

**Midwestern Swimming
Board of Directors Meeting Minutes
December 19, 2012**

The meeting was called to order at 8:30pm by Brian Schaezner, General Chair. The meeting was held via telephone conference call. Board members that were present: (There were no non-board members present)

Brian Schaezner, General Chair	Cindy Wigness, Delegate at Large	Tanya Hopson, Delegate at Large
Erik Wiken, Age Group Chair	Gary Kuhn, Officials Chair	Brianna McCullough, Athlete Rep
Betty Kooy, Executive Secretary	Linda Renner, Treasurer	
Bruce Schomberg, Coaches' Rep.	Dawn Bowen, Secretary	
Mary Losee, Adm. Vice-Chair	Carol Glover, Delegate at Large	
Ryan Thiel, Finance Chair	Chris Pawloski, Safety Chair	

Conflict of Interest Statement

Brian highlighted the USA Conflict of Interest Statement rules contained within the current USA Swimming rules to which all USA members, including MWS board members, are bound. Brian read the policies and then asked the board members the following: “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 the USA Swimming Conflict of Interest Policy?” asking specifically to make a declaration at that time. There were no declarations of conflict of interest. A copy of the statement conflict of Interest and Whistle Blower Policy is included in these BOD minutes.

ARTICLE 513

CONFLICT OF INTEREST

513.1 CONFLICT OF INTEREST — Conflict of interest and ethical practices of USA Swimming shall be as follows:

.1 If any officer, or member of the Board of Directors, Executive Committee or any other Committee has a financial interest in any contract or transaction involving USA Swimming, such individual shall not participate in USA Swimming’s evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other Committee members. If such disclosure is made, the contracts or transaction shall not be voidable if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members and the contract or transaction is fair to USA Swimming at the time it is authorized.

.2 Each Officer, member of the Board of Directors, Executive Committee, other Committees and each key employee of USA Swimming will execute a Statement of Principles on Ethical Behavior and Conflict of Interest each year.

CONFLICT OF INTEREST

In the event that any officer, or member of the Board of Directors, Executive Committee, or any other Committee has a financial interest in any contract or transaction involving the Corporation, such individual shall not participate in the Corporation’s evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or Committee members. If such disclosure is made, the contracts or transaction shall not be voided if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members, and the contract or transaction is fair to the Corporation at the time it is authorized.

DECLARATION OF CONFLICT OF INTEREST

“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 the USA Swimming Conflict of Interest Policy?”

If a Board member determines there 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.

Whistle Blower Protection Policy

Brian highlighted the Whistle Blower Protection Policy and noted that it would be sent out to board members.

Whistle Blower Protection Policy

USA Swimming forbids any form of retaliation against individuals for providing truthful information to a law enforcement official relating to actual or potential unlawful conduct. Such actions can result in immediate termination. The audit committee will establish procedures for handling complaints, including anonymous ones, about accounting and financial matters.

Approval of November 7, 2012 BOD minutes

Brian asked if there were any corrections for the November BOD meeting minutes. A name spelling was noted by Brianna. Betty will change before posting on the website. Carol made a motion to accept the minutes. Tanya seconded. The minutes were accepted with the correction.

Annual review of financials and tax return

Linda said an outside CPA firm reviewed the financial statement. She said that everything tied to the financials. Under the current liabilities the credit cards are automatically set-up to pay from the checking account. Other current liabilities are the USS registrations. The payroll tax will always have a balance. The total net assets are \$129,719. Linda also reviewed the Profit and Loss Statements. She said she now posts interest on the cds in statements. The CPA firm reclassified Equipment to Office Supplies. This was for a printer. The financials do match account for account. Linda notes that the review of the financials and tax return was what was accepted at a prior meeting.

Year-to-date financial report

Linda reviewed the year to date report. The January-November net income was \$26,764.24. Now is the time in the budget period that you start to see a lag, about \$17,000 paid in the first two weeks of December. This is expected. The accrual for the cd's has not been done yet. The total assets are \$167,393.26, total liabilities are \$10,910.41, total equity \$156,482.85 and total liabilities and equity \$167,393.26. There will be some changes to this in January with All Stars expenses. Ryan noted that everything is in line with the budget. Brian asked for a motion to accept the financial report. Mary made a motion and Cindy seconded. Brian did a roll call vote of members. The motion passed.

Form 990 Review

Linda reviewed the Form 990 Tax Return. Brian added that the 990 is a communication tool and encouraged everyone to look over. The financial numbers on the tax return tie to the 2011 financial statements.

Photography Policy

The addition of the photography policy is in line with the Athlete Protection Policies. The effective date is November 4, 2012

The following additional policy and procedure is established by Midwestern Swimming to augment rule 305.3 which states, "Use of audio or visual recording devices, including a cell phone camera, is not allowed in changing areas, rest rooms or locker rooms"

1. Anyone on deck taking photo's (includes still and video photography) must at least be a registered USA Swimming non-athlete member.
2. The individual must have accomplished a background check through the USA Swimming process. All non-athlete members must complete at least the Level 1 check.
3. Successfully pass the Athlete Protection Training (APT) through the USA Swimming process
4. The individual photographer must have permission of the Meet Director to be on deck. At the Meet Director and/or Meet Referee discretion they may limit the number of photographers on deck during a swim meet so as not to interfere with meet operations.
5. Photography will not be allowed behind the blocks while swimmers are ready for the start of a race.
6. Photographers will check in with the meet referee prior to start of the meet.
7. Photographers will only take pictures of those swimmers that have given them permission.
8. This policy and procedure applies to professional and/or photographers representing a swim club or LSC.

Betty asked where this would be placed in the policy manual. It was determined that this policy would be added to the meet section. Linda asked if in the past photographers had to be USA Swimming members. Mary said that yes they were members and MWS has had Jan Wehl do photography and she is registered. Cindy said that during meets the safety marshals really need assistance to get parents off the deck. Clubs need to know that this policy is in place. Meet refs should explain guidelines to the safety marshals. Mary added that it is incumbent of everyone on deck to be aware of this as everyone on deck should be registered. Brian asked for a motion to accept the policy. Mary made a motion and Cindy seconded. Brian did a roll call vote and the motion passed.

Officials Committee

Gary explained the request by the Officials Committee to change an existing policy for reimbursement payments. Betty asked if this only applied to Zone level and higher. Gary said it did and the wording in the policy needed to be changed.

The MWS Officials Committee proposes to redefine the existing Officials Reimbursement policy for Non-MWS Sanctioned Competitions to reimburse those Officials who travel outside the LSC to officiate a meet. After consideration from the officials Committee, the new policy will consist of:

- ❖ Capping the allotted reimbursement amount to two (2) meets outside the LSC per calendar year
- ❖ The Cap for each individual meet, regardless of its duration, is \$200.00.
- ❖ The total budgeted allocation for ALL officials will be capped at \$3,000 per calendar year.
- ❖ The Officials Chairman will review each reimbursement request and recommend approval of the payments to the Officials committee.
- ❖ Reimbursement Payments will be issued by MWS as follows:
 - Meets between January 1 and June 30. September 1
 - Meets between July 1 and December 31. March 1

Brian asked for a motion to accept the policy adding that this applies to Zone level and higher meets. Carol made a motion and Bruce seconded.

Board Governance

Brian addressed the need to establish a Board Governance Committee. Mary said she supports Brian's idea to establish a governance board. It is proposed to make sure we are following USA Swimming guidelines. Brian will present a slate of people he would like to have on this board sometime in the first quarter of 2013.

Adjournment

Brian asked for a motion to adjourn the meeting at 9:30pm. A motion was made Bruce and seconded by Carol. The meeting was adjourned.

Respectfully submitted,
Dawn Bowen
MWS Secretary