

# Wisconsin Swimming Governance Committee Minutes January 12, 2025

- I. Call to order at 6:33 PM.
- II. Consent agenda approval of 11/19/2024 committee meeting minutes.
- III. Old Business
  - A. 2025 Election Update
    - i. Status as of January 12, 2025

Position	Current Holder	Eligible for Second	Seeking Second Term	Seeking First
		Term	(as of	Full Term
			1/12/2025)	
General Chair	Dan Wohl (UN)	Yes	Yes	
Finance Vice Chair	Emma Jewell (UN)			Yes
	(Completing a vacated			
	term)			
Age Group Co-	Jacob Johnson (BAC)	Yes	Yes	
Vice	Michael White (STORM)	Yes	Yes	
Chairs				
Officials Chair	Mike Melloch (UN)	Yes	Yes	
*/**				
Secretary *	Jim Lohmeier (MAC)	Yes	No	
Operational Risk	Gary Michalak (WEST)	Yes	Yes	
Chair				
Safe Sport Chair	Monna Arvinen-Barrow	Yes	Yes	
**	(SHOR)			
Coach Reps***				
Athlete Reps***			_	

<sup>\*</sup>No Term Limits

- ii. Candidate for Secretary: Sarah Giuliani (SWAT), Coach and Comp Program Director.
- iii. Nominations remain open and can be received from the floor during the Annual Meeting as well.

<sup>\*\*</sup> Appointed

<sup>\*\*\*</sup> Elected by their constituents at the Annual HOD Meeting

- B. Concept of Wisconsin Swimming, Inc, developing an aquatics center or exploring additional pathways to increase pool availability for clubs.
  - i. Presentation given at the December 3, 2924, BOD meeting:
    - a. Rationale for exploring pool access issues.
    - b. Pros/cons of developing an LSC aquatics complex.
    - c. The New Jersey Swimming donation experience to foster goodwill with a university for aquatics access.
    - d. Discussed formation of an exploratory committee to explore this effort in the LSC (a committee of LSC volunteers, not engaging a consultant currently).
  - ii. BOD voted not to proceed with an exploratory committee at this time.
  - iii. **Action item**: BOD will notify the Governance Committee if their assistance with this issue is requested in the future.

#### C. Certified Meet Marshal Update

- i. Update provided by Gary Michalak, WIS Operational Risk Chair to the BOD. December 3, 2024. Discussed:
  - a. Training module location on the USA Swimming University online test site.
  - Possibility of potential revisions to the training module in the future by the USA Swimming Operational Risk Committee and National Official's committee.
  - c. MAAPP updates effective January 1, 2025, in relation to Certified Meet Marshal training.
- ii. Clarification of locker room scenarios presented by Liz Hahn, USAS Safe Sport Director on the USAS Leadership call 11/14/2024 and from phone conversation between Cha' Vera Jackson, Safe Sport Manager and George Geanon 11/14/2024:
  - a. Parent/family member in locker room to assist swimmer with tech suit: notify their coach or meet management.
  - b. Adult Participant entering the locker room for nonemergent issue: make sure there is more than one athlete present or bring another adult (2 deep coverage).
  - c. Adult Participant using warm up/warm down pool to swim laps, where they can change, use of shower: avoid swimming in same lane as athletes, can change in the locker room if no other option, but never in locker room alone with an athlete, if showering all present should be wearing swimwear.
  - d. Team Victory celebrations in the locker room.
  - e. Time parameters for electronic communication with athletes.

- f. Consider a document with locker room scenario clarifications be written by Gary Michalek (LSC Operational Risk Chair) and George Geanon and send for review to Monna Arvinen-Barrow (LSC Safe Sport Chair) and Che'Vera Jackson: consider posting on WIS Safe Sport webpage.
- iii. Action item: BOD approved proceeding with development of a Certified Meet Marshal program for Wisconsin Swimming LSC Championship competitions with review by Safe Sport Chair, Rules Committee, Officials Committee and Coach Advisory Council prior to BOD presentation for a vote.

#### D. Strategic Planning Process

- i. USA Swimming strategic plan for the next Quad currently under development.
- ii. Consider the next WIS strategic planning process to occur in the fall of 2025 or early winter.
- iii. **Action item**: Discuss with BOD at the January 28<sup>th</sup> meeting the timing of strategic planning.

#### IV. New Business

- A. Proposed Bylaws Amendment: Governance Chair as Ex Officio member of the BOD
  - i. Current LSC Bylaws lists the following as Ex Officio BOD members
    - 5.3 EX OFFICIO MEMBERS The following persons shall be ex-officio members of the Board of Directors:
      - .1 The Immediate Past General Chair of WISI, if an Individual Member in good standing.
      - .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing; and
      - .3 USA Swimming Committee Chairs who are Individual Members in good standing.
      - .4 Records Coordinator
      - .5 Rules Chair
      - .6 Disability Swimming Coordinator
      - .7 Meet Sanction Coordinator
      - .8 Athlete Coordinator
  - ii. 5.5. 2 EX OFFICIO BOARD MEMBERS Unless entitled to vote under another provision of these Bylaws, the ex officio members shall have voice but no vote in meetings of the Board of Directors and its committees.

- iii. Responsibilities of an Ex Officio BOD member
  - a. BoardEffect supporting document: "What is 'Ex Officio'? A Complete Definition with Examples" <a href="https://www.boardeffect.com/blog/what-is-the-role-of-an-ex-officio-board-member/#:~:text=For%20example%2C%20the%20Addiction%20Prevention,Ex%20Officio%20Mean%20Non%2DVoting?">https://www.boardeffect.com/blog/what-is-the-role-of-an-ex-officio-board-member/#:~:text=For%20example%2C%20the%20Addiction%20Prevention,Ex%20Officio%20Mean%20Non%2DVoting?</a>
  - b. Attend board meetings and participate in discussions.
  - c. Provide expertise, guidance and advice based on their background and skills.
  - d. Represent the organization and are expected to act in the best interests of the organization.
  - e. Depending on their role, may provide regular reports to the board on the activities and progress of their organization or group.
  - f. Serve on committees or subcommittees of the board to address specific issues or areas of concern related to their expertise.
  - g. Voting rights depend on the organization's bylaws.
- iv. Action item: Pending review and formatting through the Rules Committee, if the BOD wishes to amend the bylaws, proceed with Bylaws article 9.3 AMENDMENTS: "Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the WISI House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation."
- v. This can be voted on at the next BOD meeting, the Annual HOD Meeting in April, or the fall HOD meeting following the USA Swimming Annual Business Meeting.
- vi. **Action item**: Update "LSC Elected and Appointed Position Descriptions" with information regarding Ex Officio positions.

#### B. LEAP 2025

- i. 2025-2026 submission schedule and program updates pending.
- ii. Brief Review of USA Swimming's "LSC Evaluation and Achievement Program (LEAP) document.

https://www.usaswimming.org/docs/default-source/governance/leap/leap-program-overview.pdf.

- iii. Brief Review of "LEAP 2025: Recommended Topics for Update and BOD Assignments" document for Wisconsin Swimming (Attachment A).
- iv. Action item: Topics to consider for update at this time:
  - a. Financial Plan
    - 1. Resources for support of success of all athletes, coaches, teams.
    - 2. Include DEI and Outreach programming.
    - 3. Financial reserves.
    - 4. Provide a link to the plan.
  - b. LSC Investment Policy
    - 1. How investments are managed.
    - 2. Utilization.
    - 3. How funds are invested and spent.
  - c. Strategic Planning 2025
  - d. Clearly stated LSC policies needed
    - 1. Anti-discrimination
    - 2. Procedure for reporting DEI cases
    - 3. Transgender athlete policy
    - 4. Risk management
  - e. Consideration of BOD retreat
  - f. LSC Communication Plan
    - 1. How does the LSC communicate with members.
    - A cornerstone of providing service to athletes, parents, coaches, teams and other members of the LSC.
    - 3. Central contact for swimming related questions.
    - 4. Inclusive images and language.
    - 5. Schedule for listing town hall meetings.
    - 6. Disseminate information from USA Swimming.
    - 7. Information and programming opportunities within the LSC.
  - g. Volunteerism
    - Opportunities (officiating, volunteering at meets, etc.)
    - 2. Training
  - h. LSC surveys
    - Constituencies: such as athletes, parents, coaches, officials
    - 2. Frequency
    - 3. Posting

- i. Safe Sport Club Recognition
- i. Parent Education
- k. Business Development for Clubs
  - 1. Business related resources and training for teams.
  - Possible opportunities: DEI focused training, strategic/financial planning, Swimposium, mentoring opportunities, access to USA Swimming's webinar archive.
  - 3. Incentives offered by the LSC to complete training.
- I. Links to add to WIS website
  - 1. Link where USA Swimming meet viewing opportunities publicized and encouraged.
  - 2. Link instructions for clubs to access Club Dashboard.
- v. BoardSource book: The Nonprofit Policy Sampler. Attachment B: Table of Contents summary. (Attachment B).
- C. BoardSource documents to guide Governance Committee work in 2025
  - i. Recommended Governance Practices. <u>Recommended-Gov-Practices.pdf.</u>
    - a. This document will be used to guide the work of the Governance Committee.
    - Action item: Committee members to review the document and we will discuss areas to pursue for LSC education and improvement.
  - ii. Glossary for Nonprofit Governance. <a href="https://boardsource.org/wp-content/uploads/2024/08/Glossary2.pdf?hsCtaTracking=6521125e-d4d8-46c5-8865-cf41f01c1409%7Cb5ba9090-c003-46d3-a569-1762a756e696">https://boardsource.org/wp-content/uploads/2024/08/Glossary2.pdf?hsCtaTracking=6521125e-d4d8-46c5-8865-cf41f01c1409%7Cb5ba9090-c003-46d3-a569-1762a756e696</a>.
    - a. Excellent source of definitions of nonprofit governance terms and concepts.
    - b. **Action item:** Relevant definitions/concepts to be presented at BOD meetings as a "Governance Moment".

## iii. Governance Moment: Three Duty Requirements of Board Members

- a. Duty of Care: requirement that board members be reasonably informed about th organization's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances.
- Duty Loyalty: a requirement that a board member remain faithful and loyal to the organization and avoid conflicts of interest.

- c. **Duty of Obedience**: a requirement that a board member remain obedient to the central purposes of the organization and respect all laws and regulations.
- D. LSC Initiative: Privacy area for nursing mothers
  - i. Rule proposal for inclusion in meet announcementS: "A privacy area for meet personnel will be available for nursing mothers."
  - ii. Issues to be considered:
    - a. Placement in the meet announcement may lead to requests from nursing mother spectators to use the privacy area. Will these requests be accommodated?
    - b. Consider placing this statement in Policy 2: Meet Entry Procedures but in a section of the policy other than 2.2 Meet Announcement, or placement in Policy 4: Meet Conduct.
    - c. Room components required for a workplace privacy room but do not necessarily apply to the WIS situation:
      - 1. Chair
      - 2. Flat table or surface for pump device
      - 3. Nearby sink
      - 4. Locked room or signage to the effect that "room in use, do not disturb"
      - 5. Cleanliness
      - 6. No active cameras in the privacy room: security cameras, computer cameras, etc.
    - d. Acknowledgement that not all indoor or outdoor venues may be able to comply with this requirement.
    - e. Should the nursing mother contact the Meet Director prior to the event, to determine whether the request can be accommodated or not?
    - f. Are there any legal ramifications regarding providing a privacy room?
  - ii. USA Gymnastics, USA Volleyball, USA Soccer, and US Center for SafeSport websites briefly explored, and no information on this issue was found.
  - iii. **Action item**: Angel Monty explained that there is a group in the LSC exploring this issue (including Katie Humitz, Emma Jewell, staff) with USA Swimming and USA Swimming Safe Sport.

## V. Future Meeting Dates

- i. March 16 (due to LSC 10 and Under and Senior Champs the week before, and last day of 11-14 Champs on 3/9)
- ii. May 4
- iii. July 13 (July 4-6 is Fri-Sun and is prior to LSC Champs)
- iv. September 7
- v. November 9 (BOD/HOD is on 10/28)

## VI. Adjournment at 8:20 PM

Respectfully submitted, George Geanon Governance Chair 12/2/2024

### **ATTACHMENT A**

#### **LEAP 2025: Recommended Topics for Update and BOD Assignments**

#### I. Governance Committee, Staff

- A. BOD Strategic Planning Process Fall 2024
  - Update current plan (completed 5/5/2021, approved by BOD 10/26/2021).
  - ii. Develop communication plan for LSC membership.
  - iii. Include section specific to DEI.
  - iv. Consider a survey of targeted membership groups (coaches, athletes, and volunteers).

#### B. BOD Policies

- i. Complete review of the LSC Policy and Procedure Manual by next LEAP Evaluation 6/2025.
- ii. Document an all policies the date of most recent update.
- iii. Clearly stated LSC policies needed:
  - 1. Anti-discrimination
  - 2. Procedures for reporting DEI related cases
  - 3. Transgender athlete policy
  - 4. Risk management
- iv. "Per the LSC affiliation agreement, in lieu of specific LSC policies, USA Swimming model policies for the above will be in effect."

### C. Board Development/Retreat

- i. "List date(s) of retreat/development opportunities outside of regular meetings scheduled for the BOD in the past two years."
- ii. Consider BOD retreat every 1-2 years:
  - Coincide with the Friday of the LSC Annual Meeting weekend.
  - 2. In the fall after the USA Swimming Annual Business Meeting.
  - 3. In the month of September with onboarding of new BOD members/staff members.

#### D. LSC Communication Plan

- i. "Describe how the LSC communicates with the members of the LSC. Enter link from the LSC website where the LSC communication plan specifics can be found."
- ii. Develop a Strategic Communications Plan.
- iii. Components of a Strategic Communication Plan:

- 1. A cornerstone of providing customer service to athletes, parents, coaches, teams, and other members of the LSC.
- 2. Central contact person for swimming-related questions.
- 3. Inclusive images and language.
- 4. Schedule for hosting town hall meetings to answer member questions.
- 5. Disseminate information from USA Swimming.
- 6. Information and programming opportunities within the LSC.

#### E. Volunteer Development

- i. "Describe how training is accomplished for new volunteers.
   Provide link from LSC website where meet related training is posted and how training is accomplished for teams and officials."
- ii. Both virtual and in-person training should be provided by the LSC to assist volunteers in performing their duties:
  - 1. BOD orientation and BOD Manual
  - 2. Competition related training in operations
    - a. Meet Directors
    - b. Timers
    - c. Meet Marshals
  - 3. Officials
  - 4. MAPP training.

#### II. Finance Vice-Chair, Finance Manager, and Managing Director/Staff

#### A. Financial Oversight

- i. Develop an LSC Financial Plan
- ii. Resources should be allocated to support the success of all athletes, coaches, and teams.
- iii. Other than travel support, list percentage of the LSC budget dedicated to supporting members in other ways.
- iv. Allocation of LSC finances must include DEI and Outreach programming.

#### B. Financial Support for Members

- i. How is financial support for members communicated to members of the LSC?
- ii. LSC policy for unused funds.
- iii. Provision of financial support for members to participate in local, regional, and national programming.

#### C. LSC Investment Policy

i. "Provide link where LSC Investment Policy can be found."

- ii. Describe how these funds are used to benefit athletes, coaches, and teams of the LSC.
- iii. Provide and LSC Financial Reserves Policy:
  - 1. Made available to members.
  - 2. Include who manages the funds.
  - 3. Include how funds are invested and spent.

#### D. Sponsorship/Fundraising

- i. "Describe efforts of LSC BOD/Staff to secure funding for LSC programming outside of membership and meet fees."
- ii. LSC can partner with businesses/individuals to secure funding, equipment, or services which benefit athletes, coaches, and teams of the LSC.

## III. General Chair, Administrative Vice Chair, Coach Representatives and Managing Director/Staff

- A. USA Swimming LSC, DEI, and Team Services Consultation
  - i. "List the LSC opportunities held with your LSC Leaders during the past 4 years. List additional Team Services opportunities offered to your clubs by the LSC during the last 4 years".
  - ii. "USA Swimming staff are available to consult with LSCs and teams virtually, and in-person to assist Governance, DEI, Business and Performance services at no cost to the LSC."
  - iii. Consider areas of LSC performance that may be enhanced through USA Swimming consultants, including those listed above.

#### B. Team Business Development

- i. "Describe the programming offered by the LSC during the past two years which supports business development, including any recognition/incentives offered by the LSC for completing training."
- ii. Provide business-related resources and training for teams which can help assure teams are sustainable businesses.
- iii. Business development opportunities amongst others:
  - 1. DEI focused training
  - 2. Strategic Planning
  - 3. Financial Planning
  - 4. Swimposium
  - 5. Mentoring opportunities
  - 6. Access to USA Swimming's webinar archive.

#### C. LSC Membership Surveys

- i. "Describe how the LSC conducts LSC surveys. Date of last survey?"
- ii. BOD makes decisions on behalf of the membership:
  - 1. Should be based on feedback from LSC members.
  - 2. Periodic survey to solicit ideas and feedback from the membership (such as twice annually, or at time of LSC Championship meets, etc.).

# IV. Senior Vice-Chair, Age Group Vice-Chair, Athlete Co-Chairs, Coach Representatives, Staff

#### A. Athlete Development

- i. "List the Athlete Development programming offered/supported by the LSC in the past two years."
- ii. Possible resource investments in athlete development:
  - 1. Virtual or in-person camps/clinics
  - 2. DEL events
  - 3. Leadership training
  - 4. Learn to swim programs
  - 5. Support athlete attendance, virtual or in-person, at USA Swimming offered opportunities:
    - a. Swimposiums
    - b. Leadership events
    - c. National meetings, etc.

#### B. Coach Professional Development

- i. "Enter the link from the LSC website where professional development opportunities available to coaches in the LSC can be found."
- ii. LSC support and/or provision of opportunities for the professional development of coaches include, amongst others:
  - 1. Attend clinics/workshops virtually or in-person
  - 2. DEI training
  - 3. Leadership opportunities
  - 4. LSC run mentorship programs
  - 5. American Development Model (ADM)
  - 6. Character Lab (Competence, Character, Confidence, and Connection)
  - 7. Hosted by the LSC or through outside sources.

- C. Alternative Competition Formats
  - Describe how the LSC promotes/facilitates/partners with teams, and/or removes barriers for alternative competition formats in the LSC.
  - ii. Encourage and facilitate alternative competition formats such as virtual, dual, intra-squad, etc.
  - iii. Hosting sanctioned meets which reduce family:
    - 1. Financial commitment
    - 2. Time commitment
    - 3. Need to travel to competitions.

### V. Safe Sport Chair, Coach Representatives, Athlete Co-Chairs, and Staff

- A. Safe Sport Recognition Program (SSRP)
  - i. Percentage of teams that have completed SSRP.
  - ii. Methods used to encourage teams to complete and maintain SSRP, including, but not limited to:
    - 1. Virtual access
    - 2. Issuing challenges
    - 3. Incentives

### **ATTACHMENT B**

## BoardSource: The Nonprofit Policy Sampler Abbreviated Table of Contents

- I. Part 1: Ethics and Accountability
  - a. Mission Statements: 4
  - b. Vision Statements: 3
  - c. Value Statements: 4
  - d. Code of Ethics: 6
  - e. Diversity Statements: 5
  - f. Conflict of Interest Policies: 10
  - g. Confidentiality Policies: 6
  - h. Whistleblower Policies: 4
  - i. Record Retention and Document Destruction Policies: 4
- II. Part 2: Role of the Board
  - a. Board Role: 10
  - b. Board Chair Job Descriptions: 7
  - c. Board Officer Job Descriptions: 11
- III. Board Practices
  - a. Board Terms: 4
  - b. Compensation of Board Members: 5
  - c. Board Member Expense Reimbursement: 5
  - d. Board Self-Assessment: 4
  - e. Election of Officers: 5
  - f. Board Member Removals: 5
  - g. Sabbaticals: 2
  - h. Vacancy Filling: 2
  - i. CEO on Board: 2
  - j. Quorum for Board Meetings: 6
  - k. Virtual Meetings and E-Voting: 4
  - I. Notice of Meetings: 2
  - m. Executive Session Policies: 4
  - n. Indemnification: 2
  - o. Dissolution: 2
- IV. Chief Executive
  - a. Chief Executive: 6
  - b. Chief Executive Performance Evaluation Policies: 3
  - c. Executive Compensation Policies: 3
  - d. Executive Transition Policies: 4
- V. Finance and Investments
  - a. Budgeting Policies: 5

- b. Capital Expenditures Policies: 2
- c. Financial Controls Policies: 8
- d. Investment Policies: 19
- e. Risk Management Policies: 4

### VI. Fundraising

- a. Fundraising: 7
- b. Donor Relations Polies: 3
- c. Gift Acceptance Policies: 7
- d. Sponsorship Policies: 6

#### VII. Personnel Policies

- a. Human Resources Responsibility Policies: 2
- b. Equal Employment Opportunity Policies: 5
- c. Nepotism Policies: 4
- d. Sexual Harassment Policies: 4
- e. Workplace Environment Policies: 8
- f. Performance Review Policies: 3
- g. Staff Complaint Policies: 6
- h. Severance Pay Policies: 4
- i. Sustainability Policies: 3

#### VIII. Communications

- a. Communications: 5
- b. Social Media Policies: 4
- c. Electronic Media Policies: 2
- d. Crisis Communication Policies: 2
- e. Lobbying and Political Policies: 3

#### IX. Committees

- a. Committee Creation Policies: 3
- b. Governance Committee Job Descriptions: 4\
- c. Financial Committee Job Descriptions: 9
- d. Development Committee Job Descriptions: 6
- e. Executive Committee Job Descriptions: 5
- f. Job Descriptions for Other Common Committees: 13
- g. Advisory Committee Job Descriptions: 4
- h. Committee Chair Job Descriptions: 5

#### X. Mission-Related Issues

- a. Proxy Policies for Associations: 2
- b. Membership Quorum Policies for Associations: 1
- c. Membership Meeting Notice Policies for Associations: 1
- d. Member Access to Records Policies: 2
- e. Discretionary Giving Policies for Foundations: 3
- f. Deaccession Policies for Museums: 3
- g. Space Rental Policies for Museums: 2