

MOTION
(Made during Open Session on September 27, 2024)

The Board of Directors (Board) of USA Swimming, Inc. (USA Swimming) hereby states and moves as follows:

WHEREAS, upon the resignation of USA Swimming's President and Chief Executive Officer (CEO), Shana Ferguson, USA Swimming's current Chief Operating Officer, was appointed as the Interim CEO;

WHEREAS, on September 4, 2024, in conjunction with the foregoing, the Board adopted temporary amendments to certain Board Governing Policies for an interim period (Temporary Amendments);

WHEREAS, under the Interim CEO's leadership, the organization has maintained continuity of day-to-day management, and the Board acknowledges and appreciates the Interim CEO's oversight of the organization's operations; and

WHEREAS, in collaboration with the Interim CEO and to restore certain CEO authorities, the Board now moves to vacate the Temporary Amendments and modify the Interim CEO's authority accordingly.

Motion:

To vacate the Temporary Amendments, effective immediately. To amend the Board Governing Policies Manual (BGPM) pursuant to Policy 2.1(6-7) and, only to the extent necessary, any corresponding provision within the USA Swimming Corporate Bylaws (Bylaws) or any other governing document of USA Swimming, effective immediately. These amendments to the BGPM shall, upon passage, be attached as **Appendix G** to the BGPM and shall remain in effect until a permanent CEO begins employment.

I. Temporary amendments to certain BGPM Policies:

- A. Financial Decisions:** The CEO shall obtain the approval from the Board on any Program annual expense total that has a current annual projection of \$50,000 or more over the approved budget. Reviews and approvals will occur during the Periodic Reporting Meetings noted in Section D below.
- B. Hiring and Termination:** The CEO shall provide notice to the Board regarding the hiring or termination of any full time, salaried employee.
- C. Committee Appointments:** With respect to appointments ordinarily made by the CEO, the CEO shall consult with the Board before CEO makes any changes in appointments to committees.
- D. Periodic Reporting:** The CEO shall report to the Board in a timely manner on the topics and matters that materially impact the operations or direction of USA Swimming, including,

but not limited to, membership, the national team, finances, staffing, safe sport, etc.

Motion passed by unanimous vote on September 27, 2024.