



BOD Conference Call

July 10, 2019

The call began at 8:30pm

BOD members present:

Steve Potter (DAQ), Jamey Myers (SCAT), Gary Theisen, Beau Caldwell (SEGA), Jonathan Shaheen (CCAC), Ed Saltzman (DYNA), Ceci Christy (DYNA), Katie Jordan (HURR), Sarah-Grace Thompson (SA), Wes Hamborg (WRA), Lucas Ferreira (GA), John Pepper (CBF).

GA Swimming staff present:

None

Meeting was called to order at 8:35pm by Steve Potter. Steve explained that we would not discuss officer reports and stick to the bylaw revisions, unless time permits.

Motion (Pepper): to approve April minutes (Caldwell second)

Discussion - Lucas pointed out that we are approving revised minutes. The only change was language from LSC designee to SWIMS coordinator.

Motion passed with consensus majority

Motion (Hamborg): to approve June BOD minutes (Shaheen second)

No discussion

Motion passes with consensus majority

BOD Bylaw revisions

Potter started by giving the floor to Caldwell. Caldwell explained to the BOD about a conversation he had with Jane Grosser from USA Swimming LSC development regarding what it means when we choose whether the BOD or HOD has final say on things, referencing discussions from the June BOD Conference call. In speaking about fees, Caldwell explained that if we decide the BOD sets the fees, they do not have to go to the HOD for approval, but the HOD can motion to object. If we decide the HOD sets the fees, the BOD can make a recommendation to the HOD, and the HOD must approve, very similar to our current process and expectation. If we decide the HOD sets the fees, this does not mean the HOD becomes a work session.

Hamborg asked that given that explanation if we wanted to revisit any of the decisions from the last meeting. Caldwell explained we should revisit these after everything is decided and we can view everything on 1 sheet of paper. Potter concurred.

Hamborg said we have not discussed 5.1 in regards to positions on the BOD, such as officials chair and if we should consider this position. Clarification was made that 5.1 [point D] was discussed and decided upon at the last meeting, as this deals with at-large members. Hamborg objected that we should not move on before this discussion is had.

[Point E- At-large BOD members if any how are they selected] (Article 7.4)

Motion (Potter): we will add 1 or more at-large members in order to be in compliance with 20% athlete representation (Caldwell second)

Discussion: Theisen clarified that 4.1.4 (point B) says the GC can appoint the correct number, but 5.2 is talking about what additional non-athletes would you want to appoint to the BOD and how are they selected. Potter agreed. Shaheen brought up the fact that we should have a maximum number. Saltzman concurred that there is a maximum deemed necessary. Caldwell agreed with Shaheen and Saltzman in that we want flexible language, saying 1 or more athletes says we have the flexibility.

Friendly Amendment (Saltzman): The HOD may specify a sufficient number of at-large BOD members to conduct the business/work of the LSC (Caldwell second).

Discussion: Ferreira commented that this language is too vague. Hamborg voiced concerns that the HOD could elect 100 new BOD members. Theisen said how these are good points, and asked Caldwell to clarify how we keep the balance of athletes and non-athletes equitable. Caldwell stated that since we have 3 athlete voting members, we can have a maximum of 12 non-athletes on the BOD.

Called to question

Motion and amendment defeated unanimously.

Motion (Theisen): that the HOD can appoint up to 3 at-large positions to the BOD (Ferreira second)

No discussion, Motion carries with majority approval

Motion (Potter): the GC may appoint at-large BOD members with consent of the current BOD (Saltzman second).

Discussion: Ferreira stated that the language he's looking doesn't allow flexibility. Steve said that the HOD will specify a number of at-large BOD members, and that we cannot get into a room full of people saying who the at-large positions are going to be. Caldwell asked why we couldn't delegate this to the nominating committee and hold these elections at the HOD as well, saying that having an election for these positions is a lot cleaner if done at the HOD. Caldwell agreed with Potter that he could do this for coordinators or committee chairs, but not for BOD members with a vote, because if you have a vote, you should be elected. Potter said he's not against that. Theisen asked to Caldwell to clarify that we're discussing BOD not HOD members, because USAS appoints delegates to their HOD. Caldwell restated that he's discussing BOD members and if they have a vote, they must be elected by the HOD.

Caldwell stated that Potter could call to question or withdraw his motion.

Potter withdrew his motion

Motion (Caldwell): At large BOD members are elected by the HOD (Ferreira second)

Saltzman asked how this happens with the current nominating committee process and responsibilities.

Potter explained that this is what the motion is missing.

Amendment (Caldwell): At large BOD members can be nominated by the GC or nominating committee, but still must be elected at the House (Theisen second)

Theisen started the discussion by clarifying that the GC can make a recommendation to the nominating.

Motion passes unanimously

Motion (Potter) - Additional athlete members shall be elected to the BOD (Caldwell second)

No discussion

Motion passes

[Point F - Ex-officio members of the Board of Directors, if any] (Article 5.3)

Motion (Hamborg): past general chair serves as an ex-officio BOD member (Ferreira second)

Motion passes unanimously

Caldwell asked if we want to consider any of the office staff as ex-officio

[Point G - Group member representation to the Board of Directors] (Article 5.4)

Motion (Hamborg): no more than 2 members of any 1 group shall serve on the BOD (Pepper)

Discussion: Caldwell asked to clarify if this was for athletes or non-athletes. Hamborg said that athletes and non-athletes are handled separately. Christy asked about her team affiliation and if she would count since her athletes are not swimming at DYNA anymore.

Motion passes with all in favor with Caldwell dissenting

[Point H - Athlete elections to the Board of Directors] (Article 6.2.1)

Motion (Potter): Athlete representatives to BOD are elected by their peer athletes as described in policies and procedures manual, which may be revised from time to time (Myers second)

Caldwell asked Potter where to find this language, and he said this would be documented appropriately.

Discussion from Hamborg regarding footnote number 30. Pepper clarified that we choose provision A and then we have to define how they are elected.

Motion unanimously approved

[Point I - Coach representatives to the Board of Directors] (Article 6.2.2)

Motion (Potter): to go with option B which is our current system for coach elections (Pepper second)

No discussion

Passes unanimously

[Point J - Committee chairs, coordinators, and at-large BOD members] (Article 6.2.3)

Potter tabled this discussion point until a later meeting. This includes all discussion points under this topic.

[Point K - Term lengths to Board of Directors] (Article 6.6.1)

Motion (Potter): that 1 term is defined as 2 years (Theisen second)

Discussion ensued in regards to what this means.
Motion approved unanimously

[Point L - Delegation consent] (Article 6.11)

Motion (Potter): to not allow delegation of authority outside BOD (Ferreira second)
No discussion
Motion approved unanimously

Announcements:

Motion (Caldwell): to start the Aug 14 BOD meeting at 7:30pm (Saltzman second)
Discussion ensued that this would be a 1-time exception. Hamborg asked if we have to have bylaws finished earlier. Potter clarified that we have to post notice 7-days prior. Ferreira clarified that bylaw changes require more than 7 days. Potter rebutted that these are mandatory changes, but Hamborg clarified that these are changes, even though they are mandatory. Discussion moved to having the meeting earlier than Aug 14, possibly the following week. Ferreira clarified that we need 30 days notice for bylaw changes. Shaheen suggested the week after next, holding the meeting between AG and Senior state. Caldwell asked if we have to announce a new BOD meeting in advance. Discussion ensued about what date and time we could have the meeting.
Caldwell withdrew his motion.

Motion (Caldwell): to call a Special BOD meeting on Tuesday, July 23 at 7:30pm (potter second)
No discussion
Motion passed with 1 dissention

Ferreira - Announced he will be taking a year sabbatical from coaching but will retain his position as AG Chair.

Myers - Discussion on AG State being moved 1-week later due to facility conflict at GT. Ferreira said he would discuss with Hamborg regarding the proper process of getting the dates changed, even if we do not have a choice.

Motion (Shaheen): to adjourn (Pepper second)
Motion unanimously approved

Meeting adjourned at 9:47.