

USA Swimming Board of Directors Meeting Minutes

January 27, 2024 / Virtual

Revised March 1, 2024

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, Katie Meili (for the end
4 of the meeting, including Executive Session), Sabir Muhammad, Kathleen Prindle, Michelle
5 Steinfeld, Ashley Twichell Wall, Bob Vincent.

6

7 **GUESTS**

8 Julie Bachman, Jeff Barrett, Richard Beard, Susan Braman, Brian Brown, Matt Brown, Bill
9 Charney, Kevin Glynn, Melissa Hellervik-Bing, David Hoover, Jennifer LaMont, Dave
10 Patterson, Derek Paul, Jamie Platt, Bob Staab, Jack Swanson.

11

12 **STAFF**

13 Rebecca Chafin, Paula D'Amico, Chris Detert, Jake Grosser, Dean Ekeren, Shana Ferguson,
14 Elizabeth Hahn, Courtney Intara, Lindsay Mintenko, Patrick Murphy, Ellery Parish, Joel
15 Shinofield, Eric Skufca, MJ Truex, Nikki Warner.

16

17 **CALL TO ORDER**

18 Chris Brearton, Board Chair, called the January 27, 2024 Board of Directors meeting to order
19 at 9:12 a.m. Mountain Time.

20

21 **BOARD CHAIR'S WELCOME**

22 Mr. Brearton expressed his excitement for this Olympic year and the need to focus on the
23 "main things" important to the organization, while also supporting our athletes, coaches, and
24 officials. Mr. Brearton explained that he would elaborate more on the "main things" during
25 the annual strategic plan discussion later in the meeting.

26

27 **RULES OF ENGAGEMENT/PROTOCOL**

28 Mr. Brearton announced that the Board will begin to utilize USA Swimming email addresses,
29 that all items in Closed Session are confidential, and that the Board speaks with "one voice."

30

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

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

35

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

39 Tony Ervin disclosed that he is under a limited contract with World Aquatics and additionally
40 serves as the President and Board Member of an aquatics-based Foundation in New York.

41 Michelle Steinfeld, Secretary & General Counsel, confirmed that Mr. Ervin had disclosed his

42 information to the Ethics Committee, per USA Swimming’s Statement of Ethics and Conflict
43 of Interest Policy.

44

45 **SAFE SPORT MOMENT**

46 Elizabeth Hahn, Director, Safe Sport, reported that USA Swimming will release the new Minor
47 Athlete Abuse Prevention Policy 3.0 in September 2024 based on new policies from the U.S.
48 Center for SafeSport (Center) with implementation in January 2025. Ms. Hahn also noted
49 that the Center is seeking assistance from National Governing Bodies to collect feedback
50 from adult athletes for the second rendition of their Athlete Climate Survey. Lastly, Ms. Hahn
51 reminded Board members to follow all rules when interacting with minor athletes.

52

53 **CONSENT AGENDA**

54 Mr. Brearton presented the Consent Agenda items. Kathleen Prindle asked to pull the
55 following items for further discussion prior to approval: Monitoring Report 3.9 and Board
56 Governing Policy 2.3.

57

58 **MOTION:** *To approve the following Consent Agenda items:*

59

- 60 • *November 18, 2023 Board Meeting Minutes (Attachment 2)*
- 61 • *Monitoring Report 3.3: Treatment of Employees and Volunteers (Attachment 3)*
- 62 • *Updates to Board Governing Policy 2.6 (Attachment 6)*
- 63 • *Updates to Board Governing Policy 2.8 (Attachment 7)*
- 64 • *2024 Board Work Plan (Attachment 8)*
- 65 • *Move Coach Advisory Council (CAC) Policy Manual into the Operating Policy Manual*
66 *(Attachment 9)*

67

68 *Seconded. Motion passed unanimously.*

69

70 With regards to Monitoring Report 3.9, the Board discussed the timeline for updating the
71 Monitoring Reports, as agreed upon at the November 2023 Board Meeting. The Board also
72 discussed Policy Provision 1’s CEO Interpretation of ensuring that the Board has all relevant
73 information to make informed decisions.

74

75 The Board discussed the change to Board Governing Policy 2.3, which would now require
76 that the Board Chair present the annual Board Work Plan at the January/February meeting,
77 instead of the prior November meeting, as November seemed premature.

78

79 **MOTION:** *To approve the following Consent Agenda items: Monitoring Report 3.9 and Board*
80 *Governing Policy 2.3. Seconded. Motion passed unanimously.*

81

82 **POLICY 1.0 BROADEST END**

83 Ms. Steinfeld presented Policy 1.0, Broadest End – Growth and Success of Swimming and
84 noted this report is looking back at 2023 (Attachment 10).

85

86 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.0*
87 *“Broadest End – Growth and Success of Swimming” conveys (a) interpretations of the policy*
88 *that are reasonable, and (b) that the report reasonably substantiates compliance with the*
89 *policy requirements, consistent with the CEO's interpretations. Seconded. Motion passed*
90 *unanimously.*

91

92 **POLICY 1.3 PUBLIC ENGAGEMENT WITH SWIMMING**

93 Ms. Steinfeld presented Policy 1.3, Public Engagement with Swimming (Attachment 11).

94

95 Shana Ferguson, Chief Commercial Officer, noted that the organization will move away from
96 using the Digital Swimming Index for reporting metrics in future presentations of Policy 1.3
97 and towards more well-known marketing metrics for reporting purposes.

98

99 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.3 “Public*
100 *Engagement with Swimming” conveys (a) interpretations of the policy that are reasonable, and*
101 *(b) that the report reasonably substantiates compliance with the policy requirements,*
102 *consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

103

104 **REVIEW OF 2024 STRATEGIC PLAN AND KEY PERFORMANCE INDICATORS**

105 **OVERVIEW**

106 Mr. Brearton explained that the staff would next present the 2024 Annual Strategic Plan, for
107 later Board approval¹, to align the Board and Staff on the “main things,” i.e., priorities for the
108 remainder of the Paris Quad. Mr. Brearton noted that the 2024 Annual Strategic Plan would
109 be presented in the following categories, to align with the USA Swimming’s Ends:
110 competitive success, membership, stakeholder engagement, U.S. Olympic Team Trials –
111 Swimming (Trials) ticket sales, commercial, and fundraising.

112

113 Tim Hinchey, President & CEO, explained the process used by staff and the Board Officers to
114 develop the proposed 2024 Strategic Plan. Mr. Hinchey highlighted the following staff
115 priorities: supporting all member clubs in their renewal process, conducting a successful
116 Trials, and achieving success at the 2024 Paris Olympic Games (2024 Games).

117

118 **COMPETITIVE SUCCESS**

119 Lindsay Mintenko, Managing Director, National Team, remarked that the 2024 USA
120 Swimming World Championships team increased to twenty athletes and that the Open Water
121 team hoped to add three more athletes for nomination to the 2024 Games.

122 Mrs. Mintenko discussed the 2024 Games, noting that while winning the gold medal count
123 should always be a goal, it is never a given, and there always must be a focus on celebrating
124 our international team and their successes. Mrs. Mintenko also remarked on the
125 collaboration between National Team staff, the Athletes’ Advisory Council (AAC), the
126 National Team Steering Committee and the 2024 Olympic Team Head Coaches to develop a
127 plan for athlete improvement between Trials and the 2024 Games.

128

¹ A revised 2024 Strategic Plan (Attachment 21) passed via Action without a Meeting in a 13-1 vote on February 29, 2024.

129 Mrs. Mintenko additionally reported on the continuous communication between staff and
130 the Olympic Team Head Coaches, the significant number of National Team athletes training
131 at the Olympic & Paralympic Training Center this spring, the over 200% increased use of USA
132 Swimming’s mental health services, relay incentives for the 2024 Games, and the focus on
133 the pipeline development through the National Junior Team. The Board discussed the
134 importance of continued support of mental health services and positive team culture.

135
136 Mrs. Mintenko noted the athlete and coach support provided by the National Team High
137 Performance division, specifically through increased distribution of race analytics and
138 regular communication with National Team athletes and coaches. The Board discussed the
139 quality of race analytics and the distribution and utilization of race data.

140
141 Mr. Brearton reiterated the major points the Board discussed and posed the idea of
142 modifying the Key Performance Indicators (KPIs) within the proposed 2024 Annual Strategic
143 Plan to remove the overall medal count KPI and instead work towards achieving the U.S.
144 Olympic & Paralympic Committee’s (USOPC) medal goals instead, including a KPI specific to
145 mental health.

146
147 **MEMBERSHIP**

148 Joel Shinofield, Managing Director, Sport Development, reported that the current 2024
149 membership pacing is slightly ahead of the 2023 totals of 333,000 athlete members and
150 379,000 total members, noting that the approved budget reflected a projection of equal
151 membership numbers for the 2023 and 2024 membership years. Additionally, Mr.
152 Shinofield stated that the organization has a goal of a 5% membership increase for the 2025
153 membership year based on historical membership data from post-Olympic years and current
154 projected capacity.

155
156 Mr. Shinofield explained the steps USA Swimming will take to achieve its membership KPIs
157 and 2025 increased membership goal. Mr. Shinofield noted some challenges to obtaining
158 and retaining membership, which include a smaller population of American school-aged
159 children, increased marketplace competition, a heavy time commitment for families, and a
160 reduced capacity in number of member clubs. Mr. Shinofield provided the initiatives USA
161 Swimming will employ to meet those challenges, including upcoming marketing campaigns,
162 a more family-friendly meet format, and a focus on helping new clubs be successful.

163
164 The Board reviewed membership data provided by Mr. Shinofield and discussed ways to
165 increase and retain membership, specifically how to support member clubs.

166
167 Mr. Brearton asked the staff to modify the 2025 membership goal to be equal to or greater
168 than a 5% increase.

169
170 **STAKEHOLDER ENGAGEMENT**

171 Mr. Shinofield provided a timeline and background of previously conducted coach surveys.
172 He reported that as a result of the surveys, the organization has developed an action plan to
173 increase direct coach communication to staff and to provide committees with coach

174 feedback. Mr. Shinofield additionally reported that an action plan for addressing the need
175 for technical performance data and education includes the launching of a High Performance
176 community and access to club improvement reports through SWIMS. Mr. Shinofield detailed
177 other action steps, including increasing in-person education and club visits, providing better
178 technology through improved integration with 3rd party software, streamlining coach
179 requirements, creating more family friendly meets, and expanding coach focus groups.

180

181 **TRIALS TICKETS DASHBOARDS**

182 Jake Grosser, Senior Director, Marketing & Communications, provided a Trials ticket sales
183 update, highlighting that the quantity of tickets sold to date is roughly the same as it was
184 when Trials were held in Omaha and will only continue to increase due to a greater capacity
185 in Indianapolis. Mr. Grosser reported that there has been an additional \$1 million in ticket
186 revenue since the last Board meeting, reaching just over \$7 million in revenue and tracking
187 to meet the Q1 2024 cash flow goal of just over \$7.7 million.

188

189 Mr. Grosser discussed the results of recent promotions and the plan for upcoming marketing
190 leading up to Trials, such as working with U.S. Masters Swimming on a ticket promotion for
191 their National Championships (to be held during the second weekend of Trials at the Indiana
192 University Natatorium in Indianapolis) and developing corporate challenges with local
193 businesses.

194

195 Mrs. Ferguson presented viewership goals for Trials, including reaching a total of 45 million
196 viewers for Finals, across all nine nights. Mrs. Ferguson also shared plans to evaluate the
197 Trials experience through athlete, coach, officials, and fan surveys after the event.

198

199 **COMMERCIAL & FUNDRAISING**

200 Mr. Hinchey reported that the USA Swimming Foundation’s fundraising goal of \$5.1 million
201 for 2024 will be a 15% growth over 2023 and will be achieved in collaboration with the USA
202 Swimming Foundation Board of Directors.

203

204 Mrs. Ferguson highlighted two goals of the commercial division: (1) achieving \$5.78 million
205 in revenue for 2024, which is a 7% growth over 2023, and (2) improving upon integrated
206 communications plans with a focus on serving members and fans of the sport. Mr. Brearton
207 noted he will send a communication to stakeholders after each quarterly Board meeting, as
208 well as a management discussion and analysis from the Vice-Chair Fiscal Oversight, to
209 accompany the annual public financial statements.

210

211 **FINANCIALS**

212 Eric Skufca, Chief Financial Officer, reported that the 2023 financial projection remains
213 reasonably consistent with the financial projection presented and reviewed at the November
214 2023 Board meeting. One available update made to the projection includes the 2023 non-
215 operating investment gains, which are more favorable since the last projection primarily due
216 to the strong equity and fixed income markets in 2023. Mr. Skufca provided a year-over-
217 year comparison of the bottom line and explained the three ways that this bottom line can
218 increase or decrease each year: through an operating surplus or deficit, through a non-

219 operating unrealized market gain or loss, and/or through Board-approved reserve spend
220 (Attachments 12 – 15). Mr. Skufca highlighted the two most material remaining variables in
221 obtaining the current 2024 Quad projection of a \$1.3 million surplus: partnership marketing
222 revenue and Trials ticket sales and revenue.

223

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

225 Kenneth Chung presented Monitoring Report 3.4, Financial Condition & Activities
226 (Attachment 16).

227

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

232

233 **NEXT STEPS: 2024 STRATEGIC PLAN AND KEY PERFORMANCE INDICATORS**

234 The Board discussed the proposed 2024 Annual Strategic Plan and considered modifying
235 two items relating to the National Team pipeline and survey Net Promotor Scores. The Board
236 agreed that the Board Chair would amend and circulate these updates for final approval
237 following the meeting (Attachment 17).

238

239 **NATIONAL EVENT SITE SELECTION STRATEGY**

240 Dean Ekeren, Director, National Events, shared USA Swimming’s competition pyramid and
241 highlighted the criteria used to determine sites for a national-level meet, including access to
242 two 50-meter pools, adequate deck, amenity, parking and meeting space, and nearby hotel
243 options.

244

245 Mrs. Ferguson introduced Matt Brown, Managing Director, Greensboro Coliseum Complex,
246 Susan Braman, Executive Director, Greensboro Learn to Swim Inc., David Hoover, Manager,
247 Greensboro Aquatic Center, and Richard Beard, President, Greensboro Sports Foundation.
248 The guests each presented information regarding the Greensboro Aquatic Center, including
249 the amenities in the facility and the local community, facility features, and the experience of
250 their staff. Mr. Brown overviewed a list of long-term partnership benefits of holding national
251 level meets at their facility.

252

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

255

- 256 • *2024 Open Water Championships (Sarasota, FL, Sarasota Sharks)*
- 257 • *2024 Toyota U.S. Open (Greensboro, NC, Greensboro Aquatic Center)*

258

259 *Seconded. Motion passed unanimously.*

260

261 **CTO ROUNDTABLE PRESENTATION**

262 Patrick Murphy, Senior Director, Member Data and Product, provided an organizational
263 technology update and highlighted the creation of a Technology Advisory Group, which

264 includes outside experts to assist with technology efforts. Mr. Murphy described the facets
265 in which the group advises USA Swimming, including technical investment, strategy, and
266 processes. Mr. Murphy additionally reported that in 2024 the group will focus on evaluating
267 the need to avoid technical debt, increasing member benefits, and capturing the return on
268 investment from the digital transformation. Mr. Murphy introduced the members of the
269 Group: Jeff Barrett, Brian Brown, and Kevin Glynn.

270
271 Mr. Brown discussed increasing cybersecurity costs, noting that USA Swimming has met
272 industry standards and the importance of that investment. Mr. Barrett remarked on the
273 ongoing costs of maintaining the organization's technology surface area and how the group
274 will help staff determine if the right amount is being spent to support technology goals. Mr.
275 Glynn commented on how to measure technology investments through retention of
276 members and sport performance. Mr. Brown further described ways to monetize technology
277 efforts and show return on investment for the organization.

278
279 The Board asked the group to provide future updates on analysis of the results of the digital
280 transformation, how our technology can help improve the sport, and ways to monetize the
281 technology as a benefit for USA Swimming's consumer base. Mr. Murphy discussed future
282 collaboration between the group, staff and the Board.

283
284 **BOARD MEMBER COMMITTEE APPOINTMENT**
285 Ms. Steinfeld asked the Board to approve the appointment of Kathleen Prindle as the Board
286 Coach Member on the Nominating Committee.

287
288 **MOTION:** *That the Board approve that Kathleen Prindle will serve as the Coach Member of the*
289 *Board of Directors on the Nominating Committee. Seconded. Motion passed unanimously.*

290
291 **BOARD GAP ANALYSIS AND NOMINATING COMMITTEE CHARGE**
292 Ms. Steinfeld reported that four seats will be open on the Board in 2024, including the Team
293 USA Athletes' Commission Representative and Alternate, an athlete At-Large seat, and an
294 Independent seat. Ms. Steinfeld noted that the AAC provided criteria for the athlete seats,
295 including someone with experience in governance and athlete Name, Image, and Likeness
296 issues, as well as some who has competed recently (Attachment 18).

297
298 Mr. Brearton asked the Board to provide feedback on qualifications they believe an
299 Independent member should have and the Board discussed those ideas to be memorialized
300 as a charge for the Nominating Committee, which the Board will vote on later by action
301 without a meeting.

302
303 **R9 DISCUSSION**
304 Mr. Brearton presented the proposed Officials Certification Standards (Attachment 19).
305 Derek Paul, Rules and Regulations Chair, provided a high-level overview of the proposed
306 Officials Certification Standards. Clark Hammond proposed an amendment to the proposed
307 Referee requirements that would remove the Administrative Official position as part of the

308 pathway to becoming a referee and replace it with a requirement to have two apprentice
309 sessions with an Administrative Official instead.

310
311 **MOTION:** *To remove Administrative Official position as part of the pathway to becoming a*
312 *referee and replace it with a requirement to have two apprentice sessions with an*
313 *Administrative Official under the Referee requirements. Seconded. Motion defeated 12 to 3.*

314
315 **MOTION:** *That the Board approve the proposed Officials Certification Standards in Attachment*
316 *19, effective immediately. Seconded. Motion passed 14 to 1.*

317
318 **CLOSED SESSION (2.3.6)**

319 **EXECUTIVE SESSION**

320 The Board went into Closed Session so it could conduct an Executive Session; all members of
321 the staff left the meeting except for Mr. Hinchey and Ms. Steinfeld prior to Executive Session.
322 The Board was joined by outside counsel.

323
324 The Board came back into Open Session to vote on the following motion.


325
326 **MOTION:** *To indemnify a Board member pursuant to Bylaw 9.1 to the full extent permitted by*
327 *the Colorado Revised Nonprofit Corporation Act against expenses incurred by them in their*
328 *capacity as director. Seconded. Motion passed unanimously.*

329
330 **ADJOURNMENT**

331 Mr. Brearton adjourned the January 27, 2024 meeting of the Board of Directors at 5:27 p.m.
332 Mountain Time.

333
334 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair

USA Swimming Board of Directors Meeting Minutes

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Attachment 1	Agenda
Attachment 2	Page 2 – DRAFT November 18, 2023 Board Meeting Minutes
Attachment 3	Page 2 – Policy 3.3 Treatment of Employees and Volunteers
Attachment 4	Page 2 – Policy 3.9 Board Awareness and Support
Attachment 5	Page 2 – BGPM 2.3 Proposed Changes
Attachment 6	Page 2 – BGPM 2.6 Proposed Changes
Attachment 7	Page 2 – BGPM 2.8 Proposed Changes
Attachment 8	Page 2 – 2024 Board Work Plan
Attachment 9	Page 2 – CAC Policy Manual
Attachment 10	Page 2 – Policy 1.0 Broadest End
Attachment 11	Page 3 – Policy 1.3 Public Engagement with Swimming
Attachment 12	Page 6 – Financial Highlights
Attachment 13	Page 6 – 2023 Budget vs. 2023 Projection Summary
Attachment 14	Page 6 – 2022-2024 Quad Business Plan Summary
Attachment 15	Page 6 – Preliminary Comparative Balance Sheet
Attachment 16	Page 6 – MR 3.4: Financial Conditions and Activities
Attachment 17	Page 6 – 2024 Strategic Plan / KPIs
Attachment 18	Page 7 – 2024 Board Gap Analysis
Attachment 19	Page 7 – Officials Certification Standards
Attachment 20	CSCAA Report
Attachment 21	Revised 2024 Strategic Plan