

These minutes will be officially approved by the USA Swimming Board of Directors at its February 7, 2025 meeting.

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

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

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

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

49
50 No disclosures were made.

51
52 **SAFE SPORT MOMENT**

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

57
58 **REPORTS ON 2024 STRATEGIC PLAN AND KPIS**

59 **1.1 COMPETITIVE SUCCESS**

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

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

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

72
73 **1.2 SUCCESSFUL ATHLETES, COACHES, AND CLUBS**

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

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

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

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

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

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

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

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

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

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

126

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127 **FINANCE AND INVESTMENT UPDATE**

128 Mr. Skufca provided the financial update, highlighting the year-to-date financials, annual
129 projections, investment activity, and completed annual external audit and tax return. Mr.
130 Skufca noted no material variances since the previous Board report regarding the 2022-
131 2024 quad operating surplus.

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

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

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

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

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

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

168

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

172

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

175 [https://websitesdevsa.blob.core.windows.net/sitefinity/docs/default-](https://websitesdevsa.blob.core.windows.net/sitefinity/docs/default-source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf)
176 [source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf](https://websitesdevsa.blob.core.windows.net/sitefinity/docs/default-source/governance/governance-lsc-website/financials/usa-swimming-2025-budget.pdf)

177

178 **DEI QUAD PLAN PRESENTATION**

179 Leland Brown, Program Director, Diversity, Equity, & Inclusion, presented USA Swimming's
180 Diversity, Equity, and Inclusion (DEI) mission, vision, and objectives, along with the 2028
181 DEI quad framework; the framework seeks to increase membership, improve DEI guides and
182 programming, and impact members and prospective members through clinics, grants, and
183 support.

184

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

187

188 **UPDATE FROM CSCAA**

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

196

197 **FOUNDATION UPDATE**

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

204

205 **APPROVAL OF FOUNDATION BOARD MEMBERS**

206 Ms. Steinfeld briefly explained how the Foundation Board nominates new members to their
207 Board. Ms. Calip announced the Foundation Board nominees, including new nominees Scott
208 Rosman and Carrie Stolar and incumbent nominees Tim Buckley, Jon Kossow, Greg
209 Pinchbeck, and Mary Wayte (Attachment 17).

210

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

213

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

217

218 **COMMITTEE APPOINTMENTS**

219 Ms. Steinfeld presented motions to approve the committee appointees for the Investment
220 Committee, Ethics Committee, and Nominating Committee.

221

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

224

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

228

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

232

233 **GOVERNANCE COMMITTEE UPDATE**

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

238

239 **NATIONAL TEAM MANAGING DIRECTOR TASK FORCE UPDATE**

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

242

243 **CEO TASK FORCE UPDATE**

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

246

247 **INNOVATION TASK FORCE UPDATE**

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

250

251 **CONSENT AGENDA**

252

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

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- 254 a. *September 26 – 28, 2024 Board Meeting minutes*
- 255 b. *September 28, 2024 Board Meeting minutes*
- 256 c. *Monitoring Report 3.0: General Management Constraint*
- 257 d. *Monitoring Report 3.7: Compensation and Benefits*
- 258 e. *Amended Whistleblower and Anti-Retaliation Policy*
- 259 f. *Amendments to Bylaws from USOPC Audit Implementation Guide*
- 260 g. *Amendments to Bylaws, Article 4*
- 261 h. *Amendments to Bylaws, Article 5*
- 262 i. *Amendments to Board Governing Policies Manual from USOPC Audit Implementation*
- 263 *Guide*

264 *Seconded. Motion passed unanimously.*

2025 CALENDAR

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

EXECUTIVE SESSION


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

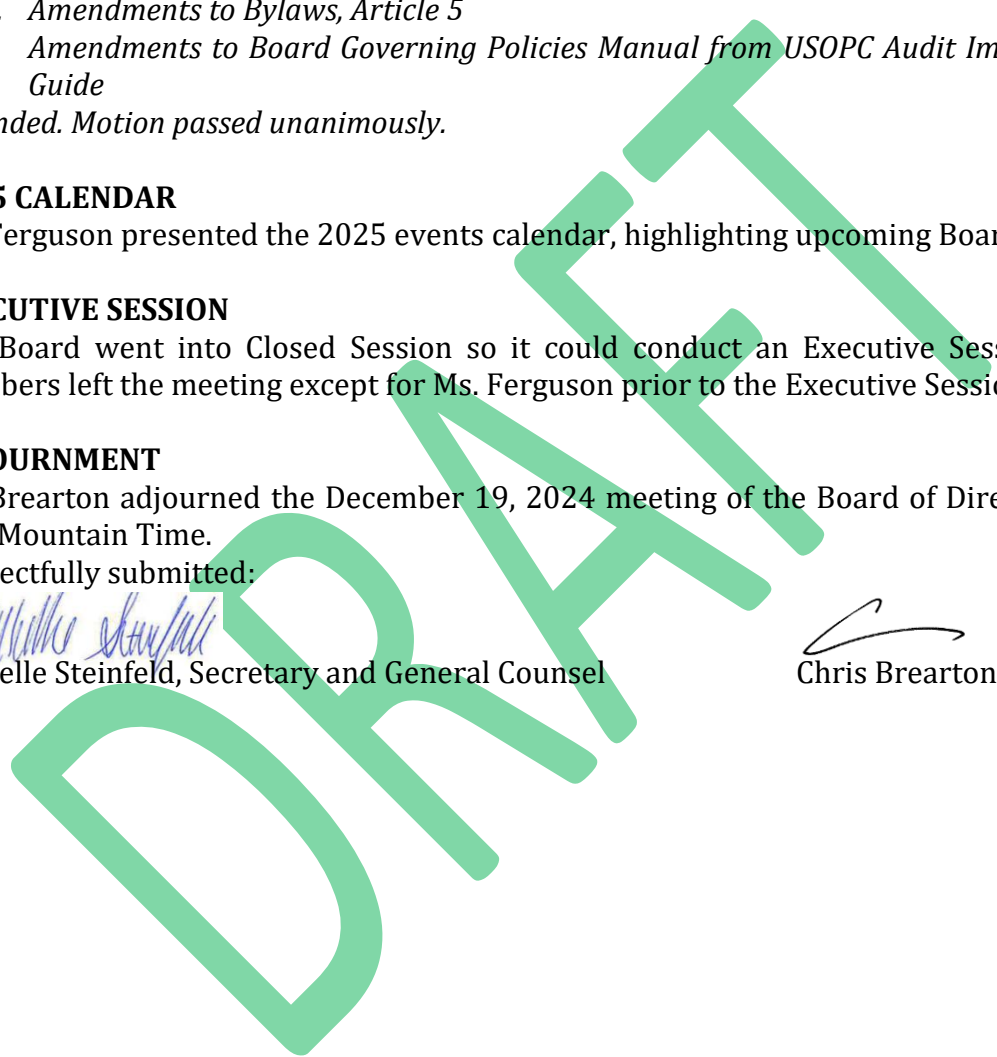
ADJOURNMENT

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

276 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair



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Attachment 1	Agenda
Attachment 2	Page 3 – Policy 1.2 Successful Athletes, Coaches, and Clubs
Attachment 3	Page 4 – Policy 3.4: Financial Condition and Activities
Attachment 4	Page 4 – Q3 2024 Financial Statement Report
Attachment 5	Page 4 – 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