USA Swimming Board of Directors Meeting Minutes  
January 28, 2023 / Virtual

PRESENT
Maya Andrews, Katy Arris-Wilson, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish, Bruce Gemmell, Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein, Katie Meili, Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob Vincent.

GUESTS
Bill Charney, Ellen Colket, Angela Monty, Rich Young.

STAFF
Matt Barbini, Paula D’Amico, Mitch Gold, Jake Grosser, Shana Ferguson, Elizabeth Hahn, Brendan Hansen, Courtney Intara, Terry Jones, Corey Manley, Lucinda McRoberts, Lindsay Mintenko, Patrick Murphy, Molly O’Mara Fillmore, Ellery Parish, Eric Skufca, Joel Shinofield, Eric Stimson.

CALL TO ORDER
Chris Brearton, Board Chair, called the January 28, 2023 Board of Directors meeting to order at 9:04 a.m. Mountain Time.

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.

Per direction from the USA Swimming Ethics Committee, Clark Hammond disclosed that he is assisting a member coach in a dispute with their club, which is a USA Swimming member club.

BOARD CHAIR’S WELCOME
Mr. Brearton remarked on a conversation with Casey Wasserman, Chairman of LA28, and Gene Sykes, Chair of the United States Olympic and Paralympic Committee (USOPC) Board of Directors, highlighting Mr. Wasserman’s mention of USA Swimming’s anticipated presence at the 2028 Olympic Games and Mr. Sykes’ observation that USA Swimming is a pillar of excellence against which all other National Governing Body’s (NGB) should be measured. Mr. Brearton stated that the organization should continue to be elite through strategic thinking and focus on long-term goals and objects while not being complacent.
RULES OF ENGAGEMENT/PROTOCOL
Mr. Brearton commented on the need for the Board to be prepared at meetings and emphasized the importance of confidentiality during closed sessions. Mr. Brearton also reported that moving forward, there will be more reliance on pre-reading materials to utilize a consent agenda for future Board meetings, allowing for more strategic discussions.

SAFE SPORT MOMENT
Elizabeth Hahn, Program Director, Safe Sport, reported that in conjunction with USA Swimming membership and the U.S. Center for SafeSport (USCSS), a solution is being reached for the organization to fulfill the Center’s requirements for a quality control system through the organization’s current framework. Additionally, Ms. Hahn noted that USCSS asked for permission to use USA Swimming’s information on the Safe Sport Recognition Program (SSRP) as part of best practices for other NGBs.

MINUTES
MOTION: To approve the November 20, 2022 Board of Directors meeting minutes (Attachment 2). Seconded. Motion passed unanimously.

BOARD PROCESS
Michelle Steinfeld, Secretary & General Counsel, explained the use of a consent agenda for future Board Meetings.

BYLAW CHANGES
BYLAW 2.9 AMENDMENT
Ms. Steinfeld presented a proposed amendment Bylaw 2.9, which reflects a change passed at the 2022 annual meeting of the House of Delegates (HOD) to move the National Board of Review policies to the USA Swimming Operating Policy Manual (Attachment 3).

MOTION: To amend Bylaw 2.9, as follows, effective immediately:

2.9 TERMINATION OF MEMBERSHIP — Membership in USA Swimming may be terminated according to the process set forth in Part Four of the USA Swimming Rules and Regulations Policy 26 of the USA Swimming Operating Policy Manual.

Seconded. Motion passed unanimously.

BYLAW AMENDMENT RE FINA NAME CHANGE
Ms. Steinfeld remarked on changes needed to the Bylaws to reflect Federation Internationale de Natation’s (FINA) name change to “World Aquatics.”

MOTION: To amend USA Swimming’s Corporate Bylaws to replace all references to “Federation Internationale de Natation” and “FINA” to “World Aquatics,” due to that entity’s name change. Seconded. Motion passed unanimously.
Ms. Steinfeld presented the proposed Board Charge based on the Board Gap Analysis to be provided to the Nominating Committee for guidance during the 2023 Board election cycle (Attachment 4). Ms. Steinfeld explained that if passed, she would later send via email more proposed detail on the Board Charge, for the Board to approve via Action Without a Meeting.

**MOTION:** To approve the Board Charge to the Nominating Committee for the 2023 election cycle, to include the Nominating Criteria in Board Governing Policy 2.9.2, as well as the following criteria:

- Diversity;
- Technology; and
- Coach with full program development experience.

Seconded. Motion passed unanimously.

**POLICY 2.3: BOARD WORK PLAN**

Ms. Steinfeld presented the Board Work Plan that was compiled by Board Chair, Chris Brearton, Board Vice-Chair Fiscal Oversight, Kenneth Chung, and Board Vice-Chair, Kathy Fish.

Mr. Brearton asked Mr. Hammond to coordinate an initiative to identify key stakeholders within membership and assign Board members to routinely connect with each group.

Mr. Brearton also noted that the Board Work Plan reflects how the Board currently conducts itself with few changes made.

**MOTION:** To amend Policy 2.3 of the Board Governing Policies manual to reflect changes to the Board Work Plan as reflected in Attachment 5, effective immediately. Seconded. Motion passed unanimously.

**BOARD GOVERNING POLICIES MANUAL: AMENDMENT TO POLICY 2.6 RE ANTI-DISCRIMINATION TRAINING**

Ms. Steinfeld reported that the Board (along with USA Swimming staff) will be required to complete the USOPC’s anti-discrimination training annually (Attachment 6).

**MOTION:** To amend Board Governing Policy 2.6, to include the following language, as required by the USOPC:

11. Anti-Discrimination Training: Board members must participate in annual anti-discrimination training, provided by the USOPC.

Seconded. Motion passed unanimously.
WHISTLEBLOWER & ANTI-RETALIATION POLICY AMENDMENTS
Ms. Steinfeld presented proposed updates to USA Swimming’s Whistleblower & Anti-
Retaliation Policy as part of the USOPC’s annual audit guide update.

**MOTION:** To approve amendments to USA Swimming’s Whistleblower & Anti-Retaliation Policy, as outlined in Attachment 7, effective immediately. Seconded. Motion passed unanimously.

STATEMENT OF ETHICS & CONFLICT OF INTEREST POLICY AMENDMENTS
Ms. Steinfeld presented proposed edits to USA Swimming’s Statement of Ethics & Conflict of Interest Policy to reflect USOPC audit guide changes.

**MOTION:** To approve edits to USA Swimming’s Statement of Ethics & Conflict of Interest Policy, as outlined in Attachment 8, effective immediately. Seconded. Motion passed unanimously.

BGPM AMENDMENT RE FINA NAME CHANGE
Ms. Steinfeld presented proposed amendments to USA Swimming’s Board Governing Policies Manual to reflect FINA’s name change to “World Aquatics.”

**MOTION:** To amend USA Swimming’s Board Governing Policies Manual to replace all references to “Federation Internationale de Natation” and "FINA" to "World Aquatics,” due to that entity’s name change. Seconded. Motion passed unanimously.

OPERATING POLICY MANUAL UPDATE
PRIVACY POLICY & ZONE SANCTION APPEAL PROCESS
Ms. Steinfeld updated the Board on changes to USA Swimming’s Operating Policy Manual, specifically within the Privacy Policy and Zone Sanction Appeal Process (Attachment 9).

BOARD EVENT APPROVAL
Shana Ferguson, Chief Commercial Officer, presented upcoming event locations for Board approval.

**MOTION:** Pursuant to USA Swimming Rule 206.3.1, the Board approves the awards of the following events:

- 2023 Open Water Championships (Sarasota, FL, Sarasota Sharks),
- 2023 Phillips 66 National Championships (Indianapolis, IN, Indiana University Natatorium),
- 2023 Toyota U.S. Open (Greensboro, NC, Greensboro Aquatic Center), and

Seconded. Motion passed unanimously.
ENDS MONITORING

POLICY 1.0 BROADEST: GROWTH/SUCCESS OF SWIMMING
Ms. Steinfeld presented Policy 1.0, Broadest: Growth and Success of Swimming (Attachment 10).

MOTION: That the Board approve that the performance monitoring report on Policy 1.0 “Broadest: Growth/Success of 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. Motion passed unanimously.

POLICY 1.3 PUBLIC ENGAGEMENT WITH SWIMMING
Ms. Steinfeld presented Policy 1.3, Public Engagement with Swimming (Attachment 11).

MOTION: That the Board approve that the performance monitoring report on Policy 1.3 “Public Engagement with 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. Motion passed unanimously.

MANAGEMENT PARAMETERS MONITORING

POLICY 3.3 TREATMENT OF STAFF
Ms. Steinfeld presented Policy 3.3, Treatment of Staff (Attachment 12).

MOTION: That the Board approve that the performance monitoring report on Policy 3.3 “Treatment of Staff” 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. Motion passed unanimously.

POLICY 3.9 BOARD AWARENESS AND SUPPORT
Ms. Steinfeld presented Policy 3.9, Board Awareness and Support (Attachment 13).

MOTION: That the Board approve that the performance monitoring report on Policy 3.9 “Board Awareness & Support” 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. Motion passed unanimously.

INVESTMENT UPDATE
Eric Skufca, Chief Financial Officer, explained the role and objectives of the organization’s Investment Committee noting its valuable work in 2022 during a year with increased market volatility. Mr. Skufca presented the comparative balance sheet between 2021 and 2022, highlighting the fluctuation in long-term investments year-over-year. Mr. Skufca noted the decrease was primarily due to portfolio market losses and net portfolio distributions.

Mr. Skufca remarked on the Committee’s role in managing the organization’s Investment Policy Statement (IPS) which serves as the guiderails for how the organization would like its third-party investment advisors to manage the organization’s assets. (Attachments 14 – 15).
Mr. Skufca introduced the Chair of the Investment Committee, Ellen Colket.

Mrs. Colket provided an overview of the Investment Committee, including its composition and annual commitments of quarterly reviews, reviews of the portfolios and their performance, and reporting updates to the Boards of both USA Swimming and the USA Swimming Foundation. Mrs. Colket noted that in addition to annually reviewing the IPS, the Committee also reviews the organization's investment advisors to provide the Board with a recommendation to retain or change advisors.

Mrs. Colket described the Committee's partnership with the organization's investment advisors, noting discussions with the advisors on how they manage other 501(c)(3) organizations, compared to USA Swimming, which they consider to be the “gold standard,” how their management fees compare between USA Swimming and their other clients, noting the organization is average or below average (less fees than average) in fee structures, and lastly, how the organization can manage the market volatility of 2022 in maintaining its long term portfolio goals.

**MOTION:** That the Board approve updates to the USA Swimming Investment Policy Statement as reviewed and recommended by the Investment Committee. Seconded. Motion passed unanimously.

**STRATEGIC CONVERSATIONS**

**SWIMS UPDATE/QUESTIONS**

Mrs. Ferguson presented an update on Swims 3.0 (Attachment 16).

Joel Shinofield, Managing Director, Sport Development, described Sport Development’s outreach campaign to member clubs with a negative registration variance, while also providing data on the outcome of those communications, including what was reported by clubs on why registration numbers are lower at this time than prior years.

Mrs. Ferguson noted outreach has been focused on athlete membership, as non-athlete membership is trending high.

Patrick Murphy, Senior Director, Member Data and Product, stated that the registration concerns are mostly “first time” issues and reported on what the team has learned to better assist membership moving forward to mitigate registration difficulties.

The Board discussed the nuances of the top reasons for diminished registration numbers, including what the organization can and cannot track when clubs fold and consolidate, facilities change, and clubs utilize other insurance opportunities.

Mr. Shinofield explained the history of membership requirements and regulations and where the organization is now, including increased regulations for membership from the government, the USOPC, and the USCSS. Additionally, Mr. Shinofield provided next steps on addressing SWIMS 3.0 issues, including a working group of clubs to improve the process in 2023, directly addressing technology issues with clubs and coaches, and improving the SWIMS 3.0 overall user experience.
Lastly, Mr. Murphy reported that Online Meet Entry launched January 3, 2023 and is live, with current testing and integration with the NCAA Selection Tool.

MEMBERSHIP

Mrs. Ferguson presented membership data, including general membership trends over a quad, as well as current membership projections and year-over-year membership variances.

Tim Hinchey, Chief Executive Officer, noted the objective for membership registration is to think ahead to the next quad, with the goal of setting a new standard from 2024 – 2028.

The Board discussed registration data, focusing on clubs to grow membership, setting a new standard during the next quad, membership retention and tracking, and membership marketing initiatives.

Mrs. Ferguson presented proposed membership retention and growth goals for the 2023 year and 2024 quad as a whole.

The Board discussed strategies and opportunities to reach membership goals, including providing additional tools and resources for coaches to engage them in the growth and retention of athlete members.

Mrs. Ferguson remarked on the risks to membership numbers, including technology issues, lack of communication, barriers from regulations, COVID-19 after-effects, and the natural ebb and flow of membership numbers which, fortunately, can now be gathered and used to create best practices for coaches and clubs.

Mr. Brearton asked for the 1.2 Working Group to work in collaboration with outside stakeholders to take a deeper look into membership numbers to identify barriers and develop a plan for moving forward.

Mr. Skufca reported on membership registration year to date pacing this year compared to last year noting athlete membership registration is down by -4.86% while non-athlete membership registration is ahead by +8.24%, netting a negative -3.4% in registration overall. From a cashflow perspective given the current membership pacing and rates for 2023 vs. 2022, there’s a positive year over year revenue variance of +0.06%.

FINANCE

Mr. Skufca reported that the current 2022 financial projection is more favorable than both the original budget and the financial projection from the November 2022 Board meeting due in part from both more revenues and less expenditures which were outlined.

Mr. Skufca spoke to the organization’s financial planning procedures to account for situations such as the current membership trend, through an on-going, proactive budgeting process the staff does every year. The annual process includes an analysis of both projecting revenue sources and strategically outlining program investments (expenditures), specifically those that are tied to the organization’s Ends and the period’s key initiatives.
Mr. Skufca provided a timeline to close out the 2022 financial year to be completed in March 2023 ahead of the annual external financial audit.

**POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

Mr. Skufca presented Policy 3.4, Financial Condition & Activities (Attachments 17 - 20).

**MOTION:** That the Board approve that the performance monitoring report on Policy 3.4 “Financial Conditions and Activities” 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. Motion passed unanimously.

**ANNUAL PLAN**

Kathy Fish, Board Vice-Chair, reported that the Board working groups are focusing on measuring results and impact within the Annual Board Plan versus processes and tools, which the staff will assess (Attachments 21 - 22).

Natalie Hall presented the Key Performance Indicators (KPIs) within Policy 1.1, highlighting changes relating to relays, Open Water World Championships, the launch of an Athlete Transition Program, and establishing baselines for usage of mental and physical health resources by the National and National Junior Teams.

Kathleen Prindle provided an overview of the KPIs within Policy 1.2 and noted changes, including simplifying Policy 1.2 down to five KPIs from eight, with the ability to have more of a focus on membership growth.

Mrs. Fish added that additional changes will include updating membership growth goals per earlier discussions.

Katie Meili presented the updated Policy 1.3 KPIs, remarking on Policy 1.3’s focus on engaging the community with the sport of swimming.

Mrs. Ferguson commented on the organization’s continued efforts to track event attendance, along with members and public engagement with USA Swimming content and digital media.

Bob Vincent explained changes to Policy 1.4 KPIs that focused on technology, Officials Certification, and strategic financial tools and resources.

**MOTION:** To approve Priority Results 1.1-1.4 and associated KPIs as the organization’s 2023 Strategic Plan. Seconded. Motion passed unanimously.

**PRESENTATIONS**

**USA SWIMMING FOUNDATION UPDATE**

Lucinda McRoberts, Chief Administrative Officer and Executive Director of the USA Swimming Foundation, commented on the successes of the Foundation in 2022 and noted the continued momentum with a presence at the Knoxville TYR Pro Swim Series.
Mr. Skufca reinstated the timeline for closing out 2022 financials and provided the Foundation’s 2022 Projected Support (Attachments 23 – 24).

COVID VACCINE POLICY
Ms. Steinfeld reported that the current COVID vaccine requirement for USA Swimming events and international team travel will be eliminated on February 1, 2023.

HOUSE OF DELEGATES WORKING GROUP UPDATE
Katie Meili reported that the HOD Working Group recommends keeping the HOD composition the same for another year, while also retaining the Working Group to continue evaluating the HOD overtime (Attachment 25). Ms. Meili noted that the HOD Working Group would be submitting proposed legislation to the Rules & Regulations Committee to memorialize this recommendation, but also to clean up some language in the composition that would otherwise allow one individual to have more than one vote at the annual meeting of the HOD.

Ms. Steinfeld provided data on the engagement of HOD delegates.

WORKSHOP PREVIEW
Brendan Hansen, Director, Team Services, provided an overview of the Annual USA Swimming Workshop that will be held April 20th – 23rd, 2023 in Denver, CO, noting the type of sessions and opportunities that will be available to attendees. Mr. Hansen also mentioned that the Workshop will be widely communicated to the entirety of the membership, not just those attending.

Mr. Shinofield reported there will be a Board Town Hall during the Workshop so the Board can share the organization’s priorities and listen to membership.

LEGISLATIVE UPDATE
Ms. Steinfeld reported on the Governance Committee’s decision to begin the legislation process earlier in the year to allow for a notice and comment period through the USA Swimming website and for richer legislative discussion at the Annual Workshop.

LSC AFFILIATION UPDATE
Ms. Steinfeld explained the financial reporting requirements within the Local Swimming Committee (LSC) Affiliation Agreement, reporting that the following LSCs were currently out of compliance: Florida Gold Coast, Lake Erie, Southeastern, Mississippi, San Diego Imperial, and West Virginia.

UNITED STATES AQUATICS SPORTS & WORLD AQUATICS (FORMALLY FINA) REPRESENTATION
Ms. McRoberts reviewed the various World Aquatics’ committees and panels, along with identifying the United States representatives for each.

Ms. McRoberts additionally noted the U.S. and USA Swimming representation within the United States Aquatic Sports.
PERFORMANCE AND COMPETITION UPDATE

Mr. Hansen introduced Corey Manley, Data Analysis.

Mr. Manley provided results data on the 2022 Speedo Winter Juniors (East & West) and the 2022 Toyota U.S. Open, showcasing what kind of reporting the organization can now provide to membership for all USA Swimming meets through the digital transformation efforts (Attachment 26).

Mr. Hansen added how impactful the data reports are with driving performance and engaging with clubs, coaches, and athletes.

Mr. Manley further explained what will be contained within the organization’s data warehouse and how coaches and athletes can utilize the data to drive performance.

Matt Barbini, Director, Performance, National Team, commented on the high level of competitiveness at the 2022 FINA Short Course World Championships with the U.S. winning 36 medals while noting the challenges around the high volume of relays in which the U.S. won 10 medals. Mr. Barbini discussed the selection process for the competition and the added benefit of our best athletes racing the best athletes in the world and the experience gained.

CLOSED SESSION (2.3.6)

RELAY INCENTIVES

The Board went into Closed Session so Mrs. Mintenko could provide an update on future relay incentives.

LITIGATION AND RISK MANAGEMENT UPDATE

The Board remained in Closed Session so Ms. Steinfeld could provide a legal update.

FINANCE

The Board remained in Closed Session to discuss finances.

COMMERCIAL UPDATE

The Board remained in Closed Session to discuss commercial updates.

AICEEP UPDATE

The Board remained in Closed Session to discuss the Athlete Inclusion, Competitive Equity, and Eligibility Policy.

EXECUTIVE SESSION: CEO KPIs

The Board remained in Closed Session so it could conduct an Executive Session to discuss Key KPIs for the President & CEO; all members of the staff left the meeting. Board Governance Consultant Bill Charney was present with the Board for the discussion.

The Board came out of Closed Session to approve the following motion.
MOTION: To approve the Executive Compensation Committee’s recommendations, as amended, for CEO performance bonus KPIs for 2023. Seconded. Motion passed unanimously.

ADJOURNMENT

Mr. Brearton adjourned the January 28, 2023 meeting of the Board of Directors at 5:05 p.m. Mountain Time.

Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair
USA Swimming Board of Directors Meeting Minutes
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Attachment 4: Page 3 – Board Gap Analysis
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Attachment 6: Page 3 – BGPM Policy 2.6
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Attachment 14: Page 5 – USA Swimming IPS _ Clean
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Attachment 16: Page 6 – SWIMS Update
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Attachment 19: Page 8 – USA-S 2022-2024 Quad Business Plan Summary
Attachment 20: Page 8 – Policy 3.4 Financial Conditions and Activities
Attachment 21: Page 8 – USA-S Ends KPIs_ Clean
Attachment 22: Page 8 – USA-S Ends KPIs_ Redline
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Attachment 24: Page 9 – USA-S Foundation IPS_Redline
Attachment 25: Page 9 – HOD Working Group Article VI Amendments
Attachment 26: Page 10 – Competitive Summary Report
Attachment 27: Staff Report for the Board