

# USA Swimming Board of Directors Meeting Minutes

December 19, 2024/Virtual

1 **PRESENT**

2 Maya Andrews, Katy Arris-Wilson, Chris Brearton, Frank Busch, Kenneth Chung, Tony Ervin,  
3 Shana Ferguson, Nic Fink, Kathy Fish, Natalie Hall, Clark Hammond, Ira Klein, Sabir  
4 Muhammad, Kathleen Prindle, Michelle Steinfeld, Bob Vincent, Ashley Twichell Wall.

5  
6 **GUESTS**

7 Sam Barany, Caitlin Leverenz Smith.  
8

9 **STAFF**

10 Matt Barbini, Elaine Calip, Paula D’Amico, Jake Grosser, Elizabeth Hahn, Stacy Michael-Miller,  
11 Patrick Murphy, Ellery Parish, Derek Paul, Joel Shinofield, Eric Skufca, Nikki Warner.  
12

13 **CALL TO ORDER**

14 Chris Brearton, Board Chair, called the December 19, 2024 Board of Directors meeting to  
15 order at 9:04 a.m. Mountain Time.  
16

17 **CLOSED SESSION (2.3.6)**

18 Michelle Steinfeld, Secretary & General Counsel, provided a litigation update.  
19

20 Patrick Murphy, Senior Director, Member Data & Product, and Matt Barbini, Director,  
21 Performance, provided an update on technology initiatives and high performance.  
22

23 **OPEN SESSION**

24 The Board came back into Open Session to vote on the following motion.  
25

26 ***MOTION:** That the Board approve \$100,000 to be paid from Board Designated Funds for race  
27 analytics. Seconded. Motion passed unanimously.*  
28

29 **BOARD CHAIR’S WELCOME**

30 Mr. Brearton welcomed the Board to the meeting.  
31

32 **CEO WELCOME**

33 Shana Ferguson, Chief Operating Officer & Interim Chief Executive Officer, welcomed new  
34 Board members Nic Fink and Frank Busch, and thanked Tony Ervin and Ashley Twichell Wall  
35 for their service.  
36

37 **RULES OF ENGAGEMENT/PROTOCOL**

38 Mr. Brearton presented the Rules of Engagement for the Board.  
39

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

41 *“Is any member aware of any conflict of interest (that is, of a personal interest or direct or  
42 indirect pecuniary interest) in any matter being considered by this meeting, which should now*

43 *be reported or disclosed or addressed under the USA Swimming Conflict of Interest Policy?"*

44  
45 If a Board member determines there to be a conflict of interest at any point during the course  
46 of the meeting when a specific subject is being discussed and/or action is being taken, a  
47 declaration of a conflict of interest should be made at that time.

48  
49 No disclosures were made.

## 50 51 **SAFE SPORT MOMENT**

52 Elizabeth Hahn, Director, Safe Sport, provided an update on USA Swimming's internal case  
53 management progress, including that the USA Swimming Safe Sport staff responded to  
54 approximately 300 reports in 2024. Ms. Hahn additionally shared a Safe Sport success story  
55 from a member club after Safe Sport staff guided them through a recent incident.

## 56 57 **REPORTS ON 2024 STRATEGIC PLAN AND KPIS**

### 58 **1.1 COMPETITIVE SUCCESS**

59 Mr. Barbini gave updates to Policy 1.1 "Competitive Success," including expanding  
60 awareness of mental health services through new education in USA Swimming University for  
61 the National Junior Team in 2025.

62  
63 Ms. Ferguson reported that the survey of the 2024 Olympic Team is almost complete. Staff  
64 will present survey results when and where appropriate after survey participants have been  
65 appropriately debriefed.

66  
67 Mr. Barbini reported on Short Course World Championships, in which the team won the  
68 overall medal count with 39 medals, including 18 gold medals; the team additionally set 21  
69 World Records, 28 American Records, and 28 Championship Records, with athletes  
70 accumulating almost \$1 million in total earnings from prize money and bonuses.

### 71 72 **1.2 SUCCESSFUL ATHLETES, COACHES, AND CLUBS**

73 Joel Shinofield, Managing Director, Sport Development, reported that 2024 membership  
74 numbers are as projected, with athlete membership slightly higher than the 2023  
75 membership year. 2025 Membership is currently just behind 2024 (to date) but Mr.  
76 Shinofield explained that this number fluctuates; a more accurate update will be available in  
77 Q1 of 2025 after 2024 memberships expire and those renewals accelerate.

78  
79 Mr. Shinofield remarked that a membership survey will be developed and launched in early  
80 2025 in partnership with the Zone Directors' Council, to determine the utilization of USA  
81 Swimming and Local Swimming Committees (LSC) services/programs for clubs and to better  
82 understand gaps in those offerings.

83 Mr. Shinofield provided an update on Block Party, including participation data from the first  
84 two phases, noting there were 16,551 total participants between those two phases.

85  
86 Ms. Ferguson presented Policy 1.2 "Successful Athletes, Coaches, and Clubs" (Attachment 2)  
87 for approval.

88 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.2*  
89 *“Successful Athletes, Coaches, and Clubs” conveys (a) interpretations of the policy that are*  
90 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
91 *requirements, consistent with the CEO’s interpretations. Seconded. Motion passed unanimously.*  
92

### 93 **1.3 PUBLIC ENGAGEMENT WITH SWIMMING**

94 Jake Grosser, Managing Director, Marketing & Communications, provided a Policy 1.3 “Public  
95 Engagement with Swimming” update, reporting that USA Swimming is completing an  
96 internal assessment of its mission and vision statements.

97  
98 Mr. Grosser commented on the 2025 Goggles On campaign and how the timeline will adjust  
99 based on feedback from 2024, with summer materials launching in February/March,  
100 activation over the summer around national and international competitions, and an earlier  
101 distribution of fall materials in June. Mr. Grosser noted that the 2025 campaign will grow  
102 beyond traditional creative products, focusing on collaborative assets and best practices  
103 from member clubs.

104  
105 Mr. Grosser discussed updates to the organization’s communication plan, including  
106 recognizing developmental clubs and those that have achieved Club Excellence status,  
107 adjusting Heritage Months’ content to include historically significant storytelling, and  
108 updating the search functionality and resource links on the USA Swimming website. Mr.  
109 Grosser additionally commented on the commitment to intentionally promoting and  
110 celebrating the accomplishments of the National Team at each competition.

111  
112 Lastly, Mr. Grosser shared updated communication reporting, including that the  
113 organization will continue to send updates to membership from the Board Chair after each  
114 Board meeting, a new financial communication cadence has been established to better align  
115 with the organization’s financial calendar, and there will be a more proactive communication  
116 approach regarding Board operations and governance.

### 117 118 **1.4 BEST-IN-CLASS NGB**

119 Eric Skufca, Chief Financial Officer, provided Policy 1.4 “Best-In Class,” including that the  
120 Investment Advisor transition is nearly complete, the organization is projecting a 2022-2024  
121 quad operating surplus, the annual audits were clean and unqualified, the 2024 commercial  
122 revenue is currently projected at 98% of goal, and the 2024 Foundation fundraising goals  
123 are exceeding the projected budgeted totals.

### 124 125 **FINANCE AND INVESTMENT UPDATE**

126 Mr. Skufca provided the financial update, highlighting the year-to-date financials, annual  
127 projections, investment activity, and completed annual external audit and tax return. Mr.  
128 Skufca noted no material variances since the previous Board report regarding the 2022-  
129 2024 quad operating surplus.

130  
131 Mr. Skufca presented Policy 3.4, “Financial Condition and Activities—Internal,” reporting full  
132 compliance on all items except the comparison of the approved budget to the current  
133 projection (Attachments 3 – 5).

134 **MOTION:** That the Board approves that the performance monitoring report on Policy 3.4  
135 "Financial Condition and Activities – Internal" conveys (a) interpretations of the policy that are  
136 reasonable, and (b) that the report reasonably substantiates compliance with the policy  
137 requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.  
138

139 Mr. Skufca presented Policy 3.4, "Financial Condition and Activities—Internal," reporting full  
140 compliance on all items except the comparison of the approved budget to the current  
141 projection (Attachments 6 – 12).  
142

143 **MOTION:** That the Board approves that the performance monitoring report on Policy 3.6  
144 "Financial Planning and Budgeting" conveys (a) interpretations of the policy that are  
145 reasonable, and (b) that the report reasonably substantiates compliance with the policy  
146 requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.  
147

## 148 **2025 BUDGET DISCUSSION**

149 Ms. Ferguson and Mr. Skufca shared the 2025 Budget Summary and highlighted the key  
150 revenue and expense areas. Ms. Ferguson explained how historically USA Swimming has  
151 budgeted on a four-year quad cycle, with the goal of a breakeven operating budget over that  
152 term. That strategy included budgeted operating deficits for the first three years and a  
153 surplus in year four, fueled by revenue from the Olympic Trials, bringing the organization  
154 near breakeven for the quad cycle. Ms. Ferguson noted that the 2025 budget focuses the  
155 operating budget on the maximum deployment of resources to support programming, while  
156 limiting the operational deficit.  
157

158 The Board and staff discussed investment income as it relates to the operating budget. After  
159 conversation, the Board discussed amending the 2025 budget to include a portion of the  
160 expected dividend and interest income within operating revenue. Historically, the  
161 organization included some of its investment income as operating revenue. This practice was  
162 discontinued in mid-2020, given the uncertainty and volatility of the COVID-19 pandemic.  
163 The Board decided to reinstitute this practice by putting a portion of the expected actual  
164 realized investment dividends and interests into operating revenue.  
165

166 **MOTION:** That the Board approve the 2025 Budget as amended to include moving an amount  
167 of investment interest and dividends back into the operating budget. Seconded. Motion passed  
168 unanimously.  
169

170 Note: The finalized 2025 Budget, as well as an introductory summary, can be found on the  
171 USA Swimming website here:

172 [https://websitedevsa.blob.core.windows.net/sitefinity/docs/default-](https://websitedevsa.blob.core.windows.net/sitefinity/docs/default-source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf)  
173 [source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf](https://websitedevsa.blob.core.windows.net/sitefinity/docs/default-source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf)  
174

## 175 **DEI QUAD PLAN PRESENTATION**

176 Leland Brown, Program Director, Diversity, Equity, & Inclusion, presented USA Swimming's  
177 Diversity, Equity, and Inclusion (DEI) mission, vision, and objectives, along with the 2028  
178 DEI quad framework; the framework seeks to increase membership, improve DEI guides and

179 programming, and impact members and prospective members through clinics, grants, and  
180 support.

181  
182 **MOTION:** *That the Board approves the Diversity, Equity, and Inclusion Plan for the 2028 Quad.*  
183 *Seconded. Motion passed unanimously.*

184  
185 **UPDATE FROM CSCAA**  
186 Sam Barany, College Swimming & Diving Coaches Association of America's (CSCAA)  
187 Executive Director, provided a written update (Attachment 13) and highlighted the changing  
188 collegiate landscape. Ms. Barany explained the timeline and nuances of the House settlement,  
189 highlighting three major factors: back pay to athletes, a revenue-sharing model, and the  
190 elimination of scholarships and roster limits. Ms. Barany shared CSCAA's approach to  
191 advocacy, including education, lobbying, public relations, educating those on the ground, and  
192 bringing together stakeholders.

193  
194 **FOUNDATION UPDATE**  
195 Elaine Calip, Executive Director, USA Swimming Foundation, provided a brief Foundation  
196 update, including the launch of the National Team Transition Fund, which assists National  
197 Team athletes transitioning to retirement, and reported that the grants for Youth and Adult  
198 Learn to Swim and the grants for Community Impact will be reviewed in January 2025  
199 (Attachments 14 – 16). Ms. Calip also announced that the 2024 Golden Goggles auction raised  
200 over \$346,000 for the Foundation.

201  
202 **APPROVAL OF FOUNDATION BOARD MEMBERS**  
203 Ms. Steinfeld briefly explained how the Foundation Board nominates new members to their  
204 Board. Ms. Calip announced the Foundation Board nominees, including new nominees Scott  
205 Rosman and Carrie Stolar and incumbent nominees Tim Buckley, Jon Kossow, Greg  
206 Pinchbeck, and Mary Wayte (Attachment 17).

207  
208 **MOTION:** *To approve the four incumbent candidates and Carrie Stolar to three-year terms on*  
209 *the USA Swimming Foundation Board of Directors. Seconded. Motion passed unanimously.*

210  
211 **MOTION:** *To approve Scott Rosman to fulfill the remainder of Jill Bornstein's term, concluding*  
212 *in December 2025, on the USA Swimming Foundation Board of Directors. Seconded. Motion*  
213 *passed unanimously.*

214  
215 **COMMITTEE APPOINTMENTS**  
216 Ms. Steinfeld presented motions to approve the committee appointees for the Investment  
217 Committee, Ethics Committee, and Nominating Committee.

218  
219 **MOTION:** *To approve Linda Elkins as the Board Chair appointee to the Investment Committee*  
220 *for a three-year term. Seconded. Motion passed unanimously.*

221  
222 **MOTION:** *To approve Kathy Fish as an Independent Board Member as Board Chair appointee*  
223 *and Kendall Dacey as a semi-independent member as the Board Chair appointee to the Ethics*  
224 *Committee for three-year terms. Seconded. Motion passed unanimously.*

225 **MOTION:** *To approve Mike Donadio as an individual of independent background as the Board*  
226 *Chair appointee to the Nominating Committee for a three-year term. Seconded. Motion passed*  
227 *unanimously.*

228

#### 229 **GOVERNANCE COMMITTEE UPDATE**

230 Natalie Hall, Vice Chair, presented the Governance Committee's prioritized opportunities for  
231 the Board to consider in collaboration with staff while highlighting the highest priorities:  
232 board awareness and/or input, member feedback, increased trust and transparency, and LSC  
233 structure and operations.

234

#### 235 **NATIONAL TEAM MANAGING DIRECTOR TASK FORCE UPDATE**

236 Ira Klein reported that the National Team Managing Director Task Force has started  
237 receiving resumes and noted that confidentiality is paramount during the process.

238

#### 239 **CEO TASK FORCE UPDATE**

240 Katy Arris-Wilson updated the Board on the CEO search, noting that second round  
241 interviews will occur in January, and finalists will be invited to the 2025 Q1 Board meeting.

242

#### 243 **INNOVATION TASK FORCE UPDATE**

244 Ms. Ferguson commented that the Innovation Task Force is working on ways to move USA  
245 Swimming forward and will have a detailed report during the Q1 2025 Board meeting.

246

#### 247 **CONSENT AGENDA**

248

249 **MOTION:** *To approve the following Consent Agenda items (Attachments 18 - 27):*

250

*a. September 26 – 28, 2024 Board Meeting minutes*

251

*b. September 28, 2024 Board Meeting minutes*

252

*c. Monitoring Report 3.0: General Management Constraint*

253

*d. Monitoring Report 3.7: Compensation and Benefits*

254

*e. Amended Whistleblower and Anti-Retaliation Policy*

255

*f. Amendments to Bylaws from USOPC Audit Implementation Guide*

256

*g. Amendments to Bylaws, Article 4*

257

*h. Amendments to Bylaws, Article 5*

258

*i. Amendments to Board Governing Policies Manual from USOPC Audit Implementation  
259 Guide*

259

260 *Seconded. Motion passed unanimously.*

261

#### 262 **2025 CALENDAR**

263 Ms. Ferguson presented the 2025 events calendar, highlighting upcoming Board meetings.

264

#### 265 **EXECUTIVE SESSION**

266 The Board went into Closed Session so it could conduct an Executive Session; all staff  
267 members left the meeting except for Ms. Ferguson prior to the Executive Session.

268

269


270

271 **ADJOURNMENT**

272 Mr. Brearton adjourned the December 19, 2024 meeting of the Board of Directors at 3:00  
273 p.m. Mountain Time.

274  
275 Respectfully submitted:

  
Michelle Steinfeld, Secretary and General Counsel

  
Chris Brearton, Board Chair

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Attachment 1	Agenda
Attachment 2	Page 2 – Policy 1.2 Successful Athletes, Coaches, and Clubs
Attachment 3	Page 3 – Policy 3.4: Financial Condition and Activities
Attachment 4	Page 3 – Q3 2024 Financial Statement Report
Attachment 5	Page 3 – Q3 2024 Portfolio Statements
Attachment 6	Page 4 – Policy 3.6 Budget – Annual Forecast
Attachment 7	Page 4 – USA Swimming 2025 Budget
Attachment 8	Page 4 – 2019-2025 Base Budget Supplemental Summary
Attachment 9	Page 4 – USA Swimming 2024 Budget vs. 2024 Projection
Attachment 10	Page 4 – 2024 Budget vs. Sept. 2024 Proj. vs 2024 Dec. Proj.
Attachment 11	Page 4 – 2022-2024 Quad Business Plan Summary
Attachment 12	Page 4 – 2025-2028 USA Swimming DE&I Action Plan
Attachment 13	Page 5 – CSCAA Update
Attachment 14	Page 5 – Foundation Q3 2024 Financial Statement Report
Attachment 15	Page 5 – Foundation 2024 Budget vs. 2024 Projection
Attachment 16	Page 5 – Foundation Approved 2025 Budget
Attachment 17	Page 5 – FBOD 2024 Candidate Bios
Attachment 18	Page 6 – Innovation Task Force Update
Attachment 19	Page 6 – DRAFT September 26-28 Board Meeting Minutes
Attachment 20	Page 6 – DRAFT September 28 Board Meeting Minutes
Attachment 21	Page 6 – Policy 3.0 General Management Constraint
Attachment 22	Page 6 – Policy 3.7 Compensation and Benefits
Attachment 23	Page 6 – Revised Retaliation Policy
Attachment 24	Page 6 – Corporate Bylaws USOPC Implementation Guide Edits
Attachment 25	Page 6 – Bylaws – Proposed Amendments Article 4
Attachment 26	Page 6 – Bylaws – Proposed Amendments Article 5
Attachment 27	Page 6 – BGPM USOPC Implementation Guide Edits