

These minutes will be officially approved by the USA Swimming Board of Directors at its September 26, 2024 meeting.

USA Swimming Board of Directors Meeting Minutes

April 19, 2024 / Denver, Colorado

1 **PRESENT**

2 Maya Andrews (virtual), Katy Arris-Wilson, Chris Brearton, Kenneth Chung, Tony Ervin,
3 Kathy Fish, Bruce Gemmell, Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein, Katie Meili,
4 Sabir Muhammad, Kathleen Prindle (virtual), Michelle Steinfeld, Ashley Twichell Wall
5 (virtual), Bob Vincent.

6
7 **GUESTS**

8 Marci Callan, Bill Charney, Adrian Damasco, Scott Goldblatt, Melissa Hellervik-Bing, Tim
9 Husson, Shelley Jackson, Jennifer LaMont, Pam Lowenthal, Emily Melina, Michael Murry,
10 Sarah Myer, Dave Patterson, Jamie Platt, Bob Staab, Michael Switalski, Patrick Talty, Zach
11 Toothman.

12
13 **STAFF**

14 Elaine Calip, Paula D'Amico, Shana Ferguson, Jake Grosser, Elizabeth Hahn, Lindsay
15 Mintenko, Patrick Murphy, Ellery Parish, Joel Shinofield, Eric Skufca, Mariejo Truex, Nikki
16 Warner, Beth Winkowski.

17
18 **CALL TO ORDER**

19 Chris Brearton, Board Chair, called the April 19, 2024 Board of Directors meeting to order at
20 9:00 a.m. Mountain Time.

21
22 **CLOSED SESSION (2.3.6)**

23 **COMMERCIAL UPDATE**

24 The Board went into Closed Session so Shana Ferguson, Chief Commercial Officer, could
25 provide a commercial update.

26
27 **OPEN SESSION**

28 **BOARD CHAIR'S WELCOME**

29 Mr. Brearton welcomed everyone and expressed his excitement about the upcoming U.S.
30 Olympic Team Trials – Swimming (Trials) and 2024 Paris Olympic Games.

31
32 **RULES OF ENGAGEMENT/PROTOCOL**

33 Mr. Brearton reiterated the rules of engagement for the Board regarding pre-reading prior
34 to the meeting and engaging in spirited discussions.

35
36 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

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

40

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

44

45 No disclosures were made.

46

47 **GUEST INTRODUCTIONS**

48 Mr Brearton introduced Shelley Jackson, outside legal counsel. Ms. Jackson provided her
49 professional background.

50

51 **SAFE SPORT MOMENT**

52 Elizabeth Hahn, Director, Safe Sport, reminded the Board as to why Safe Sport efforts are
53 vital to USA Swimming and spoke about how other organizations have reached out to her for
54 expertise in the Safe Sport space, to implement initiatives within their own organizations.

55

56 **2024 OPERATING & STRATEGIC PLAN**

57 **1.1 COMPETITIVE SUCCESS**

58 Matt Barbini, Director, National Team Performance, reported on the National Team's current
59 position moving into the 2024 Paris Olympic Games, noting how well U.S. athletes performed
60 at the World Aquatics Championships this past February 2024 in Doha.

61

62 Mr. Barbini remarked on USA Swimming's on-going efforts regarding education and
63 awareness of mental health services, highlighting a newly added initiative of implementing
64 an exit interview for those transitioning off the National Team. Mr. Barbini additionally
65 commented on the organization's strategies for establishing and maintaining a positive
66 culture within the National Team and National Junior Team in collaboration between staff
67 and Head Coaches.

68

69 **1.2 SUCCESSFUL ATHLETES, COACHES, AND CLUBS**

70 Joel Shinofield, Managing Director, Sport Development, presented the Key Performance
71 Indicators (KPIs) for 1.2 Successful, Athletes, Coaches and Clubs. Mr. Shinofield noted that
72 club membership remains a focus of his team's attention as new clubs continue to join USA
73 Swimming. Mr. Shinofield also highlighted that athlete membership is on track to exceed the
74 2023 membership year.

75

76 Mr. Shinofield reported on grassroot initiatives for club success that are being implemented
77 to combat challenges for clubs, including barriers to entry, access to resources that create
78 sustainable businesses, and ways to appeal to broader audiences.

79

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82 **1.3 PUBLIC ENGAGEMENT WITH SWIMMING**

83 Shana Ferguson, Chief Commercial Officer, provided an update on Trials, remarking on the
84 scale of the event and the massive opportunity it provides, the accessibility to the venue and
85 event for all stakeholders, the availability for premium hospitality, and the production of a
86 technically flawlessly meet. Mrs. Ferguson additionally provided a timeline leading up to
87 Trials, highlighted events such as the Toyota Aqua Zone and USA Swimming Live.
88 Additionally, Mrs. Ferguson overviewed the “Special Nights” for each night of the meet.

89
90 Lindsay Mintenko, Managing Director, National Team, and Patrick Murphy, Senior Director,
91 Member Data and Product, spoke to the process used to create the time standards approved
92 by the National Team Steering Committee for athletes to qualify for the Trials.

93
94 Patrick Talty, President, Indiana Sports Corp (ISC), remarked on the efforts being made to
95 engage the Indianapolis community in Trials and how those efforts will help elevate the sport
96 of swimming, especially within their local community. Sarah Myer, Chief of Staff and Strategy,
97 ISC, reported on Trials outreach and engagement initiatives, including paid and earned
98 media plans, grassroots marketing and signage at local events and businesses, and
99 partnerships with local companies, sports teams, and community and hospitality partners.
100 Ms. Myer additionally provided an overview of group sales efforts and further detailed local
101 community and business activation initiatives. Lastly, Ms. Myer remarked on the Eiffel Tower
102 replica that will be built in downtown Indianapolis by the Latinas Welding Guild.

103
104 Jake Grosser, Senior Director, Marketing & Communications, reported on Trials ticket
105 revenues, noting that the projection is on pace as sales ramp up leading towards opening
106 day, while presenting an overview of sold tickets for each ticket type. Mr. Grosser further
107 expanded on Ms. Myer’s report on ticket sales plans and tactics. Additionally, Mr. Grosser
108 highlighted the USA Swimming Network Content Lounge within the Toyota Aqua Zone where
109 podcasters will be able to record their content on site to increase the fan experience.

110
111 Mrs. Ferguson provided viewership and ratings goals, including having a total of 45 million
112 viewers for finals on NBC and the ability to offer preliminary heat streams on Peacock and
113 the NBC Sports App, with tape delayed heats on the USA Network pre-finals each evening.

114
115 Mrs. Ferguson remarked on collecting participant experience post-event via surveys given
116 to athletes, coaches, officials, and fans.

117
118 Tim Hinchey, President & CEO, provided a visual of the inside of Lucas Oil Stadium, to show
119 the set up for Trials and what the experience will look like for athletes, coaches, and fans.

120
121 Mr. Grosser presented USA Swimming’s new annual #GogglesOn campaign launching on May
122 8, with three target time periods throughout the year: a spring focus on swimming for fun,
123 a summer focus on elite athletes, and a fall call to action to encourage athlete transition from
124 recreational swimming to joining a competitive swim team.

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125 Mr. Grosser described the organization's communication plan, including the strategic
126 approach to Diversity, Equity and Inclusion and membership communication, and the
127 balance of social media content between grassroots content and a focus on elite athletes.
128

129 **1.4 BEST-IN-CLASS NGB**

130 Eric Skufca, Chief Financial Officer, presented the KPIs for End 1.4 and provided updates,
131 including that the Investment Committee continues its Investment Advisor RFP noting the
132 project is tracking as planned. Mr. Skufca noted that the 2023 financial results are now final,
133 including the achievement of the (\$539K) planned operating deficit, which was more
134 favorable than the original budget by approximately \$830K and more favorable than the
135 November 2023 projection by approximately \$1.07M (Attachments 2 - 11).
136

137 ***MOTION:** That the Board approves updates to the performance monitoring report on Policy*
138 *3.4 "Financial Condition and Activities – Internal" originally approved on January 27, 2024.*
139 *Seconded. Motion passed unanimously.*
140

141 Mr. Skufca provided an overview of the current 2024 budget projection, noting that
142 operating revenue and operating expenses projections are both materially consistent with
143 the budget. Mr. Skufca presented the latest 2022-2024 quad financial results and projections.
144

145 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.4*
146 *"Financial Condition and Activities – Internal" conveys (a) interpretations of the policy that are*
147 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*
148 *requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*
149

150 **MEMBERSHIP AND CLUB FEES DISCUSSION**

151 Mr. Shinofield provided the history of USA Swimming's membership dues from 1990 to
152 2024. Mr. Hinchey noted there are currently no upcoming recommended individual
153 membership increases for the 2025-2028 quad.
154

155 Ira Klein presented potential recommendations for club membership fee changes as
156 developed by the CEO Round Table group and the Coach Advisory Council, including raising
157 fees, evaluating fee changes through focus groups, with a potential tiered system for the
158 2029-2032 quad, and using increased fees proposed for 2026 to pay for increased club visits
159 and in-person national events.
160

161 The Board engaged in discussion regarding the nuances of the recommendations, including
162 what the current fees cover and what the increased fees will cover to provide more and
163 better services to clubs as determined by feedback from coach survey results.
164

165 **UPDATE ON NIL AND UNIVERSITY/COLLEGE LANDSCAPE**

166 Vice Chair Natalie Coughlin Hall provided an update on current College Swimming & Diving
167 Coaches Association of America initiatives, including protecting sports on college campuses,

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168 hosting the National Invitational Championship to provide opportunities for Division I
169 athletes who did not qualify for the NCAA Championships, and continuing to position
170 swimming for stability and growth through strategic initiatives (Attachment 12).

171
172 Mrs. Hall additionally reported on her recent visit with California legislators to discuss
173 concerns regarding revenue sharing and the changing and inconsistent Name, Image, and
174 Likeness landscape at the collegiate level. Mrs. Hall remarked on the continued efforts to
175 build relationships in order to have a voice in these important discussions.

176
177 **UPDATE ON KEEPING ATHLETES FIRST 2.0**
178 Mariejo Truex, Senior Director, Team, Coach & Athlete Development, announced that USA
179 Swimming has launched the Officials Certification and the Legacy Coach Project and
180 provided current user data. Mrs. Truex also provided a brief overview of USA Swimming
181 University, including sharing course categories available and Net Promoter Scores for all USA
182 Swimming University courses. Mrs. Truex provided future launch dates for more Officials'
183 courses and the Legacy Coach Project.

184
185 **FOUNDATION SWIMMING/INNOVATION TASK FORCE**
186 Mr. Brearton remarked on the formation of an innovation task force that will consist of three
187 USA Swimming athlete Board members, three USA Swimming Foundation Board members,
188 and three individuals connected to swimming, who will collectively explore long-term
189 initiatives to drive USA Swimming forward.

190
191 **CONSENT AGENDA**
192 Mr. Brearton presented the Consent Agenda items.

193
194 **MOTION:** *To approve the following Consent Agenda items (Attachments 13 – 24):*

- 195
196 a) *January 27, 2024 Board Meeting Minutes*
197 b) *March 4, 2024 Special Meeting Minutes*
198 c) *March 25, 2024 Special Meeting Minutes*
199 d) *Monitoring Report 3.1: Treatment of Members and Customers*
200 e) *Monitoring Report 3.2: External Relations*
201 f) *Monitoring Report 3.5: Asset Protection*
202 g) *Monitoring Report 3.8: Emergency Management Succession*
203 h) *Amend Bylaws (Article 5.5: National Board of Review Committee)*
204 i) *Updates to Board Governing Policies: Appendix B (Investment Policy)*
205 j) *Updates to Board Governing Policies: Appendix C (Statement of Ethics and Conflict of*
206 *Interest)*
207 k) *Add Zone Directors' Council Policy Manual to Operating Policy Manual*
208 l) *Update Officials' Certification Standards in Operating Policy Manual*

209
210 *Seconded. Motion passed unanimously.*

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211 **CLOSED SESSION (2.3.6)**

212 **U.S. CENTER FOR SAFESPORT**

213 The Board went into Closed Session to discuss matters related to the U.S. Center for
214 SafeSport.

215

216 **LITIGATION UPDATE**

217 The Board remained in Closed Session so Ms. Steinfeld could provide a legal update.

218

219 **EXECUTIVE SESSION**

220 The Board remained in Closed Session so it could conduct an Executive Session; all
221 members of the staff left the meeting prior to Executive Session. The Board was joined by
222 outside counsel.

223

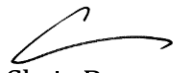
224 **ADJOURNMENT**

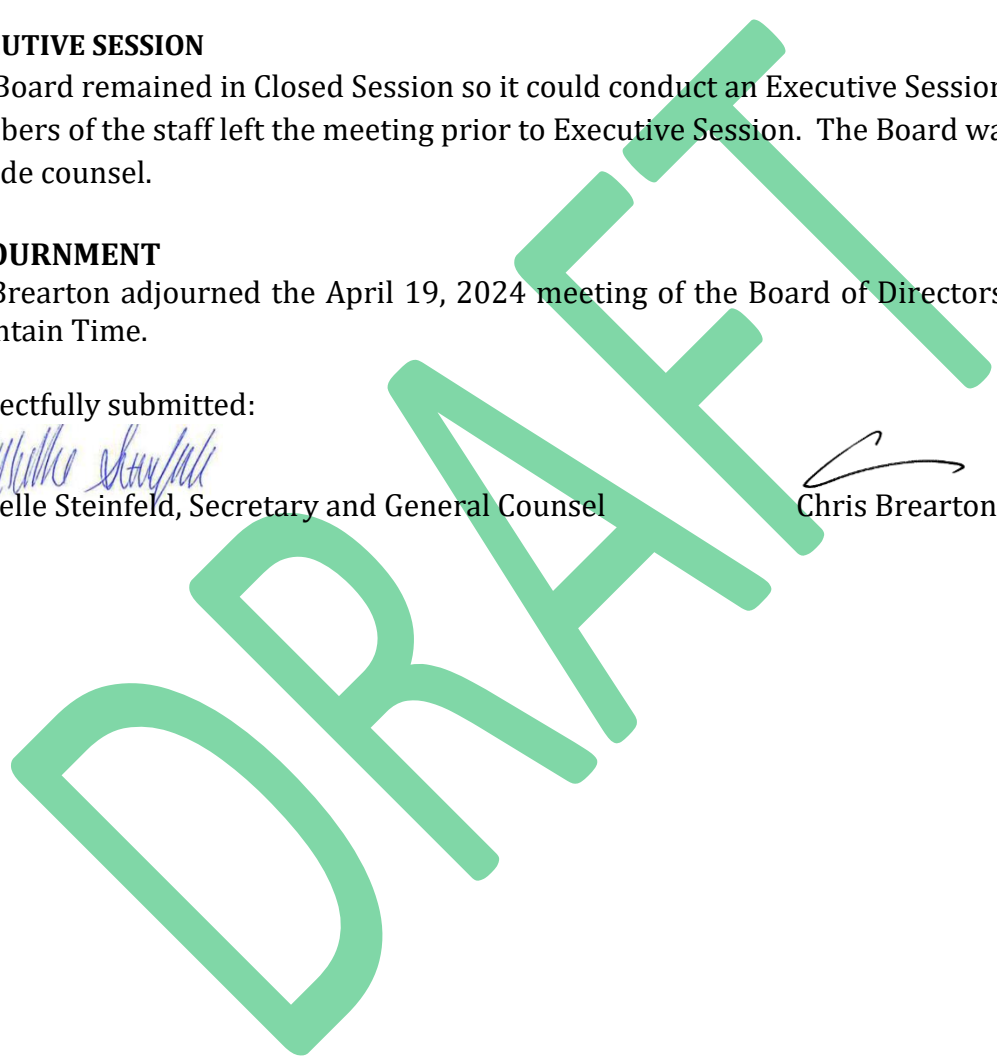
225 Mr. Brearton adjourned the April 19, 2024 meeting of the Board of Directors at 4:40 p.m.
226 Mountain Time.

227

228 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair



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Attachment 1	Agenda
Attachment 2	Page 4 – USA-S Financial Statement Report 2023
Attachment 3	Page 4 – USA-S Financial Written Report 2023
Attachment 4	Page 4 – USA-S Financial Summary Comparison 2023
Attachment 5	Page 4 – Foundation Financial Statement Report 2023
Attachment 6	Page 4 – Foundation Financial Written Report 2023
Attachment 7	Page 4 – Foundation Financial Summary Comparison 2023
Attachment 8	Page 4 – USA-S Financial Statement Report Q1 2024
Attachment 9	Page 4 – USA-S 2024 Budget vs Projection
Attachment 10	Page 4 – MR 3.4 Financial Conditions & Activities Q1 2024
Attachment 11	Page 4 – MR 3.4 Financial Conds. & Activities Q4 2023 Update
Attachment 12	Page 5 – CSCAA Report
Attachment 13	Page 5 – DRAFT January 27, 2024 Board Meeting Minutes
Attachment 14	Page 5 – DRAFT March 4, 2024 Board Meeting Minutes
Attachment 15	Page 5 – DRAFT March 25, 2024 Board Meeting Minutes
Attachment 16	Page 5 – MR 3.1 Treatment of Members and Customers
Attachment 17	Page 5 – MR 3.2 External Relations
Attachment 18	Page 5 – MR 3.5 Asset Protection
Attachment 19	Page 5 – MR 3.8 Emergency Management Succession
Attachment 20	Page 5 – Bylaws Amendments Article 5
Attachment 21	Page 5 – BGPM Amendments Appendix C
Attachment 22	Page 5 – ZDC Policy Manual
Attachment 23	Page 5 – Officials’ Certification Standards - Redline
Attachment 24	Page 5 – Rational for Updates to Officials’ Cert. Standards
Attachment 25	ZDC Written Board Report