

USA Swimming Board of Directors Meeting Minutes

September 23, 2022 / Colorado Springs, CO

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the September 23, 2022 Board of Directors meeting to
3 order at 9:13 a.m. Mountain Time with the following members in attendance:

4 5 **PRESENT**

6 Maya Andrews, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish, Bruce Gemmell,
7 Jennifer Gibson (virtual), Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein (virtual),
8 Katie Meili, Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob Vincent.

9 10 **GUESTS**

11 Bill Charney, Sam Barany, Tim Bauer, Jamie Bloom, David Shackley, Caitlin Leverenz Smith,
12 Pam Lowenthal, Ryan Gibbons.

13 14 **STAFF**

15 Paula D'Amico, Shana Ferguson, Jake Grosser, Abigail Howard, Lucinda McRoberts, Lindsay
16 Mintenko, Patrick Murphy, MJ Truex, Eric Skufca, Joel Shinofield, Kirsten Victor, Elizabeth
17 Hahn, Rebecca Chafin, Tina Dessart, Thomas Vanatta, Trish Hughes, Devonie Pitre.

18 19 **BOARD CHAIR'S WELCOME**

20 Mr. Brearton spoke enthusiastically about the Board's ability to have healthy debates while
21 maintaining the common goal of improving the sport of swimming.

22 23 **RULES OF ENGAGEMENT**

24 Mr. Brearton provided a reminder on communication protocol and being prepared for
25 Board meetings. Mr. Brearton also asked the Board to engage in a robust debate but leave
26 the meeting with "one voice."

27 28 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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 Board Member, Bruce Gemmell, disclosed that his daughter, Erin Gemmell, was named to
37 the USA Swimming National Team in September 2022, based on instruction from USA
38 Swimming's Ethics Committee.

39

40 **SAFE SPORT MOMENT**

41 Abby Howard, Senior Director, Legal & Membership Affairs, reported that 64% of USA
42 Swimming member clubs are engaged in the Safe Sport Recognition Program (SSRP). Mrs.
43 Howard remarked that while approvals for SSRP are paused until January 2023, clubs can
44 and are still working towards completing their certifications.

45

46 Mrs. Howard conveyed that the U.S. Center for SafeSport Event Audit of USA Swimming was
47 successfully completed at the 2022 Phillips 66 National Championships this past July,
48 noting that all qualifying measures were deemed "fully implemented."

49

50 Elizabeth Hahn, Program Director, Safe Sport, remarked on a new partnership with Real
51 Response which is a web-based and text message application that USA Swimming members
52 can use to anonymously report misconduct via their cell phones, noting that anonymous
53 reporting is not new, and the complaint intake process will remain the same.

54

55 Ms. Hahn announced two new Safe Sport staff members, Cha'Vera Jackson and Michael
56 Mares, who will serve as the primary contacts for responding to reports made to USA
57 Swimming, in addition to supporting Safe Sport education and training.

58

59 Joel Shinofield, Managing Director, Sport Development, announced the departure of Mrs.
60 Howard for a new opportunity and wished her well in her next position.

61

62 **MINUTES**

63 **MOTION:** *To approve the April 22, 2022 Board of Directors meeting minutes (Attachment 2).*
64 *Seconded. APPROVED.*

65

66 **MOTION:** *To approve the July 18, 2022 Board of Directors meeting minutes (Attachment 3).*
67 *Seconded. APPROVED.*

68

69 **BOARD PROCESS**

70 **OPERATING POLICY MANUAL**

71 **CREDENTIALING POLICY**

72 Michelle Steinfeld, Secretary & General Counsel, presented the existing USA Swimming
73 Credentialing Policy. Ms. Steinfeld explained asked the Board to approve adding the
74 Credentialing Policy to the Operating Policy Manual as it affects National level meets.
75 Further, per the USA Swimming Rules & Regulations, Ms. Steinfeld noted that Program &
76 Events Coordinator, Kathleen Scandary, had already agreed to add the Credentialing Policy
77 to the Operating Policy Manual.

78 **MOTION:** *To approve USA Swimming's Credentialing Policy to include in the Operating*
79 *Policy Manual (Attachment 4). Seconded. APPROVED.*

80

81 **BOARD DISCUSSION: INDIVIDUAL DUES**

82 Tim Hinchey, President & CEO, asked the Board to consider pausing any further individual
83 premium dues increases for the 2025 – 2028 Quad, so that clubs can focus on growing their
84 membership.

85

86 Mr. Shinofield provided the history of increases for individual dues through the years and
87 noted that the Board can pivot to strategically focus on initiatives to help clubs with
88 growth.

89

90 **ATHLETES' ADVISORY COUNCIL (AAC)**

91 Caitlin Leverenz Smith, Chair of the Athletes' Advisory Council (AAC), explained the
92 composition of the AAC and the AAC's accomplishments, including assisting the
93 organization with compliance with the Ted Stevens Olympic & Amateur Sports Act and the
94 United States Olympic and Paralympic Committee Bylaws, through encouraging athlete
95 involvement in USA Swimming Committees. Mrs. Smith noted that nearly 100 elected
96 athletes registered for the 2022 annual meeting of the House of Delegates. Mrs. Smith
97 additionally remarked on the areas in which the AAC has been a strong voice, including
98 Direct Athlete Support, Athlete Partnership Agreements, international competitions,
99 vaccine mandates, and the Athlete Inclusion, Competitive Equity, and Eligibility Policy.

100

101 Mrs. Smith provided a roadmap for the AAC's priorities moving forward, highlighting being
102 more proactive and strategic, specifically in connection with the AAC's relationship with
103 the Board of Directors and staff.

104

105 Mr. Hinchey encouraged the AAC to additionally engage the Foundation Board of Directors
106 and USA Swimming alumni.

107

108 The Board discussed how the AAC can impact decisions regarding athletes and have a
109 larger voice in the sport.

110

111 **AAC MANUAL UPDATE**

112 Ms. Steinfeld presented the AAC's Manual to be added to the USA Swimming Operating
113 Policy Manual, noting that the AAC had already approved the manual, pursuant to USA
114 Swimming's Rules & Regulations.

115

116 **MOTION:** *To include USA Swimming's Athletes' Advisory Council's Manual in the Operating*
117 *Policy Manual (Attachment 5). Seconded. APPROVED.*

118

119 **COACH ADVISORY COUNCIL**

120 Mr. Shinofield introduced Tim Bauer, Chair of the Coach Advisory Council (CAC) and Jamie
121 Bloom, Vice Chair of the CAC.

122

123 Mr. Bauer reported on the CAC's progress, including the creation of sub-committees within
124 the CAC to focus on specific matters for coach members.

125

126 Mr. Bauer and Ms. Bloom presented the sub-committee's struggles and recommendations
127 regarding a variety of coach-related matters, including coaching requirements, effective
128 communication with coaches, competitions, streamlining sanctioning, USA Swimming's
129 responsibilities versus the National Collegiate Athletic Association, travel assistance for
130 coaches, and the creation of new clubs.

131

132 **ZONE DIRECTORS' COUNCIL**

133 Pam Lowenthal, Co-Chair of the Zone Directors' Council (ZDC), described how the ZDC is
134 focusing on governance and increased communication amongst the four Zones. Mrs.
135 Lowenthal discussed the ZDC's goal of finalizing a sectional manual and facilitating bilateral
136 communication with each Zone's Local Swimming Committees (LSCs). Ms. Lowenthal
137 additionally remarked on the ZDC's reliance on USA Swimming's Team Services Division
138 and emphasized the need to collaborate with other committees to develop and advance
139 initiatives for the sport.

140

141 Ryan Gibbons, Co-Chair of the ZDC, remarked on the ZDC's goal of providing value to the
142 organization through proactive responses to issues that arise within organization,
143 membership, and the sport. Mr. Gibbons suggested increased communication channels
144 between various entities within the organization, specifically for the ZDC to advocate for
145 any policies or initiatives that can improve the sport.

146

147 **LONG-TERM STRATEGIC PLANNING**

148 Kathy Fish, Board Vice-Chair, briefly described the Board's long-term strategic planning
149 process to date and emphasized the importance of being proactive to mitigate risks to the
150 sport and the Board and staff being on the same page.

151

152 Lucinda McRoberts, Chief Administrative Officer noted that, in the future, other initiatives
153 will be integrated into the long-term strategic planning and the composition of the working
154 groups will change as the Board composition changes. Ms. McRoberts additionally provided

155 an overview of each working group’s focus and how each group will proceed with fulfilling
156 their initiatives.

157

158 Ms. McRoberts asked meeting attendees to provide their feedback on any of the long-term
159 strategic planning initiatives. The Board then discussed the nuances of the initiatives, to
160 ensure each Board member has the same understanding and knowledge of the initiatives.

161

162 Ms. McRoberts asked meeting attendees to provide their feedback on any of the long-term
163 strategic planning initiatives.

164

165 **FOUNDATION UPDATE**

166 Ms. McRoberts, USA Swimming Foundation Executive Director, introduced Elaine Calip,
167 Senior Director, Development. Ms. McRoberts additionally remarked on the Foundation’s
168 comprehensive evaluation of its programs, with the goal of coming to resolutions regarding
169 their processes and operations by the end of 2022 and moving towards execution
170 beginning in 2023. Ms. McRoberts reported on the Foundation’s accomplishments in 2022,
171 including awarding \$932,000 in Learn-to Swim Grants, achieving \$278,000 in Donor
172 Athlete Partnership support, and distributing \$160,000 in Community Impact Grants, as
173 well as returning to an in-person Make a Splash Tour presented by Phillips 66.

174

175 Ms. McRoberts informed the Board that at its next meeting in November they will be asked
176 to approve Foundation Board of Director Officers, as well as approve Foundation Bylaws in
177 2023.

178

179 David Shackley, Chair of the Foundation Board of Directors, encouraged the Board to make
180 a financial commitment to the Foundation.

181

182 Eric Skufca, Chief Financial Officer, reiterated that the Foundation is having a strong fiscal
183 year and reported on the organization’s collaborative efforts on strategically and
184 proactively analyzing projections and preparing future budgets (Attachments 6 – 7).

185

186 Mr. Skufca remarked on the organization’s investment strategy with the guidance of the
187 Investment Committee during these times of volatile equity and fixed income markets.

188

189 **MANAGEMENT PARAMETERS MONITORING (4.4)**

190 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

191 Mr. Skufca provided a financial overview, noting that both USA Swimming and USA
192 Swimming Foundation tax returns are ready to be filed prior to the November deadline. Mr.
193 Skufca described the organization’s budgeting process of ensuring all financial items are

194 being accounted for, to prepare for the year-end projection and subsequent year budget
195 presentation (Attachments 8 – 10).

196

197 Mr. Skufca presented the most recent 2022 budget to latest projection, remarking that
198 2022 is projected to end in an operating deficit as budgeted. Mr. Skufca explained the
199 material budget to current projection variances noting that the continuation of the global
200 pandemic still financially affects many revenue and expense lines for the organization.
201 Additionally, Mr. Skufca noted the largest variances came from new domestic and
202 international events that were added to the 2022 events calendar and merchant credit card
203 fees associated with the new Online Member Registration (OMR) (both announced and
204 determined after the 2022 budget presentation and approval in December 2021).

205

206 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.4*
207 *“Financial Conditions and Activities” conveys (a) interpretations of the policy that are*
208 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*
209 *requirements, consistent with the CEO’s interpretations. Seconded. APPROVED.*

210

211 **POLICY 3.6 FINANCIAL PLANNING & BUDGETING**

212 Kenneth Chung, Vice-Chair Fiscal Oversight, presented Policy 3.6 Financial Planning and
213 Budgeting (Attachments 11 – 14).

214

215 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.6*
216 *“Financial Planning and Budgeting” conveys (a) interpretations of the policy that are*
217 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*
218 *requirements, consistent with the CEO’s interpretations. Seconded. APPROVED.*

219 Mr. Skufca presented the Board-related expenses to be included in the 2023 budget.

220

221 **MOTION:** *That the Board approve applicable Board related 2023 budget items as presented*
222 *to be included in the 2023 budget presented in November 2022. Seconded. APPROVED.*

223

224 Mr. Skufca reported on the year-to-year forecast for the organization over the course of a
225 quad, noting that it is historically normal for the organization to have years with operating
226 deficits paired with years of operating surpluses to ultimately have a multi-year breakeven
227 result over a determined timeframe. Additionally, Mr. Skufca explained how the
228 organization’s revenues contributes to its investments, or program execution.

229

230 Mr. Hinchey recommended that the Board invest the \$1.8 million quad operating surplus
231 from the 2021 quad (2017-2021) in Keeping Athletes First (KAF) 2.0, as opposed to using
232 Board reserved funds to continue the KAF initiatives.

233 **POLICY 3.10 LSC REPORTING REQUIREMENTS**

234 Mrs. Howard presented Policy 3.10 LSC Reporting Requirements (Attachment 15).

235

236 ***MOTION:** To approve that the performance monitoring report on Policy 3.10 "LSC Reporting*
237 *Requirements" (a) conveys interpretations of the policy that are reasonable, and (b)*
238 *reasonably substantiates compliance with the policy requirements, consistent with the CEO's*
239 *interpretations. Seconded. APPROVED.*

240

241 **POLICY 3.11 USA SWIMMING FOUNDATION MANAGEMENT**

242 Ms. McRoberts presented Policy 3.11 USA Swimming Foundation Management (Attachment
243 16).

244

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

249

250 **ENDS**

251 **POLICY 1.1 COMPETITIVE SUCCESS**

252 Lindsay Mintenko, Managing Director, National Team, presented Policy 1.1 Competitive
253 Success (Attachment 17).

254

255 ***MOTION:** That the Board approve the performance monitoring report on Policy 1.1*
256 *"Competitive Success" conveys (a) interpretations of the policy that are reasonable, and (b)*
257 *that the report reasonably substantiates compliance with the policy requirements, consistent*
258 *with the CEO's interpretations. Seconded. APPROVED.*

259

260 **POLICY 1.4 RECOGNITION OF USA SWIMMING**

261 Mr. Brearton presented Policy 1.4 Recognition of USA Swimming (Attachment 18).

262

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

267

268 **DIGITAL TRANSFORMATION**

269 Jake Grosser, Director, Business Intelligence, remarked that while OMR and the SWIMS
270 database are the focus of the organization's digital transformation, there are many
271 applications that encompass the transformation, all of which are interconnected.

272 Patrick Murphy, Director, Data Analytics, reported that to date over 98,000 members have
273 registered within the new system and over \$25,000 has been donated to the Foundation
274 through the new registration process. Mr. Murphy provided a timeline of the SWIMS 3.0
275 launch, and its subsequent fixes, adjustments, and additional features. Mr. Murphy also
276 reported that the support ticket system is going to be updated to be more efficient in
277 supporting members who are having issues with SWIMS 3.0.

278

279 Mr. Murphy presented the upcoming timeline for future projects with the goal of having the
280 entirety of the digital transformation completed by September 2023.

281

282 The Board and staff discussed ways in which the Board can help staff with support of
283 SWIMS 3.0, including encouraging members to utilize the resources available on the USA
284 Swimming website.

285

286 **OFFICIALS PROCESS UPDATE**

287 Mrs. Howard introduced Kathleen Scandary, Program & Events Coordinator and Matt
288 Wilson, Chair of the Officials Committee.

289

290 Ms. Scandary described challenges for standardizing officials' certification and education,
291 including inconsistencies and lack of transparency between LSCs.

292

293 Mr. Wilson remarked on the overall goals of meeting the needs for the different LSCs,
294 through promoting transparency, officials' development, and consistency.

295

296 Mr. Chung described what the future state of officiating could look like through
297 standardization at all levels of officials' certification and education.

298

299 Clark Hammond, Board of Directors Member, described the benefits of standardizing
300 officials' certification and education, including confidence in the process, reliability in the
301 quality of officiating, larger pool of officials, lower barriers to entry and advancement,
302 accessible information, and officials' succession planning.

303

304 **COMMERCIAL UPDATE**

305 Shana Ferguson, Chief Commercial Officer, remarked on the tailwinds from the past year
306 regarding partnership marketing and expressed excitement about upcoming partnerships,
307 including one with USA Track & Field.

308

309 Mrs. Ferguson reported that USA Swimming is working with the Connected TV Group to
310 build a channel dedicated to USA Swimming that will provide access to race archives and

311 instructional videos, showcase influencers, and allow for greater monetization of sponsor
312 assets.

313 **GOLDEN GOGGLE AWARDS**

314 Mrs. Ferguson provided a preview of the 2022 Golden Goggle Awards, to be held November
315 21st in New York City, emphasizing the importance of Alumni engagement.

316

317 **2023 EVENTS CALENDAR**

318 Mrs. Ferguson presented the 2023 events calendar, highlighting the Board of Directors
319 meetings.

320

321 **CYBERSECURITY UPDATE**

322 Mr. Skufca introduced Chris Detert, Director, Information Technology.

323

324 Mr. Detert reported on USA Swimming's cybersecurity, including why the organization
325 invests in cybersecurity, the process of hiring a third-party organization to assess the
326 organization's current program, detailing a road map for improving cybersecurity, and the
327 various organizations that contribute to USA Swimming's cybersecurity program. Mr.
328 Detert additionally remarked on the organization's cybersecurity focus areas, such as data
329 privacy, data protection, and security operations.

330

331 **CLOSED SESSION (2.3.6)**

332 **LITIGATION UPDATE**

333 The Board went into closed session so Ms. Steinfeld could provide a legal update.

334

335 **INSURANCE/RISK MANAGEMENT**

336 The Board remained in closed session so Mr. Skufca could provide an update on insurance
337 and risk management.

338

339 **AUDITOR SECTION**

340 The Board remained in closed session so Mr. Skufca could provide an external auditor
341 update.

342

343 **OPEN SESSION**

344 The Board came out of closed session.

345

346 Mr. Chung presented a motion for the Board to approve an external auditor as
347 recommended by the Audit Committee.

348

349 **MOTION:** *That the Board approve Stockman Kast Ryan & Co, LLP as the external auditor for*
350 *USA Swimming for the year ending December 31, 2022, as recommended by the Audit*
351 *Committee. Seconded. APPROVED.*

352
353 Mr. Brearton presented a motion for Board approval regarding the organization's ability to
354 resolve uninsured claims from certain Board designated funds and/or a USA Swimming
355 existing line of credit.

356
357 **MOTION:** *To allow the President & CEO and the Secretary & General Counsel to resolve any*
358 *uninsured claims, with amounts consistent with the valuation of outside counsel and the*
359 *organization's precedential settlement values, from certain Board designated funds and/or a*
360 *USA Swimming, Inc. existing line of credit. Seconded. APPROVED.*

361
362 **BOARD CALENDAR**

363 Ms. Ferguson presented the 2023 Board calendar.

- 364 • Saturday, February 4: Virtual Board Meeting
- 365 • Saturday, April 22: In-person Board Meeting at the USA Swimming Workshop,
366 Denver, CO
- 367 • Monday, July 17: Virtual Board Meeting – Legislative Discussion
- 368 • Friday, September 22: In-person Board Meeting at the Annual Business Meeting,
369 Colorado Springs, CO
- 370 • Saturday, November 18: In-person Board Meeting at the Golden Goggle Awards, Los
371 Angeles, CA

372
373 Mr. Brearton thanked out-going Board member Jennifer Gibson for her service.

374
375 **ADJOURN**

376 Mr. Brearton adjourned this meeting at 4:19 p.m. Mountain Time.

377
378
379 Respectfully submitted:

380


Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

USA Swimming Board of Directors Minutes Attachments

September 23, 2022 / Colorado Springs, CO

Attachment 1	Agenda: September 23, 2022
Attachment 2	Page 2 – DRAFT BOD Minutes April 22, 2022
Attachment 3	Page 2 – DRAFT BOD Minutes July 18, 2022
Attachment 4	Page 3 – Credentialing Policy
Attachment 5	Page 4 – AAC Manual
Attachment 6	Page 5 – Foundation 2022 Budget to Projection
Attachment 7	Page 5 – Foundation Financial Statement Report Q2
Attachment 8	Page 6 – Policy 3.4: Financial Condition & Activities
Attachment 9	Page 6 – USA-S Q2 2022 Financial Statement Report
Attachment 10	Page 6 – USA-S & Foundation Investment Portfolio
Attachment 11	Page 6 – Policy 3.6: Financial Budgeting
Attachment 12	Page 6 – USA-S 2022 Budget vs. 2022 Projection
Attachment 13	Page 6 – USA-S 2023 Quad Business Plan Summary
Attachment 14	Page 6 – BOD Related 2023 Budget Items
Attachment 15	Page 7 – Policy 3.10: LSC Reporting Requirements
Attachment 16	Page 7 – Policy 3.11: USA Swimming Foundation Mgmt.
Attachment 17	Page 7 – Policy 1.1: Competitive Success
Attachment 18	Page 7 – Policy 1.4: Recognition of USA Swimming
Attachment 19	Staff Update to the Board