



In September 2025, USA Swimming will elect four Board members to its Board of Directors (the "Board"). The USA Swimming House of Delegates will elect three members, at least two of whom must be Coach members, and the USA Swimming 10-Year Athletes will elect one 10-Year Athlete member; the requirements for each type of seat are defined below. The Nominating Committee will select and place on the ballot a minimum of two, but not more than three, nominees for each open seat.

Applicants may self-nominate or be nominated by a third party with written consent of the applicant. No nominee may be ultimately placed on the ballot if they have not gone through this application process, as well as the below screening and interview process.

APPLICATION FORM

Interested applicants should thoroughly review the information below, and the <u>application form</u>, to verify their understanding of the nominating criteria and to ensure their willingness to fulfill the duties and responsibilities of Board membership.

Those interested in serving on the Board must **submit** a **completed application no later than Thursday, May 15, 2025.** Late applications will not be considered by the Nominating Committee.

ORGANIZATION MISSION & OVERVIEW

USA Swimming is the National Governing Body ("NGB") for the sport of swimming in United States, as well as a 501(c)(3) nonprofit organization. USA Swimming is headquartered in Colorado Springs, Colorado.

Widely regarded as one of most successful NGBs in the sports world, USA Swimming is governed by a 15-member Board of Directors, which oversees nearly 380,000 members, including coaches, volunteers, and athletes from age-group level to

the Olympic Team. These individuals and 2,800 member clubs participate through a network of 59 Local Swimming Committees in four geographic Zones across the U.S.

USA Swimming administers competitive swimming in accordance with the Ted Stevens Olympic & Amateur Sports Act, providing programs and services for our members, supporters, affiliates, and the interested public. As an organization, it values these members of the swimming community, and the staff and volunteers who serve them. USA Swimming is committed to excellence and the improvement of its sport, as well as providing a safe and positive environment for all members.

BOARD COMPOSITION

The Board has 15 voting members, including:

- The Immediate Past Board Chair.
- The National Team Steering Committee Chair.
- Five 10-Year Athlete representatives, including the Team USA Athletes' Commission Representative and Alternate.
- Seven At-Large members elected by the House of Delegates, including:
 - o A minimum of three coaches.
 - o A minimum of two Independent directors.
- One individual directly representing the interests of all organizations that are members of USA Swimming pursuant to Bylaw 2.3 and which conduct a national program or regular national athletic competition on a level of proficiency appropriate for the selection of swimmers to represent the U.S. in international swimming competition ("Allied Member Director"). If there is no Allied Member Director, the House of Delegates will elect an additional Atlarge member. The nomination and election process for an

Allied Member Director is outlined in the Board Governing Policies Manual.

• The President & CEO and Secretary & General Counsel serve as ex-officio, non-voting members.

The third member elected by the House of Delegates may represent any member type or stakeholder group, provided they meet other eligibility criteria to serve on the Board. Should the elected member meet the requirements of either a Coach member as defined by Bylaw 2.6 or an Independent member as defined by Bylaw 2.3, they will count towards the respective quotas in the Board composition requirements outlined in Bylaw 4.2.

Note: Before completing the application, if you have any questions about whether you meet either of these definitions, please contact the Secretary & General Counsel at msteinfeld@usaswimming.org.

Applicants for the Coach seats must meet the requirements for Coach members outlined in USA Swimming Bylaw 2.6. The 10-Year Athlete member must meet the definition of a 10-Year Athlete: an athlete who has represented the United States in the Olympics, Pan American Games, long course World Championships, Pan Pacific Games, or World University Games in the past ten years.

ROLE OF THE BOARD

The Board is responsible for setting standards for the organization and ensuring effective organizational performance. The Board maintains its performance standards, values, and expectations in the Board Governing Policies Manual. The Board's primary focus is the achievement of intended long-term outcomes for and on behalf of the membership, the USOPC, and the American public, not on the administrative/operational means of attaining those outcomes. As such, the Board's activities are strategic in nature and the Board delegates the authority and ability to operate day-to-day activities to the President & CEO.

USA Swimming's current Bylaws may be viewed here. The Board Governing Policies Manual may be viewed <a href=here. Applicants should particularly review Policy 2.5 (Board Members' Code of Conduct) and Policy 2.6 (Board Members' Individual Responsibilities). These Policies specifically state that Board members must advocate and vote for what is in the best interests of USA Swimming, its members, and the sport, and not for any specific stakeholder groups. Additionally, Board members are not to exercise individual authority over the President & CEO or any member of the USA Swimming staff, unless explicitly Board-authorized for a specific purpose.

BOARD MEETINGS/TIME COMMITMENT

Board Meetings: The Board has four, full-day, regularly

scheduled meetings per year, as well as a 2-hour legislative review session in July and ad hoc calls (usually on a monthly basis, last 1-2 hours). Board members also participate in strategic working groups. Board members are also expected to serve on at least one Board committee, for which time commitments can vary throughout the year. Future Board meetings will generally follow the below schedule:

· September: Colorado Springs.

December: VirtualFebruary: Virtual

• Late-April/early-May: In-person, location to be determined.

2025 BOARD CHARGE TO THE NOMINATING COMMITTEE

The Board has considered its needs for certain competencies and identified and provided a charge to the Nominating Committee (the "Board Charge") that specifies experience, skills, and attributes that constitute "ideal candidates" to complement and augment the composition of the incumbent Board in the upcoming nominations/election cycle. Additionally, the Board underwent an analysis of its current composition to identify gaps in skills and experiences.

The Board is seeking the following expertise and background for the available seats:

10-Year Athlete

- Experience/interest in college swimming and the changing NCAA environment
- Existing governance experience to understand the complexity and some of the stakeholders
- Post-swimming job experience (or "while-swimming" job experience)
- Time & commitment to the sport and to this volunteer Board position

Coach

Pursuant to Bylaw 4.2, the Board must have a minimum of three voting coach members. Thus, the Board is seeking successful coaches who (1) are currently leading a thriving USA Swimming Club, (2) have governance experience through service on USA Swimming national committees, and (3) demonstrate a track record of coaching athletes at all levels of USA Swimming competition. The Board has also emphasized the importance of coach members who have led a fiscally and strategically sound club.

At Large/ Overall

- Corporate and/or nonprofit finance and accounting experience
 - o CPA and/or MBA
 - o Experience in:
 - Financial statement production and review

- Financial planning and analysis
- Financial report and compliance (including audit and/or investment committee work)
- Budget development
- Risk management
- Youth-serving sport organization experience

Per <u>Board Governing Policy 2.9</u>, criteria to be considered also includes:

- Past demonstration of commitment to USA Swimming, or a "demonstrable connection to the sport."
- Governance experience, e.g., knowledge and skills in policy-making, legal, and fiduciary responsibilities.
- High-level (board or management) experience in setting standards for and/or overseeing a multi-million dollar corporation.
- · Financial literacy.
- Demonstrated ability to participate productively in group processes.
- Professional relationships/associations that may be beneficial to USA Swimming.
- Commitment to support and adhere to the Board's governing documents (Bylaws, the Board Governing Policies Manual, etc.).
- Ensuring diversity within the Board's composition (gender, ethnic, age, geography, etc.).
- For incumbent or past Board members seeking renomination, fulfillment of individual Board members' responsibilities.
- Expertise to drive the mission of USA Swimming.

LETTER OF COMMITMENT & CAMPAIGNING

Per the USA Swimming Bylaws, the application form includes a Letter of Commitment, found as Exhibit A to this Call for Nominations. The Letter of Commitment states that no nominee shall be eligible for election unless they have signed a written commitment to adhere to USA Swimming's Articles of Incorporation, Bylaws, future Board resolutions, the Board Governing Policies Manual, and the Rules and Regulations, including the Code of Conduct, then in effect. The signed letter must be dated and received by July 31, 2025; no nominee will be placed on the ballot without signing the Letter of Commitment.

All nominees must adhere to the campaigning rules outlined in Bylaw 6.3.3(D)H. All campaigning not expressly permitted in that Bylaw is strictly prohibited. Violations of the campaigning rules may lead to removal from the ballot.

ELIGIBILITY & SCREENING

The application form includes the following disclosures.

• Eligibility. Nominees must meet the requirements of Bylaw

- 4.6, outlined in the application form. The Secretary & General Counsel will receive these disclosures as part of the application and will resolve questions and disputes in eligibility and the application of these qualifications. Any ineligible nominees will be eliminated at this stage, prior to review by the Nominating Committee.
- Good Standing. Nominees must be members of USA Swimming in good standing prior to review by the Nominating Committee, throughout the nomination and election process, and during their entire service on the Board, if elected. Nominees should direct any questions regarding their standing to the Secretary & General Counsel (Msteinfeld@usaswimming.org) prior to the application deadline. Please note that good standing requires the satisfactory completion of a USA Swimming background check and Athlete Protection Training, among other requirements. Background checks may take up to 30 days, so applicants should submit any necessary background check requests or updates well in advance of the application deadline.

A social media review consent form is also included in the application and must be signed by all applicants; once an applicant completes their initial application, they will receive the social media review consent form by email.

NOMINATIONS PROCESS / TIMELINE

The key dates of the selection process in 2025 are:

- May 15: Application deadline.
- May 15 June 1: The Secretary & General Counsel conducts eligibility and good standing screening.
- June 1 July 15: The Nominating Committee will conduct initial interviews and determine which nominees to advance to a second and final interview. Interviews will be recorded and viewed by all members of the Nominating Committee.
- July 22: Nominating Committee selects Proposed Nominees and notifies those not selected.
- July 31: Biography/nominee statement, not to exceed 500 words regarding the nominees' contribution to swimming, due from all nominees; deadline for individuals not proposed to self-nominate and also provide biography/nominee statements. Letters of Commitment due from all nominees.
- August 7: Nominating Committee sends the list of nominees and the ballots to the respective electorates.
- September 19: The 10-Year Athlete election, conducted virtually, opens.
- September 26: The 10-Year Athlete election, conducted virtually, closes. The ballot for the remaining elections is resent to final, confirmed members of the House of Delegates.
- September 27: Annual Meeting of the House of Delegates. The remaining elections are conducted, and the elected directors are announced.

2025 NOMINATING COMMITTEE

Per Bylaw 5.6.1, the 2025 Nominating Committee members are as follows:

- Taylor Abbott (10-Year Athlete appointed by the Athletes' Advisory Council);
- Tara Bolivar (coach member of the Board or their designee, appointed by the Board);
- Mike Donadio (individual of independent background, proposed by the Board Chair and approved by the Board);
- Nic Fink (10-Year Athlete representative of the Board, appointed by the 10-Year Athlete representatives of the Board);
- Zach Harting (10-Year Athlete appointed by the Athletes' Advisory Council);
- Trish Martin (official member appointed by the Officials Committee);
- Katie Ann Robinson (individual of independent background, proposed by the Board Chair and approved by the Board)
- Matt Webber (coach member of USA Swimming, appointed by the Coach Advisory Council);
- Doug Wharam (coach member of USA Swimming, appointed by the Coach Advisory Council).

APPLICATION PROCESS

Please complete and submit the <u>Board of Directors</u> <u>Application</u> no later than Thursday, May 15, 2025.

For additional information contact:

USA Swimming Nominating Committee c/o Michelle Steinfeld, Secretary & General Counsel Email: msteinfeld@usaswimming.org

Phone: (719) 866-3594