



# Board of Directors

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Orientation

# Agenda

- Orientation & Background
- USMS Organization
- Responsibilities
- Effective Board Participation
- Conflict of Interest
- Protections & Policies
- Next Steps



# Orientation & Background

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# Mission & Vision

Empower adults to improve their lives through swimming.

Foster a nationwide adult swimming community through lifelong, fitness, competition, and education.



# Values

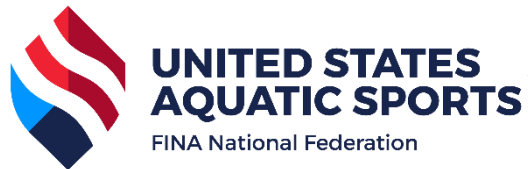
- Fitness
- Camaraderie
- Inclusion
- Learning
- Excellence
- Competition
- Fairness



# USMS Organization

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# World Aquatics



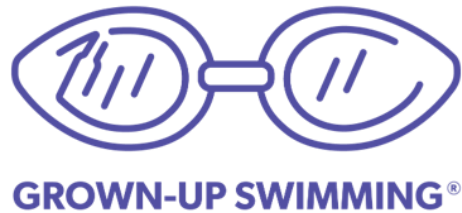
# Foundations

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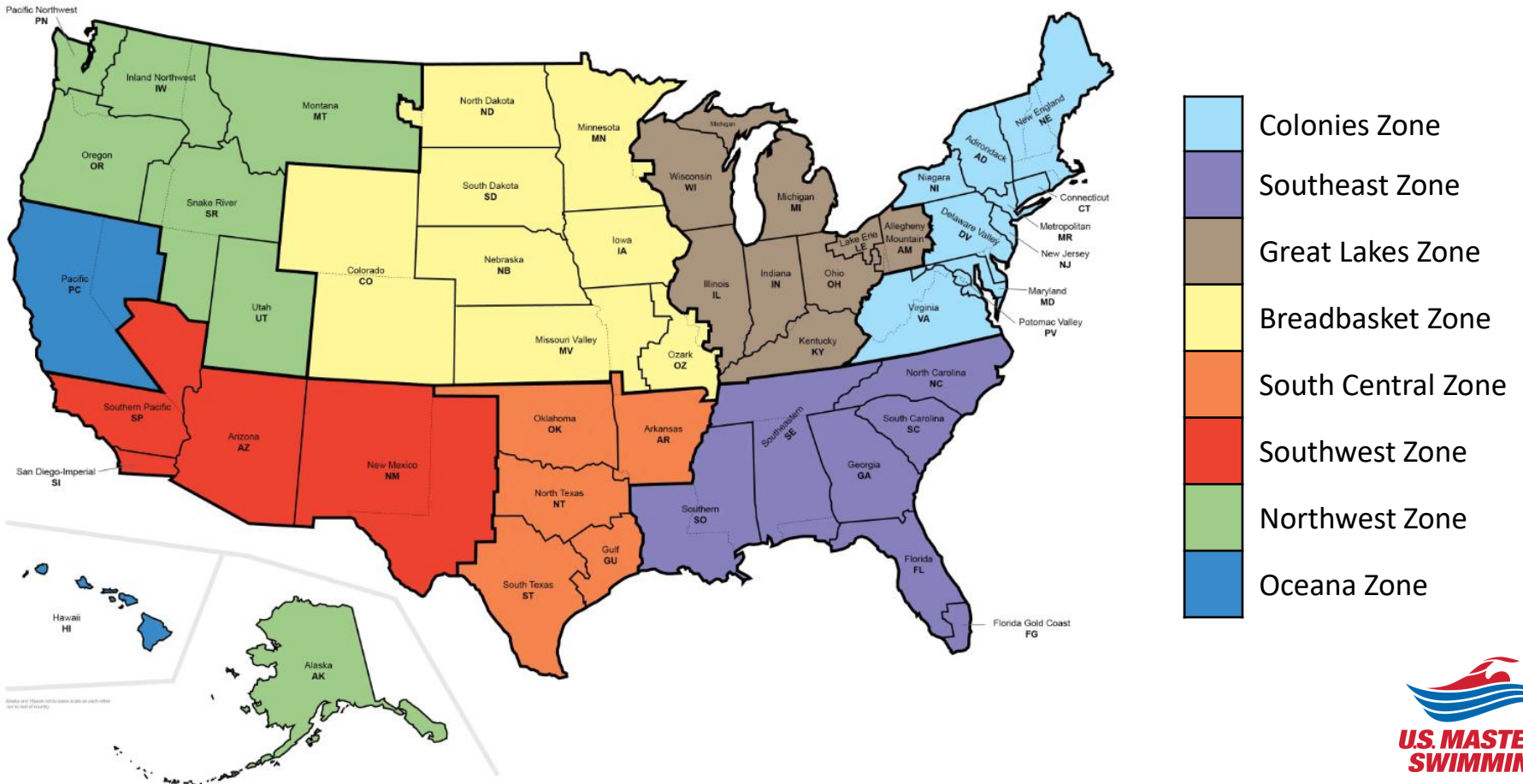


# Who are we: Our Brands

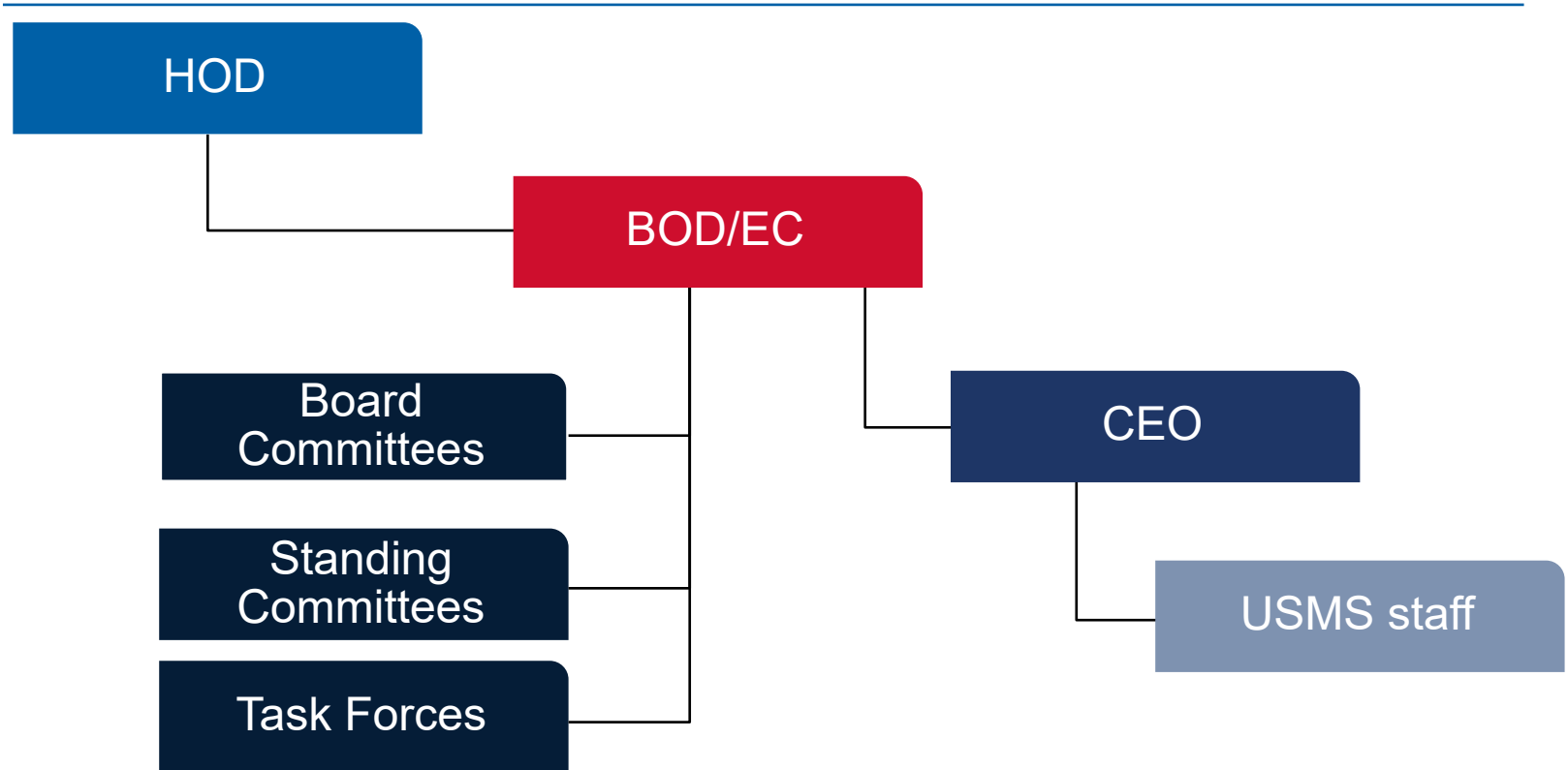
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# Zones & LMSC



# Governance Structure



# Board of Directors – Executive

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Ed Coates  
President



Erika Braun  
Secretary



Denise Dombay  
Treasurer



Kenny Brisbin  
Vice President  
Community  
Services



Julie Dusliere  
Vice President  
Administration



Peter Guadagni  
Immediate  
Past President



Crystie McGrail  
Vice President  
Local  
Operations



Carrie Stolar  
Vice President  
Programs



# Board of Directors – At-Large by Zone

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**At-Large Director  
Breadbasket**  
Samantha Kraft



**At-Large Director  
Colonies**  
Guy Davis



**At-Large Director  
Southeast**  
Trey Taylor



**At-Large Director  
Great Lakes**  
C.J. Rushman



**At-Large Director  
Northwest**  
Rob Heath



**At-Large Director  
Oceana**  
Phyllis Quinn



**At-Large Director  
South Central**  
Nicole Christensen



**At-Large Director  
Southwest**  
Jeff Commings



# Board of Directors – Non-Voting

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Dawson Hughes  
Chief Executive  
Officer



Katie Kenyon  
Legal Counsel

# Experiences Add to Capabilities

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# Responsibilities

# High Performing Board Members

- Understand and accept the mission
- Bring new opportunities and resources
- Be open to ideas and risks
- Support decisions and activities
- Provide resources to meet strategic objectives

# Tips

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## Provide External Unity

Absolute agreement to be unified behind all decisions



## Be Selfless, Not Self Serving

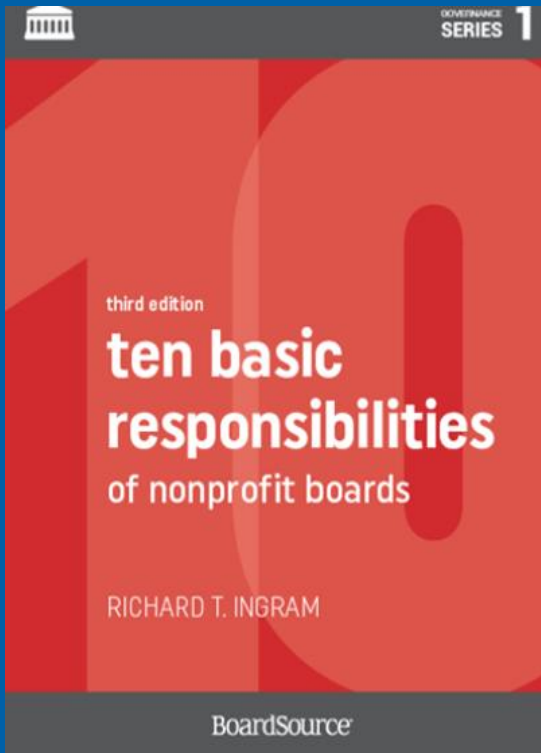
Not expect or seek special considerations or special attention



## Engage Morale

Bring a sense of enthusiasm and **fun** to the process of governance

# Ten Responsibilities



1. Determine mission and purposes
2. Select the chief executive
3. Support and evaluate the chief executive
4. Ensure effective planning
5. Monitor and strengthen programs and services
6. Ensure adequate financial resources
7. Protect assets and provide financial oversight
8. Build a competent board + identify and prepare future candidates/leaders
9. Ensure legal compliance and ethical integrity
10. Enhance the organization's public standing



# Expectations

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- Attend Board Meeting
  - Monthly board meetings
  - In person board retreats (2 per year)
  - Executive Committee (as needed)
- Consider joining
  - Committee
  - Task force
- Board Buddy
  - Meet regularly
- Communicate via Community

# Tips

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Focus on the  
Big Picture



Don't "Count  
Paper Clips"



Think  
Strategically!

# USMS Board Activities

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## Governance & Oversight

- External Audit
- 990 review
- Annual budget
- Approve elections procedures
- Board policies
- Recommend changes to bylaws
- Board education
- Committee appointments and oversight

## Operational & Strategic

- CEO performance
- Major activities and initiatives
- Task force participation
- Risk management
- Communications
- Strategic planning



# Outside the Board's Duties...

*... but within the sphere of influence*

- Elect members of the Board (HOD)
- Approve changes to the Rule Book, including bylaws (HOD)
- Day to day management of USMS: magazine, website, communications to members, etc. (National Office)
- Choose national award winners (Awards & Recognition Committee)
- Oversee National Championships (N.O. Staff, Championship and Long Distance Committees)
- Supervise or manage LMSCs, clubs



# Legal Duties

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## Care

- Exercise reasonable care
- Be informed, prepared, involved
- Manage finances responsibly

## Loyalty

- Act in the best interest
- Reveal conflicting interests

## Obedience

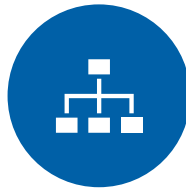
- Be faithful to the mission
- Keep us legal
- Understand our limits
- Act consistently

# Governing Documents

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Corporations  
Bylaws: Part 5



Board Policies –  
Examples Include



Board  
Standards



Conflict of  
Interest



Financial  
Operating  
Guidelines (FOG)



Annual  
Budget



Florida Not  
for Profit  
Corporation Act



IRS  
Code

# BOD & CEO Relationship

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- President is the chairman
- BOD is responsible for policy and strategy
- BOD directs the CEO through the President
- BOD occasionally interacts directly with the staff
- CEO manages staff
- Professional staff implements policy
- Professional staff handle the day-to-day organization



Questions



# Effective Board Participation

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# Ask Yourself

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Why do I serve on the Board?

Will my words and actions support our organization's mission?

Will I put the organization first?

Will I promote leadership development?

Will I focus on strategic activities and goals?

# Effective Behavior

Be Respectful

Be Prepared

Be Focused

Listen

Keep an Open Mind

Be Honest

Be Transparent

Keep Calm

# Collective Responsibility

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Be concise

Maintain a sense of urgency

Disclose conflicts

Maintain Board confidentiality

Accept Board Collective  
Responsibility

Speak for USMS

# Things to Avoid

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Talking over and interrupting

Undermining decisions

Creating factions

Working in secrecy

Disparaging Board Members

Creating rumors





Questions



# Conflicts of Interest

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# Types of Potential Conflicts

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Perception  
Matters



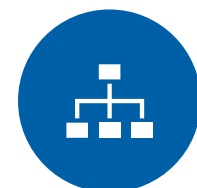
Financial



Personal



Organizational



Bias

# Managing Conflicts of Interest

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## Establish

Encourage  
transparency &  
accountability



## Regulate

Policy manages  
conflict of  
interest



## Disclose

Annually  
Beginning of  
meetings



## Address

Exit & Record

# COI Expectations

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Be open and declare it on the 'Conflict of Interest' Form or at a Board Meeting. Let your fellow Board Members decide if you have a 'Conflict of Interest'

Re-file your annual 'Conflict of Interest' Form if necessary if or when new information arises ex. Job change

Talk to our Legal Counsel individually if needed

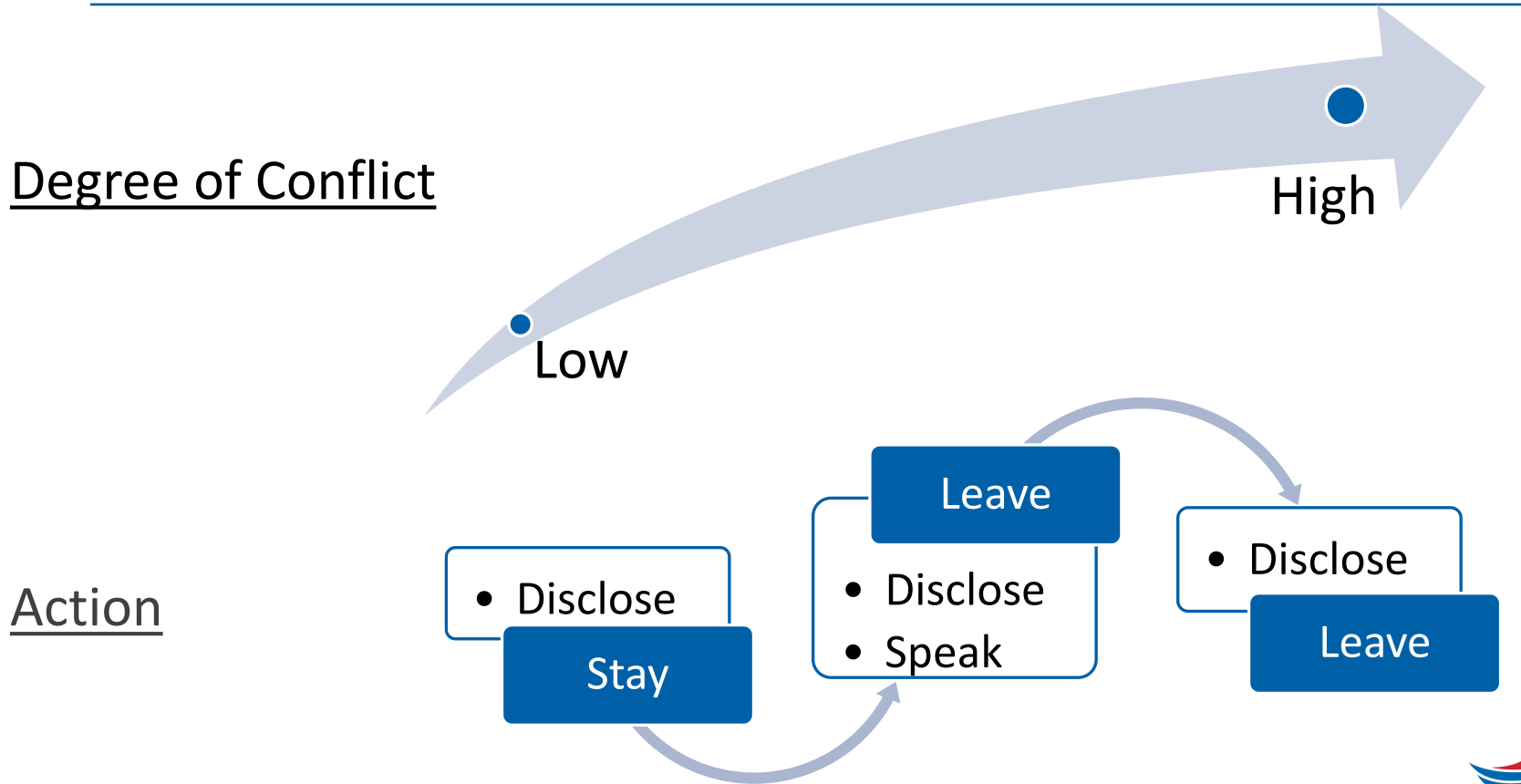
Err on the side of caution if you have any doubt. 'Conflicts of Interest' can be perceived even if there isn't one.

Listen to your peers.

Depending upon the level and type of conflict: Excuse yourself from Board discussions and Board votes and leave the Board Room.



# Evaluating Degree





# Protections & Process

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# Volunteering isn't risky

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## Protections

Directors & Officers insurance

Indemnification in bylaws

Florida Nonprofit Corporation  
Laws

Oversight committees (i.e. Comp  
and Benefits, Audit)

Board Policies

Best practices

## Process

Follow bylaws

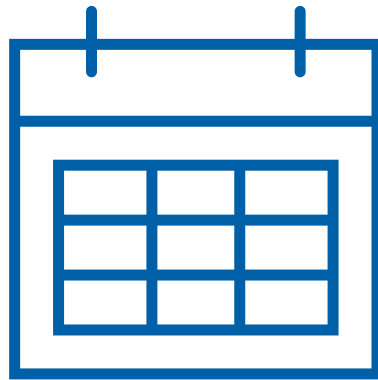
Policies help guide future boards

Documentation of decisions

Advised by Legal Counsel



# Next Steps



Review governing documents

Budget & finance overview

CEO review & bonus timeline

Strategic initiatives



Questions