

USA Swimming Board of Directors Meeting Minutes

May 12, 2018 / Denver Gateway Marriott

1 CALL TO ORDER

2 USA Swimming Board Chair, Jim Sheehan, called the May 12, 2018 Board of Directors
3 meeting to order at 8:07 a.m. Mountain Time with the following members in attendance:
4

5 **PRESENT:** Dale Ammon, Tim Bauer, John Bitter, John Bradley, Robert Broyles, Van
6 Donkersgoed, Tristan Formon, Natalie Hall, Clark Hammond, Tim Hinchey, Amy
7 Hoppenrath, Bill Maxson, Dan McAllen, Lucinda McRoberts, Dale Neuburger, Derek Paul,
8 Chip Peterson, Sean Redmond, Jim Sheehan, Bruce Stratton, Davis Tarwater, Mary Turner,
9 Ron Van Pool, Robert Vincent, Mark Weber, Garrett Weber-Gale, Carol Zaleski.

10

11 **NOT PRESENT:** Anthony Ervin, Don Heidary, Aaron Peirsol, Amy Schulz, Marie Scovron,
12 John Roy (joined via conference call), Jim Ryan (joined via conference call), Ed Tsuzuki, Jim
13 Wood.

14

15 MOMENT OF SILENCE

16 A moment of silence was observed for USA Swimming members who have passed away
17 since the last USA Swimming Board of Directors meeting.

18

19 AGENDA REVIEW

20 Jim Sheehan presented an updated Agenda, which deferred the Management Parameters
21 Monitoring of Policy #1.2 to the September 25 meeting and added 2019 Board meeting
22 scheduling to item K., Board Schedule on the Agenda. Robert Broyles added discussion of
23 funding Board members' travel to Convention to Agenda item I., Board Process
24 (Attachment 1).

25

26 **MOTION:** *To approve the Agenda, as amended. Seconded.* **APPROVED.**

27

28 CONFLICT OF INTEREST

29 *"Is any member aware of any conflict of interest (that is, of a personal interest or direct or*
30 *indirect pecuniary interest) in any matter being considered by this meeting which should now*
31 *be reported or disclosed or addressed under the USA Swimming Conflict of Interest Policy?"*

32

33 If a Board member determines there to be a conflict of interest at any point during the
34 course of the meeting when a specific subject is being discussed and / or action is being
35 taken, a declaration of a conflict of interest should be made at that time.

36

37 INTRODUCTIONS

38 GUESTS

39 Bill Charney (Charney Associates), Dave Cooper (Risk Management Services), Tom Fristoe
40 (TeamUnify), Joe Gazzarato (Athletes Executive Committee), Andrew Gemmell
41 (International Relations Committee), Ceallach Gibbons (Athletes Executive Committee),
42 Cecil Gordon (International Relations Committee), Alexis Keto (Athletes Executive
43 Committee), Michael Lawrence (International Relations Committee), Dan McGinn (McGinn
44 & Co.), John Peterson (Risk Management Services), Kathleen Prindle (Minor Transgender
45 Task Force), Bill Schalz (International Relations Committee), Joel Shinofield (College
46 Swimming Coaches Association of America), Wayne Shulby (LSC Bylaws Task Force).

47

48 **STAFF**

49 Tom Avischious, Cathy Durance, Matt Farrell, Liz Hahn, Jim Harvey, Debbie Hesse, Belle
50 McLemore, Lindsay Mintenko, Mike Unger, Maggie Vail, George Ward.

51

52 **RECOGNITION OF RECORDS**

53 Dan McAllen reported that 17 American and U.S. Open Records were set at the Men's and
54 Women's NCAA Championships and Olivia Smoliga set an American and U.S. Open Record
55 in the backstroke at the TYR Pro Swim Series meet in Mesa (Attachment 2).

56

57 **BOARD CHAIR'S REMARKS**

58 Jim Sheehan highlighted that the Agenda contains policy approvals to continue the Board's
59 new direction.

60

61 **MINUTES**

62 **MOTION:** *To approve the February 3, 2018 Board of Directors meeting minutes. Seconded.*

63 **APPROVED.** (Attachment 3)

64

65 **MOTION:** *To approve the April 7, 2018 Board of Directors special meeting minutes.*

66 *Seconded. APPROVED.* (Attachment 4)

67

68 **FINANCIAL UPDATE/ACTIONS**

69 Jim Harvey submitted a written report and provided verbal highlights, including
70 compliance with all eleven items in the "Financial Condition & Activities" Policy Monitoring
71 Report. Mr. Harvey also reported that USA Swimming beat the 2017 budget by over
72 \$405,000 with a \$747,000 deficit, and the investment portfolios had returns of +14.78%,
73 which provided \$990,500 to the operating budget and added over \$3.8 million to reserves
74 (Attachments 5 - 7).

75

76 Bob Vincent reported that both USA Swimming and the USA Swimming Foundation had
77 clean audits without comment (Attachment 8).

78 **MOTION:** *To accept the 2017 Audit Report and accompanying Management Letters of USA*
79 *Swimming, Inc. and Affiliates, as presented. Seconded. APPROVED.*

80

81 Jim Harvey reported that the investment portfolio lost .59%, which beat the benchmark of
82 the quarter, as well as the one, three and five-year periods. Mr. Harvey also reported that
83 the Investment Committee met in February 2018 for its annual review of the Investment
84 Policy Statement and suggested an increase in limits for the Short Term Operating
85 Accounting to reflect the growth of the organization (Attachments 9 – 10).

86

87 **MOTION:** *To approve the Investment Policy Statement, as presented. Seconded. APPROVED.*

88

89 Mr. Harvey provided highlights of the USA Swimming Foundation financials, including: (i)
90 2017 was the best fundraising year since 2008; (ii) the Foundation ended with an
91 operating surplus of close to \$170,000; and (iii) the Foundation Board of Directors
92 approved an added \$500,000 to the USA Swimming Endowment. Mr. Harvey also reported
93 that in the first quarter of 2018, the Foundation has raised \$275,000 in major gifts and
94 grants and \$444,000 through the Annual Campaign (Attachments 11 – 12).

95

96 **MONITORING CEO PERFORMANCE**

97 Bill Charney presented perspective and analysis to approach and utilize the CEO
98 performance monitoring policies. Mr. Charney reported that the three reports submitted to
99 the Board by CEO, Tim Hinchey—Financial Condition & Activities, External Relations, and
100 Emergency Management—all were met with compliance.

101

102 **MOTION:** *To approve the CEO Monitoring Report Policy 3.4: Financial Condition & Activities*
103 *that conveys a) interpretations of the policies that are reasonable and b) that the report*
104 *reasonably substantiates compliance with the policy requirements consistence with the CEO's*
105 *interpretations (Attachment 6). Seconded. APPROVED.*

106

107 **MOTION:** *To approve the CEO Monitoring Report Policy 3.2: External Relations that conveys*
108 *a) interpretations of the policies that are reasonable and b) that the report reasonably*
109 *substantiates compliance with the policy requirements consistence with the CEO's*
110 *interpretations (Attachment 13). Seconded. APPROVED.*

111

112 **MOTION:** *To approve the CEO Monitoring Report Policy 3.8: Emergency Management that*
113 *conveys a) interpretations of the policies that are reasonable and b) that the report*
114 *reasonably substantiates compliance with the policy requirements consistence with the CEO's*
115 *interpretations (Attachment 14). Seconded. APPROVED.*

116

117 **CLOSED SESSION**

118 **LITIGATION UPDATE**

119 The Board meeting went into closed session so that USA Swimming Secretary & General
120 Counsel, Lucinda McRoberts, could give a legal update.

121

122 **PERSONNEL DISCUSSION**

123 The Board meeting remained in closed session so that Tim Hinchey could provide updates
124 on various personnel matters.

125

126 **SPORTSENGINE & TEAM UNIFY PRESENTATION**

127 Matt Farrell introduced Tom Fristoe, CEO of TeamUnify.

128

129 Tom Fristoe presented an overview of TeamUnify, its background, and its acquisition by
130 SportsEngine. Mr. Fristoe also explained how Desk Pass will soon be integrated through
131 TeamUnify and highlighted potential athlete safety initiatives, including conducting
132 criminal background screens through its vendor relationships and delivering safety
133 programming.

134

135 **SAFE SPORT DIRECTION FOLLOW UP**

136 Jim Sheehan presented a proposal to add, "USA Swimming is recognized as a leader in Safe
137 Sport" to item 1.4 in Policy 1.0 Ends/Priority Results (Attachment 15).

138

139 **MOTION:** *To approve the addition of item 1.4.b: USA Swimming is recognized as a leader in*
140 *Safe Sport to Policy 1.0 Ends/Priority Results. Seconded. **APPROVED.***

141

142 Mr. Sheehan further reported that he would organize a group to begin the review of USA
143 Swimming's Mission and Vision Statements to reflect its commitment to providing a safe
144 and healthy environment to athletes. The group's findings will be provided to the new
145 Board in September.

146 Matt Farrell gave a brief update on various Safe Sport communications, including the
147 second letter to all USA Swimming members, various interviews with CEO Tim Hinchey, the
148 addition of Safe Sport as a top navigation item on usaswimming.org, and a Safe Sport PSA
149 featuring past and present National Team members.

150

151 Liz Hahn and Maggie Vail provided updates on Safe Sport projects, including Safe Sport
152 Recognized Club, Training the Trainers, Safe Sport Monday's, Activity Books, the Safe Sport
153 Fellowship program, and in-person training opportunities.

154

155 Belle McLemore reported that we are still getting requests for interviews and plan to
156 participate where we can and continue to have productive conversations about Safe Sport.

157
158 Ms. McLemore also introduced Dan McGinn, CEO of McGinn and Company. Mr. McGinn
159 spoke about the societal issues surrounding sport and abuse and how USA Swimming can
160 continue to ensure athletes come first through action and words.

161
162 **BOARD PROCESS**

163 **POLICY 4.4 – MONITORING CEO PERFORMANCE**

164 Jim Sheehan and Tim Hinchey presented a recommended schedule for reports to be
165 distributed to the Board from the CEO moving forward (Attachments 16 - 17).

166
167 ***MOTION:** To approve the CEO Monitoring Schedule as part of the Board Policies. Seconded.*
168 ***APPROVED.***

169
170 **COMMITTEE, TASK FORCE AND OTHER REPORTS REQUIRING BOARD ACTION OR**
171 **DISCUSSION**

172 **COLLEGE SWIMMING INITIATIVE UPDATE**

173 Joel Shinofield provided an overview of priority areas and engagement for the CSCAA,
174 including raising the profile of college swimming and diving, educating and empowering
175 coaches, and creating resources. Mr. Shinofield also highlighted an event created for post
176 season competition that included over 400 athletes and 40 schools.

177
178 **ATHLETE SUMMIT UPDATE & ASSESSMENT**

179 Van Donkersgoed, Ceallach Gibbons, Joe Gazzarato, and Alexis Keto presented on the
180 Athlete’s Leadership Summit, including highlights of the program, goals achieved, and
181 feedback received.

182
183 **IRC ACTION ITEMS/UPDATES**

184 **SEARCH FOR FINA/UANA/USAS CANDIDATES**

185 Ron Van Pool reported on the strategic discussions of the International Relations
186 Committee regarding nominees for open roles within FINA and UANA, including
187 background on the positions and proposed individuals (Attachment 18).

188
189 Mike Unger provided additional context for Dale Neuburger’s soon to be vacated position
190 within FINA in 2021.

191
192 ***MOTION:** To approve the International Relations Committee’s recommendations for FINA*
193 ***and UANA nominations. Seconded. APPROVED.***

194 **FINA RULES PROCESS UPDATE**

195 Michael Lawrence reported that the International Relations Committee formed two
196 working groups to prepare proposals for FINA Technical and Open Water Rules for the next
197 FINA Congress and provided highlights on Rich Young’s presentation on various aspects of
198 current and upcoming anti-doping matters (Attachment 19).

199
200 **TASK FORCES**

201 **MINOR TRANSGENDER TASK FORCE RECOMMENDATIONS**

202 Kathleen Prindle presented an overview of recommendations put forth by the Minor
203 Transgender Task Force, including defining competition category, creating a formal intake
204 process, instituting an eligibility review panel, standardizing criteria, providing guidelines
205 for competitions, camps and team selections, and presenting options for protests and
206 appeals (Attachment 20).

207
208 The Board engaged in substantial discussion on the various facets of the proposed rule and
209 policy changes outlined in the submitted report.

210
211 ***MOTION:** To support the rule changes proposed by the Minor Transgender Task Force, except*
212 *for the change to the National Board of Review (Articles 403.2 and 123.23) and defer any*
213 *action on posting Policy Manual changes until after the September 25, 2018 Board of*
214 *Directors Meeting. Seconded. **APPROVED.***

215
216 **LSC BYLAWS TASK FORCE – PROPOSED CHANGES TO THE TEMPLATE**

217 Wayne Shulby highlighted the proposed changes to the required LSC Bylaws, including the
218 removal of redundancies with the Rulebook, the addition of a required Finance Vice Chair
219 position, and the formation of a Governance Committee either in addition to or in
220 combination with a Nominating Committee. (Attachments 21 – 22).

221
222 ***MOTION:** To support the proposed LSC Bylaws changes. Seconded. **APPROVED.***

223
224 **AGE GROUP TECH SUIT PROJECT RECOMMENDATIONS**

225 Tim Bauer updated the Board on the Age Group Tech Suit Task Force’s proposed legislation
226 to prohibit the use of tech suits by 12 and unders (with limited exceptions). The Task
227 Force is still examining ways to enforce the legislation and effectively define a tech suit.

228
229 The Board discussed potential markings on the suits, implementation timeline,
230 enforcement, and education around the use of tech suits by 12 and unders.

231
232

233 **ALCOHOL/TOBACCO/GAMBLING TASK FORCE FINAL RECOMMENDATIONS**

234 Matt Farrell reported that the Alcohol, Tobacco, Gambling Task Force has no changes to its
235 previous recommendations, and requests to submit the legislation on behalf of the Board of
236 Directors.

237
238 ***MOTION:** To support the proposed legislation previously presented at the February 3, 2018
239 Board of Directors meeting by the Alcohol, Tobacco, and Gambling Task Force. Seconded.*

240 ***APPROVED.***

241
242 **MEMBERSHIP/REGISTRATION COMMITTEE POLICY RECOMMENDATIONS**

243 Robert Broyles described the proposed changes to the Athlete Transfer Policy, Flex
244 Membership Transfer Policy, and Waiver of Second Membership Fee Policy (Attachments
245 23 – 25).

246
247 ***MOTION:** To approve the proposed changes to the Athlete Transfer Policy, Flex Membership
248 Transfer Policy, and Waiver of Second Membership Fee Policy. Seconded. **APPROVED.***

249
250 **PROGRAM & EVENTS COMMITTEE**

251 Jim Sheehan provided an overview of the proposed Program & Events Committee
252 description to include in the Policy Manual (Attachment 26).

253
254 ***MOTION:** To adopt the proposed Program & Events Committee description to include in the
255 Policy Manual. Seconded. **APPROVED.***

256
257 **ZONE DIRECTORS' COUNCIL**

258 Amy Hoppenrath reported that the Zone Directors' Council will be a Board committee and
259 provided a summary of the responsibilities of the Council, including enhancing each Zone
260 in a variety of ways, communicating with the Board, overseeing the Zone Board of Review
261 committees, and work with the USA Swimming staff to further the goals of the organization.

262
263 ***MOTION:** To approve the Board of Directors putting forward legislation for Zone Directors to
264 be automatic members of the House of Delegates. Seconded. **APPROVED.***

265
266 **FUNDING BOARD OF DIRECTORS FOR CONVENTION**

267 Robert Broyles addressed USA Swimming providing funding for members of the Board of
268 Director's to attend Convention.

269
270 ***MOTION:** To approve USA Swimming fund members of the Board of Directors to attend
271 Convention starting in 2019. Seconded. **APPROVED.***

272 **CEO/STAFF UPDATES**

273 **OPENING COMMENTS**

274 Tim Hinchey submitted a written report (Attachment 27).
275

276 **USA SWIMMING FOUNDATION REPORT**

277 Bill Maxson highlighted 2017 Foundation financials, including that it was the second best
278 fundraising year in Foundation history, that major gifts more than doubled from 2016, and
279 that the Annual Fund was up 21% over what was budgeted. Mr. Maxson also summarized
280 the Foundation Board's discussions on ways it can work with the USA Swimming staff to
281 cultivate new donors.
282

283 Debbie Hesse provided a 2018 Foundation update, including the addition of our first-ever
284 National Team Alumni Trustees, David and Richelle Fox, three new major gifts, a National
285 Team Endowment, and a verbal commitment to support the Open Water program.
286

287 **STAFF REORGANIZATION UPDATE AND 2018 KPIS**

288 Lucinda McRoberts provided an update on Business Affairs, including that Risk
289 Management is developing a succession planning resource for clubs, IT is working on phase
290 one of an Online Membership Services project, as well as continuing work on Customer
291 Relationship Membership (CRM) project, and Business Affairs will be adding a Human
292 Resources Director and Associate Counsel.
293

294 Mike Unger reported that fulfilling the National Team Technical Advisor role is ongoing,
295 Flex Membership will be launched this September, and the LEARN 2.0 platform is
296 progressing. Mr. Unger additionally provided updates on the 2020 Olympic Trials,
297 including that an event order is not yet set, the qualification period starts November of this
298 year after the time standards are revealed at Convention, new personnel is in place in
299 Omaha, and that the joint venture will purchase the second pool.
300

301 Mr. Unger reported on the International Swim League (ISL), a four-day world club
302 swimming championship, and what it could provide for athletes. Possible ISL venues
303 include London or in Las Vegas. Mr. Unger also updated the Board on the ongoing progress
304 at Lake Nona and the opportunity it could be for USA Swimming.
305

306 Matt Farrell updated the Board on what to expect at National Championships this year, that
307 the organization is working with Impression Sports and Entertainment to secure additional
308 sponsorships, and that we will be partnering with Facebook in various ways to promote the
309 Flex Membership campaign.
310

311 Lastly, Mr. Farrell previewed the summer membership campaign.
312

313 **BOARD SCHEDULE**

314 **UPCOMING IN-PERSON BOARD MEETINGS**

- 315
- Board Meeting, September 25, 2018

316 • Board Meeting, September 29, 2018

317

318 **OTHER MEETINGS/EVENTS**

319 • Board Training, October 26-28, 2018

320

321 **SUMMARY OF FOLLOW-UP ITEMS**

322 There were no follow up items.

323

324 **BOARD MEETING EVALUTION**

325 Jim Sheehan led a discussion regarding what went especially well during the meeting (staff
326 reports) and what could be done better (complete packets of documents and maintaining
327 relevant, high level discussions).

328

329 **ADJOURN**

330 USA Swimming Board Chair, Jim Sheehan, adjourned this meeting at 3:41 p.m. Mountain
331 Time.

Respectfully submitted:



Lucinda McRoberts, General Counsel & VP Business Affairs



Jim Sheehan, Board Chair

USA Swimming Board of Directors Minutes Attachments

May 12, 2018 / Denver Gateway Marriott

| | |
|---------------|---|
| Attachment 1 | Page 1 – Agenda |
| Attachment 2 | Page 2 – Vice Chair of Program Operations Report |
| Attachment 3 | Page 2 – DRAFT February 3, 2018 BOD Meeting Minutes |
| Attachment 4 | Page 2 – DRAFT April 7, 2018 BOD Special Meeting Minutes |
| Attachment 5 | Page 2 – Vice Chair Fiscal Oversight Report |
| Attachment 6 | Page 2 – USA Swimming Finance Monitoring Report |
| Attachment 7 | Page 2 – USA Swimming Financial Report |
| Attachment 8 | Page 2 – USA Swimming Audit Report |
| Attachment 9 | Page 3 – USA Swimming Investment Review |
| Attachment 10 | Page 3 – USA Swimming Investment Policy Statement |
| Attachment 11 | Page 3 – USA Swimming Foundation Financial Report |
| Attachment 12 | Page 3 – USA Swimming Foundation Audit Report |
| Attachment 13 | Page 3 – Annual Monitoring on Policy 3.2 – External Relations |
| Attachment 14 | Page 3 – Annual Monitoring on Policy 3.8 – Emergency Management Succession |
| Attachment 15 | Page 4 – Proposed Board Policy Manual Update |
| Attachment 16 | Page 5 – CEO Monitoring Schedule - CLEAN |
| Attachment 17 | Page 5 – CEO Monitoring Schedule - REDLINE |
| Attachment 18 | Page 5 – FINA and UANA Nominations |
| Attachment 19 | Page 6 – IRC Report to the Board |
| Attachment 20 | Page 6 – Minor Transgender Athlete Task Force Report |
| Attachment 21 | Page 6 – Changes to the Required LSC Bylaws |
| Attachment 22 | Page 6 - LSC Bylaws Template |
| Attachment 23 | Page 7 - Athlete Transfer Policy Change |
| Attachment 24 | Page 7 - Flex Membership Transfer Policy |
| Attachment 25 | Page 7 - Waiver of Second Membership Fee Policy |
| Attachment 26 | Page 7 - Program & Events Committee description |
| Attachment 27 | Page 8 - CEO Report to the Board |
| Attachment 28 | Foundation Event Calendar |
| Attachment 29 | Board Chair’s Report |
| Attachment 30 | Administrative Vice Chair Report |
| Attachment 31 | Eastern Zone Report |
| Attachment 32 | FINA Bureau Report |
| Attachment 33 | USOC & NGBC Reports |
| Attachment 34 | YMCA Report |
| Attachment 35 | U.S. Masters Swimming Report |

