

USA Swimming Board of Directors Meeting Minutes

April 24, 2020 / Virtual Zoom Conference Call

1 **CALL TO ORDER**

2 Bob Vincent, Board Chair, called the April 24, 2020 Board of Directors meeting to order at
3 7:06 a.m. Mountain Time with the following members in attendance:

4
5 **PRESENT:** Maya Andrews, Chris Brearton, Kenneth Chung, Bruce Gemmell, Jennifer Gibson,
6 Cecil Gordon, Natalie Hall, Tim Hinchey, Lucinda McRoberts, Kathleen Prindle, Bill Schalz,
7 Jeanette Skow, Jim Sheehan, Davis Tarwater, Jay Thomas, Tom Ugast, Bob Vincent.

8
9 **GUESTS**

10 Dale Ammon (Western Zone Non-Coach Director), Wendy Boglioli (Guest Speaker), Bill
11 Charney (Charney Associates), Tristan Formon (Eastern Zone Coach Director), Rowdy
12 Gaines (Guest Speaker), Ryan Gibbons (Southern Zone Athlete Rep), Tim Husson (Eastern
13 Zone Non-Coach Director), Bradley Jacobs (Central Zone Athlete Rep), Jim Kelly (Southern
14 Zone Coach Director), Paw Lowenthal (Central Zone Non-Coach Director), Sean Redmond
15 (Western Zone Coach Director), Michael White (Central Zone Coach Director).

16
17 **STAFF**

18 Paula D'Amico, Dean Ekeren, Shana Ferguson, Abigail Howard, Isabelle McLemore, Lindsay
19 Mintenko, Eric Skufca, Joel Shinofield, Mike Unger.

20
21 **MOMENT OF SILENCE**

22 A moment of silence was observed for USA swimming members who have passed away
23 since the last USA Swimming Board of Directors meeting.

24
25 **AGENDA REVIEW**

26 Bob Vincent presented the agenda (Attachment 1).

27
28 **RULES OF ENGAGEMENT / PROTOCOL**

29 Bob Vincent provided an overview of the Rules of Engagement and Zoom protocol.

30
31 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

35
36 If a Board member determines there to be a conflict of interest at any point during the
37 course of the meeting when a specific subject is being discussed and / or action is being
38 taken, a declaration of a conflict of interest should be made at that time.

39 **CEO WELCOME**

40 Tim Hinchey commented on how proud he is of the USA Swimming leadership team to
41 support the membership during the COVID-19 pandemic and voiced appreciation for the
42 Board of Directors' contributions.

43

44 **BOARD CHAIR'S REMARKS**

45 Bob Vincent remarked on the challenges for the Board of Directors during the COVID-19
46 pandemic and noted his appreciation for it wanting to be part of the solution. Mr. Vincent
47 recognized the coaches on the Board who are supporting Sport Development to provide
48 resources to clubs and encouraged all Board members to engage in discussions with
49 athletes, coaches, and volunteers. Lastly, Mr. Vincent applauded staff for partnering with
50 LSCs to support clubs, as well as the USA Swimming Foundation for contributing grant
51 funding for clubs.

52

53 **GUEST SPEAKER: WENDY BOGLIOLI**

54 Chief Operating Officer Mike Unger introduced Wendy Boglioli.

55

56 Wendy Boglioli thanked Tim Hinchey and the USA Swimming staff for their leadership
57 during the pandemic and talked through how despite the current struggles, USA Swimming
58 with prevail. While recounting her swimming career, Ms. Boglioli spoke about the need to
59 overcome struggles beyond a focus on winning, but rather being a participant with hope
60 and a set of principles.

61

62 **BOARD PROCESS**

63 **MINUTES**

64 **MOTION:** *To approve the January 31, 2020 Board of Directors meeting minutes (Attachment*
65 *2). Seconded. APPROVED.*

66

67 **NOMINATING COMMITTEE UPDATE**

68 Chief Administrative Officer & General Counsel Lucinda McRoberts provided a Nominating
69 Committee update, including the timeline for nominations and applications, the
70 distribution channels utilized to solicit nominations, and that Mary Wallack has been
71 elected Chair of the committee.

72

73 **FOUNDATION UPDATE**

74 Bob Vincent recognized Foundation Chair, Cecil Gordon, and the Foundation Board of
75 Directors for their leadership and financial support of USA Swimming clubs.

76

77 Cecil Gordon updated the Board on how the Foundation Board is moving forward,
78 including an upcoming meeting with USA Swimming staff, a Foundation Board of Director's
79 meeting on May 1, 2020 and rescheduled events such as the Make a Splash tour. Dr. Gordon
80 noted his pride in the Foundation Board of Directors for approving funds that would
81 provide relief to USA Swimming clubs during the COVID-19 pandemic. Lastly, Dr. Gordon
82 encouraged the Board to financially support the USA Swimming Foundation and
83 recognized Kenneth Chung and Anne Barry for their contributions.

84

85 **LEGISLATION**

86 Bob Vincent noted that any approved legislation will go forward as a submission by the
87 Board and therefore needs to be actively supported by the Board. Cecil Gordon urged the
88 Board to attend the House of Delegates to support the legislation they approve.

89

90 Lucinda McRoberts provided background on the recommended legislation and presented
91 each proposed item.

92

93 The Board engaged in discussion around the details and concepts for each of the
94 recommended legislative changes.

95

96 **MOTION:** *To approve the proposed changes to the Corporate Bylaws (where House of*
97 *Delegates approval is not required), effective immediately, and to submit the remaining*
98 *legislative packet to the Rules & Regulations Committee for consideration (Attachment 3).*
99 *Seconded. APPROVED.*

100

101 **BOARD GOVERNING POLICY MANUAL UPDATE**

102 Lucinda McRoberts provided an overview of the proposed changes to the Policy Manual
103 noting most changes are housekeeping items, including updates to mirror the Bylaws
104 changes just approved.

105

106 **MOTION:** *To approve the updates to the Board of Directors' Governing Policies Manual,*
107 *effective immediately (Attachment 4). Seconded. APPROVED.*

108

109 **MONITORING**

110 Bob Vincent briefly described what the Ends Monitoring reports entail, as well as the
111 process by which they are distributed and discussed prior to Board meetings.

112

113 **PUBLIC ENGAGEMENT WITH SWIMMING (1.3)**

114 Bob Vincent presented Policy 1.3 Public Engagement with Swimming (Attachment 5).

115

116 Tim Hinchey commented on finding more ways to reflect the work USA Swimming is doing
117 regarding drowning prevention.

118
119 Managing Director of Sport Development, Joel Shinofield, noted that statistics monitoring is
120 used for future programing, as is information gathered from other entities, but also
121 acknowledged many factors that are outside of the organization's control, including the
122 impact of COVID-19 on membership numbers this year.

123
124 Chief Commercial Officer, Shana Ferguson, added that there are some statistics that the
125 organization drives, such as the digital swimming index and attendance at events, and
126 there are ways to improve the data and promote events.

127
128 **MOTION:** *To approve the performance monitoring report on Policy 1.3, "Public Engagement*
129 *with Swimming," conveys (a) interpretations of the policy that are reasonable, and (b) that*
130 *the report reasonably substantiates compliance with the policy requirements, consistent with*
131 *the CEO's interpretations. Seconded. APPROVED.*

132
133 **MANAGEMENT PARAMETERS MONITORING**

134 **POLICY 3.2 EXTERNAL RELATIONS**

135 Bob Vincent presented Policy 3.2 External Relations (Attachment 6).

136
137 Tim Hinchey provided composition background of the report, including an emphasis on the
138 diversity of new and continued relationships. Mr. Hinchey thanked Mike Unger for his work
139 with international constituents and Lucinda McRoberts for her work on several working
140 groups and task forces with the United States Olympic and Paralympic Committee (USOPC).

141
142 **MOTION:** *To approve the performance monitoring report on Policy 3.2, "External Relations,"*
143 *conveys (a) interpretations of the policy that are reasonable, and (b) that the report*
144 *reasonably substantiates compliance with the policy requirements, consistent with the CEO's*
145 *interpretations. Seconded. APPROVED.*

146
147 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

148 Bob Vincent presented Policy 3.4 Financial Condition & Activities (Attachments 7 - 13).

149
150 **MOTION:** *To approve the performance monitoring report on Policy 3.4, "Financial Condition*
151 *& Activities," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
152 *report reasonably substantiates compliance with the policy requirements, consistent with the*
153 *CEO's interpretations. Seconded. APPROVED.*

154

155 Chief Financial Officer Eric Skufca provided an overview of the 2019 final financials,
156 including beating the original 2019 operating budget by over \$1.1 million and an end of
157 year bottom line net surplus of nearly a half million dollars. Mr. Skufca additionally added
158 the 2019 external audit is being finalized and will be shared once completed.

159
160 Mr. Skufca highlighted 2020 quarter one investments and financials, including a current
161 blended portfolio market loss of 8.8% year to date through April 15, 2020.

162
163 Mr. Skufca explained a noncompliance item in Monitoring Report 3.4, Policy Provision #2
164 due to the current 2020 projection differing from the original 2020 budget as a result of
165 adjusted operations for 2020. Adjusted operations include, but are not limited to, the
166 postponement of the Olympic Games and the U.S. Olympic Team Trials - Swimming.

167
168 Mr. Skufca also presented to the Board the business rationale for applying for a
169 conventional line of credit. Because the pandemic has caused considerable decreases in
170 value to investment accounts, Mr. Skufca presented to the Board pursuing a conventional
171 loan with a low interest rate, rather than draw from its investment account before the
172 market has a chance to recover.

173
174 The Board engaged in discussion around potential financial exposure and repayment.

175
176 **MOTION:** *To approve the organization to borrow up to \$3M on a line of credit with a floating*
177 *prime interest rate to fund board approved reserve investments. Seconded. APPROVED.*

178
179 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES – EXTERNAL AUDIT**
180 Eric Skufca presented the Board with the Audit Committee’s recommendation of continuing
181 to use Waugh & Goodwin, LLP as the external auditor for USA Swimming for the year
182 ending December 31, 2020.

183
184 **MOTION:** *To approve Waugh & Goodwin, LLP as the external auditor for USA Swimming for*
185 *the year ending December 31, 2020. Seconded. APPROVED.*

186
187 **POLICY 3.5 ASSET PROTECTION**
188 Bob Vincent presented Policy 3.5 Asset Protection (Attachment 14).

189
190 **MOTION:** *To approve the performance monitoring report on Policy 3.5, “Asset Protect,”*
191 *conveys (a) interpretations of the policy that are reasonable, and (b) that the report*
192 *reasonably substantiates compliance with the policy requirements, consistent with the CEO’s*
193 *interpretations. Seconded. APPROVED.*

194 **POLICY 3.8 EMERGENCY MANAGEMENT SUCCESSION**

195 Bob Vincent presented Policy 3.8 Emergency Management Succession (Attachment 15).

196

197 Tim Hinchey noted a couple of key executive moves, including hiring Steve Levine to
198 succeed George Ward as Senior Director, Risk Management.

199

200 **MOTION:** *To approve the performance monitoring report on Policy 3.8, "Emergency*
201 *Management Succession," conveys (a) interpretations of the policy that are reasonable, and*
202 *(b) that the report reasonably substantiates compliance with the policy requirements,*
203 *consistent with the CEO's interpretations. Seconded. APPROVED.*

204

205 **STAFF UPDATES**

206 **CEO REPORT: OUR PATH FORWARD**

207 Tim Hinchey highlighted USA Swimming's Priority Communications strategy. Mr. Hinchey
208 also submitted a 2020 Recovery Plan (Attachment 16) and provided background on how
209 USA Swimming conceptualized how to serve our membership and organization as a whole
210 during the COVID-19 pandemic, including advocating for the postponement of the Olympic
211 Games to take care of our National Team athletes and providing grant funding to clubs
212 provided by the USA Swimming Foundation and in partnership with LSCs.

213

214 Joel Shinofield highlighted the resources USA Swimming has provided to membership,
215 including governance guidance, mental health resources for coaches, personal financial
216 counseling to coaches through OneAmerica, Zoom licenses for clubs, and online remote
217 dryland insurance coverage. Mr. Shinofield reported on an increased online presence,
218 including virtual summits, clinics, LSC town hall meetings, and Safe Sport training and
219 education webinars. This engagement with membership during the pandemic has allowed
220 the organization to receive feedback and further ideas on how to assist clubs.

221

222 Mr. Shinofield explained the need to look at different ways to run meets moving forward,
223 such as permitting fewer people on deck and breaking down larger meets into several
224 smaller, condensed meets.

225

226 Mr. Shinofield also highlighted that the Keeping Athletes First online member registration
227 initiative is helping us move towards being more of a technology organization and supports
228 our integrated Customer Relationship Management (CRM) system, which will allow for
229 more efficient communication under any circumstance.

230

231 The Board discussed clubs helping families, clubs helping clubs, and USA Swimming
232 communication on return to practice recommendations to clubs.

233 Shana Ferguson detailed the Commercial unit's member support through four key
234 initiatives: (i) communication, both internally and externally; (ii) marketing initiatives,
235 including tailored messaging, marketing toolkits for club members, and a virtual SwimBiz
236 with live seminars; (iii) donor and foundation development that includes adjusted
237 messaging reflecting the needs of our clubs, participating in Fanatics' All In Challenge that
238 provides food to those in need, one-on-one check in's with donors and trustees, and
239 producing motivational videos that feature swimming Olympians; and (iv) partnership
240 marketing initiatives in which USA Swimming is remaining flexible with partners during
241 this crisis.

242

243 Eric Skufca highlighted fluid projected revenue losses, as well as expense savings across all
244 divisions within the organization.

245

246 Managing Director of the National Team, Lindsay Mintenko, reported on USA Swimming's
247 plans to support athletes by extending direct athlete support that National Team athletes
248 are receiving, adding additional athletes to receive the same direct support, and hopefully
249 adding events in the fall that will include prize money for athletes.

250

251 **WEBSITE RE-DESIGN DEMO**

252 Shana Ferguson presented the full-page ad USA Swimming was given in the Sports
253 Business Journal, as well as images from the newly designed USA Swimming website that
254 will be launched in summer 2020.

255

256 **KEEPING ATHLETES FIRST (KAF) INITIATIVE**

257 Lucinda McRoberts provided an update on the four KAF initiatives, (Online Membership
258 Registration, Safe Sport Resources & Program, Coach Education & Learning Management
259 System, and Safe Sport Club Recognition Assistance), including meeting timelines and
260 components within each initiative.

261

262 **TRIALS UPDATE**

263 Mike Unger provided an update on the Olympic Trials, including the importance of
264 relationships to establish dates that worked for a multitude of entities, the number of ticket
265 refunds are currently low, and time standards are still undecided. Mr. Unger also
266 mentioned that it is still uncertain when the 2021 World Championships will be
267 rescheduled.

268

269 **SPORT DEVELOPMENT**

270 Joel Shinofield reported that while USA Swimming is canceling summer meets, those meets
271 will be replaced, if possible, with regional meets that will lead into a fall season.

272 **2021 MEMBERSHIP START DATE**

273 Joel Shinofield presented a motion to move the 2021 membership start date and extend the
274 membership year, so that members do not have to renew in the fall.

275

276 **MOTION:** *For 2020, individuals applying for calendar year membership on or after June 1*
277 *will receive membership valid through December 31, 2021. Seconded. APPROVED.*

278

279 **SEASONAL MEMBERSHIP**

280 Joel Shinofield reported that the ability to use seasonal memberships has been cut short
281 due to the COVID-19 pandemic closures.

282

283 **MOTION:** *Seasonal memberships (Season 1, Season 2, and Individual Season) that expired on*
284 *or after March 16, 2020 may be extended to August 30, 2020. LSCs registering or renewing*
285 *any seasonal memberships may set the athlete's expiration date to no earlier than August 30,*
286 *2020, but no later than December 31, 2020, as long as the membership does not exceed 150*
287 *days after USA Swimming lifts the national moratorium on meet sanctions. Seconded.*

288 **APPROVED.**

289

290 **FLEX MEMBERSHIP**

291 Joel Shinofield recommended to the Board that changes to the Flex membership structure
292 approved at the Board's January 31 meeting should be delayed for a year due to the
293 financial hardships currently affecting the membership.

294

295 **MOTION:** *To change the effective date for implementation of the approved changes to the*
296 *Flex membership structure to the 2022 membership year. Seconded. APPROVED.*

297

298 **GUEST SPEAKER: ROWDY GAINES**

299 Tim Hinchey introduced Rowdy Gaines and announced Mr. Gaines' promotion to Director
300 of Community Relations.

301

302 Rowdy Gaines spoke about his pride regarding the sport of swimming during COVID-19,
303 specifically USA Swimming's effective leadership and communication to its membership.
304 Mr. Gaines recounted the perseverance of the athletes from 1980 who used swimming as
305 their way to get through the adversity of being unable to participate in that year's Olympic
306 Games and talked about how adversity creates true leadership.

307

308

309

310

311 **CLOSING ROUNDTABLE**

312 **NEXT MEETING / EVENTS**

- 313 • 2020 / September
314 • 2020 / November 22 / New York, NY - Golden Goggles

315

316 **MEETING ASSESSMENT**

317 The Board engaged in a round table discussion assessing the day's meeting, including
318 expressing gratitude for the leadership and communication from the staff and Board.

319

320 **CLOSED SESSION (2.3.6)**

321 **LITIGATION UPDATE**

322 The Board went into closed session so Lucinda McRoberts, could provide a legal update.

323

324 **PERSONNEL UPDATE**

325 All remaining staff then left the meeting, so the Board could continue in closed session for a
326 personnel update.

327

328 Following closed session, the Board discussed the challenges surrounding planning for the
329 2020 U.S. Aquatics Sports Convention in Jacksonville, Florida in September, including the
330 overall uncertainty of the circumstances, the likely inability to gather safely as a large
331 group or travel across the country, and the effect this ongoing situation has on our ability to
332 plan, coordinate and execute this extensive and interactive in-person assembly.

333

334 **MOTION:** *To hold the annual meeting of the USA Swimming House of Delegates via*
335 *telecommunication rather than at the U.S. Aquatics Sports Annual Convention in Jacksonville*
336 *due to the circumstances surrounding the COVID-19 pandemic. Seconded. APPROVED.*

337 **ADJOURN**

338 Bob Vincent, Board Chair, adjourned this meeting at 4:15 p.m. Mountain Time.

339

340

341 Respectfully submitted:

342



Lucinda McRoberts, CAO & General Counsel



Bob Vincent, Board Chair

USA Swimming Board of Directors Minutes Attachments

April 24, 2020 / Virtual Zoom Conference Call

Attachment 1	Page 1 – Agenda: April 24, 2020
Attachment 2	Page 2 – DRAFT BOD Minutes January 31, 2020
Attachment 3	Page 3 – 2020 Board Proposed Rule Changes
Attachment 4	Page 3 – Board Governing Policy Manual Updates
Attachment 5	Page 3 – Policy 1.3 Public Engagement
Attachment 6	Page 4 – Policy 3.2 External Relations
Attachment 7	Page 4 – USAS Financial Statement Report 2019
Attachment 8	Page 4 – USAS Financial Written Report 2019
Attachment 9	Page 4 – Foundation Financial Statement Report 2019
Attachment 10	Page 4 – Foundation Financial Written Report 2019
Attachment 11	Page 4 – USAS Financial Statement Report Q1 2020
Attachment 12	Page 4 – USAS & Foundation Investment Statements Q1 2020
Attachment 13	Page 4 – Policy 3.4 Financial Conditions & Activities (Internal)
Attachment 14	Page 5 – Policy 3.5 Asset Protection
Attachment 15	Page 6 – Policy 3.8 Emergency Management Succession
Attachment 16	Page 6 – 2020 Recovery Plan