

These minutes will be officially approved by the USA Swimming Board of Directors at its April 19, 2024 meeting.

USA Swimming Board of Directors Meeting Minutes

January 27, 2024 / Virtual

Revised March 1, 2024

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

GUESTS

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

STAFF

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

CALL TO ORDER

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

BOARD CHAIR'S WELCOME

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

RULES OF ENGAGEMENT/PROTOCOL

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

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.

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Tony Ervin disclosed that he is under a limited contract with World Aquatics and additionally serves as the President and Board Member of an aquatics-based Foundation in New York. Michelle Steinfeld, Secretary & General Counsel, confirmed that Mr. Ervin had disclosed his information to the Ethics Committee, per USA Swimming's Statement of Ethics and Conflict of Interest Policy.

SAFE SPORT MOMENT

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

CONSENT AGENDA

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

MOTION: To approve the following Consent Agenda items:

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

Seconded. Motion passed unanimously.

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

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

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

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POLICY 1.0 BROADDEST END

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

MOTION: *That the Board approve that the performance monitoring report on Policy 1.0 "Broadest End – Growth and 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).

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

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.*

REVIEW OF 2024 STRATEGIC PLAN AND KEY PERFORMANCE INDICATORS OVERVIEW

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

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

COMPETITIVE SUCCESS

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

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

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

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

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

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

MEMBERSHIP

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

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

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

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

STAKEHOLDER ENGAGEMENT

Mr. Shinofield provided a timeline and background of previously conducted coach surveys. He reported that as a result of the surveys, the organization has developed an action plan to increase direct coach communication to staff and to provide committees with coach feedback. Mr. Shinofield additionally reported that an action plan for addressing the need for technical performance data and education includes the launching of a High Performance community and access to club improvement reports through SWIMS. Mr. Shinofield detailed other action steps, including increasing in-person education and club visits, providing better technology through improved integration with 3rd party software, streamlining coach requirements, creating more family friendly meets, and expanding coach focus groups.

TRIALS TICKETS DASHBOARDS

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

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

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

COMMERCIAL & FUNDRAISING

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

Mrs. Ferguson highlighted two goals of the commercial division: (1) achieving \$5.78 million in revenue for 2024, which is a 7% growth over 2023, and (2) improving upon integrated communications plans with a focus on serving members and fans of the sport. Mr. Brearton

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noted he will send a communication to stakeholders after each quarterly Board meeting, as well as a management discussion and analysis from the Vice-Chair Fiscal Oversight, to accompany the annual public financial statements.

FINANCIALS

Eric Skufca, Chief Financial Officer, reported that the 2023 financial projection remains reasonably consistent with the financial projection presented and reviewed at the November 2023 Board meeting. One available update made to the projection includes the 2023 non-operating investment gains, which are more favorable since the last projection primarily due to the strong equity and fixed income markets in 2023. Mr. Skufca provided a year-over-year comparison of the bottom line and explained the three ways that this bottom line can increase or decrease each year: through an operating surplus or deficit, through a non-operating unrealized market gain or loss, and/or through Board-approved reserve spend (Attachments 12 – 15). Mr. Skufca highlighted the two most material remaining variables in obtaining the current 2024 Quad projection of a \$1.3 million surplus: partnership marketing revenue and Trials ticket sales and revenue.

POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES

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

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.*

NEXT STEPS: 2024 STRATEGIC PLAN AND KEY PERFORMANCE INDICATORS

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

NATIONAL EVENT SITE SELECTION STRATEGY

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

Mrs. Ferguson introduced Matt Brown, Managing Director, Greensboro Coliseum Complex, Susan Braman, Executive Director, Greensboro Learn to Swim Inc., David Hoover, Manager, Greensboro Aquatic Center, and Richard Beard, President, Greensboro Sports Foundation. The guests each presented information regarding the Greensboro Aquatic Center, including the amenities in the facility and the local community, facility features, and the experience of

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their staff. Mr. Brown overviewed a list of long-term partnership benefits of holding national level meets at their facility.

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

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

Seconded. Motion passed unanimously.

CTO ROUNDTABLE PRESENTATION

Patrick Murphy, Senior Director, Member Data and Product, provided an organizational technology update and highlighted the creation of a Technology Advisory Group, which includes outside experts to assist with technology efforts. Mr. Murphy described the facets in which the group advises USA Swimming, including technical investment, strategy, and processes. Mr. Murphy additionally reported that in 2024 the group will focus on evaluating the need to avoid technical debt, increasing member benefits, and capturing the return on investment from the digital transformation. Mr. Murphy introduced the members of the Group: Jeff Barrett, Brian Brown, and Kevin Glynn.

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

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

BOARD MEMBER COMMITTEE APPOINTMENT

Ms. Steinfeld asked the Board to approve the appointment of Kathleen Prindle as the Board Coach Member on the Nominating Committee.

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

BOARD GAP ANALYSIS AND NOMINATING COMMITTEE CHARGE

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Ms. Steinfeld reported that four seats will be open on the Board in 2024, including the Team USA Athletes' Commission Representative and Alternate, an athlete At-Large seat, and an Independent seat. Ms. Steinfeld noted that the AAC provided criteria for the athlete seats, including someone with experience in governance and athlete Name, Image, and Likeness issues, as well as some who has competed recently.

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

R9 DISCUSSION

Mr. Brearton presented the proposed Officials Certification Standards (Attachment 19). Derek Paul, Rules and Regulations Chair, provided a high-level overview of the proposed Officials Certification Standards. Clark Hammond proposed an amendment to the proposed Referee requirements that would remove the Administrative Official position as part of the pathway to becoming a referee and replace it with a requirement to have two apprentice sessions with an Administrative Official instead.

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

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

CLOSED SESSION (2.3.6)

EXECUTIVE SESSION

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

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

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

ADJOURNMENT

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

DRAFT

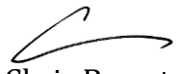
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333 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair

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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 3 – Policy 1.0 Broadest End
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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
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Attachment 19	Page 8 – Officials Certification Standards
Attachment 20	CSCAA Report
Attachment 21	Revised 2024 Strategic Plan