which is posted to the website. The Governance Committee recommends that the Board submit legislation to make the Audit Committee and Investment Committees Permanent Committees of the Board. MSA submit legislation to make Audit and Investment Committees permanent committees of the board. The proposals are as submitted in the Governance report amended to delete the second paragraph in each.

2.d. I received a draft Ethics Policy that I was asked to have the Governance Committee consider. Before we look at it, we should discuss whether the committee thinks there is value in an Ethics Policy.

2.e.&2.f. I received an email from Nadine on 1/13 requesting that we review the following

Per February 26-28, 2010 BOD meeting minutes:

MSA –A member of the U.S. Masters Swimming Board of Directors who wishes to apply for a position within the corporation must give notice to the Board president and resign from the Board before applying for the job.

MSA – Request the USMS president not appoint USMS employees or contractors as voting members of the House of Delegates.

We have a growing number of contractors and we have no definition of contractors.

We have many of our coach's committee members as coach certification instructors, we have online coaches for workouts, now we have contractors for articles.

This discussion started with past Presidents and their role as contractors; such as Tom and Mel. And we have an open water compliance officer contractor position.

5. I propose that I send email or survey to each committee chair. The primary purpose is to have them review their current committee description. Do they agree with current wording? Do they want to propose changes? CC VPs so that they are in the loop. Should there be any other items on survey?

6. At the 2012 BOD winter meeting a board action plan was created that included the following:

Design an organization structure for USMS starting with a blank sheet of paper, with further discussion to redefine the roles of the current organizational structure, reviewing the executive committee role for VPs (BOD Governance Professional Volunteer coordinator); composition of the BOD ((attitudes, skills, knowledge, member characteristics like competitive swimmer vs. fitness/wellness, etc.)), determining what's missing

The USMS 2.0 Task Force was appointed by USMS President Nadine Day in November of 2012. The members are as follows: Hill Carrow, Chairman; Kim Lloyd; Hugh Moore; Nancy Ridout, Sandi Rousseau; and Chris Stevenson. The Interim Report of the task force presented at the winter 2013 board meeting included "The Task Force is tasked with examining and evaluating USMS governance, both internally and using external comparisons, and making recommendations intended to enhance and improve the organization's governance. The board discussed the USMS 2.0 Task Force and agreed that the task force should be organized as a study group to support the Governance Committee in fulfilling its responsibilities. The task force should study industry trends, governance of other ACES member organizations and best practices, and identify potential benchmark organizations

7. The USMS Annual meeting focus has changed with time. There are a growing number of delegates who have no national responsibility outside of convention/HOD. At the same time educational uses of convention are expanding. I'd like the committee to discuss the purpose(s) and priorities of convention and possibly make recommendations back to the EC and BOD. Note: Item 6 may influence our discussions.

Why does the HOD approve committee meeting minutes at convention? Some committees then re-approve them. Should we limit the HOD approval to those actions that require HOD action and let each committee review/approve their minutes?