

# USA Swimming Board of Directors Meeting Minutes

November 18, 2023 / Los Angeles, CA

1 **PRESENT**

2 Maya Andrews, Katy Arris-Wilson, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish,  
3 Bruce Gemmell, Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein (virtual), Katie Meili,  
4 Sabir Muhammad, Kathleen Prindle, Michelle Steinfeld, Ashley Twichell Wall (virtual), Bob  
5 Vincent.

6  
7 **GUESTS**

8 Sam Barany, Tim Bauer, Anne Berry, Bill Charney, Marc Christian, Dana Covington, Jay  
9 Definis, Cynthia Eubanks, Melissa Hellervik-Bing, Jennifer LaMont, Greg Lockard, Dan  
10 Mascolo, Emily Melina, Dale Neuburger, Brent Nowicki, Derek Paul, David Shackley, Mike  
11 Unger.

12  
13 **STAFF**

14 Matt Barbini, Elaine Calip, Paula D'Amico, Jake Grosser, Shana Ferguson, Elizabeth Hahn,  
15 Courtney Intara, Lindsay Mintenko, Patrick Murphy, Ellery Parish, Joel Shinofield, Eric  
16 Skufca.

17  
18 **CALL TO ORDER**

19 Chris Brearton, Board Chair, called the November 18, 2023 Board of Directors meeting to  
20 order at 8:36 a.m. Pacific Time.

21  
22 **BOARD CHAIR'S WELCOME**

23 Mr. Brearton expressed his appreciation for the Board's role within the sport of swimming,  
24 along with the responsibility those roles bring, including setting our athletes up for success  
25 at the 2024 Olympic Games and prioritizing membership.

26  
27 **RULES OF ENGAGEMENT/PROTOCOL**

28 Mr. Brearton remarked on the Board's Rules of Engagement, including that Closed Session  
29 items are to remain confidential and that members come prepared by reading the documents  
30 provided prior to the meeting.

31  
32 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

36  
37 If a Board member determines there to be a conflict of interest at any point during the course  
38 of the meeting when a specific subject is being discussed and/or action is being taken, a  
39 declaration of a conflict of interest should be made at that time.

40  
41 No additional disclosures were made beyond the annual, continuing disclosures made at the  
42 September 22, 2023 Board meeting.

43 **SAFE SPORT MOMENT**

44 Elizabeth Hahn, Program Director, Safe Sport, reported that the U.S. Center for SafeSport  
45 (USCSS) provided a full report of USA Swimming’s audit which will be utilized by USA  
46 Swimming to continue to meet the appropriate standards and ensure success in future  
47 audits.

48  
49 Ms. Hahn remarked that USA Swimming has provided input to the USCSS regarding revisions  
50 to their SafeSport Code for the U.S. Olympic & Paralympic Movement and noted that USA  
51 Swimming provided feedback and recommendations for possible SafeSport legislative  
52 changes.

53  
54 Lastly, Ms. Hahn reminded the Board members to be responsible when they interact with  
55 minor athletes, to ensure compliance with the Minor Athlete Abuse Prevention Policy.

56

57 **CONSENT AGENDA**

58 Mr. Brearton presented the Consent Agenda items:

- 59 • September 22 – 23, 2023 Board Meeting Minutes (Attachment 2)
- 60 • September 23, 2023 Board Meeting Minutes (Attachment 3)
- 61 • MR 3.0 General Management Constraint (Attachment 4)
- 62 • MR 3.7 Compensation and Benefits (Attachment 5)
- 63 • Bylaw Article 2 Proposal (Attachment 6)

64

65 ***MOTION:** To approve the Consent Agenda items. Seconded. Motion passed unanimously.*

66

67 **WORLD AQUATICS PRESENTATION**

68 Mr. Brearton introduced Brent Nowicki, Executive Director, World Aquatics (AQUA). Mr.  
69 Nowicki thanked Mr. Hinchey and Mr. Brearton for the invitation to speak to the Board and  
70 expressed appreciation for their efforts to establish and develop a professional rapport with  
71 him over the past few years.

72

73 Mr. Nowicki spoke about the importance of rebuilding relationships among the global  
74 swimming federations, specifically noting the role the leadership at USA Swimming has  
75 played in the rebuilding and rebranding process for AQUA as it strives to better engage  
76 athletes and bring them to the forefront of decision-making.

77

78 Mr. Nowicki additionally provided an explanation of AQUA’s independent Integrity Unit that  
79 conducts inquiries into violations of the Integrity Code, while also offering details on how  
80 AQUA builds out its competition calendar.

81

82 **STAKEHOLDER SURVEY PRESENTATION**

83 Joel Shinofield, Managing Director, Sport Development, introduced Marc Christian, PhD,  
84 Founder, Intellisport Analytics (Attachment 7).

85

86 Dr. Christian reported the findings from Intellisport Analytics’ National Team Athlete  
87 Experience Study, which surveyed the National Team athletes and coaches on culture,

88 challenges, and opportunities, support needed in the next Olympic Quad, resources, and the  
89 overall environment.

90

91 Dr. Christian additionally reported on the findings and recommendations from Intellisport  
92 Analytics' Club Excellence Coach Study on coach satisfaction, coach support from USA  
93 Swimming, organizational effectiveness from programs and services offered to coaches by  
94 USA Swimming, and overall coach concerns and recommendations. Dr. Christian provided  
95 recommendations based on the study's outcomes, including increased meaningful  
96 engagement between coaches and USA Swimming staff, providing technical coaching and  
97 high-performance educational opportunities, and determining if quality and access of  
98 services are more important than offering extensive services. Mr. Shinofield noted that  
99 National Team and Sport Development are already collaboratively building out a high-  
100 performance educational series with the first offering early the next week. This offering will  
101 be followed by a survey for participating coaches on requested topics for the series.

102

## 103 **QUARTERLY OPERATIONAL REPORTS**

### 104 **OVERVIEW**

105 Mr. Brearton provided a brief overview of the operational updates.

106

### 107 **INTERNATIONAL & COMPETITIVE SUCCESS**

108 Lindsay Mintenko, Managing Director of National Team, remarked on the mental health  
109 work being done by National Team's Manager of Psychological Services, Emily Klueh. Mrs.  
110 Mintenko also reported that she will be attending the Intercollegiate Athletics Forum in  
111 December, along with Mr. Hinchey, to learn more about the changing landscape within the  
112 collegiate athletics system. Mrs. Mintenko also announced that Mr. Hinchey was selected to  
113 be on the Nominating Committee for the U.S. Olympic & Paralympic Committee (USOPC)  
114 Collegiate Advisory Council.

115

116 Lastly, Mrs. Mintenko reported that a pool team of eighteen (thirteen men and five women)  
117 will compete in AQUA's World Championships in Doha in February 2024.

118

119 Matt Barbini, Director, National Team Performance, highlighted the performance of the USA  
120 Swimming team at the 2023 Pan American Games, including winning a total of 48 medals.  
121 Mr. Barbini also noted a few prominent individual performances.

122

123 Tim Hinchey, President and CEO, thanked Mr. Shinofield and Van Donkersgoed, Treasurer,  
124 PanAm Aquatics, for assistance with securing tickets for athletes' parents during the Pan  
125 American Games.

126

### 127 **FINANCIALS**

128 Eric Skufca, Chief Financial Officer, reported that there have been no material variances since  
129 the September 2023 Board of Directors meeting. He reported that the current \$1.3M surplus  
130 for the quad budget remains the same, which includes the current 2023 projection of a \$1.6M  
131 operating deficit (compared to the approved budget of a \$1.4M operating deficit). Mr. Skufca  
132 additionally presented the year-to-date investment gains for USA Swimming and the USA  
133 Swimming Foundation (Foundation). Mr. Skufca shared financial challenges and

134 opportunities, including favorable insurance renewals, revenues from membership  
135 renewals, sponsorship sales, and U.S Olympic Team Trials – Swimming (Trials) ticket sales.  
136

137 Mr. Skufca provided an overview of the financial deliverables made available to the Board  
138 and presented a summary of the budget-to-projected line items, specifically, the larger  
139 variance items.  
140

#### 141 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

142 Mr. Brearton presented Monitoring Report 3.4, Financial Condition & Activities  
143 (Attachments 8- 11).  
144

145 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.4*  
146 *“Financial Conditions and Activities – Internal” conveys (a) interpretations of the policy that*  
147 *are reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
148 *requirements, consistent with the CEO’s interpretations. Seconded. Motion passed unanimously.*  
149

#### 150 **POLICY 3.6 FINANCIAL PLANNING AND BUDGETING**

151 Mr. Brearton presented Monitoring Report 3.6, Financial Planning and Budgeting  
152 (Attachments 12 – 16).  
153

154 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.6*  
155 *“Financial Planning and Budgeting” conveys (a) interpretations of the policy that are*  
156 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
157 *requirements, consistent with the CEO’s interpretations. Seconded. Motion passed unanimously.*  
158

#### 159 **MEMBERSHIP**

160 Mr. Shinofield presented historical membership trends, while noting causes and threats to  
161 the overall membership rate. Mr. Shinofield remarked that staff is rethinking how to  
162 restructure the registration process, to be discussed with the 1.2 Working Group.  
163

164 Mr. Shinofield shared points of focus for how to assist clubs with retention through reaching  
165 new communities and identifying what parents and families want and need.  
166

167 The Board discussed challenges to club retention and youth sports overall.  
168

#### 169 **COMMERCIAL & FUNDRAISING**

170 Shana Ferguson, Chief Commercial Officer, briefly updated the Board on the 2023 Golden  
171 Goggle Awards and other events occurring over the celebratory weekend in Los Angeles.  
172

173 Mrs. Ferguson commented on the strategy behind the utilization of USA Swimming’s logos,  
174 specifically the shields for USA Swimming and the USA Swimming Foundation. Mrs. Ferguson  
175 provided historical data on partnership revenue, while also sharing the organization's  
176 current partners and key sponsorship categories the organization is focused on fulfilling  
177 going forward.  
178

179 Mrs. Ferguson reported that the Commercial revenue projection for year ending 2023 is on  
180 budget at \$5.4M, aided by the addition of new partnerships in the third quarter.

181  
182 Elaine Calip, Senior Director, Development, reported that Foundation Partnership revenue  
183 is projected to be higher than budgeted, reaching \$1.1M for 2023. Mrs. Calip remarked on  
184 the \$2M funding gap for Learn to Swim grants that the Foundation is looking to close, so that  
185 all programs wanting to provide Learn to Swim lessons can be funded. Mrs. Calip announced  
186 Dara Torres as the first National Team Alumni to become a donor in the Donor Athlete  
187 Partner Program (DAPP) and noted that all 32 National Team athletes that applied to DAPP  
188 in 2023 were paired with a donor. Lastly, Mrs. Calip commented on the Winning Paris  
189 Campaign to raise funds to assist the National Team with addressing unique athlete needs  
190 for the 2024 Olympic Games in Paris.

191  
192 **U.S. OLYMPIC TEAM TRIALS - SWIMMING**

193 Mrs. Ferguson provided an update on the 2024 Trials, including the engagement of local  
194 clubs to sponsor athlete and coach hospitality areas, the 686 athletes qualified to swim, the  
195 release of single day tickets, club travel packages, and entitlement and sponsorships.

196  
197 Jake Grosser, Senior Director, Marketing & Communications, presented ticket dashboards  
198 showing current Trials ticket sales, revenues, and cash flow, noting revenues are above set  
199 benchmarks. Mr. Grosser also shared a favorable quad-over-quad ticket sales analysis and  
200 described the marketing strategy leading up to the event.

201  
202 **STAKEHOLDER ENGAGEMENT**

203 Mr. Shinofield reported that the number of clubs in the Safe Sport Club Recognition program  
204 has not increased, noting that while larger clubs are doing well, smaller clubs need more  
205 support.

206  
207 **CEO ROUNDTABLE UPDATE**

208 Mr. Hinchey shared updates from the inaugural CEO Roundtable Offsite, a gathering of club  
209 CEOs from various Local Swim Committees (LSC) meant to advise and collaborate on  
210 important issues. This Roundtable discussed the need for more opportunities for smaller  
211 meets, branding and marketing support for clubs, and maximization of USA Swimming  
212 services.

213  
214 Mr. Shinofield briefly described two initiatives: the new High Performance Community,  
215 which was described earlier in the meeting during Dr. Christian's presentation, and  
216 International Water Safety Day, which was piloted in Chicago this past year and will expand  
217 to include three new cities in 2024.

218  
219 **UPDATE ON OFFICIALS' CERTIFICATION**

220 Tim Bauer, Chair of the Coach Advisory Council (CAC), remarked on the collaboration  
221 between the CAC and Officials Committee on the creation of a proposal for Officials'  
222 certification standards (Attachments 17 - 19).

223

224 Dana Covington, Chair of the Officials Committee, highlighted the challenges and discussions  
225 the group had over the course of developing standard requirements for Officials.  
226

227 Mrs. Covington presented the proposal and described the process for developing proposed  
228 certification standards, including comparing and analyzing the various requirements  
229 currently used by each LSC.  
230

231 The Broad discussed the nuances of the proposed Officials' certification standards. Michelle  
232 Steinfeld, Secretary & General Counsel, asked whether the Officials Committee would  
233 consider and accept an amended proposal from the Board, now that the Officials Committee  
234 had put their recommendations on the record; Mrs. Covington responded that she would.  
235

### 236 **ENDS 1.2 WORKING GROUP REPORT**

237 Mr. Brearton presented a proposal to endorse USA Swimming's continued discussions with  
238 the Junior Swim League (Attachment 20).  
239

240 ***MOTION:** To support USA Swimming's negotiation of a partnership with the Junior Swim  
241 League, effective immediately. Seconded. Motion passed unanimously.*

242  
243 ***MOTION:** That the Board approve that the performance monitoring report on Policy 1.2  
244 "Successful Athletes, Coaches, and Clubs" conveys (a) interpretations of the policy that are  
245 reasonable, and (b) that the report reasonably substantiates compliance with the policy  
246 requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

### 247 **FOUNDATION**

248 Mrs. Calip introduced members of the Foundation Board of Directors, including Chair, David  
249 Shackley, Cynthia Eubanks, Jay DeFinis, and Vice Chair, Anne Berry.  
250  
251

252 Mr. Shackley thanked Mr. Brearton and Bob Vincent for their donations to the Foundation  
253 and reported that the Golden Goggle Awards Auction is in full swing.  
254

255 Mrs. Calip provided details on upcoming Foundation events, including Foundation  
256 Onboarding in early 2024, Foundation engagements at the TYR Pro Swim Series in Knoxville,  
257 and the Foundation's activation during International Water Safety Day on May 15, 2024.  
258

259 Mr. Skufca shared a Foundation financial update, highlighting projected revenue being  
260 greater than budgeted due to an increase in Annual Campaign and corporate sponsorships  
261 (Attachments 21 – 22).  
262

263 Mrs. Eubanks presented the three new Foundation Board members to be approved by the  
264 Board: Kimberly Chen Bock, Heather Glass, and Kelley Gay.  
265

266 ***MOTION:** That the Board approve Heather Glass, Kelley Gay, and Kimberly Chen Bock to three-  
267 year terms as new members of the USA Swimming Foundation Board of Directors. Seconded.  
268 Motion passed unanimously.*

269

270 Ms. Steinfeld briefly provided background information on the amended Foundation  
271 governance documents for final approval from the Board.

272  
273 **MOTION:** *That the Board approve the newly drafted USA Swimming Foundation Articles of*  
274 *Incorporation as included in Attachment (23). Seconded. Motion passed unanimously.*  
275

276 **MOTION:** *That the Board approve amendments to the USA Swimming Foundation Bylaws as*  
277 *included in Attachment (24). Seconded. Motion passed unanimously.*  
278

279 **MOTION:** *That the Board approve amendments to the MOU between USA Swimming and the*  
280 *USA Swimming Foundation as included in Attachment (25). Seconded. Motion passed*  
281 *unanimously.*  
282

283 Mr. Hinchey announced that Mrs. Calip will soon be promoted to the Executive Director of  
284 the USA Swimming Foundation.  
285

## 286 **2024 BUDGET**

287 Mr. Skufca presented and discussed the 2024 budget as proposed for Board approval  
288 reviewing both the revenue and expenditure components of the plan. Mr. Skufca reported  
289 that the proposed 2024 budget of the \$4.2M operating surplus is materially consistent with  
290 the 2024 plan the Board and staff have been reviewing and planning since 2022.  
291 Additionally, Mr. Skufca highlighted the key revenue priorities, including membership  
292 revenue, sponsorship revenue, and Trials ticket sales. Mr. Skufca noted that the budget  
293 includes all the programming and activation based on current domestic and international  
294 events and competitive schedules.  
295

296 Mr. Skufca presented the proposed 2024 budget (Attachment 26).  
297

298 **MOTION:** *That the Board approve the 2024 Budget as presented. Seconded. Motion passed*  
299 *unanimously.*  
300

## 301 **VICE CHAIR ELECTION**

302 Ms. Steinfeld announced that Kenneth Chung will be running unopposed for Vice-Chair,  
303 Fiscal Oversight and that Katy Arris-Wilson, Natalie Coughlin Hall, and Kathleen Prindle will  
304 be running for Vice-Chair.  
305

## 306 **CLOSED SESSION (2.3.6)**

### 307 **VICE CHAIR ELECTION**

308 The Board went into Closed Session to conduct an election for Vice-Chair.  
309

## 310 **MONITORING REPORTS**

311 The Board remained in Closed Session for Bob Vincent to lead a discussion regarding  
312 revamping monitoring reports.  
313

## 314 **FINANCIAL UPDATE**

315 The Board remained in Closed Session to receive a financial update from Mr. Skufca.

316 **LITIGATION UPDATE**

317 The Board remained in Closed Session to receive a legal update from Ms. Steinfeld.

318

319 **OPEN SESSION**

320 The Board came out of Closed Session to approve those elected as Vice-Chairs.

321

322 ***MOTION:** That the Board approve Natalie Coughlin Hall as the USA Swimming Board Vice-*  
323 *Chair. Seconded. Motion passed unanimously.*

324

325 ***MOTION:** That the Board approve Kenneth Chung as the USA Swimming Board Vice-Chair*  
326 *Fiscal Oversight. Seconded. Motion passed unanimously.*

327

328 ***MOTION:** That the Board approve to destroy the ballots. Seconded. Motion passed*  
329 *unanimously.*

330

331 ***MOTION:** That the Board make the recommended process change to Board Policy 3.0 - General*  
332 *Management Constraint. Seconded. Motion passed unanimously.*

333

334 **EXECUTIVE SESSION**

335 The Board went back into Closed Session so it could conduct an Executive Session to discuss  
336 key performance indicators for the President & CEO; all members of the staff left the meeting  
337 prior to Executive Session.

338

339 **ADJOURNMENT**

340 Mr. Brearton adjourned the November 18, 2023 meeting of the Board of Directors at 7:15  
341 p.m. Pacific Time.

342

343

344 Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair



# USA Swimming Board of Directors Meeting Minutes

November 18, 2023 / Colorado Springs, CO

|               |   |
|---------------|---|
| Attachment 1  | Agenda  |
| Attachment 2  | Page 2 – September 22 – 23, 2023 Board Meeting Minutes      |
| Attachment 3  | Page 2 – September 23, 2023 Board Meeting Minutes           |
| Attachment 4  | Page 2 – MR 3.0 General Management Constraint               |
| Attachment 5  | Page 2 – MR 3.7 Compensation and Benefits                   |
| Attachment 6  | Page 2 – Bylaw Article 2 Proposal                           |
| Attachment 7  | Page 2 – USA Swimming Club Excellence Coach Report          |
| Attachment 8  | Page 4 – Q3 2023 Financial Statement Report                 |
| Attachment 9  | Page 4 – Year-Over-Year YTD Comparison 2022-2023            |
| Attachment 10 | Page 4 – Q3 2023 Portfolio Statements                       |
| Attachment 11 | Page 4 – MR 3.4: Financial Quarterly                        |
| Attachment 12 | Page 4 – 2024 Budget vs. 2023 Projection                    |
| Attachment 13 | Page 4 – 2023 Budget vs. 2023 Projection                    |
| Attachment 14 | Page 4 – 2023 Budget vs. Aug. 2023 Proj. vs. Nov.2023 Proj. |
| Attachment 15 | Page 4 – 2022-2024 Quad Business Plan Summary               |
| Attachment 16 | Page 4 – MR 3.6: Budget - Annual Forecast                   |
| Attachment 17 | Page 5 – LSC Standards for Officiating                      |
| Attachment 18 | Page 5 – ST Certification Template                          |
| Attachment 19 | Page 5 – Session and Time Requirement Comparison            |
| Attachment 20 | Page 6 – Policy 1.2 Successful Athletes, Coaches, and Club  |
| Attachment 21 | Page 6 – Foundation Q3 2023 Financial Statement Report      |
| Attachment 22 | Page 6 – Foundation 2023 Budget vs. 2023 Projection         |
| Attachment 23 | Page 7 – Redrafted Foundation Articles of Incorporation     |
| Attachment 24 | Page 7 – Amended Foundation Bylaws                          |
| Attachment 25 | Page 7 - Amended Swimming/Foundation MOU                    |
| Attachment 26 | Page 7 – USA Swimming 2024 Budget                           |
| Attachment 27 | CSCAA Report  |