

USA Swimming Board of Directors Meeting Minutes

March 4, 2024 / Virtual

1 **PRESENT**

2 Katy Arris-Wilson, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish, Clark Hammond,
3 Ira Klein, Katie Meili, Sabir Muhammad, Kathleen Prindle, Michelle Steinfeld, Bob Vincent.

4
5 **NOT PRESENT**

6 Maya Andrews, Bruce Gemmell, Natalie Hall, Tim Hinchey, Ashley Twichell Wall.

7
8 **STAFF**

9 Paula D'Amico, Ellery Parish.

10

11 **CALL TO ORDER**

12 Chris Brearton, Board Chair, called the March 4, 2024 Board of Directors meeting to order at
13 2:02 p.m. Mountain Time.

14

15 **BOARD CHAIR'S WELCOME**

16 Mr. Brearton explained the purpose of the meeting was to discuss the Board Charge to the
17 Nominating Committee, as well as the nominating process. Kathleen Prindle, who serves as
18 the Board's coach representative to the Nominating Committee, proposed an abbreviated
19 application process for incumbents applying to the Board. Ms. Prindle said that she would
20 bring the topic to the Nominating Committee for discussion at its next meeting.

21

22 **Zone Requirement for Board Composition**

23 Ms. Prindle explained that the reason for a motion to remove the Zone diversity requirement
24 for at-large Board members was that this requirement was outdated. Specifically, Ms. Prindle
25 explained that when USA Swimming previously had a constituency-based Board, directors
26 represented the interest of their Zones; with our new governance structure, at-large Board
27 members do not represent any one constituent group, including any "Zones." Ms. Prindle
28 further noted that this change would allow the Nominating Committee to review more
29 candidates, so the most qualified candidates can be put forward.

30

31 **MOTION:** *That the Board approve changes to Bylaw 4.2.4 to remove the Zone requirement for*
32 *the seven at-large Board members elected by the House of Delegates. Seconded. Motion passed*
33 *unanimously.*

34

35 **Board Member Qualifications**

36 The Board discussed a motion made via email by Ms. Prindle regarding Board qualifications
37 and the eligibility of previously terminated employees. Mr. Brearton clarified that the intent
38 was not to prevent any prior USA Swimming employees from running, for example if a prior
39 employee voluntarily resigned from the organization. The Board decided to table the
40 discussion.

41 **MOTION:** *To table the discussion of Board Qualifications. Seconded. Motion passed*
42 *unanimously.*

43

44 **2024 Board Charge to the Nominating Committee**

45 The Board discussed potential criteria for the Board Charge to the Nominating Committee,
46 including a background in government relations, as well as senior management experience.

47 The Board agreed that one candidate would not be expected to have all the qualities in the
48 Charge. Mr. Brearton remarked on the goal of creating a Charge that is neither too broad nor
49 too narrow. The Board agreed to send comments via email, to further refine the criteria. Ms.
50 Prindle withdrew her motion made via email so that the Board could further consider and
51 develop the 2024 criteria.

52

53 Note: On March 14, 2024, the Board approved the 2024 Board Charge via Action Without a
54 Meeting. The 2024 Board Charge is attached to these minutes as Attachment 1.

55

56 **ADJOURNMENT**

57 Mr. Brearton adjourned the March 4, 2024 meeting of the Board of Directors at 3:05 p.m.
58 Mountain Time.

59

60 Respectfully submitted:

61



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

Attachment 1

2024 Board Charge to the Nominating Committee

The Board is looking for a candidate that has the time and expertise to dedicate to USA Swimming. The Board seeks an individual with current or prior experience within a high performing organization, who has the ability to get up to speed quickly and help assess how our organization is performing and how we best position ourselves as a premiere National Governing Body for our stakeholders. More specifically, and in addition to the qualifications and criteria set forth in the General Nominating Committee charge, the Board has identified the following additional criteria, not in order of importance, specific to the 2024 Board Charge:

1. Senior management or executive experience, which may (but not required to) include:
 1. globally recognized sports leagues,
 2. governing bodies; and/or
 3. athletic departments.
2. Non Profit leadership & governance
3. Financial oversight of operations and strategic planning.
4. Lobbying, government relations, and/or government affairs (particularly related to the NCAA, the Olympic Movement and/or name, image, and likeness and revenue-sharing)

For clarification, the above list is not in order of importance.

There is no expectation that a candidate must meet any or all of the above specific criteria.

Finally, the time commitment, which is very significant, will be outlined in detail in the Call for Nominations.