

The background is a light blue gradient with several realistic water droplets of various sizes scattered across it. The droplets have highlights and shadows, giving them a three-dimensional appearance. The text is centered in the upper half of the image.

VIRGINIA SWIMMING BOARD OF DIRECTORS NEW MEMBERS ORIENTATION

October 29, 2023

BOD INTRODUCTIONS

(**BOLD** = NEW)

- General chair (John Stanley)
- Administrative vice-chair (Bryan Wallin)
- **Finance vice-chair (Will Murphy)**
- **Senior vice-chair (Jonathan Kaplan)**
- **Age group vice-chair (Mike Julian)**
- Safe sport chair (Maureen Tolliver)
- Diversity, equity and inclusion chair (Jihan Minson)
- Secretary (Emily Fagan)
- Treasurer (Bob Rustin)
- Senior coach rep (Mike Salpeter)
- Junior coach rep (Ryan Woodruff)
- **Senior athlete Rep (Charlie Mayr)**
- **Junior athlete rep (Piper Price)**
- At-large athlete rep (Louisa Lamerdin)
- **At-large athlete rep (Davis Hottle)**
- At-large non-athlete rep (Scott Baldwin)
- At-large non-athlete Rep (Drew Hirth)
- Executive director (Mary Turner)

MISSION, VISION, AND VALUES

- **Mission:** Virginia Swimming creates opportunities that promote sportsmanship and develop excellence through competitive swimming
- **Vision:** To develop self-confident athletes with a life-long passion for swimming and strong life skills
- **Values:** Athlete focused, excellence, inclusion, integrity

NATIONAL & INTERNATIONAL SWIMMING ORGANIZATIONS

- 1888-1978: Amateur Athletic Union (AAU)
 - Swimming was one of the AAU committees
- 1978: Amateur Sports Act of 1978 established the United States Olympic Committee (USOC) and National Governing Bodies (NGBs) for each Olympic Sport
 - Swimming
 - 1978-1998: United States Swimming
 - 1998-present: USA Swimming
 - Local Swim Committees (LSCs) > Virginia Swimming (more to come!)
 - Diving (USA Diving)
 - Synchronized Swimming (United States Synchronized Swimming)
 - Water Polo (USA Water Polo)
 - Masters Swimming (United States Masters Swimming [USMS])

- **United States Aquatic Sports (USAS)**
 - United States aquatic sports federation recognized by FINA
 - Represents swimming, diving, synchronized swimming, water polo, masters swimming
- **World Aquatics**
 - International governing body for swimming
 - Olympics, World Championships
- **Other**
 - AAU, NCAA, NFHS, YMCA, summer leagues

VIRGINIA SWIMMING

- 1 of 59 Local Swim Committees (LSCs) to whom USA Swimming has delegated certain governing and supervisory responsibilities within the geographic boundaries designated by USA Swimming
- Jurisdiction over the sport of swimming as delegated by USA Swimming Rules & Regulations to conduct swimming programs consistent with the policies and procedures of USA Swimming and to sanction, approve, observe, oversee, and conduct on behalf of USA Swimming competitive swimming events within the LSC boundaries
- 1 of 12 LSCs in the Eastern Zone

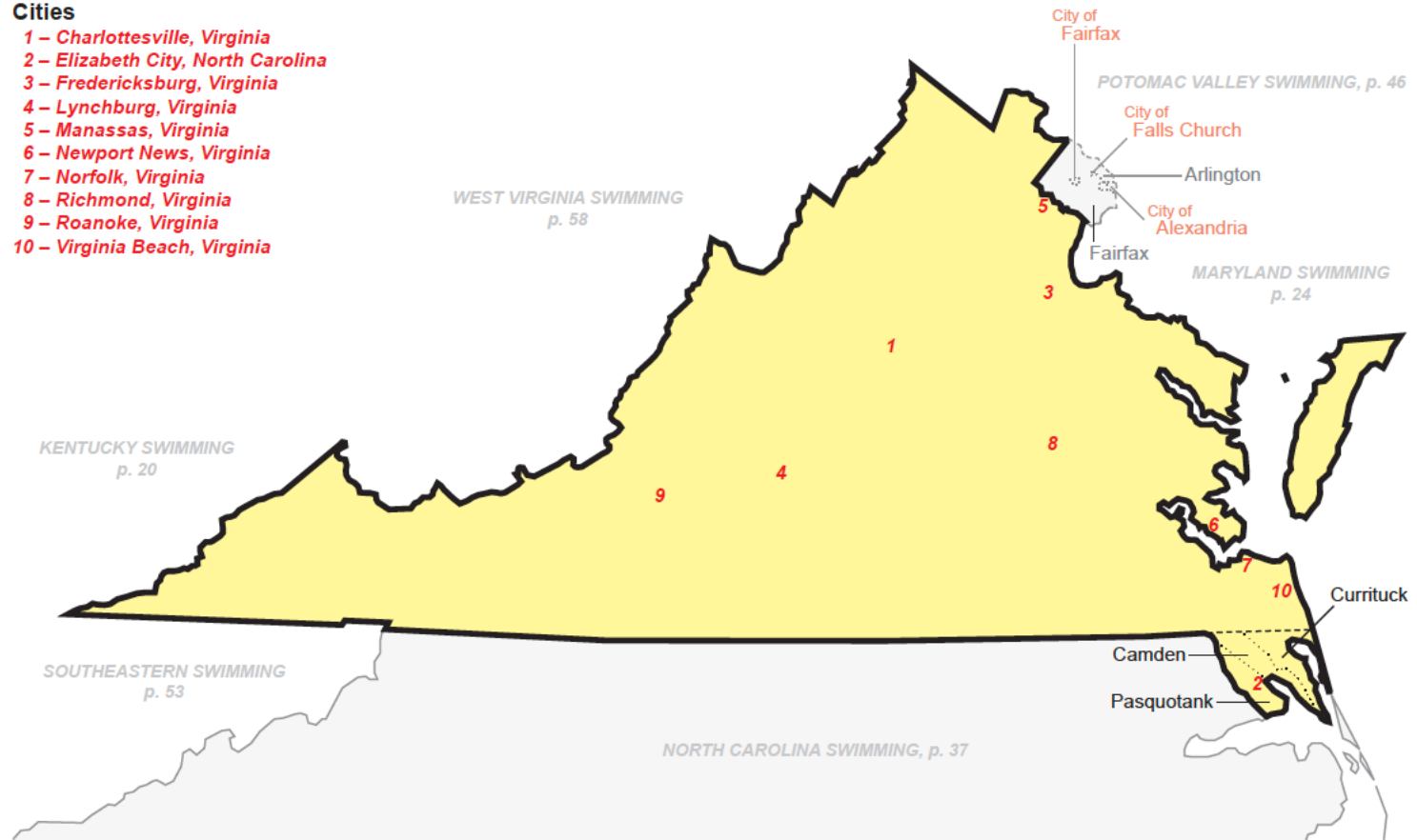
Virginia Swimming (VA)

Eastern Zone

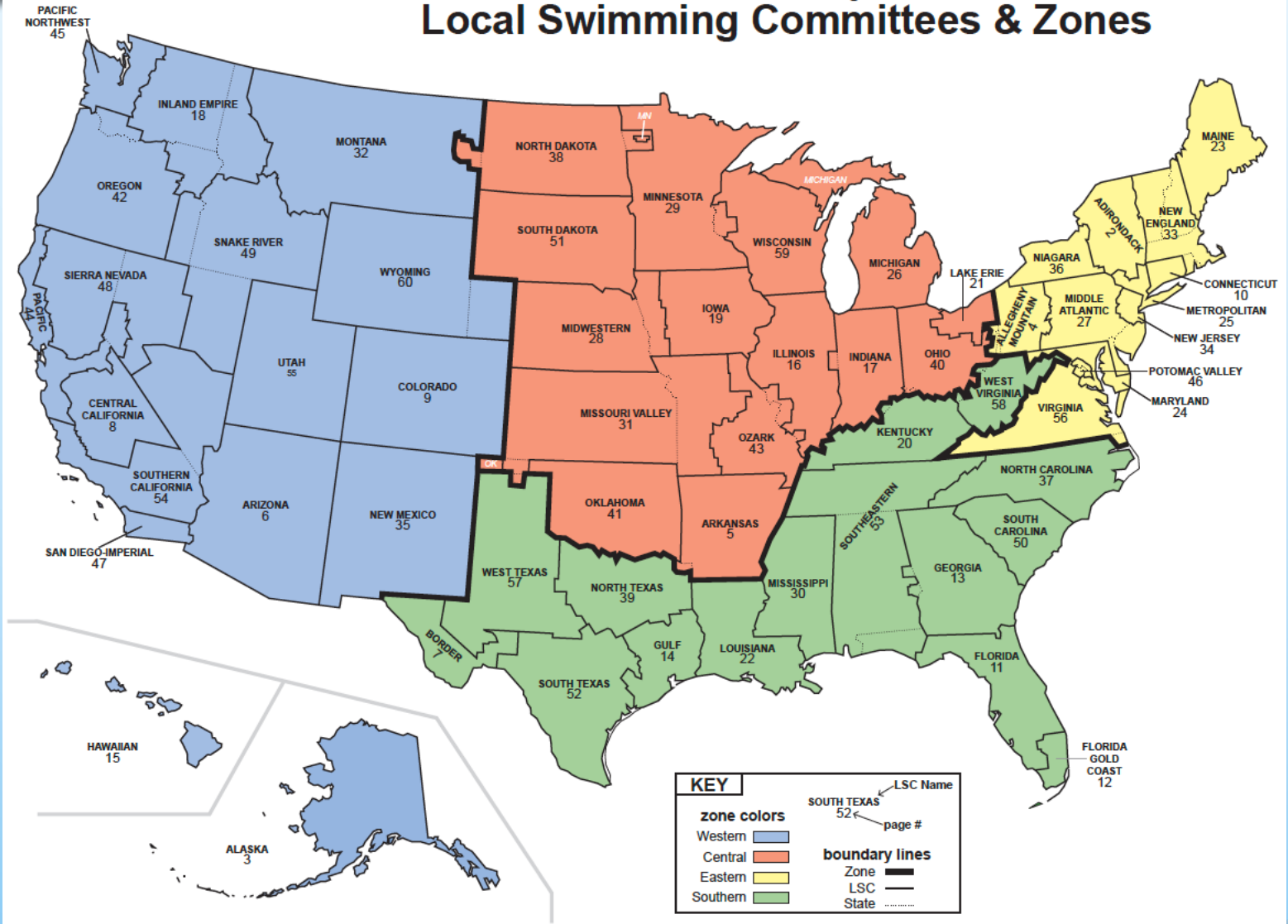
Commonwealth of Virginia, except Arlington and Fairfax counties and the cities of Alexandria, Fairfax and Falls Church; and including the counties of Pasquotank, Camden and Currituck in the State of North Carolina.

Cities

- 1 – Charlottesville, Virginia
- 2 – Elizabeth City, North Carolina
- 3 – Fredericksburg, Virginia
- 4 – Lynchburg, Virginia
- 5 – Manassas, Virginia
- 6 – Newport News, Virginia
- 7 – Norfolk, Virginia
- 8 – Richmond, Virginia
- 9 – Roanoke, Virginia
- 10 – Virginia Beach, Virginia



USA Swimming Local Swimming Committees & Zones



PACIFIC NORTHWEST 45

INLAND EMPIRE 18

MONTANA 32

NORTH DAKOTA 38

SOUTH DAKOTA 51

MINNESOTA 29

WISCONSIN 59

MICHIGAN 26

LAKE ERIE 21

NIAGARA 36

ADIRONDACK 2

NEW ENGLAND 33

CONNECTICUT 10

METROPOLITAN 25

NEW JERSEY 34

POTOMAC VALLEY 46

MARYLAND 24

WEST VIRGINIA 58

VIRGINIA 56

OHIO 40

INDIANA 17

ILLINOIS 16

IOWA 19

MIDWESTERN 28

MISSOURI VALLEY 31

OKLAHOMA 41

ARKANSAS 5

KENTUCKY 20

NORTH CAROLINA 37

SOUTH CAROLINA 50

SOUTHEASTERN 53

GEORGIA 13

FLORIDA 11

FLORIDA GOLD COAST 12

MISSISSIPPI 30

NORTH TEXAS 39

GULF 14

LOUISIANA 22

SOUTH TEXAS 52

WEST TEXAS 57

BORDER 7

NEW MEXICO 35

ARIZONA 6

UTAH 55

COLORADO 9

SNAKE RIVER 49

SIERRA NEVADA 48

CENTRAL CALIFORNIA 8

SOUTHERN CALIFORNIA 54

SAN DIEGO-IMPERIAL 47

HAWAIIAN 15

ALASKA 3

VIRGINIA SWIMMING-A BRIEF HISTORY

Timeline

- 1982: Articles of incorporation
- 1985: Archived bylaws and policies
- 1986: Dissolved as a corporation
- 1989: Reinstated as a corporation
- ~1990: Louise Limerick hired as VSI “permanent office”
- 2010: Mary Turner hired as VSI office administrator
- 2017: Mary Turner hired as VSI executive director and Emily Fagan hired as VSI administrative assistant

Currently recognized by USA Swimming as a solid organization

VIRGINIA SWIMMING BY THE NUMBERS

- Membership Numbers (August 2023)
 - Athletes (6,880)
 - Premium: 5,997
 - Flex: 573
 - Outreach: 71
 - Seasonal: 239
 - Non-Athletes (1,074)
 - Coaches: 408
 - Officials: 452
 - Others: 215
 - Clubs (50)

VSI GOVERNANCE DOCUMENTS

- *Virginia Swimming, Inc. Bylaws*
- *Policies and Procedures of Virginia Swimming, Inc.*
- *USA Swimming Rules and Regulations*

BYLAWS

- Legally binding rules that outline how the board and organization function
 - Amendment requires 20 days of advance notice and approval by a two-thirds vote of the HOD
- Name, objectives (purpose), geographic territory, jurisdiction
 - Membership and membership responsibilities
 - Dues and fees
 - House of delegates
 - Board of directors
 - Officers and directors
 - Divisions, committees, and coordinators
 - Annual audit, reports, and remittances
 - Organization, amendment of bylaws, and dissolution
 - Indemnification
 - Parliamentary authority
 - Miscellaneous (severability, fiscal year, tax status)
 - Administrative review board
 - Conventions and definitions

POLICIES AND PROCEDURES

- *Policies and Procedures of Virginia Swimming, Inc.* (64 pages)
- Policies (34 sections)
 - Provide guidance on issues and practices that should not be detailed in the bylaws
 - Amendment requires 20 days of advance notice and approval by a majority vote of the HOD
- Procedures (23 sections)
 - Explain how to implement a policy
 - Amendment requires 7 days of advance notice and approval by a majority vote of the BOD
- Appendix
 - VSI BOD code of conduct statement; conflict-of-interest statement

POLICY AND PROCEDURE EXAMPLES

Policies

- Permanent Offices
- Divisional organization, committees, and coordinators
- Minor athlete abuse prevention policy
- Convention policy
- Document retention and destruction policy
- Conflict of interest
- Meet safety
- Concussion management
- Endowment policy
- Travel reimbursement

Procedures

- HOD and BOD meetings
- Division details
- Staff responsibilities
- Endowment support
- Fees and surcharges
- Championship meet management
- Meet safety procedures
- Concussion management
- Meet management procedures
- Annual swimmer recognition

AMENDING BYLAWS, POLICIES, OR PROCEDURES

- A broad statement is not sufficient
 - *We need to require marshals at meets.* 😞
 - *We need to increase the number of marshals at meets.* 😞
- Specific and details wording is required
 - *A minimum of 2 marshals is required to be present for each session of a meet.* 😊
 - *A minimum of ~~2~~3 marshals is required to be present for each session of a meet. If a separate warm-up pool is being used, a minimum of 1 additional marshal must be assigned to the warm-up pool.* 😊
- Kevin Hogan is available to assist in crafting appropriate language

GENERAL GOVERNANCE STRUCTURE OF VSI

- House of Delegates (HOD)
 - Annual meeting in the spring (April)
 - Regular meeting in the fall (September)
- Board of Directors (BOD)
 - As scheduled by the BOD
- Committees
 - As scheduled by the committees
- Coordinators

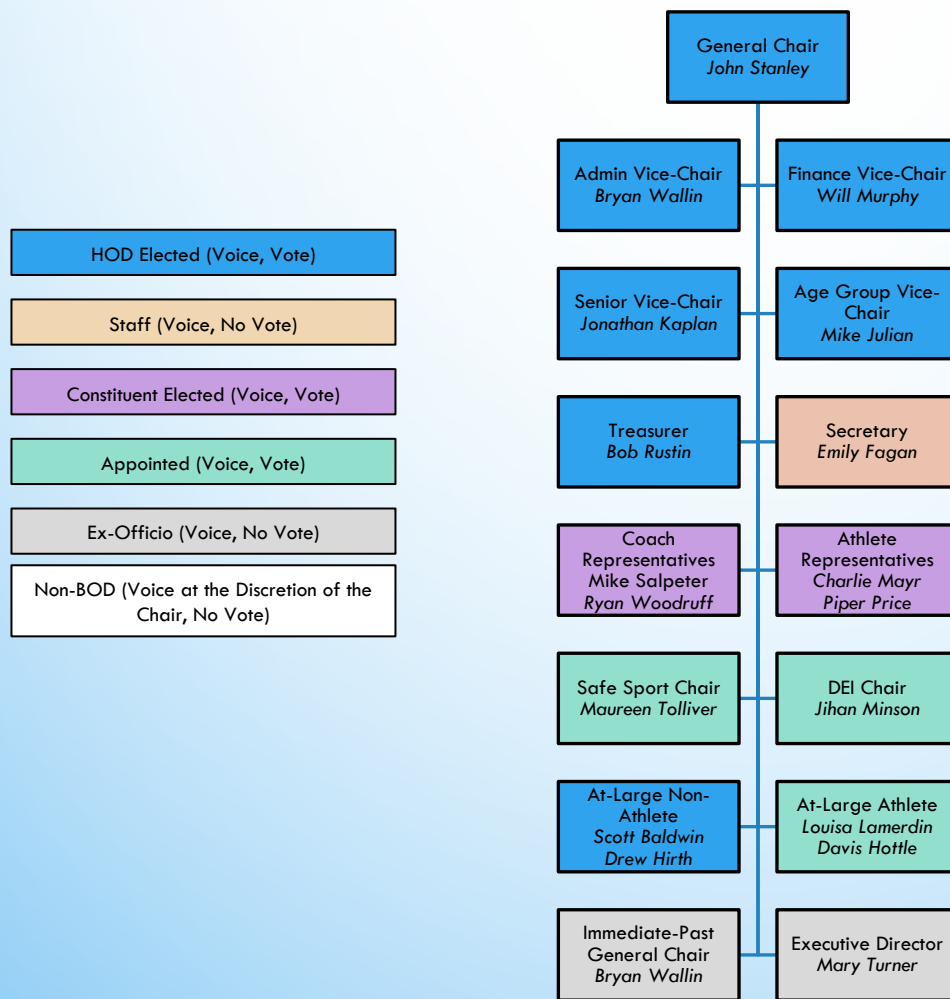
HOD MEMBERSHIP

- Group member representatives: 4, at least one of which must be an athlete member, per club
- Board of Directors members: 19 positions (18 members)
- Non-athlete at-large house members: up to 10 members appointed
- Athlete at-large house members: a sufficient number of athletes appointed to ensure that athlete members constitute at least 20% of the voting membership of the HOD
- Other members:
 - Chair and members of the Governance Committee
 - Chair of the Administrative Review Board
 - Chair of the Operational Risk Committee
 - Chairs of the operational committees specified in the *VSI Policies and Procedures*
 - Coordinators specified in the *VSI Policies and Procedures*

HOD DUTIES AND POWERS

- Elect the officers and non-athlete at-large BOD members
- Elect the officers and members of the Administrative Review Board
- Review, modify, and adopt the annual budget recommend by the BOD
- Call regular and special meetings of the HOD
- Ratify or prospectively modify or rescind policy and program established by the BOD
- Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary
- Amend the bylaws of VSI
- Remove from office any person not fulling his or her duties

BOD MEMBERSHIP



Officers

Voting Members: 16

- HOD Elected (Voice, Vote)
- Staff (Voice, No Vote)
- Constituent Elected (Voice, Vote)
- Appointed (Voice, Vote)
- Ex-Officio (Voice, No Vote)
- Non-BOD (Voice at the Discretion of the Chair, No Vote)

DUTIES OF THE BOD (PER BYLAWS)

- Establish and direct policies, procedures, and programs for VSI
- Oversee the conduct of officers and staff
- Provide advice and consent on appointments
- Cause preparation of the annual budget and its presentation to the HOD along with a recommendation for approval/disapproval
- Approve annual review/audit
- Call regular/special meetings of the BOD and HOD
- Retain independent contractors as necessary to conduct VSI affairs
- Appoint other officers, chairs, and coordinators as needed
- Remove from office any board member, committee chair or member, or coordinator when the individual is not fulfilling his or her responsibilities

LEGAL DUTIES OF A NON-PROFIT BOARD

- ***Duty of Care*** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- ***Duty of Loyalty*** — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
- ***Duty of Obedience*** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

BOD MEETINGS

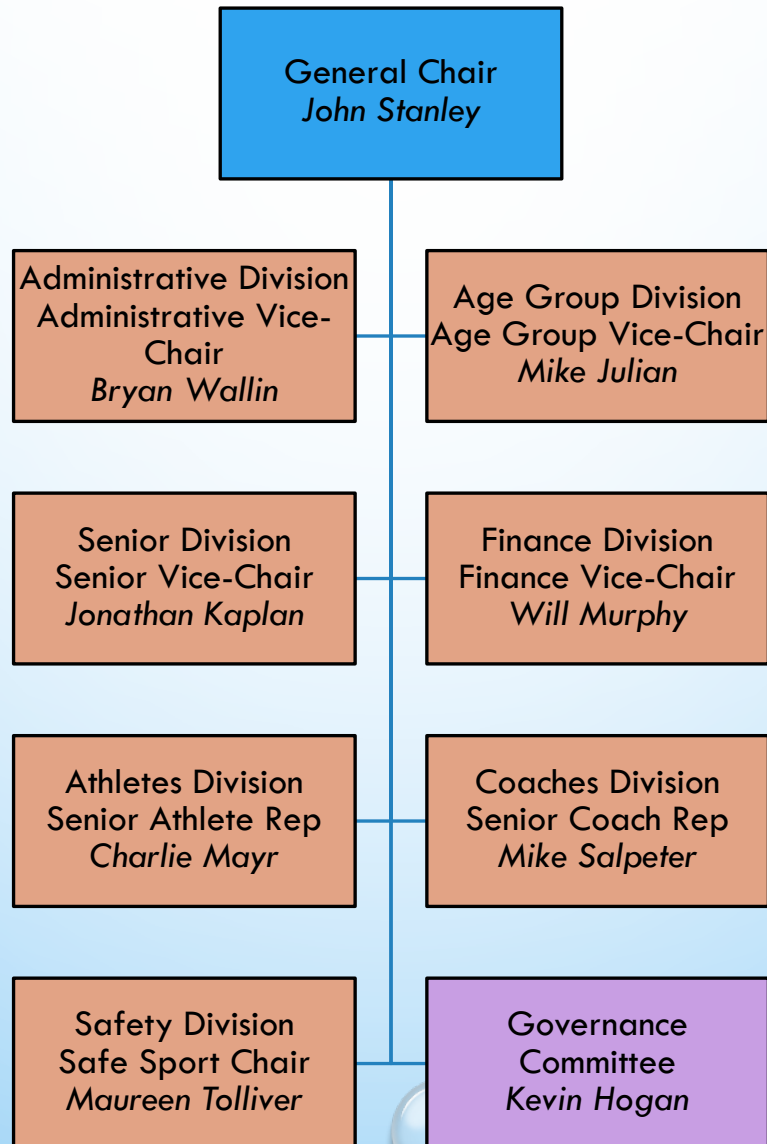
- Prior to meeting
 - Agenda
 - Committee and coordinator reports
 - Legislation and other action items
- Typical agenda items
 - Approve previous minutes
 - Consent agenda
 - Reports of committees and coordinators
 - Action on recommendations
 - Approve appointments
 - New business
 - Adjournment
- Follow up
 - Minutes
 - Complete action items

- Quorum: a majority (more than half) of voting members ($16 \div 2 = 8$; more than half equals 9)
- Consent agenda: packet of 1 or more items for collective approval without discussion; any individual item can be “pulled” for individual consideration
- *Robert's Rules of Order* govern

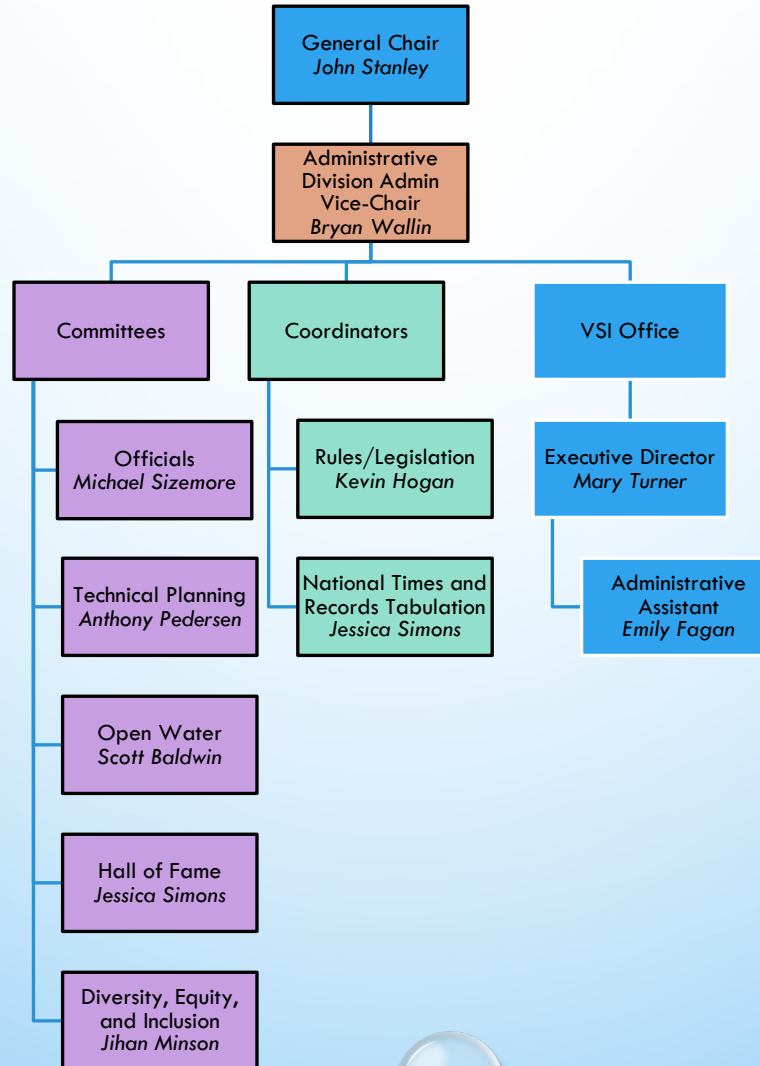
BUDGET PROCESS

- The Finance Committee prepares a budget in March for the fiscal year that will begin on September 1
- The budget proposal is reviewed by the BOD and presented to the HOD for approval at the Spring HOD meeting
- Revenue is derived primarily from registration fees and meet rebate fees
- Projected expenditures are estimated from
 - Expenditures from previous years
 - Proposals for new programs or program modifications that are submitted to the Finance Committee
- At the end of each month, a financial report that tracks revenues and expenditures throughout the fiscal year is sent to the BOD and posted on the VSI website

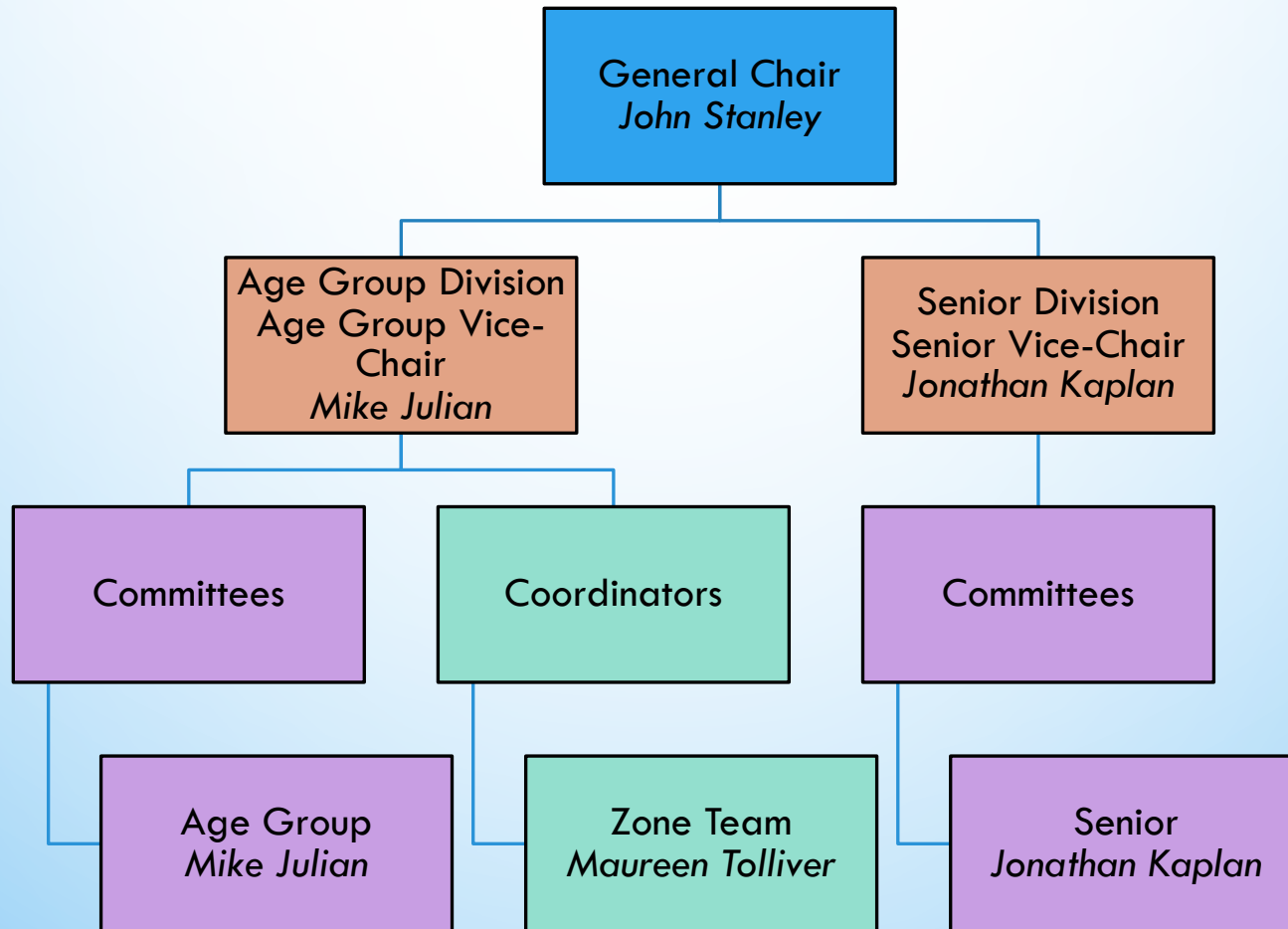
DIVISION STRUCTURE



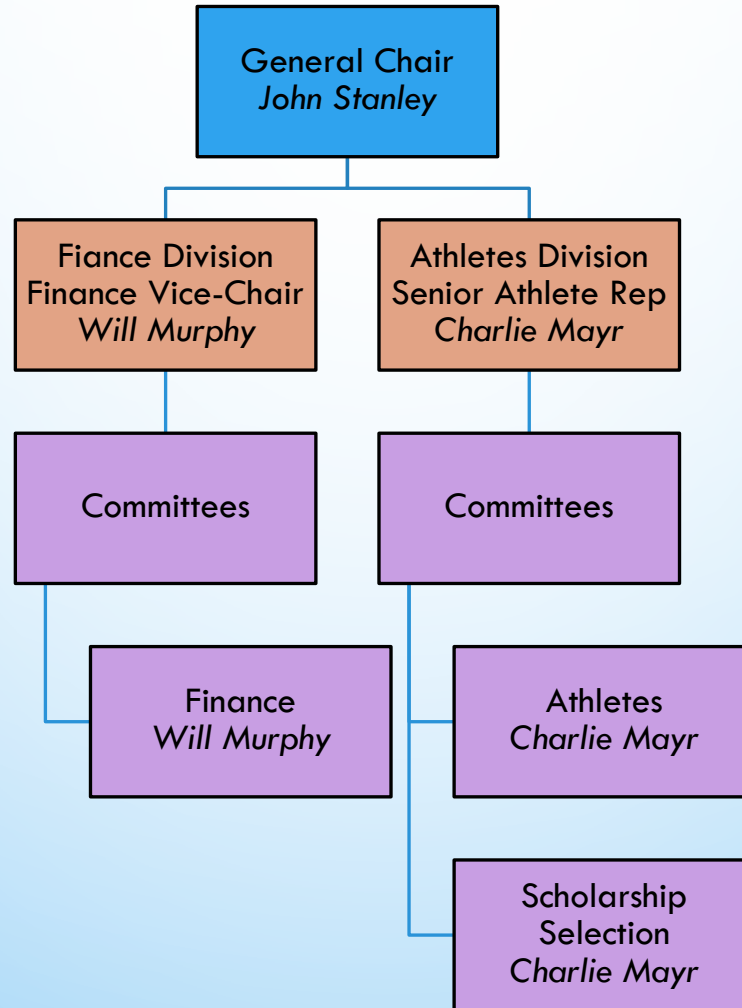
ADMINISTRATIVE DIVISION



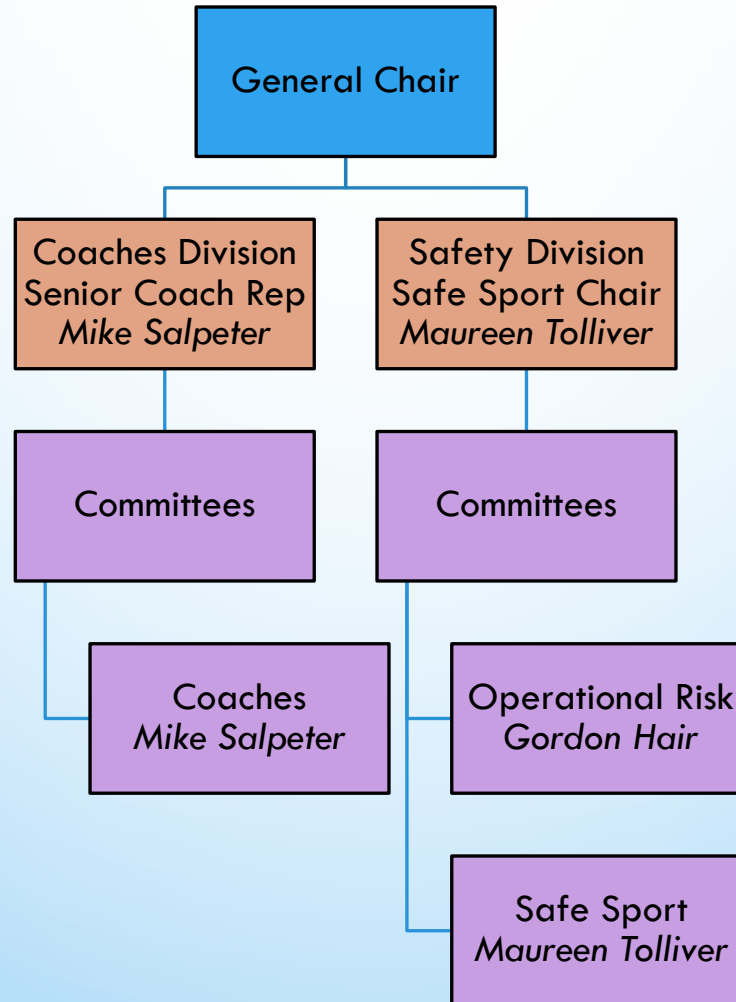
AGE GROUP AND SENIOR DIVISIONS



FINANCE AND ATHLETES DIVISIONS



COACHES AND SAFETY DIVISIONS



COMMITTEES AND COORDINATORS

- *BOD sets the direction*
- *Committees and coordinators do the work*
- *VSI Bylaws and the Policies and Procedures describe structure and responsibilities*

• Committees

- Chair: Appointed or elected
- Members:
 - What constituencies are represented
 - Members require advice and consent of the BOD
 - Members can't serve on more than 2 committees
 - Athletes always included at a number sufficient to constitute a minimum of 20% of the voting membership

• Duties

• Coordinator

- Coordinator is appointed
- Duties

DUTIES OF CHAIRS AND COORDINATORS

- Preside at all meetings
- Ensure that all duties and responsibilities are carried out in a timely fashion
- Appoint committees or subcommittees as necessary
- Communicate with the general chair, division vice-chair, committee members, and staff to keep everyone fully informed
- Appoint a secretary to take minutes, and forward the minutes to VSI Office
- Perform all other duties as listed in the Bylaws and Policies and Procedures and as delegated by the general chair, division vice-chair, BOD, or HOD

THINKING POINTS ON COMMITTEES

- More, rather than fewer, individuals need to be involved with committees
 - VSI policy states that *“with the exception of membership on a committee as an ex officio member, which shall not count, no individual may simultaneously serve on more than a total of 2 operation and standing committees.”*
- When should committees meet?
 - How readily can the BOD or HOD act on information that becomes available immediately before a BOD or HOD meeting?
- How often should committees meet?
 - Should be driven by the business that needs to be conducted
- Meetings should be driven by agendas, and meeting minutes should document discussion and decisions
 - If it isn't written down, it didn't happen

GOVERNANCE COMMITTEE

- **Provide BOD Orientation and Education**
 - Design and implement BOD orientation, education, and development
- **Assist in Strategic Planning and Tracking**
 - Assist in periodic evaluation of the mission and vision statements and the bylaws
 - Ensure the BOD's focus remains on the strategic plan
- **Develop and Review Standard Operating Procedures**
 - Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc
 - Aid in the development of personnel practices procedure including job descriptions and annual review of staff

- **Develop and Track BOD Accountability Metrics**

- Aid in the development of expectations and processes for accountability of Board members

- **Lead Succession Planning and the Nomination Process**

- Develop criteria for the qualities and required characteristics of BOD officers
- Lead BOD succession planning by assessing current and anticipated needs for BOD composition and identifying and recruiting potential BOD members
- Nominate BOD members, Administrative Review Board members, and other coordinator or chair positions to be elected by the HOD consistent with the matrix of skills, demographics, and talents needed
- Publish the slate of candidates to the VSI membership

- **Evaluate BOD performance**

- Lead periodic assessment of the BOD's performance (as a whole and of individual members) and make recommendations to enhance BOD effectiveness

ADMINISTRATIVE REVIEW BOARD

- Hears complaints and appeals regarding administrative matters within VSI which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions
- Does not have jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, VSI or the sport of swimming into disrepute

STRATEGIC PLANNING

- A 2022-2024 strategic plan was adopted February 7, 2022
- Components of the strategic plan include the following items
 - Mission, vision, and core values
 - Mission: An organization's fundamental purpose and reason for its existence
 - Vision: A picture of the ultimate desired objective of the organization; what do we aspire to?
 - Core values: What qualities do we rate highly?
 - SWOT analysis (Strengths, Weaknesses, Opportunities, Threats)
 - Strategic plan
 - Broad strategic goals (9 total), each with individual objectives (1-6): what outcomes do we want to achieve
 - Strategies: actions to be pursued to achieve goals
 - Milestones (measurements of success), resources need to achieve the goals, and responsible party

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THANK YOU!

Questions?