CALL TO ORDER
Chris Brearton, Board Chair, called the February 11, 2022 Board of Directors meeting to
order at 9:08 a.m. Mountain Time with the following members in attendance:

PRESENT
Maya Andrews, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish, Bruce Gemmell,
Jennifer Gibson, Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein, Katie Meili, Kathleen
Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob Vincent.

GUESTS
Bill Charney, Dr. Marc Christian, Mary Turner.

STAFF
Leland Brown, Rebecca Chafin, Paula D’Amico, Shana Ferguson, Abigail Howard, Kiki Laino,
Isabelle McLemore, Lucinda McRoberts, Lindsay Mintenko, MJ Truex, Eric Skufca, Joel
Shinofield.

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?”

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.

BOARD CHAIR’S WELCOME
Mr. Brearton welcomed everyone to the first Board meeting of 2022, while also noting the
various Board calls that took place leading up to the February 11th meeting.

RULES OF ENGAGEMENT
Mr. Brearton provided an overview of the Rules of Engagement and emphasized the
importance of the Board speaking with “one voice” (Attachment 1).

SAFE SPORT MOMENT
Michelle Steinfeld, Secretary & General Counsel, reported that Legal will be conducting
internal quarterly audits for all employees and committee members to ensure all
individuals are current USA Swimming members in good standing, including up-to-date background checks and Athlete Protection Training (APT).

Abby Howard, Senior Director of Legal & Membership Affairs, briefly described the details of the annual U.S. Center for SafeSport (USCSS) audit, to include an administrative audit as well as two on-site event audits. Mrs. Howard reported that the annual audit will review education and training, specifically corrective measures for those who have not completed or stayed up to date on requirements. Additionally, Mrs. Howard explained the USCSS’s new quality control system that determines how USA Swimming can ensure that no one who has been banned or suspended or otherwise ineligible is participating in USA Swimming sanctioned, national, and controlled events.

MINUTES

MOTION: To approve the December 6, 2021 Board of Directors meeting minutes (Attachment 2). Seconded. APPROVED.

BOARD PROCESS

PRESENTATION FROM THE NOMINATING COMMITTEE TASK FORCE

Kathy Fish, Board Vice-Chair and Nominating Committee Task Force Chair, described the Task Force’s composition and process in formulating Nominating Committee recommendations. Mrs. Fish reported that the Task Force identified needs that led to recommendations, such as conducting a Board Gap Analysis, recruiting individuals with skills that fit the strategic vision of the organization, and vetting all nominees placed on the ballot. Mrs. Fish added that the Task Force also recommended specific campaigning rules, along with violations for violating those rules. Mrs. Fish noted additional training recommendations for members of the House of Delegates (HOD) regarding their duty to elect Board members, as well as training for the Nominating Committee to ensure that they understand their responsibilities and the Board Charge.

Lastly, Mrs. Fish provided an overview of the Task Force’s recommended composition of the Nominating Committee to better reflect the composition of the HOD.

MOTION: To amend the Bylaws to incorporate changes to the Nominating Committee and election process, as outlined in Attachment 3, effective February 11, 2022. Seconded. APPROVED.

MOTION: To amend the Board Governing Policies Manual to incorporate changes to the Nominating Committee and election process, as outlined in Attachment 4, effective February 11, 2022. Seconded. APPROVED.
MOTION: To stagger the terms for the Nominating Committee per Bylaw 5.6.2, the Coach Advisory Council shall appoint two members in 2022, one for a term of two years and one for a term of three years, as the Coach Advisory Council may determine. Seconded. APPROVED.

BOARD CHARGE TO THE NOMINATING COMMITTEE
Mr. Brearton reported on the process and results of a Board Gap Analysis, including strengths and gaps of the Board. Based on the results, Mr. Brearton presented the Board Charge to the Nominating Committee with an emphasis on technology as an identified Gap.

MOTION: To approve the Board Charge to the Nominating Committee for the 2022 election cycle, to include the Nominating Criteria in the Board Governing Policy 2.9.2, as well as the following criteria:

- Expertise in risk management and finance;
- Expertise in application of Information Technology to similar or larger-sized organizations; and
- Broadening the Board’s demographic diversity.

Seconded. APPROVED.

AMENDMENT TO BYLAW 4.5
Ms. Steinfeld reported on an amended process for removing Board members from the Board of Directors.

MOTION: To amend Bylaw 4.5 as outlined as outlined in Attachment 5, effective February 11, 2022. Seconded. APPROVED.

NEW ALLIED MEMBER DIRECTOR ELECTION POLICY
Ms. Steinfeld briefly described a new process and policy for adding an Allied Member to the Board of Directors.

MOTION: To amend Bylaw 4.2.5 as outlined in Attachment 6, effective February 11, 2022. Seconded. APPROVED.

MOTION: To add Policy 2.11 to the Board Governing Policies Manual, as outlined in Attachment 7, effective February 11, 2022. Seconded. APPROVED.
ETHICS COMMITTEE AUTHORITY
Ms. Steinfeld presented the proposed changes to the Board Governing Policies Manual that memorializes the increased responsibilities that have been given to the Ethics Committee.

MOTION: To amend Policy 2.8.6(B) to the Board Governing Policies Manual, as outlined in Attachment 8, effective February 11, 2022. Seconded. APPROVED.

FOUNDATION UPDATE
Tim Hinchey, President & Chief Executive Officer, announced that the Foundation has awarded nearly $900,000 in learn-to-swim grants, with a special “thank you” to Rowdy Gaines for his contributions. Mr. Hinchey reported that Development Director, Scott Usher, has resigned for another exciting opportunity. Mr. Hinchey noted that Lucinda McRoberts has been appointed as the Foundation’s Executive Director and she will hire a new Development Director and a Major Gifts Officer.

Eric Skufca, Chief Financial Officer, reported that 2021 financials are currently being closed out but that projected financials are trending towards a possible surplus. Mr. Skufca also remarked on higher revenue resulting from the auction at the Golden Goggle Awards, as well as the timing of the distribution of community impact grants in 2022 as opposed to 2021.

ELECTION OF NEW FOUNDATION BOARD OF DIRECTORS
Lucinda McRoberts, Chief Administrative Officer and Executive Director of the USA Swimming Foundation, presented a motion to re-elect Cecil Gordon to the Foundation Board of Directors.

MOTION: To approve the re-election of Cecil Gordon to the Foundation Board, effective January 1, 2022. Seconded. APPROVED.

ENDS MONITORING
ENDS UPDATE AND KPI’S
Ms. McRoberts explained the recent audit of the organization’s Key Performance Indicators (KPIs) that involved the entire Board, as well as a yearly three-step process in which the Board and staff will strategically determine the direction of the organization as it pertains to the organization’s Priority Results. Ms. McRoberts presented Priority Results 1.1 - 1.4 and associated KPIs, as well as a revised Monitoring Report schedule that better corresponds with the relevance and timeliness of the material within the Monitoring reports (Attachment 9).
MOTION: To approve Priority Results 1.1-1.4 and associated KPIs as the organization’s 2022 Strategic Plan. Seconded. APPROVED.

MOTION: To approve the updated Monitoring Report Schedule/Policy 4.4. Seconded. APPROVED.

Policy 1.0: Broader - Growth/Success of Swimming
Ms. McRoberts presented Policy 1.0, Broadest/Growth and Success of Swimming (Attachment 10).

MOTION: To approve the performance monitoring report on Policy 1.0, “Broader End – Growth and Success of Swimming,” 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. APPROVED.

Prior Results Updates & Discussion

Business Units
Mr. Hinchey presented the organization’s updated business units, along with the leadership, major priorities, and projects within each unit. Mr. Hinchey briefly provided background regarding the cultivation of the business units.

Mr. Hinchey explained USA Swimming Foundation’s new structure, including its staff leadership and its four pillars: (i) Fundraising; (ii) Saving Lives, Community Impact, Building Champions; (iii) Alumni Relations; (iv) and Facilities.

DEI Strategic Plan
Joel Shinofield, Managing Director of Sport Development, introduced Leland Brown, Program Director of Diversity, Equity, & Inclusion (DEI).

Mr. Brown explained his methodology in determining gaps within the organization’s DEI efforts. Mr. Brown reported his findings from membership, including a need for more DEI engagement, education that focuses on useful technical and business components, clarity on DEI, useful DEI systems, and lastly, a need to address school aquatic needs.

Mr. Brown presented the organization’s action plan called “E4,” including engaging with membership through connection and collaboration, educating both internally and externally through facilitating trainings and development of educational DEI resources, empowering through expanding funding for community opportunities, and elevating the
sport, culture, and individuals through recommitting to current DEI efforts along with supporting new ones.

**UPDATED QUAD EVENT CALENDAR**

Lindsay Mintenko, Managing Director of the National Team, reported that USA Swimming’s athletes made over $480,000 in prize money at FINA’s Short Course World Championships and noted that this competition is now an Operation Gold competition, so that NCAA athletes are able to receive prize money they earned during Short Course Worlds. Additionally, Mrs. Mintenko presented the 2022 Competition Calendar, while explaining domestic competition timing based on international competitions.

**USA SWIMMING WORKSHOP**

Mr. Shinofield provided a brief overview of the USA Swimming Workshop to be held April 21-24, 2022 in Denver, CO.

**MEMBERSHIP UPDATE/REPORT**

Mr. Shinofield presented a brief membership update and reported that 2022 membership is still down (7.5%), but numbers are trending upward post-COVID pandemic.

**GOVERNMENT RELATIONS**

Ms. McRoberts provided an overview of the Government Relations division of the organization, including who is involved from staff, as well as involvement from the USA Swimming Foundation to Aquatics Coalition. Ms. McRoberts explained the work that the division will be doing, from mapping and tracking the policy landscape to building relationships with all levels of government, to increasing policy communication and advocacy. Ms. McRoberts also explained the “why” behind Government Relations, including proactively adapting to and influencing the policy landscape, building internal and external institutional knowledge, and having the organization become a trusted advisor to all levels of government.

Ms. McRoberts provided examples of Government Relations at work, as well the organization’s objectives, including event activation at the federal, state and international levels.

**USA SWIMMING COACH ENGAGEMENT SURVEY**

Mr. Shinofield introduced Dr. Marc Christian, Founder of IntelliSport Analytics.

Dr. Christian presented the Coach Engagement Survey that his organization conducted, including his methodology, a summary of the quantitative and qualitative data derived.
from the 1,467 coach members who participated, and recommendations for the organization based on the data (Attachment 11).

Mr. Shinofield reported on the continued and additional work the National Team and Sport Development are undertaking based on the findings of the survey.

AICEEP UPDATE

Mr. Shinofield reported on feedback regarding Policy 19.0 Athlete Inclusion, Competitive Equity, and Eligibility.

MANAGEMENT PARAMETERS MONITORING (4.4)

POLICY 3.3 TREATMENT OF EMPLOYEES AND VOLUNTEERS

Ms. Steinfeld presented Policy 3.3, Treatment of Employees and Volunteers (Attachment 12).

MOTION: To approve the performance monitoring report on Policy 3.3, “Treatment of Employees and Volunteers,” 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. APPROVED.

POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES

Mr. Skufca presented Policy 3.4, Financial Condition & Activities (Attachments 13 - 16) and reiterated that 2021 financials are still being reconciled, while noting that primarily, the organization’s assets have grown due to portfolio gains netted with portfolio contributions and distributions. Mr. Skufca reported that the 2021 projection is currently trending positively as compared to budget and the November 2021 projection, with a possible 2017-2021 “quad” operating surplus. Mr. Skufca remarked on two items that are finalized, including 2021 portfolio gains of 12.28%, as well as a United States Sports Insurance Company Sale Letter of Credit draw that did not happen in 2021 as projected, but will potentially happen in 2022.

Mr. Skufca briefly updated the Board on the material items that are still pending, including the postponed use of a Marriott property in Singapore for a National Team camp.

Kenneth Chung, Vice-Chair Fiscal Oversight, provided additional color on how the organization strategically cultivates and builds its finances.

MOTION: To approve the performance monitoring report on Policy 3.4, “Financial Condition & Activities,” conveys (a) interpretations of the policy that are reasonable, and (b) that the
Mr. Skufca reported that USA Swimming's revolving line of credit is continuing to help fund the Board approved reserve investments, without taking distributions from the investment portfolio. As intended, Mr. Skufca noted that the organization is earning a higher expected rate of return on its investment portfolio than it is paying out in interest on the operating line of credit. Mr. Skufca asked the Board to extend the line of credit for two years beyond its current June 2022 maturity date.

**MOTION:** To approve the organization to renew/extend its maturing current line of credit another 2 years with the same $3,000,000 limit with a floating interest rate to fund Board approved reserve investments. Seconded. **APPROVED.**

Mr. Chung briefly described the various areas of Risk Management beyond insurance coverage. Additionally, Mr. Chung discussed the framework and practice for the organization's Business Continuation Strategy.

**POLICY 3.9 BOARD AWARENESS AND SUPPORT**
Ms. McRoberts presented Policy 3.9, Board Awareness and Support (Attachment 17).

**MOTION:** To approve the performance monitoring report on Policy 3.9, “Board Awareness and Support,” 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. **APPROVED.**

**CLOSED SESSION (2.3.6)**

**RISK MANAGEMENT**
The Board went into closed session so Mr. Chung could provide a risk management update.

**LITIGATION UPDATE**
The Board remained in closed session so Ms. Steinfeld could provide a legal update.

**U.S. CENTER FOR SAFESPORT**
The Board remained in closed session so Mrs. Howard could provide an update on the U.S. Center for SafeSport.
COMMERCIAL UPDATE
The Board remained in closed session so Shana Ferguson, Chief Commercial Officer, could provide a commercial update.

EXECUTIVE SESSION
The Board went to Executive Session to discuss compensation for the President & CEO; all members of the staff, including Mr. Hinchey, left the meeting.

EXECUTIVE COMPENSATION COMMITTEE
The Board came out of closed session to adopt the Executive Compensation Committee’s recommended matrix for KPIs for Mr. Hinchey’s 2022 Performance Bonus consideration.

MOTION: To adopt the Executive Compensation Committee’s matrix for KPIs for President & CEO, Tim Hinchey’s 2022 Performance Bonus consideration. Seconded. APPROVED.

BOARD SETTLEMENT
Ms. Steinfeld reported that (a) USA Swimming received a complaint alleging overt campaigning against Board members Clark Hammond and Ira Klein; (b) USA Swimming conducted an investigation of the complaint; (c) USA Swimming, Mr. Hammond, and Mr. Klein have since reached a settlement in lieu of USA Swimming pursuing the allegations with the National Board of Review (NBOR), and (d) USA Swimming will seek an order issued by the NBOR memorializing this Agreement between the parties.

BOARD CALENDAR
Mr. Brearton presented the 2022 Board calendar.

- April 21–22: USA Swimming Workshop, Denver, CO
- April 21: Board Strategy Session
- April 22: In-person Board Meeting
- July 26-30: Social Event @ Phillips 66 National Championships, Irvine, CA
- September 23: In-person Board Meeting at the Annual Business Meeting, Colorado Springs, CO
- November 20: In-person Board Meeting at the Golden Goggle Awards, New York City, NY
ADJOURN

Mr. Brearton adjourned this meeting at 3:49 p.m. Mountain Time.

Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel  Chris Brearton, Board Chair