# **USA Swimming Board of Directors Meeting Minutes**

November 20, 2020 / Virtual Zoom Conference Call

1	CALL	TO	<b>ORDER</b>	2
	CALL	10	UNDER	١

- 2 Bob Vincent, Board Chair, called the November 20, 2020 Board of Directors meeting to order
- at 8:09 a.m. Mountain Time with the following members in attendance:

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- 5 PRESENT: Maya Andrews, Chris Brearton, Kenneth Chung, Kathy Fish, Bruce Gemmell,
- 6 Jennifer Gibson, Cecil Gordon, Natalie Hall, Tim Hinchey, Lucinda McRoberts, Katie Meili,
- 7 Kathleen Prindle, Bill Schalz, Jeanette Skow, Jim Sheehan, Jay Thomas, Bob Vincent.

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### 9 **GUESTS**

- 10 Jerry Adams, Dale Ammon, Cheri Blauwet, Bill Charney, Ryan Gibbons, Tristan Formon, Tim
- 11 Husson, Jim Kelly, Pam Lowenthal, Keith Moore, Dave Patterson, Sean Redmond, Dave
- 12 Smith, Mary Turner, Michael White.

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#### 14 STAFF

- 15 Juan Caraveo, Rebecca Chafin, Paula D'Amico, Tina Dessart, Chris Detert, Shana Ferguson,
- 16 Jake Grosser, Abigail Howard, Isabelle McLemore, Lindsay Mintenko, Patrick Murphy, Kaitlin
- 17 Pawlowicz, Devonie Pitre, Ashanee Player, Eric Skufca, Joel Shinofield, MJ Truex, Mike Unger,
- 18 Scott Usher, Morgan Weinberg.

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#### MOMENT OF SILENCE

- 21 A moment of silence was observed for USA swimming members who have passed away since
- 22 the last USA Swimming Board of Directors meeting.

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### **AGENDA REVIEW**

25 Bob Vincent presented the agenda (Attachment 1).

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# RULES OF ENGAGEMENT / PROTOCOL

Bob Vincent provided an overview of the Rules of Engagement, including coming to the meeting in the right frame of mind.

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## **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

"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.

#### 39 **CEO'S WELCOME**

- 40 Tim Hinchey, President & CEO, congratulated staff, volunteers, and coaches for a successful
- 41 Toyota U.S. Open and noted that he is looking forward to celebrating the upcoming 18 &
- 42 Under Winter Championships in December. Mr. Hinchey additionally thanked staff for an
- 43 incredible 2020 Golden Goggle Awards, as well as Dr. Cecil Gordon for an outstanding
- 44 Foundation Board of Directors meeting and Dr. Gordon's continued efforts on the front lines
- 45 of the COVID-19 pandemic.

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### **BOARD CHAIR'S REMARKS**

- 48 Bob Vincent remarked on how proud and excited he was about the Toyota U.S. Open. Mr.
- 49 Vincent additionally welcomed new Board members, Kathy Fish and Katie Meili, as well as
- 50 guest speaker, Dave Patterson.

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#### MINUTES

- 53 **MOTION:** To approve the September 25, 2020 Board of Directors meeting minutes
- 54 (Attachment 2). Seconded. APPROVED.

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- 56 **MOTION:** To approve the September 26, 2020 Board of Directors meeting minutes
- 57 (Attachment 3). Seconded. APPROVED.

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## **GUEST SPEAKER - DAVID PATTERSON USOPC**

- 60 Lucinda McRoberts, Chief Administrative Officer & General Counsel, introduced Associate
- 61 Director of NGB Governance at the U.S. Olympic and Paralympic Committee (USOPC), David
- 62 Patterson.

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- 64 Mr. Patterson presented the governance model of Olympic and Paralympic organizations and
- 65 how complex they are with obligations to many stakeholders. Mr. Patterson briefly described
- 66 the audit process by the USOPC and compliancy, which is directed by Congress. Mr. Patterson
- 67 provided an overview of a Board's primary responsibilities to a National Governing Body
- 68 (NGB), with emphasis on governing the organization while the staff runs the organization.

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- 70 Mr. Patterson provided a report on USA Swimming's current compliance areas and noted
- 71 that USA Swimming is doing well. He made recommendations on how the organization
- 72 should approach national committees, including committee reporting structure, which
- 73 committees should be making organizational decisions, and which should just provide
- 74 recommendations. Mr. Patterson noted that USA Swimming has an abundance of
- 75 committees.

Mr. Patterson focused on USA Swimming's House of Delegates, which is a designated committee due to the authority to change bylaws and thus must have 33% elite athlete representation. He emphasized that this is not a gray area and said the organization will need to come into compliance by January 1, 2022. Mr. Patterson suggested ways in which to engage volunteer voices, including grassroot level athletes. Mr. Patterson additionally spoke

to the importance the perspective Independent Directors can provide.

Lastly, Mr. Patterson remarked on the opportunity USA Swimming has to build upon its current strength to become the best NGB in the world.

Ms. McRoberts added that Mr. Patterson will work with USA Swimming's compliance taskforce moving forward.

### **FOUNDATION UPDATE**

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- Bob Vincent remarked on how fantastic the Foundation Board of Directors meeting was andhow far the USA Swimming Foundation has come in the past year.
- Dr. Cecil Gordon, Foundation Board of Directors Chair, provided a brief summary of the Foundation Board of Directors meeting from the previous day, including approval of the 2021 Foundation budget, a Memorandum of Understanding (MOU) with U.S. Masters Swimming, additional and new Board members, and the appointment of Mike McCaffery to the Investment Committee (Attachments 4 6).

100 USA SWIMMING - MASTERS MOU

- Dr. Cecil Gordon briefly provided background on how the USA Swimming Foundation and U.S. Masters Swimming formed their partnership through the work of a task force that included members of the Foundation Board (Attachment 7).
- Tim Hinchey further spoke to the development of the partnership with U.S. Masters Swimming, including partnering in other areas such as commercial.
- Dr. Gordon noted that with the new partnership and MOU, the Foundation Board added two new Board positions to include members of U.S. Masters Swimming, and the Foundation Board also recommended Cullen Jones to replace Maya Andrews (Attachment 8).

### DIRECTOR CONFIRMATION

113 *MOTION:* To approve one (1) new Foundation Board member – Cullen Jones – to fill Maya 114 Andrews' vacancy. Seconded. APPROVED.

MOTION: To approve two (2) new Foundation Board members – Jay DeFinis and Jeff Moxie –
 per MOU with USMS. Seconded. APPROVED.

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Dr. Cecil Gordon presented a revision to the Foundation Board of Directors Bylaws in which the U.S. Masters Chief Executive Officer will serve as a member of the Foundation Board of Directors in a non-voting, ex-officio role (Attachment 9).

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- 123 BYLAWS UPDATE AND APPROVAL
- 124 **MOTION:** To approve USA Swimming Foundation Bylaws revision. Seconded. **APPROVED.**

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Dr. Gordon thanked Chief Operating Officer Mike Unger and the rest of the staff for the success of the virtual 2020 Golden Goggle Awards and additionally noted the generosity of several Board members to the Foundation.

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Scott Usher, Director, Development Fundraising and Alumni Affairs, provided a brief update on the Golden Goggle Awards silent auction, which had currently raised over \$61K to date.

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133 Dr. Gordon introduced the Four Pillars of the Foundation Board.

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Tim Hinchey updated the Board on the Raise Money pillar, including the creation of a DigiDeck platform and discussions regarding products and services to offer both larger audiences and directly to Champion Club Members, as well as major gift donors.

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Joel Shinofield, Managing Director of Sport Development, reported that through the Make a Difference in Communities pillar, the organization is exploring ways to expand opportunities for competitive swimming through additional grants to learn-to-swim providers with the goal of funding this program by 2028 in the same manner in which the organization funds the Make-A-Splash program.

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Shana Ferguson, Chief Commercial Officer, stated that everyone who has ever been a USA Swimming member will be engaged as an alumnus, not just Olympians and former National Team members, through the Engage Alumni pillar.

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Mike Unger noted that the focus for the Support Facilities and Pools pillar is providing access and opportunities for pools to be open. Mr. Unger reported that his group is working to create a database of pools throughout the country and additionally work in partnership with Sigma Gamma Rho on their goal of building and refurbishing 100 pools over the next eight years.

- Dr. Gordon briefly touched on the USA Swimming Foundation "Ends" that were approved at the Foundation Board meeting.
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- 158 Mr. Unger provided a debrief on the 2020 Golden Goggle Awards in which many were
- honored, including the 1980 Olympic Swimming Team, COVID-19 front line workers, USA
- 160 Swimming clubs, and USA Swimming Award winner, Jon Urbanchek.
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- 162 Belle McLemore, Managing Director of Communications, presented on USA Swimming's
- 163 integrated marketing campaign, Saving Lives Is Always In Season, which targeted six
- 164 communities that were struggling with access to pools and lessons. In partnership with
- 165 Phillips66, the goal of the campaign was to create national public awareness of the need for
- 166 access to learn-to-swim programs.

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- **BOARD PROCESS**
- 169 INTRODUCTION OF VICE CHAIR OF FISCAL OVERSIGHT CANDIDATES
- 170 Bob Vincent introduced the candidates for Vice Chair of Fiscal Oversight, Kenneth Chung and
- 171 Kathy Fish.

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- 173 Kathy Fish and Kenneth Chung provided an overview of their professional backgrounds, as
- well as the skills they would bring to the position of Vice Chair of Fiscal Oversight.

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- NOMINATING COMMITTEE APPOINTMENTS
- 177 Bob Vincent presented the Nominating Committee appointments, Jennifer Gibson and Mary
- 178 Wallack.

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- 180 **MOTION:** To approve the appointments of Jennifer Gibson and Mary Wallack to the
- 181 Nominating Committee. Seconded. APPROVED.
- 182 USA SWIMMING BYLAWS
- Lucinda McRoberts explained the housekeeping updates to the USA Swimming Corporate
- Bylaws Articles 1.1, Description of Organization; 2.7, Fees; and 2.8, Delinquent Dues and Fees
- 185 (Attachment 10).

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- 187 **MOTION** To approve updates to Article 1.1, Description of Organization, of the USA Swimming
- 188 Corporate Bylaws. Seconded. APPROVED.

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- 190 **MOTION** To approve updates to Article 2.7, Fees, of the USA Swimming Corporate Bylaws.
- 191 Seconded. APPROVED.

193 **MOTION** To approve updates to Article 2.8, Delinquent Dues and Fees, of the USA Swimming 194 Corporate Bylaws. Seconded. APPROVED. 195 196 HOD LEGISLATION BOARD POLICY MANUAL UPDATE 197 The Board engaged in discussion regarding steps and strategic approaches they can utilize 198 to engage and communicate with the House of Delegates on Board recommended legislative proposals. 199 200 201 **MOTION** To approve the Board Governing Policy Manual Updates (Attachment 11). Seconded. 202 APPROVED. 203 204 **GOVERNANCE USOPC COMPLIANCE TASK FORCE** 205 Bob Vincent reported that the Governance Committee will identify where the organization falls short on compliance with the USOPC Bylaws and will form a task force to identify 206 207 solutions for compliance. 208 209 Lucinda McRoberts added that this compliance process will be expedited due to the May 210 deadline for legislative changes. 211 212 TECHNICAL RULES TASK FORCE 213 Bob Vincent provided background on why the Technical Rules task force was formed, 214 including the emergence of new technology. 215 216 Joel Shinofield described the charge of the task force as evaluating technology as it relates to 217 the technical rules of competition and provided examples of recent technology changes with 218 swimsuits, Wi-Fi, pacing technology and new open water technology. 219 POLICY & PROCEDURES MANUAL DISCUSSION 220 Lucinda McRoberts previewed the comprehensive review of the Operating Policy Manual 221 (Attachment 12). 222

225226 ENDS/PRIORITY RESULTS MONITORING

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Bob Vincent explained the process by which Ends monitoring reports are produced, distributed, and discussed prior to Board meetings.

Ms. McRoberts additionally presented the "library" of USA Swimming documents and briefly

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230 **POLICY 1.2 SUCCESSFUL ATHLETES, COACHES AND CLUBS** 

described how each fit into governing the organization.

Bob Vincent presented Policy 1.2, Successful Athletes, Coaches and Clubs (Attachment 13).

Joel Shinofield reported that the KPIs within Policy 1.2 will be revised to reflect the current grassroots climate.

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**MOTION:** To approve that the performance monitoring report on Policy 1.2, "Successful Athletes, Coaches and Clubs," conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. **APPROVED.** 

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### **POLICY 1.4 RECOGNITION OF USA SWIMMING**

Bob Vincent presented Policy 1.4, Recognition of USA Swimming (Attachment 14).

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**MOTION:** To approve that the performance monitoring report on Policy 1.4, "Recognition of USA Swimming," conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. **APPROVED.** 

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### **KEEPING ATHLETES FIRST**

Lucinda McRoberts provided an overview of the Keeping Athletes First initiative from the approval of Board designated funds in November 2019 to the working group composition to the cadence of the group's meetings. Ms. McRoberts presented a summary of the cashflow for the initiative, noting that spending was slightly less than anticipated due to unanticipated adjustments for the COVID-19 pandemic.

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Ms. McRoberts reported updates on each of the four initiatives including timelines, as well as components and action items for each.

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Ms. McRoberts briefly described how USA Swimming's member database, SWIMS, effects critical pieces within the Keeping Athletes First initiative and how a new version of SWIMS is needed to successfully facilitate those various pieces. Ms. McRoberts asked that the financial resources are moved into one "bucket" as opposed to four with the intention of using part of the funds for updating SWIMS.

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Bob Vincent added that the original financial numbers were estimates and that adjusting the use of funds is encouraged to continue being good financial stewards.

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**MOTION:** To approve the use of the \$5M in Board Designated Funds to accomplish the four identified initiatives, with the advice and consent of the Board of Directors and Keeping Athletes First Working Group. Seconded. **APPROVED.** 

- 271 MANAGEMENT PARAMETERS MONITORING
- 272 POLICY 3.0 GENERAL MANAGEMENT CONSTRAINT
- 273 Bob Vincent presented Policy 3.0, General Management Constraint (Attachment 15).

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- 275 **MOTION:** To approve that the performance monitoring report on Policy 3.0, "General
- 276 Management Constraint," conveys (a) interpretations of the policy that are reasonable, and (b)
- 277 that the report reasonably substantiates compliance with the policy requirements, consistent
- with the CEO's interpretations. Seconded. APPROVED.

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- POLICY 3.1 TREATMENT OF MEMBERS AND CUSTOMERS
- Bob Vincent presented Policy 3.1, Treatment of Members and Customers (Attachment 16).

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- 283 **MOTION:** To approve that the performance monitoring report on Policy 3.1, "Treatment of
- 284 *Members and Customers," conveys (a) interpretations of the policy that are reasonable, and (b)*
- 285 that the report reasonably substantiates compliance with the policy requirements, consistent
- with the CEO's interpretations. Seconded. APPROVED.

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- POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES
- 289 Bob Vincent presented Policy 3.4, Financial Condition & Activities (Attachments 17 19).

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- 291 **MOTION:** To approve that the performance monitoring report on Policy 3.4, "Financial
- 292 Condition & Activities," conveys (a) interpretations of the policy that are reasonable, and (b)
- 293 that the report reasonably substantiates compliance with the policy requirements, consistent
- with the CEO's interpretations. Seconded. **APPROVED.**

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- 296 Eric Skufca, Chief Financial Officer, reported on the organization's revenue and expense
- 297 variances, including total revenue reductions as well as total expense reductions across the
- 298 board leading to a current operating surplus projection for 2020.

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- Mr. Skufca presented and summarized the current organizational balance sheet while
- 301 highlighting cash and cash equivalents, accounts receivable, and long-term investments.

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- 303 POLICY 3.6: FINANCIAL PLANNING AND BUDGETING
- Bob Vincent presented Policy 3.6, Financial Planning & Budgeting (Attachments 20 23) and reminded the Board that the budget is within Policy 3.6.

- 307 **MOTION:** To approve that the performance monitoring report on Policy 3.6, "Financial
- 308 Planning and Budgeting," conveys (a) interpretations of the policy that are reasonable, and (b)

that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. **APPROVED.** 

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Eric Skufca presented the "quad" business plan summary (2017-2021) noting the material fluctuations, certainties, and uncertainties as the organization heads into an Olympic year in 2021 continuing to adjust and be financially fluid during the COVID-19 pandemic.

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Mr. Skufca explained that the organization is variable expense heavy, meaning the organization can pivot priorities to adjust to the current landscape and current revenue projections during these unique times to make the best financial decisions. Mr. Skufca additionally described the details regarding revenue from the U.S. Olympic Trials - Swimming.

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### **POLICY 3.7 COMPENSATION AND BENEFITS**

Bob Vincent presented Policy 3.7, Compensation and Benefits (Attachment 24).

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Tim Hinchey mentioned how the organization is working as a team and doing a lot more with less.

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**MOTION:** To approve that the performance monitoring report on Policy 3.7, "Compensation and Benefits," conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. **APPROVED.** 

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# **POLICY 3.11: USA SWIMMING FOUNDATION MANAGEMENT**

Bob Vincent presented Policy 3.11, USA Swimming Foundation Management (Attachment 35).

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**MOTION:** To approve that the performance monitoring report on End 3.11, "USA Swimming Foundation Management," conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates achievement of the policy requirements, consistent with the CEO's interpretations. Seconded. **APPROVED.** 

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**MOTION:** To approve changing the report due date to Spring Meeting. Seconded. **APPROVED.** 

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#### STAFF UPDATES

345 Tim Hinchey submitted a written report to the Board (Attachment 26).

**348 EVENTS** 

- 349 Mike Unger provided a summary of the Toyota U.S. Open that included 1,136 athletes and
- 350 370 teams at nine sites across the country. Mr. Unger also reported on the safety protocols
- 351 that were followed with suggestions for future competitions.

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Lindsay Mintenko, Managing Director of the National Team, noted that from the National Team perspective, the U.S. Open was a success with the ability to add two new National Team members as well as 15 new Junior National Team members.

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Joel Shinofield added there was a lot of excitement before and after the meet from the officials, coaches, clubs, and athletes.

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Mr. Unger remarked on the 18 & Under Winter Championships that will occur from December 1-13, 2020 at multiple sites as well as the 2021 TYR Pro Swim Series where the hope is to get back to a "normal" meet.

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- The Board discussed protocols that were followed and not followed as well as a few possible COVID-19 exposures at the U.S. Open meet sites.
- 366 Mr. Unger noted that there is a list of decisions still to be made regarding holding the U.S.
- 367 Olympic Team Trials Swimming, including spectator and athlete capacities, and alternative
- 368 meet sites. Mr. Unger reported on a panel of experts that will be assembled to assist with the
- 369 decision making for Trials.

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### **DIGITAL TRANSFORMATION**

Joel Shinofield spoke about USA Swimming's need to utilize technology to provide services to our membership, including IT assets we currently rely on for member services and how they are utilized. Mr. Shinofield explained the existing value and where value can be created for members and non-members with new technology as well as improvements of our current technology. Mr. Shinofield reported on the various issues within the organization's current technology that need to be solved for the organization to implement and progress initiatives such as Keeping Athletes First, as well as any future initiatives to build and successfully service membership.

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Mr. Shinofield presented a three-phased financial roadmap to achieve the digital transformation the organization needs to better service the membership, which includes internal funds and funds already approved by the Board of Directors.

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The Board engaged in brief discussion regarding digital transformation, including details around re-architecting SWIMs, the financial dollars coming from operational funds within

387	the budget, and the need to take six weeks to assess SWIMs in its current form in order to
388	understand all the fixes and financial needs.
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390	CLOSING ROUNDTABLE
391	NEXT MEETING / EVENTS
392	<ul> <li>Board Meeting – Friday, February 5, 2021 (likely virtual)</li> </ul>
393	<ul> <li>Foundation Board Meeting – TBD</li> </ul>
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395	MEETING ASSESSMENT
396	The Board engaged in a round table discussion assessing the day's meeting, including
397	expressing appreciation for the USOPC presentation on compliance, the success of the Toyota
398	U.S. Open, and gratitude for the work staff is doing.
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400	CLOSED SESSION (2.3.6)
401	LITIGATION UPDATE
402	The Board went into closed session, so Lucinda McRoberts could provide a legal update.
403	VICE CHAIR OF FISCAL OVERSITE ELECTION
404	The Board remained in closed session so the Board could elect a Vice Chair of Fiscal
405	Oversight. All staff except Lucinda McRoberts and Paula D'Amico left the meeting.
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407	Kenneth Chung was elected Vice Chair of Fiscal Oversight.
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409	COMPENSATION COMMITTEE UPDATE
410	The Board remained in closed session for compensation discussions. All remaining staff left
411	the meeting.
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413	ADJOURN
414	Bob Vincent adjourned this meeting at 2:34 p.m. Mountain Time.
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416	Respectfully submitted:

Lucinda McRoberts, CAO & General Counsel

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Bob Vincent, Board Chair

# **USA Swimming Board of Directors Minutes Attachments**

# November 20, 2020 / Virtual Zoom Conference Call

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Attachment 12	Page 6 – USA-S Policy Manual References
Attachment 13	Page 6 – Policy 1.2: Successful Athletes, Coaches and Clubs
Attachment 14	Page 7 – Policy 1.4: Recognition of USA Swimming
Attachment 15	Page 8 – Policy 3.0: General Management Constraint
Attachment 16	Page 8 – Policy 3.1: Treatment of Members and Customers
Attachment 17	Page 8 – Policy 3.4 Financial Condition and Activities
Attachment 18	Page 8 – Q3 2020 USA-S Combined Investment Review
Attachment 19	Page 8 – USA Swimming - Q3 2020 Financial Statement Report
Attachment 20	Page 8 – Policy 3.6 Budget
Attachment 21	Page 8 – 2020 Budget vs. 2020 Projection
Attachment 22	Page 8 – Business Plan Summary 2017-2021
Attachment 23	Page 8 – USA Swimming 2021 Budget
Attachment 24	Page 9 – Policy 3.7 Compensation and Benefits
Attachment 25	Page 9 – Policy 3.11 USA Swimming Foundation Management
Attachment 26	Page 9 – Staff Update for the Board of Directors