USA Swimming Board of Directors Meeting Minutes  
September 22 - 23, 2023 / Colorado Springs, CO

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

GUESTS
Juli Arzave, Julie Bachman, Sam Barany, Tim Bauer, Anne Berry, Jamie Bloom, Bill Charney,  
Dana Covington, Scott Davison, Nic Fink, Marco Grieco, Rocky Harris, Melissa Hellervik-Bing,  
Daimon Hudson, Tim Husson, Jennifer LaMont, Caitlin Leverenz Smith, Sarah Myer, Dave  
Patterson, Derek Paul, Patrick Talty, Zach Toothman, Andrew Wilson.

STAFF
Matt Barbini, Daniel Burbidge, Elaine Calip, Rebecca Chafin, Paula D’Amico, Chris Detert, Jake  
Grosser, Shana Ferguson, Elizabeth Hahn, Brendan Hansen, Courtney Intara, Corey Manley,  
Stacy Michael Miller, Lindsay Mintenko, Patrick Murphy, Karin Olmsted, Ellery Parish,  
Devonie Pitre, Joel Shinofield, Eric Skufca.

CALL TO ORDER
Chris Brearton, Board Chair, called the September 22, 2023 Board of Directors meeting to  
order at 8:36 a.m. Mountain Time.

BOARD CHAIR’S WELCOME
Mr. Brearton expressed his excitement for the meeting and noted that he is going to work to  
keep the meeting on schedule while allowing space for robust and productive discussions.

RULES OF ENGAGEMENT/PROTOCOL
Mr. Brearton commented on the need for confidentiality regarding Closed Session items and  
spoke about collaborating with staff to determine a more efficient format to deliver relevant  
information during Board meetings.

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.
Katy Arris Wilson disclosed her daughter is on the Pan American Team.
Bruce Gemmell disclosed his daughter is on the National Team.
Lindsay Mintenko, Managing Director, National Team, disclosed her daughter is on the National Junior Team.

Ashley Twichell Wall disclosed that she is on the National Team.

SAFE SPORT MOMENT
Elizabeth Hahn, Program Director, Safe Sport, reported that USA Swimming received a fully implemented score from the U.S. Center for SafeSport Audit with zero corrective actions.

Joel Shinofield, Managing Director, Sport Development, spoke to the complexity of the SafeSport Event Audit and how the digital transformation investment impacted the Audit through the ability to reach all members with athlete safety information for the first time and through the ability to access membership eligibility in real-time through the USA Swimming Application.

Ms. Hahn reminded the Board members of their duties as mandatory reporters.

CONSENT AGENDA
Mr. Brearton presented the Consent Agenda items:

- April 20, 2023 Board Meeting Minutes (Attachment 2)
- Article 2 Corporate Bylaw (Attachment 3)
- Article 8 Corporate Bylaw (Attachment 4)
- MR 3.10 LSC Reporting Requirements (Attachment 5)
- MR 3.11 USA Swimming Foundation Management (Attachment 6)

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

USOPC PRESENTATION/PANEL: BOARD BEST PRACTICES
Mr. Brearton introduced Rocky Harris, Chief of Sport and Athlete Services, U.S. Olympic & Paralympic Committee (USOPC), and Dr. David Patterson, Senior Governance Advisor, USOPC.

Mr. Harris spoke about the changes within the Olympic Movement and how USA Swimming has taken a leading role in that Movement through the organization’s assertiveness to get out in front on many issues from Safe Sport to the postponement of the 2020 Olympic Games to driving membership serving initiatives during the COVID-19 Pandemic. Mr. Harris remarked that he encourages other National Governing Bodies (NGBs) to go to USA Swimming for leadership and expertise to develop and progress their various programs. Mr. Harris stated that while all that hard work is important, the Board can inhibit that progress.

Dr. Patterson commented on how the USA Swimming Board assists the organization with their work through corporation and completing their core duties of care, loyalty, and obedience.

Dr. Patterson provided an overview of each of the duties by encouraging the Board to do their best, always putting the organization first by speaking with “one voice,” and adhering
to the Mission and Bylaws of the organization. Dr. Patterson remarked on the Board’s need
to think long-term about the sport of swimming, noting that everything begins and ends with
the organization’s members, with the Chief Executive Officer (CEO) serving as a conduit
between operations and governance.

Dr. Patterson briefly overviewed the various types of committees and their responsibilities.
Dr. Patterson additionally described the best approach to managing conflicts, explained the
importance of always wearing a “Board” hat, and reminding the Board that they have one
employee, the CEO. Lastly, Dr. Patterson spoke about the oversight the Board can provide to
help guide the organization to be a Best-in-Class sporting organization.

U.S. OLYMPIC TEAM TRIALS: LOCAL ORGANIZING COMMITTEE & INDIANA SPORTS
CORP

Tim Hinchey, President and CEO, introduced Scott Davison, Chairman, President, and CEO of
OneAmerica and Co-Chair of the 2024 U.S. Olympic Team Trials – Swimming (Trials) Local
Organizing Committee (LOC), Patrick Talty, President, Indiana Sports Corporation (ISC), and
Sarah Myer, Chief Marking Officer, ISC

Mr. Davison briefly touched on the partnership between USA Swimming and OneAmerica
and remarked on the goals of the LOC, including building the USA Swimming fan base and
ensuring significant revenue from ticket sales. Mr. Davison provided the history of how
Indianapolis became successful at hosting sporting events and how their proven process will
be utilized for the Trials.

Mr. Talty provided an overview of the sporting events Indianapolis has hosted and will host.
He noted that ISC will use the 2024 NBA All-Star Weekend as an opportunity to set the stage
for the Trials. Additionally, Mr. Talty presented ISC’s process regarding the successful
execution of previous events.

Ms. Myer reported on the Trials event goals, including taking the event to the next level
through excitement and connection within the community, advancing the sport through
curating opportunities for swimmers, developing and executing a marketing strategy to
reach and exceed ticket sales goals, and creating community engagement opportunities that
serve and attract a diverse audience.

Ms. Myer described the considerations for ticket, suite, and sponsor pricing for Trials, and
overviewed the various ticket levels. Ms. Myers also spoke to the experience considerations
available in Indianapolis, including the ease of access to Lucas Oil Stadium, the variety of
lodging options, access to local pools, a walkable downtown, and other entertainment
options for fans. Ms. Myer shared 3-day ticket pricing and provided a market comparison on
ticket prices with other sporting events to highlight the relative affordability of Trials tickets
in comparison. Ms. Myers provided the LOC’s current achievements, including a review of
ticket sales Centennial Partner sponsorship goals. Additionally, Ms. Myers talked through
the LOC’s marketing plan and key messaging for targeting swim fans and various other
audiences.
Lastly, Mr. Talty remarked on the variety of community partners the LOC has engaged to support the Trials.

U.S. OLYMPIC TEAM TRIALS
Shana Ferguson, Chief Commercial Officer, presented on Trials, including meet operations, the current number of participants including athletes, coaches, and officials, and financial opportunities through the various ticket levels, club travel packages, and financial opportunities.

Jake Grosser, Senior Director, Marketing & Communications, shared the current number of tickets sold, tickets held, and the availability of seats within each ticket level, along with the current revenue for each. Mr. Grosser reported that the current cash flow is ahead of the current quarterly goals. Mr. Grosser additionally provided a comparison of tickets sales from 2019 for the 2020 Trials to current sales for the Trials.

ATHLETES’ ADVISORY COUNCIL & ATHLETES’ EXECUTIVE COMMITTEE PRESENTATION
Nic Fink, Athletes’ Advisory Council (AAC) Vice Chair, reported on the accomplishments of the AAC, including providing feedback to the National Team Staff regarding athlete priorities, noting the importance of being involved in selection procedures both for athletes and staff selections for international meets. Mr. Fink spoke to the AAC’s feedback regarding changes to relay incentives and providing governance training for National Team athletes to encourage and support National Team athletes to be more involved in the governance of the sport of swimming.

Caitlin Leverenz Smith, AAC Chair, added that the AAC thinks critically about how to put the best athletes and coaches forward and set them up for success.

Juli Arzave, Athletes’ Executive Committee (AEC) Chair, reported on the AEC’s efforts to engage athletes in the governance of swimming through committee appointments, preparing athletes for the House of Delegates (HOD), communicating with new 10-Year Athletes, creating athlete task forces, and collaborating with the Coach Advisory Council (CAC) and USA Swimming’s Safe Sport division. Ms. Arzave remarked on the increase in athletes able to swim due to the impact of the 120-day rule change to a 60-day rule.

Andrew Wilson, AAC and Foundation Board member, commented on upcoming priorities and challenges for the AAC, including seeking a possible new membership category for 10-Year Athletes who only participate in governance, collaborating with the National Team Steering Committee on the coach application process for international competitions, and seeking assistance from USA Swimming on athlete advocacy within the changing NCAA landscape.

Ms. Arzave added that the AEC is also working on revamping governance education for 2-year athletes.
Mrs. Mintenko detailed aspects of the development of selection procedures, including that USA Swimming cannot make procedures harder than our international federation, World Aquatics (AQUA), and that the selection procedures must meet requirements set by the USOPC and USA Swimming's internal Selection Procedure Approval Committee. Mrs. Mintenko additionally stated limitations created by international federation requirements, from the number of athletes to qualifying standards and competitions.

Mrs. Mintenko described the strategic considerations for drafting selection procedures, such as whether an event is Olympic or non-Olympic event, the importance of relays and relay requirements, challenges with unreliable World Rankings, and the international competition calendar.

Mrs. Mintenko provided a history of selecting four teams in one year and remarked on the considerations made in selecting the four teams in 2023, including time for athletes to decline and eligibility issues.

Samantha Barany, Executive Director, College Swimming & Diving Coaches Associations of America (CSCAA), reported on the opportunities the CSCAA has been able to engage due to the grant funds provided by USA Swimming, including hosting a national meet for collegiate athletes that do not reach the NCAA Championships, revitalizing the Women’s Advisory Committee and Coaches Academy, engaging in face-to-face advocacy, and providing an open water championship. Mrs. Barany reported that the CSCAA is working on a waiver process for NCAA athletes to be able to train for the Trials and are encouraging schools to provide long course meets for student athletes to have more opportunities to qualify for Trials. Mrs. Barany also remarked on collaboration with multiple entities to achieve Emerging Sport status for open water swimming in the NCAA. Lastly, Mrs. Barany noted the challenges within the NCAA landscape for swimming programs (Attachments 7–8).

Joel Shinofield, Managing Director, Sport Development, presented a proposal to provide disaster relief for the Lahaina Swim Club for 2024.

**MOTION:** That the Board approve $10,000 in disaster relief for Lahaina Swim Club and blanket (no document) outreach memberships for all their members for the 2023-24 membership year. Seconded. Motion passed unanimously.

Natalie Hall reported that Working Group 1.1 has focused on understanding the changes within the NCAA landscape, specifically the California Assembly Bill 252 and the development of open water as an Emerging Sport.
Mrs. Mintenko remarked on a pilot program with the USOPC to solidify a partnership that would allow financial support for the clubs of National Team head coaches as part of the High-Performance plan.

Mrs. Hall commented on the Working Group’s focus to also bridge the gap on assisting with getting physical, mental, and financial support to both the current National Team and its alumni.

Mr. Shinofield reported on deliverables from Working Group 1.2, including developing a framework for new competition options for clubs, finalizing a formal partnership agreement with a summer league pilot program, and working on obtaining and retaining new clubs.

Tony Ervin provided a brief Working Group 1.3 update, including how the group is working to increase public engagement with swimming through social media, the USA Swimming network, promotional plans for multi-platform storytelling, and in-venue fan experiences.

Mrs. Ferguson added that content will continue to be developed for all digital/media platforms with as much done in-house as possible and noted that her team is working to monetize the content on the USA Swimming Network. Mrs. Ferguson reported that the marketing team also activated a national level marketing campaign by creating toolkits for clubs and event hosts.

Eric Skufca, Chief Financial Officer, reported that Working Group 1.4 is focused on developing long-term and holistic approaches to risk management and opportunity investments.

Bob Vincent spoke about the group’s collaboration with the Operational Risk Committee, as well as utilizing a third-party risk management study to identify areas for risk mitigation. Mr. Vincent also noted how the organization created a tool to assess future investment opportunities.

QUARTERLY OPERATIONAL REPORTS

OVERVIEW

Mr. Hinchey explained the key objective for the Quarterly Operational Reports is to focus on the opportunities and challenges of the previous 100 days and the next 100 days within four key areas of the organization: commercial, performance, finances, and business affairs.

INTERNATIONAL & COMPETITIVE SUCCESS

Mrs. Mintenko reported on the plans for the Olympic Team, including that Olympic qualifying athletes will be asked to stay through the end of the Trials prior to heading to train in Raleigh, NC, then to Croatia, before traveling to Paris for the 2024 Olympic Games. Mrs. Mintenko also provided an overview of the plan while in Paris, including when athletes can leave and where athletes will stay, noting the plan will be similar for open water athletes.
Mr. Hinchey briefly remarked on several international meetings that took place of the summer, including the 2023 World Aquatics Congress and the Pan Pac Charter Nations meeting, while overviewing the process for moving forward Pan American Aquatics nominations.

Matt Barbini, Director, Performance, National Team, reported that AQUA gave conditions to Russia and Belarus swimming federations for their athletes to attend World Championships in Doha in February 2024 but that current reports indicate they may not meet those conditions.

Mr. Barbini relayed that USA Swimming was able to provide 140 athletes the opportunity to compete in four international competitions in 2023 and provided highlights from those international competitions, noting that Katie Grimes became the first athlete in any sport to qualify for the 2024 Olympic Games. Mr. Barbini remarked on the importance of the experience swimmers gained by participating in both LEN U23 European Championships and 2023 World Aquatics Junior Championships under the AQUA format.

Stacy Michael Miller, Director, National Team Support & Services, reported on the growth of the National Team’s mental health program with over 20% of the National and Junior National Team utilizing USA Swimming’s mental health resources, compared to the 10% average across college campuses. Mrs. Michael Miller discussed the hiring of Emily Klueh and her work to educate USA Swimming staff, as well as her efforts to obtain medical licenses in multiple states that are home to National and National Junior team athletes.

Mrs. Michael Miller additionally provided an overview of the five key pillars of transitions during an athlete’s career, noting that programing is being developed for each pillar.

Lastly, Mrs. Mintenko spoke about the need to get the athletes prepared to travel to the major competitions, allowing athletes more down time between major competitions and focusing on details between races and competitions, such as additional athlete services.

ENDS 1.1 COMPETITIVE SUCCESS

Mrs. Mintenko presented ENDS 1.1 Competitive Success (Attachment 9)

**MOTION:** That the Board approve that the performance monitoring report on Policy 1.1 "Competitive Success" 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.

FINANCIALS

Mr. Skufca presented the current quad projection of a $1.3 million surplus while noting that year-to-date financials show a 2023 projected deficit of ($1.7) million including and a budget to current projection membership revenue variance of ($926) thousand. Mr. Skufca updated the Board on investments and reserves, showing over a $43 million combined portfolio balance for both USA Swimming and the USA Swimming Foundation. Mr. Skufca highlighted financial challenges and opportunities, including favorable insurance renewals, a RFP
underway for our third-party investment advisory services, membership revenue currently trending behind budget, continued emphasis around Trials ticket sales, and increasing Foundation support.

The Board briefly discussed the larger 2023 revenue and expense budget to current projection variances.

Mr. Shinofield explained the membership revenue variance, including a decline in clubs since the pandemic, the new Administrator membership category not being budget neutral as projected, and the lack of migration from Flex members to Seasonal/Premium members as was intended with the Flex membership changes.

**POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES – INTERNAL and EXTERNAL**

Kenneth Chung, Vice-Chair Fiscal Oversight, presented Monitoring Report 3.4, Financial Condition & Activities – Internal and External (Attachments 10-13).

MOTION: That the Board approves that the performance monitoring report on Policy 3.4 "Financial Conditions and Activities – Internal" 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.

MOTION: That the Board approves that the performance monitoring report on Policy 3.4 "Financial Conditions and Activities – External" via the Board approve Stockman Kast Ryan & Co, LLP as the external auditor for USA Swimming Foundation for the year ending December 31, 2023, as recommended by the Audit Committee. Seconded. Motion passed unanimously.

**POLICY 3.6 FINANCIAL PLANNING AND BUDGETING**

Mr. Chung presented Monitoring Report 3.6, Financial Planning and Budgeting (Attachments 14-17).

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

**POLICY PROVISION 5:** "(The CEO will not allow budgeting that...) Omits allocation for Board activities per the Budgeting for Board Prerogatives policy (see policy in Board Process)."

MOTION: That the Board approve applicable Board related 2024 budget items as presented to be included in the 2024 budget presented in November 2023. Seconded. Motion passed unanimously.

**MEMBERSHIP**

Mr. Shinofield provided a demonstration of the new reporting tool that clubs will be able to utilize to access membership data.
Patrick Murphy, Senior Director, Member Data and Product, reported on current registration for the 2024 year, with bulk renewals still to come and a lower demand on support compared to last year’s registration cycle.

Mr. Shinofield briefly explained the loss of clubs since the pandemic, which led to a loss of overall membership.

**JUNIOR SWIM LEAGUE**

Mr. Shinofield introduced Daimon Hudson and Julie Bachman of the Junior Swim League (JSL) (Attachment 18).

Mr. Hudson explained that JSL’s mission is to provide more competitive opportunities for minor athletes through lower costs and easier access to competitions. Mr. Hudson also noted that the format of JSL will allow for USA Swimming to retain more members and allow for the utilization of more facilities.

Mr. Shinofield remarked on the various predefined formats and sanctions for events and presented reusing past marketing campaigns for clubs to utilize. Mr. Shinofield and Ms. Bachman additionally provided a timeline for the launch of JSL with USA Swimming’s membership, as well as a breakdown of the revenue from the partnership between JSL and USA Swimming.

**STAKEHOLDER ENGAGEMENT**

Mr. Shinofield reported that Net Promoter Score surveys have been embedded into all coach education components and presented favorable survey results from current coach education programs as well as the survey results from USA Swimming Workshop presented by LiveBarn. Mr. Shinofield explained the survey results will be used to ensure high quality curriculum development.

**ENDS 1.4 RECOGNITION OF USA SWIMMING**

Mr. Brearton presented Ends 1.4 Recognition of USA Swimming (Attachment 19).

**MOTION:** That the Board approve that the performance monitoring report on Policy 1.4 “Recognition of USA Swimming” conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO’s interpretations. Seconded. Motion passed unanimously.

**CLOSED SESSION (2.3.6)**

**VICE CHAIR DISCUSSION**

The Board went into Closed Session so the Board could discuss updating language in the Board Governing Policies Manual regarding term limits for Vice Chairs.
LSC AFFILIATION AGREEMENT UPDATE
The Board remained in Closed Session so Courtney Intara, Director, Legal Affairs, and Brendan Hansen, Director, Team Services, could provide an update regarding the LSC Affiliation Agreement.

WORLD AQUATICS (AQUA) COMPETITION CATEGORY UPDATE
The Board remained in Closed Session so Mrs. Mintenko could provide a World Aquatics' competition category update.

INSURANCE UPDATE
The Board remained in Closed Session to discuss insurance updates.

COMMISSION UPDATE
The Board remained in Closed Session so Michelle Steinfeld, Secretary and General Counsel, could provide an update on the Commission on the State of Olympic & Paralympic Sports.

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

The Board came out of Closed Session to approve the following motions.

MOTION: To amend Bylaw 4.4.4(B) to include the following language: "Terms of less than fifteen (15) months served to fill a vacancy in the term of Vice-Chair Fiscal Oversight shall not be considered in the computation of time for this purpose." Motion passed unanimously.

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

MOTION: To approve USA Swimming hosting the 2026 Pan Pacific Championships in Southern California. Seconded. Motion passed unanimously.

EXECUTIVE BOARD ONLY SESSION
The Board went back into 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.

RECESS
Mr. Brearton recessed the September 22, 2023 meeting of the Board of Directors at 5:30 p.m. Mountain Time.
CALL TO ORDER
Chris Brearton, Board Chair, called the September 23, 2023 Board of Directors meeting to order at 9:02 a.m. Mountain Time.

LEGISLATIVE UPDATE
Derek Paul, Rules & Regulations Chair, reported that the goal of the Rules & Regulations Committee is to ensure membership is informed and the voting delegates have clear instructions for the voting process. Mr. Paul highlighted two pieces of legislation, including a vote on whether the House of Delegates Working Group can continue its work on the composition of the House of Delegates and R-9 regarding the standard by which all officials are certified and trained.

COACHES ADVISORY COUNCIL PRESENTATION
Tim Bauer, Coaches Advisory Council (CAC) Chair, provided updates from the CAC, including their efforts to get coaches engaged in the voting process for HOD and collaborating with other national committees. Mr. Bauer also reported that the CAC is researching the best ways to retain USA Swimming clubs and members.

Jamie Bloom, CAC Vice Chair, added that the CAC, in collaboration with staff and other committees, would like to explore possible models for different price levels for clubs and athlete members of USA Swimming.

NATIONAL OFFICIALS COMMITTEE PRESENTATION
Dana Covington, National Officials Committee (NOC) Member, overviewed the composition of the NOC and highlighted the nuances of the Officials Tracking System (OTS), the National Certification Program for officials, and continued training and education for officials. Ms. Covington shared survey results from the 2023 USA Swimming Workshop presented by LiveBarn and reported online testing for the new official’s certification program.

Ms. Covington provided an open water update, including that two new referees were added to the open water AQUA list, four U.S. open water referees are now eligible to be selected for international competitions after attending the required schooling, and Tom Lombardo has been selected to participate at the Pan Am Championships in Santiago, Chile.

Ms. Covington described the various ways in which the NOC communicates with officials and LSCs and noted how the NOC Programs & Events supports officials.

Mr. Shinofield previewed the Officials Tracking System software (OTS) for the Board.

JUNIOR OFFICIAL MEMBERSHIP PROPOSAL
Zach Toothman and Marco Greico presented the Junior Official Proposal, including the rationale behind the proposal, a high-level overview of the proposal, and the development of the proposal, along with the stakeholders who have endorsed the proposal (Attachment 20).
MOTION: To approve amendments to Bylaws 2.4 and 2.6 to create a Junior Official membership category effective September 1, 2024. Seconded. Motion passed unanimously.

ZONE DIRECTORS’ COUNCIL (ZDC) PRESENTATION
Mr. Toothman, Zone Directors’ Council (ZDC) Co-Chair, remarked on the ZDC’s collaboration efforts regarding HOD including the timing of the HOD meeting registering delegates, and preparing to participate in the legislative portion of the HOD.

Tim Husson, Zone Directors’ Council (ZDC) Co-Chair, spoke about the ZDC’s educational work, including completing the Sectional Manual and Zone Athlete Summit Manuals, hosting a Meet the Candidates for this year’s Board candidates, and creating onboarding materials for incoming ZDC members.

Mr. Toothman highlighted two ZDC initiatives, the Junior Officials Membership Category, and the Zone Athlete Representative Term Adjustments, as two initiatives the ZDC has developed to help reach their goal of producing initiatives to move the needle positively for all USA Swimming members.

Lastly, Mr. Husson commented on how the ZDC has found its footing and will foster its future through solutions, discussions, and continued collaborations between the USA Swimming Zones.

FOUNDATION
Anne Berry, USA Swimming Foundation Board of Directors Vice Chair, highlighted the Foundation’s work in 2023, including a successful 2023 Make A Splash Tour presented by Phillips66, the ability to provide two rounds of Learn to Swim Grants, fulling funding 32 athletes as part of the Donor Athlete Partnership Program (DAPP), and supporting 33 community impact grants in underserved areas while also providing eight (8) Community Impact Grants to Historically Black Colleges & University’s (HBCUs) to rebuild their swim programs.

Ms. Berry spoke about the Foundation’s goal of raising $20 million during the next quad and asked the Board for their support.

Mr. Shinofield explained how grants will help HBCUs and how we can collaborate with the CSCAA on growing collegiate swimming programs at HBCUs.

The Board discussed the details of the DAPP program, including how it can evolve over time.

Mr. Skufca highlighted the Foundation’s financials reporting that the total projected unrestricted revenue is greater than budget and summarized the overall support the Foundation was able to provide to the National Team and swim communities across the U.S. through learn to swim grants and community impact grants. Mr. Skufca noted that when the Foundation obtains a surplus, its Board has recently decided to invest half of the surplus (or more favorable financial outcome) and spend the other half on current priorities. Mr. Skufca
additional presentation of the revenue and support breakout for the Foundation between 2022 – 2024 (Attachments 21 – 22).

Ms. Steinfeld presented the Foundation’s newly written Gift Acceptance Policy (Attachment 23).

**MOTION:** To approve Foundation’s Gift Acceptance Policy for immediate adoption. Seconded. Motion passed unanimously.

Elaine Calip, Senior Director, Development, presented Mary Wayte-Bradburne as a candidate to fulfill the remainder of Tom Luchsinger’s term on the Foundation Board of Directors.

**MOTION:** That the Board approve Mary Wayte-Bradburne to fill Tom Luchsinger’s vacant seat and complete the remainder of his term on the USA Swimming Foundation Board of Directors. Seconded. Motion passed unanimously.

Mr. Brearton announced to the Board of Directors his personal support of the Foundation and that he would match the group’s contributions up to $15,000 this year. Mr. Vincent also committed to adding to the overall goal when $15,000 is reached, he will personally add $5,000. Elaine Calip will update progress at the next board meeting.

**CLOSED SESSION**

**BOARD COMPOSITION UPDATE**

The Board went into Closed Session so Bill Charney, Governance Consultant, could facilitate a discussion on the Board’s composition.

**MEMBERSHIP UPDATE**

The board remained in closed session to discuss the JSL.

**ADJOURNMENT**

Mr. Brearton adjourned the September 23, 2023 meeting of the Board of Directors at 11:30 a.m. Mountain Time.

Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair
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Page 5 – CSCAA Report to USA Swimming & USA-S Board
Page 5 – CSCAA Profit and Loss
Page 7 – Policy 1.1 Competitive Success
Page 8 – Policy 3.4 Financial Conditions and Activities
Page 8 – USA-S Q2 2023 Financial Statement Report
Page 8 – USA-S Year-Over-Year YTD Comparison 2022-2023
Page 8 – USA-S / Foundation Inv. Portfolio Stmt. Q2 2023
Page 8 – Policy 3.6 Financial Budget
Page 8 – USA-S 2023 Budget vs. 2023 Projection
Page 8 – USA-S 2024 Quad Business Plan Summary
Page 8 – BOD Related 2024 Budget Items
Page 9 – Bylaws Junior Swim League Changes
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Page 13 – USA-S Foundation Financial Stmt. Report Q2 2023
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