

**Meeting Title: Pacific Swimming Board of Directors Meeting**

**Date: June 19, 2019**

**Attendance:**

Board members attending are noted by an 'x' in the table below/ board members not present but excused are marked with an 'E'. Team representatives and guest in attendance are also noted.

David Benjamin	X	Carlene Takaki	X	Judy Siegrist		2 – Peter McNamara	X	Staff		David Cottam	X
Debbi Tucker	X	Rick Beebe		Don Bautista		3 – Kevin Twohey		Cindy Rowland			
Veronica Hernandez	X	Pam Redding		Leo Lin	X	4 - Jerry Rudd		Traci Benton			
Allison Beebe		Kent Yoshiwara	X	Curtiss Kikuta	X	4 - Jim Morefield	X	Diana Fetterman	X		
Kyle Kikuta	X	William Chong	X	Mike Piccardo	X	<b>Athlete Reps</b>		Laurie Benton			
Marie Lin	X	Invest Chair		Larry Rice	X	Senior -Robert Mitchell		Jeannette Soe			
Mary Ruddell	X	Governance Chair		Jay Rowland		1N--		Annie Stein		<b>Athlete Reps - open</b>	
Paul Reidl		Clint Benton	X			1S -					
Brian Potts		Kelly Schott		<b>Zone Reps</b>		2 -		<b>Guests</b>			
Don Heidry		Open Water		1N - Jim Stretch		3-		Millie Nygren	X		
Coach Age Group		Mike Davis	X	1S – Mark Taliaferro		4-		Tom Dowling	X		

TOPIC	DISCUSSION - CONCLUSION	RECOM- MENDATI ON/ ACTION	FOLLOW- UP DATE
<b>Meeting Called to Order</b>	Meeting was called to order by David Benjamin at 7:30PM		
<b>Conflict of Interest</b>	USA-S Conflict of Interest Statement: is read: <i>Is any member aware of any conflict of interest (that is, of a personal interest or direct or indirect pecuniary interest) in any matter being considered by this meeting which should now be reported or disclosed or addressed under Pacific Swimming Conflict of Interest Policy?</i> <b>Clint Benton reports that if we discuss staff issues, his wife is a staff member, he will recuse himself. David Benjamin reports that when Diversity Grants are being discussed, because his daughter is involved in one of the grants he will recuse himself . If a board member determines there is to be a conflict of interest at any point during the course of the meeting when a specific subject is being discussed and/or action is being taken, a declaration of a conflict of interest should be made at that time.</b>		
<b>Minutes from Previous Meetings</b>	Minutes from April BOD meeting will be reviewed in the regularly scheduled July meeting.		
<b>By-Laws Revisions</b>			
I	<b>Should the Disability Program be part of Diversity and Inclusion, or should it be Separate?</b> Discussion: 1. Pam Redding (Disability Chair reports difficulty getting traction, and setting up a committee because of lack of response)	Revise By-Laws. to reflect that	BOD 7/19/19

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	<ol style="list-style-type: none"> <li>2. Kent Yoshiwara and Veronica Hernandez stated that Diversity has a full set of tasks, and the present committee would not have the time to learn all the regulations and requirements involved with disability swimming</li> <li>3. At this time there are a low number of disabled swimmers in the LSC, so there has been little interest in this program. It would be good to have a group to consult with should an interest arise. Diversity and Inclusion has done the work in that area and could provide guidance on how to start that.</li> <li>4. It was agreed that when there is a need for a Disability Committee a committee chair can be appointed/elected.</li> <li>5. In the mean time, the Diversity Committee might seek out a new member who might have an interest in Disability to find out about the requirements.</li> </ol> <p><b>Motion 1906CB1: Disability included under Diversity and Inclusion</b>  Disability should be established under the umbrella of Diversity and Inclusion, and it will be up to the Chairman to determine when there is sufficient interest to set up a team  Clint Benton, Peter McNamara (2nd)  Passed</p>	decision and present fully amended By-Laws at 7/19/19 BOD	
II	<p><b>Should we retain Administrative Vice-Chair Program Development and Administrative Vice-Chair Operations, while adding Administrative Vice Chair (a requirement) or do we have a Administrative Vice Chair and Senior Vice Chair taking on some of the tasks?</b></p> <p>Discussion:</p> <ol style="list-style-type: none"> <li>1. Mary Ruddell reports that Julie Bare stated we could either have a Administrative Vice Chair (and have 2 individuals split the task) and maintain all other positions, or we could have an Administrative Vice Chair, Vice Chair Development, Vice Chair Operations, and convert Senior Vice Chair (coach) and Age Group Vice Chair (coach) into Senior Chair and Age Group Chair.</li> <li>2. The 1st alternative is creating a Job-Share situation where actually the bulk of the work, which is distinctive Vice Chair, Operations and Development, is split even though each is a full time job.</li> <li>3. It is hoped Senior Chair and Age Group Chair would be coaches, and making the Senior Chair responsible for some of the tasks of the Vice Chair Development or operations would make it problematic. David Cottam responded that if the Senior Vice Chair had to take on other tasks, the newly elected Senior Vice Chair would resign.</li> </ol> <p><b>Motion 1906PM1: Vice Chairs in the BOD</b>  BOD should have an Admin Vice Chair, Vice Chair Development, and Vice Chair Program Operations and convert Senior Vice Chair and Age Group Vice Chair, to Senior Chair and Age Group Chair.  Peter McNamara, Leo Lin (2nd)  Pass</p>	Revise By-Laws. to reflect that decision and present fully amended By-Laws at 7/19/19 BOD	BOD 7/19/19
III	<p><b>Should there be an "independent" member of the BOD be appointed to the Finance Committee?</b></p> <p>Discussion:</p>	Revise By-Laws. to reflect that	BOD 7/19/19

TOPIC	DISCUSSION - CONCLUSION	RECOM- MENDATI ON/ ACTION	FOLLOW- UP DATE
	<ol style="list-style-type: none"> <li>1. At the present time the Finance/Audit Chair sits on the finance committee, even though he is not a treasurer of Pacific or the Zones</li> <li>2. It was agreed to name it the Auditor without Finance , since primary activity is to do internal audits to insure we follow the LSC processes (not just financials</li> <li>3. We have an outside auditor as well.</li> <li>4. So presently the Auditor is and independent member of the BOD.</li> </ol> <p><b>Motion 1906PM2: Independent Member appointed to Finance Committee</b> There will be an Independent Member (not involved in the financial activities) appointed to the Finance Committee by the General Chair Peter McNamara, Clint Benton (2nd)</p>	decision and present fully amended By-Laws at 7/19/19 BOD	
IV	<p><b>Should Board Members be able to delegates duties and power to paid staff with the approval of the Pacific Swimming BOD?</b></p> <p>Discussion:</p> <ol style="list-style-type: none"> <li>1. Peter McNamara is concerned that in the worse case scenario, elected officers just delegate and off load their work and responsibilities on the staff. He feels it is the duty of those who run for an office, fulfill the duties of that office.</li> <li>2. Leo feels that "power" should not be delegated. Officers need to retain responsibility for the tasks, and in fact officers don't have power to delegate</li> <li>3. It was agreed that retaining responsibility and removal of power would be acceptable.</li> </ol> <p><b>Motion 1906MD1: Delegation of Duties to Staff</b> Article 6.11.3 (line 473 should read) -Officers of Pacific Swimming may delegate any portion of their duties to an individual or a committee.....(line 476), Except as otherwise provided in these Bylaws and with the consent of the Board of Directors any officer may delegate any portion of that officer's duties to the paid staff of Pacific Swimming. A delegation of duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled. Mike Davis, Curtiss Kikuta (2nd)</p>	Revise By-Laws. to reflect that decision and present fully amended By-Laws at 7/19/19 BOD	BOD 7/19/19
V	<p><b>What should the term for a Governance Committee Member be?</b></p> <p>Discussion:</p> <ol style="list-style-type: none"> <li>1. The recommendation from USA Swimming is terms of 3 or 4 years?</li> <li>2. Our whole process of individuals that would be involved in the Governance Committee (Chairs of Zone 3, and 4) and then at large designates of the other 3 Zones (1N, 1S, and 2) is 2 years, with ability to run two consecutive terms. It is problematic and much more cumbersome to have 3 or 4 year terms for the Governance Committee</li> <li>3. Recommendation to make the Governance Committee terms 2 years</li> </ol>	Revise By-Laws. to reflect that decision and present fully amended By-Laws at 7/19/19	BOD 7/19/19

TOPIC	DISCUSSION - CONCLUSION	RECOM- MENDATI ON/ ACTION	FOLLOW- UP DATE
	<b>Motion 1906LL1: Governance Committee Member Term</b> The appointed term for a Governance Committee member is 2 years, with ability to hold the position for 2 consecutive terms. Leo Lin, Mike Piccardo (2nd)	BOD	
	<b>Summary:</b>  David Benjamin will make all the amendments in the final draft of the new By-Laws which will be presented in the July, 2019 BOD for vote, and then presentation to the October HOD. Please, at this time refer any grammatical changes to David.		BOD 7/19/19
<b>Diversity and Inclusion Grants</b>	Kent Yoshiwara: <ol style="list-style-type: none"> <li>1. For this cycle we have \$11,200 available to award</li> <li>2. We had 6 applicants with a total request of (\$154,000) and 5 of those applicants met all requirements for funding.</li> <li>3. Below are the following awards: <b>*Please note</b>, Kent reported the wrong individually awarded amounts in this meeting, as he was quoting the first draft. The numbers reported here are the accurate amounts approved by the D&amp;I Committee.               <ol style="list-style-type: none"> <li>a. AAA - \$8000</li> <li>b. SAIL - \$1000</li> <li>c. OAK - \$1100</li> <li>d. SBA - \$900</li> <li>e. ALTO - \$200</li> </ol> </li> <li>4. The total amount awarded was \$11,200</li> <li>5. BOD approved the release of the funds for these grants.</li> </ol>	Checks will be issued to the grant recipients.	
<b>Next Meeting</b>	Next BOD meeting July 19, 2019 (Please note that the fully amended By-Laws will be presented at this meeting for final vote by the BOD)		
<b>Meeting Adjourned</b>	Meeting adjourned at 9:30 PM		

RESPECTFULLY SUBMITTED BY,  
 MARIE LIN  
 SECRETARY - PACIFIC SWIMMING BOARD OF DIRECTORS