

Welcome to Board Training 2019



Agenda

Orientation + Background

USMS Organization

Board Members' Responsibilities

Basic Board Legal Responsibilities

Board and CEO

Now What?

Who are you?
How did you get here?

Our Mission:
Why are we here?



“To promote health, wellness, fitness and competition for adults through swimming.”

What is this?



Big Picture!!

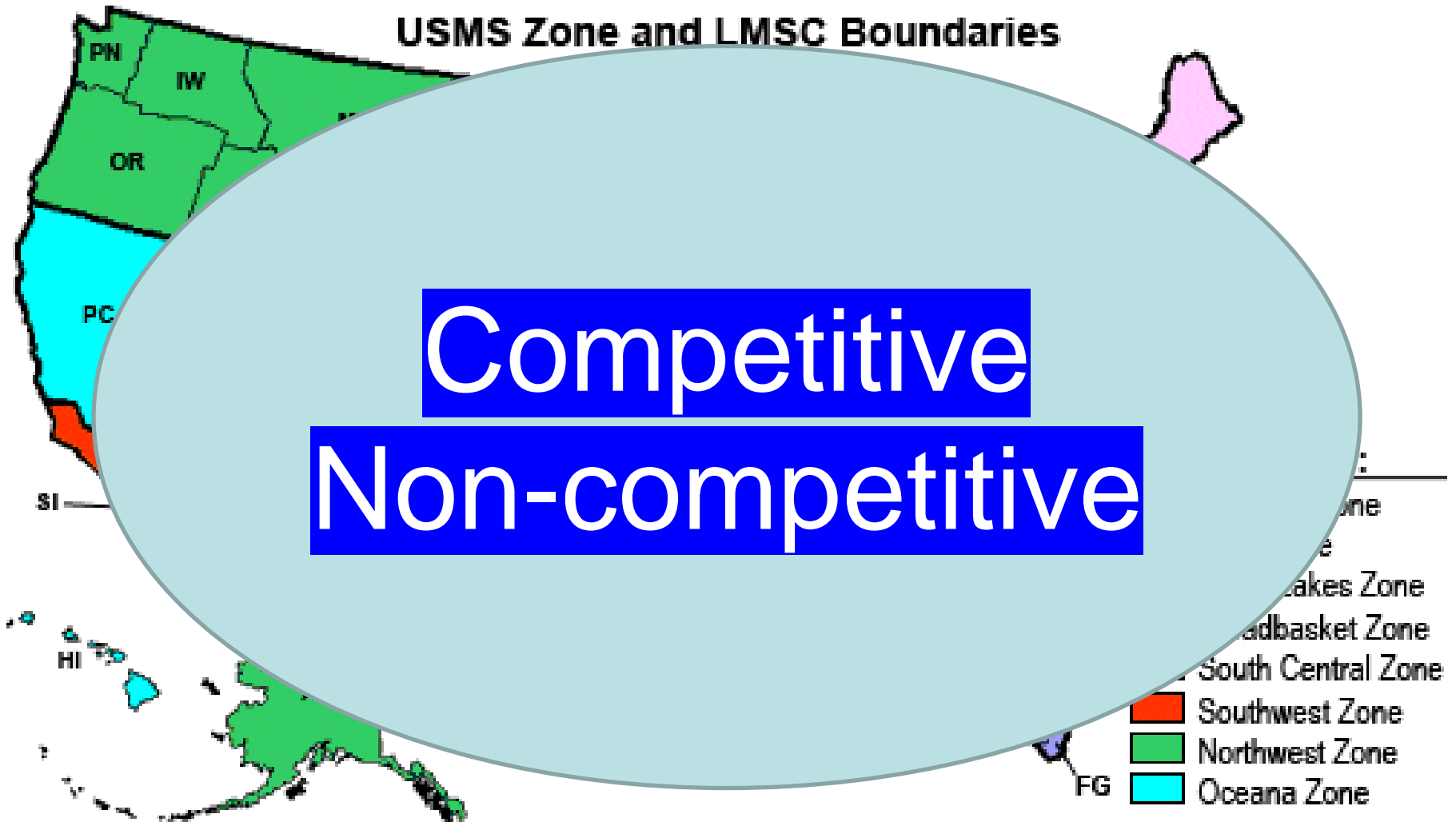


Amelia No. 100 Photography

Who Are We?

USMS Zone and LMSC Boundaries

Competitive
Non-competitive



Who Are You?

**USMS
President**

Jim Miller's Wife

**VMST
Member**

Breaststroker!

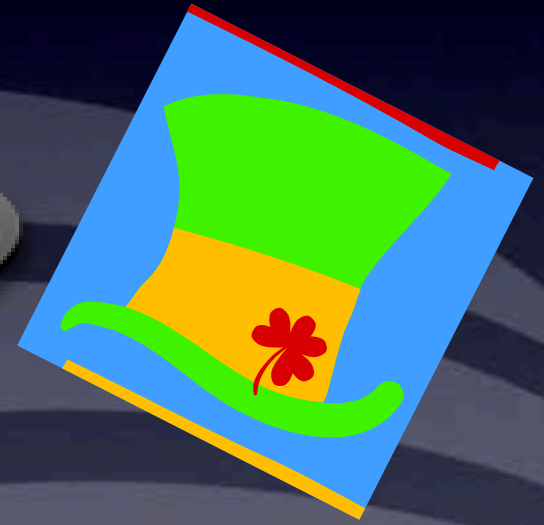
**Competitive
Swimmer**

**Altria
Client
Services
Employee**

**USAS
Voting
Member**



How many hats do you wear?





United States Aquatic Sports



The rules of the Federation Internationale de Natation ([FINA](#)), the international federation responsible for the sports of swimming, diving, synchronized swimming, and water polo, require there to be only one recognized member federation of FINA in each country throughout the world. The Union Americana De Natacion (UANA) is the FINA governing body for the Western Hemisphere (Americas and Caribbean Nations) under which our Federation falls.



For the United States of America, that member federation is United States Aquatic Sports ([USAS](#)).



Essential Organizational USMS Milestones



- Late 1960's, Captain Ransom Arthur, MD began with the novel idea of adults swimming for exercise...
- 1970 Masters held its First Masters Nationals – 47 athletes in Amarillo, Texas... 2018 Largest Nationals > 2300
- 1973 AAU creates a Masters Swimming Committee...(Ted Haartz - President directed this + articles of incorporation
- 1980 United States Aquatic Sports (USAS) is formed...
- 1988 USMS gains full equal recognition as an NGB in USAS (Tom Boak – President)
- 2005 USMS Board and Governance restructure + establish a National Office – (Jim Miller – President)
- 2008 – First Executive Director
- 2009 – National Office established in Sarasota, FLA ...expanded 2015

USMS Historic Milestones



2020 USMS will celebrate
its 50th birthday



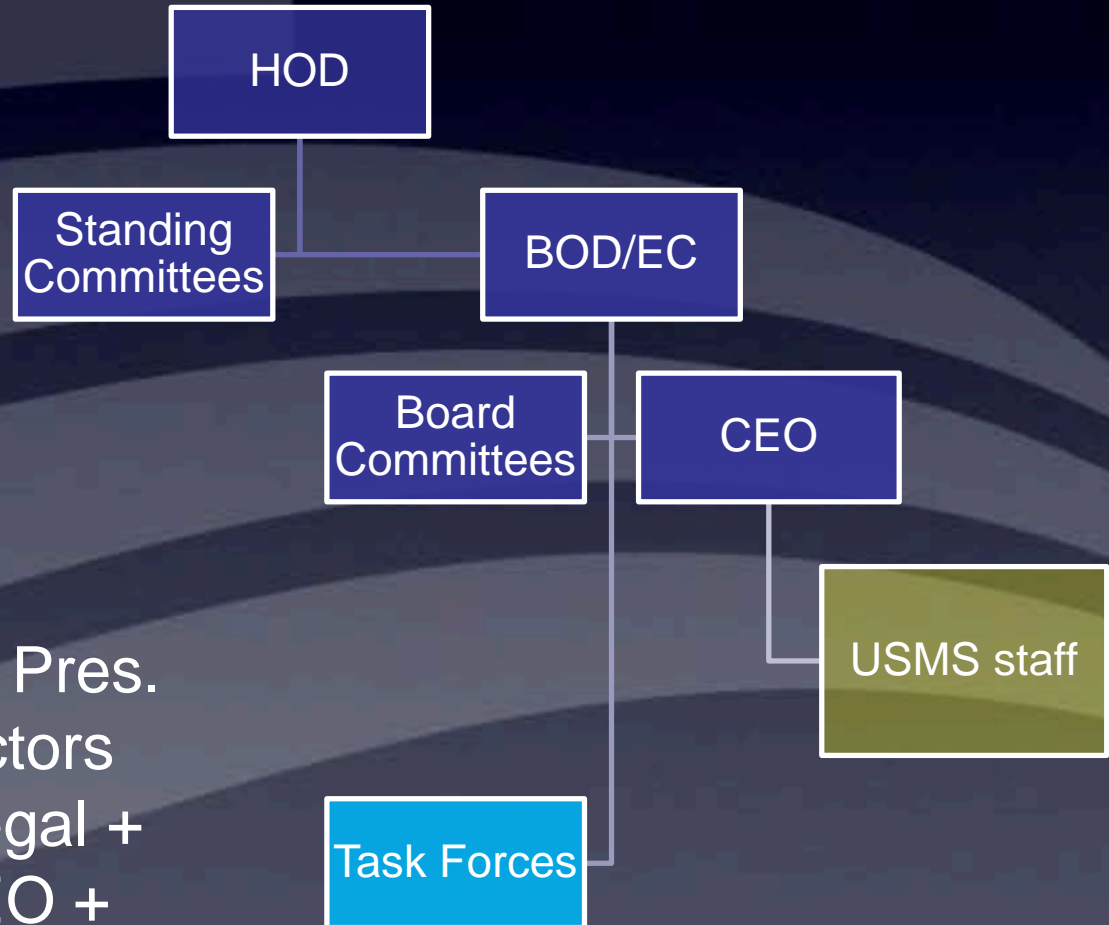
USMS Organization

USMS Organization



BOD

- ✓ President
- ✓ 4 VP's
- ✓ Secretary
- ✓ Treasurer
- ✓ Immediate Past Pres.
- ✓ 8 At Large Directors
- ✓ Non-voting = Legal + Past Pres. + CEO + USA Swimming Liaison



USMS Staff



U.S. MASTERS SWIMMING



Chief Executive
Officer
Dawson Hughes



Chief Financial
Officer
Susan Kuhlman



Chief Operating
Officer
Bill Brenner



Sr. Director,
Volunteer Services and
Operations
Jessica Reilly



Club & Coach
Development Director
Marianne Groenings



ALTS & Foundation
Programs Manager
Holly Neumann



Member Services
Coordinator Steve
Hall



Sr. Director,
Marketing &
Communications
Kyle Deery



Partnerships & Events
Director
Jay Eckert



Publications &
Communications
Manager
Daniel Paulling



Partnerships
& Events
Coordinator
Onshalee Promchitmart



Marketing
Coordinator
Kim Heimiller



Staff Accountant
Lynn Watson



Web Developer
Jay Place



Administrative
Assistant
Melanie Jaudon



Marketing &
Communications Specialist
Laura Hamel



Education Coordinator
Mel Goldstein



National Swims Coordinator
Mary Beth Windrath



Open Water Event Coordinator
David Miner

Board Members' Responsibilities

Expectations of Board Members



BIG PICTURE

- To fully understand and accept the corporation's mission
- To find ways to bring new opportunities and resources to the corporation
- To be continually open to new ideas and to be willing to take risks
- To support board decisions and not undermine staff activities
- Ends vs Means
- Executive Limitations (i.e. What is Unacceptable)

EXTERNAL UNITY

- Absolute agreement to be unified behind all decisions

Not SELF SERVING

- To not expect or seek special considerations or special attention

CORPORATE MORALE

- To bring a sense of enthusiasm and **fun** to the process of governance



Big Picture



- **Do not** get caught counting paper clips.
- Every moment that the BOD spends micromanaging is time that is **not spent thinking strategically!**
- Example (real): “*Which employees need to attend USMS Nationals and what exactly is their role? How much will that cost?*”

Which is correct?



“I have looked into the cost of advertising in People Magazine. My analysis reveals that that the cost of each contact, based upon 1 million copies circulated, is___.”

OR

I am interested in USMS’s approach to print media.

Ten Basic Board Responsibilities





- Determine mission and purposes
- Select the chief executive
- Support and evaluate the chief executive
- Ensure effective planning
- Monitor and strengthen programs and services



- Ensure adequate financial resources
- Protect assets and provide financial oversight
- Build a competent board + **identify and prepare future candidates/leaders**
- Ensure legal compliance and ethical integrity
- Enhance the organization's public standing

Example: Effective Planning – Budget Modernization proposal

Ensuring effective planning and adequate resources.

- Does this improve or enhance fiduciary oversight?
- Does it place the responsibility with the proper entity?
- Will this improve organizational effectiveness?
- Will this improve allocation of resources?
- Will this allow organization to be more agile?
- Will this help us meet our mission?

Basic Board Legal Responsibilities

Board Member's Legal **Duties**

- **Duty of Care**

- Exercise reasonable care when making decisions for the organization (**Be informed and prepared**; Be involved; Manage finances responsibly; Reveal conflicting interests; Help create a structure to manage conflicts)

- **Duty of Loyalty**

- Act in the organization's best interest, not one's own personal interests or the interests of another organization

- **Duty of Obedience**

- Understand and be faithful to the organization's mission

Role of Vice Presidents of USMS



As liaison from BOD to Committees

- Communicate Organizational + BOD Strategic Objectives
- Help Committee understand how they contribute
- Help Committees to establish goals

As a partner to committee Chair and Vice Chair

- Establish and build rapport
- Reinforce positive committee chair leadership behaviors:
 - Maintain a safe environment for volunteers
 - Help manage and guide committee resources
 - Respect and fairness ... when considering perspectives and discussing motions or ideas
 - Focus on the committee mission (Rulebook definition)
 - Stick to the issue, the point, the data and watch out for debate getting personal
 - Delegate and empower committee members
 - Facilitate conversations ... do not dominate the discussions, nor let others dominate ... look for opportunities to draw the less vocal into the conversation
 - Build your team ... pair new members up with mentors



London 2012

London 2012

2012 LIFE GUARDIAN
OAK MILLENNIUM

Board and CEO

Relationship Between the BOD and the CEO



- The Board of Directors directs the CEO through their interface
- The President is the Chairman of the Board with the position as direct interface between the BOD and the CEO. BOD rarely interacts directly with the staff. Enable the CEO!
- BOD → policy making arm. Professional staff implements policy.
Professional staff → day to day management.....**Don't do staff work!**
- **Clear guidelines and communication flow**
- Mutual respect and **No surprises!!!**

Characteristics of CEO



- ✓ Strategic Leadership
- ✓ Effective Communications
- ✓ Program Strategy and Alignment
- ✓ Management of Staff
- ✓ Effective Organizational Management
- ✓ Accomplish Organizational Goals
- ✓ Self Management



Ask Yourself These Questions:

- ✓ Why do I serve on the Board?
- ✓ Do my words and actions support our corporate mission?
- ✓ Do I put the corporation first or am I serving my own agenda?
- ✓ Do I promote leadership development or stifle it by wearing too many hats?
(Manage your hats vs sharing the leadership experience)
- ✓ Do I engage in micromanagement?
- ✓ Does my time spent match the “Big Picture” required of a Board member?
(.....or are you reactive?)

Ethical Behavior on a Board: **Do's** and Don'ts



- ✓ **Respect** your fellow Board Members and their right to their opinion, even if you don't agree with them
- ✓ **Be Prepared**
- ✓ **Be Focused**
- ✓ **Listen** to, and consider what people have to say with an open mind
- ✓ Maintain '***Open, Honest and Transparent***' as your mantra
- ✓ Keep **calm** even when contentious issues are being discussed

Ethical Behavior on a Board: Do's and Don'ts



- Be **concise** in your argument and maintain a sense of urgency in doing the Board's work
- Remove yourself from discussions and / or votes when you have (or could be perceived to have) a '**Conflict of Interest**'

confidentiality

- Maintain Board **confidentiality**
- Accept the principle of **Board Collective Responsibility** even when you don't agree with the decision
- Recognize that you are speaking for USMS, unless you indicate otherwise.....**CLEARLY. You are us!**

Ethical Behavior on a Board: Do's and **Don'ts**



- **DON'T:** Talk over and interrupt
- **DON'T:** Work to undermine or 'go around' Board decisions you don't agree with
- **DON'T:** Create factions with others that split the Board
- **DON'T:** Work in secrecy or hide information from the Board
- **DON'T:** Disparage your fellow Board Members within the organization or in public
- **DON'T:** Create rumors or spread innuendo about your fellow Board Members

Conflict of Interest Defined



“A conflict of interest exists when a board member, officer, or management employee has a personal interest that is in conflict with the interests of the organization, such that he or she may be influenced by this personal interest when making a decision for the organization.”*

*Managing Conflicts of Interest: The Board’s Guide to Unbiased Decision Making; 2013 BoardSource

Types of Potential Conflicts

Financial

Personal

Organizational

Bias

- Not all potentially conflicting interests are “wrong” (e.g. bias)
- But conflict of interest involving financial benefit should always be addressed
- Perception matters

Managing Conflicts of Interest

- Environment
 - Establish an environment that encourages transparency and accountability by board members, as well as open discussion of issues
- Regulation
 - Have a policy to manage conflict of interest
- **Disclose**
 - Annually in disclosure statement (e.g. interest in entities doing business with the LMSC)
 - At the beginning of meetings based on the agenda
- Address
 - Determine whether interested person should exit for discussion and voting
 - Record resolution in the minutes

Summary: What do I do if I think I have a 'Conflict of Interest'? - simplify

- 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 not in the open
- Err on the side of caution if you have any doubt. 'Conflicts of Interest' can be perceived even if there isn't actually one.....ex. bias
- **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.



Now What?

Final Summary: What do you see?



.....or this?



Big Picture

Opportunity

POSSIBILITIES

future

You may feel
like this
sometimes!
We are a team.



Philosophy

People may not remember what you did,
they may not remember what you said, but
they will always remember how you made
them feel.

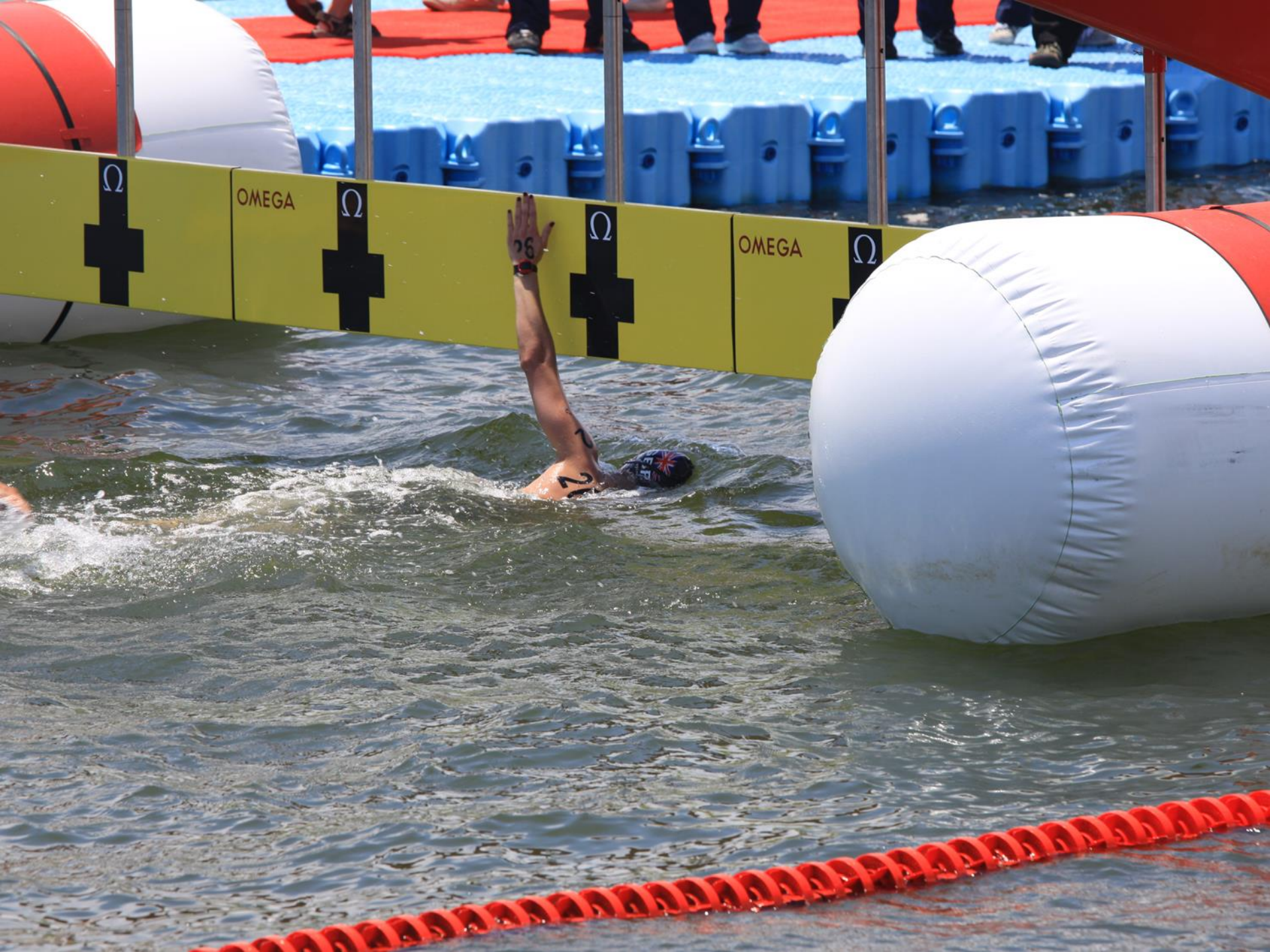
Which “W” are you?

- **Worker**
 - Engage and support committees that best fit your experience
- **Worrier**
 - Finance, Audit, Governance Committee, Legislation (Is your tendency to make a rule to solve a problem?)
- **Wealthy**
 - Endowment and other revenue generation vs revenue management
- **Wise**
 - Special skill sets such as legal, accountant, fundraising

What are the benefits and dangers of each?

Next Steps?

- **Pair up with a Mentor**
- **Budget and Finance overview with CFO**
- **Strategic initiative update with CEO**
 - **After Convention**
- **Monthly Board meeting calls – usually 3rd Monday of Month**
- **Monthly Executive Committee meeting – usually 1st Monday of the Month**
- **In person board meetings in February and July**
- **Consider joining a committee**
- **Review Board Standards document and Board Education resources on board forum**



OMEGA

OMEGA

26

26



U.S. MASTERS SWIMMING

Discussion

Please complete your **Evaluation** and “**W**” forms for this session Survey Monkey

<https://www.surveymonkey.com/r/2018TheWs>

<https://www.surveymonkey.com/r/2018BODTrainingExitSurvey>



**Thank You for Your
Attention!**

