

These minutes will be officially approved by the Board of Directors at its next meeting.

## **USA Swimming Board of Directors Meeting Minutes**

May 4, 2025/Fort Lauderdale, FL

### **PRESENT**

Maya Andrews, Katy Arris-Wilson, Chris Brearton, Frank Busch, Kenneth Chung, Nic Fink, Kathy Fish, Natalie Hall, Clark Hammond, Ira Klein, Caitlin Leverenz Smith (virtual), Katie Meili (virtual), Sabir Muhammad, Kathleen Prindle, Michelle Steinfeld, Bob Vincent.

### **GUESTS**

Tim Bauer, Jennifer LaMont, Jamie Platt, Bob Staab, Tom Ugast.

### **STAFF**

Matt Barbini, Elaine Calip, Paula D'Amico, Jake Grosser, Liz Hahn, Brendan Hansen, Greg Meehan, Stacy Michael-Miller, Patrick Murphy, Ellery Parish, Derek Paul, Joel Shinofield, Eric Skufca, Nikki Warner.

### **CALL TO ORDER**

Chris Brearton, Board Chair, called the May 4, 2025 Board of Directors meeting to order at 8:07 a.m. Eastern Time.

### **BOARD CHAIR WELCOME**

Mr. Brearton remarked on the nuanced acts of service of the Board and thanked the Board for its continued commitment to the sport of swimming.

### **CEO WELCOME**

Bob Vincent, Interim Chief Executive Officer, thanked the Board for their confidence in him to lead the staff during the current CEO transition. Mr. Vincent remarked on the Foundation Board's focus and continued commitment to the sport, while expressing his gratitude for sponsors, donors, staff, athletes, and coaches who continue to support USA Swimming. Lastly, Mr. Vincent noted that he received several texts from United States Olympic & Paralympic Committee (USOPC) executives expressing their enthusiasm towards the new National Team leadership.

### **RULES OF ENGAGEMENT/PROTOCOL**

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

### **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?"*

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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.

No disclosures were made.

#### **SAFE SPORT MOMENT**

Joel Shinofield, Managing Director, Sport Development, reported the U.S. Center for SafeSport (Center) is going through leadership change with several National Governing Bodies looking for the Center to focus on its core objectives. Mr. Shinofield noted that USA Swimming recently submitted the organization's annual compliance reports. Liz Hahn, Director, Safe Sport, highlighted the staff's ability to handle over 400 cases annually in addition to providing training and education for membership.

#### **CONSENT AGENDA**

**MOTION:** To approve the following Consent Agenda items (Attachments 2 - 7):

- a. February 7, 2025 Board Meeting Minutes
- b. Approve amendments to Whistleblower and Anti-Retaliation Policy
- c. Monitoring Report 3.1: Treatment of Members and Customers
- d. Monitoring Report 3.2: External Relations
- e. Monitoring Report 3.5: Asset Protection
- f. Monitoring Report 3.8: Emergency Management Succession

Seconded. Motion passed unanimously.

#### **TECHNOLOGY**

Patrick Murphy, Managing Director, Technology & Data, reported on the creation of the organization's five-year Technology Strategic Plan which includes three deliverables: cost analysis composed of operating requirements and technical reinvestment recommendations, technology success metrics to determine the value technology provides the organization, and a long-term strategic vision and roadmap. Mr. Murphy noted that the plan is being developed with key stakeholders, including consultation with the Chief Technology Officer Advisory Group.

Mr. Murphy provided a written document regarding the mobile app (Attachment 8) and noted that the revenue from the 2024 increased club dues legislation will not be recognized until 2026, leaving 2025 without funding for app enhancements. Mr. Murphy highlighted the current app functionality and planned features to be included in the new version, such as biometric login, a fully native design, times search, leaderboards, persona-driven navigation, and push notifications. Mr. Murphy reported that the organization utilizes a mobile app stakeholder group who test the app and provide feedback on features, user experience, and functionality.

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Lastly, Mr. Murphy explained the Data Warehouse and its importance for the mobile app, including the ability to scale the app as stakeholders ask for more functionality and the number of users increases.

#### **KEEPING ATHLETES FIRST UPDATE**

Jake Grosser, Managing Director, Marketing & Communications, provided an update on Keeping Athletes First (KAF) 2.0, reporting that the initiative has funding leftover after the completion of the original KAF 2.0 goals. The KAF 2.0 Working Group discussed how to utilize the cost efficiencies, including for mobile app enhancements, and Open Water coach safety education. With additional funding still available, Mr. Grosser proposed utilizing KAF 2.0 funds to develop foundation technology initiatives and Open Water coach safety education. Eric Skufca, Chief Financial Officer, explained the nuances of the finances between KAF 1.0 and 2.0 and expressed his lack of concern regarding reallocating the cost efficiencies that have accumulated from the KAF initiatives.

**MOTION:** *To approve the use of funds designated for the Keeping Athletes First 2.0 initiative for:*

- *Mobile app development & data warehouse investment*
- *User interface/user experience updates*
- *Open Water coach safety education [to coincide with already-approved officials open water education]*

*Seconded. Motion passed unanimously.*

#### **EVENT SITE APPROVAL**

Mr. Grosser presented proposed event site locations for the Board to consider. The Board and staff discussed how to vary future event site locations.

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

- *2025 Toyota U.S. Open (Austin, Texas; December 3 – 6, 2025)*
- *2026 Open Water Championships (Sarasota, Florida; April 2 – 4, 2026)*
- *2026 Toyota National Championships (Irvine, California; July 28 – August 1, 2026)*

*Seconded. Motion passed unanimously.*

#### **FINANCE UPDATE**

Mr. Skufca provided financial deliverables (Attachments 9 - 21) and reported that the 2024 financials are final, highlighting that both USA Swimming and USA Swimming Foundation ended with operating surpluses in 2024. Olympic Trials event operations and applicable fundraising were significant contributors to both USA Swimming and the Foundation achieving 2024 operating surpluses. USA Swimming's 2024 operating surplus totaled \$3.18 million, which included the \$5.2 million net Trials revenue. Mr. Skufca noted with the final financials of 2024,

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the 2022-2024 Quad finished with a total net operating surplus of \$1.36 million over the three-year period.

Additionally, both the USA Swimming consolidated and the USA Swimming Foundation 2024 annual financial statement audits received clean, unqualified audit opinions. Audit report drafts are currently being reviewed by the Finance team and then they will be reviewed by the Audit Committee before being presented to the respective Boards consistent with previous years.

Mr. Skufca provided the latest 2025 financial projection as compared to the approved budget, noting the main variances, including an operating revenue projection of \$38.4 million which is less than budget by \$1.4 million and an operating expense projection of \$39.2 million which is less than budget by \$443 thousand. Mr. Skufca reported the revenue projection variance is primarily due to a membership revenue projection of \$24.2 million which is less than budget by \$703 thousand and a partnership marketing revenue projection of \$5.0 million which is less than budget by \$715 thousand. Mr. Skufca also remarked on the better than projected operating expenses are due to less projected personnel costs and Splash Magazine/USA Swimming Productions cost efficiencies but noted that there is an increase in anticipated costs for the upcoming World Aquatics Championships travel and National Championships event production.

Mr. Skufca presented the two Policy 3.4, "Financial Condition and Activities," reports with one focused on 2024 Q4 (final) and the other on 2025 Q1. Mr. Vincent highlighted the two expenditures in the second report (Worlds and Nationals) that will exceed the budget by \$50,000 or more.

**MOTION:** That the Board approves updates to the performance monitoring report on Policy 3.4 "Financial Condition and Activities" originally approved on February 7, 2025 as final Q4 2024 financials are now complete. Seconded. Motion passed unanimously.

**MOTION:** That the Board approves that the performance monitoring report on Policy 3.4 "Financial Condition and Activities" 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.

Mr. Skufca reported that the Q1 2025 investment portfolio is trending at a near breakeven mark to market unrealized gain/loss position through April 2025. Mr. Skufca additionally presented the latest update to the Investment Policy Statement (IPS) as recommended by both the Investment Committee and Goldman Sachs investment advisor.

The Board and staff discussed the nuances of the IPS, including the private equity component and ranges. The Board approved the motion as presented (see below) but asked that Goldman Sachs not move forward with deploying any private equity without further discussion with the Board.

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**MOTION:** *That the Board approves the presented Investment Policy Statement as recommended by the Investment Committee and Goldman Sachs. Seconded. Motion passed unanimously.*

## **MEMBERSHIP**

Mr. Shinofield provided a year-to-date membership update, indicating that membership is currently stable with an upward trend in coaches and increases in Flex and Outreach membership through investments in initiatives such as Block Party, Community Swim Teams, New Club Success, and Coach Education.

Mr. Shinofield remarked on youth sport membership, which is overall down across the country but highlighted the few programs that are finding growth success.

The Board and staff engaged in a robust discussion regarding youth sports, including understanding the root cause of the decline in youth sport membership, how technology could be an advantage for USA Swimming, the impact of ongoing coach and club education, and how to build on the success of the Block Party Pilot to bring more athletes into the sport and increase retention.

## **CLOSED SESSION**

### **OLYMPIC TRIALS**

The Board went into Closed Session and staff provided an Olympic Trials update.

### **LITIGATION UPDATE**

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

## **ADJOURNMENT**

Mr. Brearton adjourned the May 4, 2025 meeting of the Board of Directors at 11:05 a.m. Eastern Time.

Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

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Attachment 1	Agenda
Attachment 2	Page 2 – February 7, 2025 Board Meeting Minutes
Attachment 3	Page 2 – Board Governing Policy Manual Edits (Appendix D)
Attachment 4	Page 2 – Policy 3.1: Treatment of Members and Customers
Attachment 5	Page 2 – Policy 3.2: External Relations
Attachment 6	Page 2 – Policy 3.5 Asset Protection
Attachment 7	Page 2 – Policy 3.8 Emergency Management Succession
Attachment 8	Page 2 – May 2025 Board - Mobile App Proposal
Attachment 9	Page 5 – USA Swimming - Financial Statement Report 2024
Attachment 10	Page 5 – USA-S - Financial Summary Comparison 2024
Attachment 11	Page 5 – USA Swimming - Financial Written Report 2024
Attachment 12	Page 5 – USA-S Foundation - Financial Sum. Comparison 2024
Attachment 13	Page 5 – USA-S Foundation – Financial STMT Report 2024
Attachment 14	Page 5 – USA-S Foundation – Financial Written Report 2024
Attachment 15	Page 6 – USA-S 2022-2024 Quad Business Plan Summary
Attachment 16	Page 6 – USA-S Financial STMT Report Q1 2025
Attachment 17	Page 6 – USA-S 2025 Budget vs. 2025 Current Projection
Attachment 18	Page 6 – USA-S & Foundation Inv. Portfolio Review Q1 2025
Attachment 19	Page 6 – Policy 3.4 Financial Conditions and Activities Q4 2024
Attachment 20	Page 6 – Policy 3.4 Financial Conditions and Activities
Attachment 21	Page 6 – USA-S - Investment Policy STMT – Recommended Draft
Attachment 22	Zone Directors’ Council Update