

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2020 meeting.

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

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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

40 **CEO WELCOME**

41 Tim Hinchey commented on how proud he is of the USA Swimming leadership team to
42 support the membership during the COVID-19 pandemic and voiced appreciation for the
43 Board of Directors' contributions.
44

45 **BOARD CHAIR'S REMARKS**

46 Bob Vincent remarked on the challenges for the Board of Directors during the COVID-19
47 pandemic and noted his appreciation for it wanting to be part of the solution. Mr. Vincent
48 recognized the coaches on the Board who are supporting Sport Development to provide
49 resources to clubs and encouraged all Board members to engage in discussions with
50 athletes, coaches, and volunteers. Lastly, Mr. Vincent applauded staff for partnering with
51 LSCs to support clubs, as well as the USA Swimming Foundation for contributing grant
52 funding for clubs.
53

54 **GUEST SPEAKER: WENDY BOGLIOLI**

55 Chief Operating Officer Mike Unger introduced Wendy Boglioli.
56

57 Wendy Boglioli thanked Tim Hinchey and the USA Swimming staff for their leadership
58 during the pandemic and talked through how despite the current struggles, USA Swimming
59 with prevail. While recounting her swimming career, Ms. Boglioli spoke about the need to
60 overcome struggles beyond a focus on winning, but rather being a participant with hope
61 and a set of principles.
62

63 **BOARD PROCESS**

64 **MINUTES**

65 **MOTION:** *To approve the January 31, 2020 Board of Directors meeting minutes (Attachment*
66 *2). Seconded. APPROVED.*
67

68 **NOMINATING COMMITTEE UPDATE**

69 Chief Administrative Officer & General Counsel Lucinda McRoberts provided a Nominating
70 Committee update, including the timeline for nominations and applications, the
71 distribution channels utilized to solicit nominations, and that Mary Wallack has been
72 elected Chair of the committee.
73

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74 **FOUNDATION UPDATE**

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

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

85
86 **LEGISLATION**

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

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

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

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

101
102 **BOARD GOVERNING POLICY MANUAL UPDATE**

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

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

109
110

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111 **MONITORING**

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

114

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

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

117

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

120

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

125

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

129

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

134

135 **MANAGEMENT PARAMETERS MONITORING**

136 **POLICY 3.2 EXTERNAL RELATIONS**

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

138

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

143

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

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148 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

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

150

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

155

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

160

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

163

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

168

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

174

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

176

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

179

180 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES – EXTERNAL AUDIT**

181 Eric Skufca presented the Board with the Audit Committee's recommendation of continuing
182 to use Waugh & Goodwin, LLP as the external auditor for USA Swimming for the year
183 ending December 31, 2020.

184

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

187

188 **POLICY 3.5 ASSET PROTECTION**

189 Bob Vincent presented Policy 3.5 Asset Protection (Attachment 14).

190

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

195

196 **POLICY 3.8 EMERGENCY MANAGEMENT SUCCESSION**

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

198

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

201

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

206

207 **STAFF UPDATES**

208 **CEO REPORT: OUR PATH FORWARD**

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

215

216 Joel Shinofield highlighted the resources USA Swimming has provided to membership,
217 including governance guidance, mental health resources for coaches, personal financial
218 counseling to coaches through OneAmerica, Zoom licenses for clubs, and online remote
219 dryland insurance coverage. Mr. Shinofield reported on an increased online presence,
220 including virtual summits, clinics, LSC town hall meetings, and Safe Sport training and

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221 education webinars. This engagement with membership during the pandemic has allowed
222 the organization to receive feedback and further ideas on how to assist clubs.

223

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

227

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

232

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

235

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

245

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

248

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

253

254 **WEBSITE RE-DESIGN DEMO**

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

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

259 Lucinda McRoberts provided an update on the four KAF initiatives, (Online Membership
260 Registration, Safe Sport Resources & Program, Coach Education & Learning Management
261 System, and Safe Sport Club Recognition Assistance), including meeting timelines and
262 components within each initiative.
263

264 **TRIALS UPDATE**

265 Mike Unger provided an update on the Olympic Trials, including the importance of
266 relationships to establish dates that worked for a multitude of entities, the number of ticket
267 refunds are currently low, and time standards are still undecided. Mr. Unger also
268 mentioned that it is still uncertain when the 2021 World Championships will be
269 rescheduled.
270

271 **SPORT DEVELOPMENT**

272 Joel Shinofield reported that while USA Swimming is canceling summer meets, those meets
273 will be replaced, if possible, with regional meets that will lead into a fall season.
274

275 **2021 MEMBERSHIP START DATE**

276 Joel Shinofield presented a motion to move the 2021 membership start date and extend the
277 membership year, so that members do not have to renew in the fall.
278

279 **MOTION:** *For 2020, individuals applying for calendar year membership on or after June 1*
280 *will receive membership valid through December 31, 2021. Seconded. APPROVED.*
281

282 **SEASONAL MEMBERSHIP**

283 Joel Shinofield reported that the ability to use seasonal memberships has been cut short
284 due to the COVID-19 pandemic closures.
285

286 **MOTION:** *Seasonal memberships (Season 1, Season 2, and Individual Season) that expired on*
287 *or after March 16, 2020 may be extended to August 30, 2020. LSCs registering or renewing*
288 *any seasonal memberships may set the athlete's expiration date to no earlier than August 30,*
289 *2020, but no later than December 31, 2020, as long as the membership does not exceed 150*
290 *days after USA Swimming lifts the national moratorium on meet sanctions. Seconded.*
291 **APPROVED.**
292
293
294

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295 **FLEX MEMBERSHIP**

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

299

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

302

303 **GUEST SPEAKER: ROWDY GAINES**

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

306

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

312

313 **CLOSING ROUNDTABLE**

314 **NEXT MEETING / EVENTS**

- 315 • 2020 / September
- 316 • 2020 / November 22 / New York, NY - Golden Goggles

317

318 **MEETING ASSESSMENT**

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

321

322 **CLOSED SESSION (2.3.6)**

323 **LITIGATION UPDATE**

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

325

326 **PERSONNEL UPDATE**

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

329

330 Following closed session, the Board discussed the challenges surrounding planning for the
331 2020 U.S. Aquatics Sports Convention in Jacksonville, Florida in September, including the

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332 overall uncertainty of the circumstances, the likely inability to gather safely as a large
333 group or travel across the country, and the effect this ongoing situation has on our ability to
334 plan, coordinate and execute this extensive and interactive in-person assembly.

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

339 **ADJOURN**

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

341

342

343 Respectfully submitted:

344



Lucinda McRoberts, CAO & General Counsel



Bob Vincent, Board Chair

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USA Swimming Board of Directors Minutes Attachments

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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 4 – Policy 1.3 Public Engagement
Attachment 6	Page 4 – Policy 3.2 External Relations
Attachment 7	Page 5 – USAS Financial Statement Report 2019
Attachment 8	Page 5 – USAS Financial Written Report 2019
Attachment 9	Page 5 – Foundation Financial Statement Report 2019
Attachment 10	Page 5 – Foundation Financial Written Report 2019
Attachment 11	Page 5 – USAS Financial Statement Report Q1 2020
Attachment 12	Page 5 – USAS & Foundation Investment Statements Q1 2020
Attachment 13	Page 5 – Policy 3.4 Financial Conditions & Activities (Internal)
Attachment 14	Page 6 – Policy 3.5 Asset Protection
Attachment 15	Page 6 – Policy 3.8 Emergency Management Succession
Attachment 16	Page 6 – 2020 Recovery Plan

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