CALL TO ORDER
Bob Vincent, Board Chair, called the September 25, 2020 Board of Directors meeting to order at 8:04 a.m. Mountain Time with the following members in attendance:


GUESTS

STAFF
Matt Barbini, Wendy Bartlett, Rebecca Chafin, Paula D’Amico, Tina Dessart, Dean Ekeren, Shana Ferguson, Jane Grosser, Brendan Hansen, Steve Levine, Jaime Lewis, Isabelle McLemore, Lindsay Mintenko, Patrick Murphy, Kaitlyn Palmieri, Eric Skufca, Joel Shinofield, Jennifer Thomas, MJ Truex, Mike Unger, Morgan Weinberg.
These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2020 meeting.

MOMENT OF SILENCE

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

AGENDA REVIEW

Bob Vincent presented the agenda (Attachment 1).

RULES OF ENGAGEMENT / PROTOCOL

Bob Vincent provided an overview of the Rules of Engagement, including Zoom protocols.

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.

CEO’S WELCOME

Tim Hinchey, President & CEO, welcomed Board members and guests and expressed his gratitude for the support, communication, and open dialogue between staff and the Board over the last several months during the COVID-19 pandemic. Mr. Hinchey went on to praise the relationship and collaboration between staff, the Board, athletes, and coaches to find solutions to keep the sport of swimming alive, including the financial contributions to member clubs from the USA Swimming Foundation and LSCs. Finally, Mr. Hinchey emphasized USA Swimming’s pivot to a stronger and more unified national governing body.

BOARD CHAIR’S REMARKS

Bob Vincent remarked on the multitude of contributions from the USA Swimming executive staff, Foundation Board Chair Dr. Cecil Gordon and the USA Swimming Foundation, Local Swimming Committees (LSCs), member coaches, member athletes, and the Board of Directors during the COVID-19 pandemic.

MINUTES

MOTION: To approve the April 24, 2020 Board of Directors meeting minutes (Attachment 2).

Seconded. APPROVED.
These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2020 meeting.

**BOARD PROCESS**

**NOMINATING COMMITTEE UPDATE**

Lucinda McRoberts, Chief Administrative Officer & General Counsel, reported that two new Board members would be elected the following day and highlighted the nomination process, including key dates and application numbers through each phase. Ms. McRoberts expressed gratitude to Davis Tarwater and Tom Ugast for their contributions to the Board, and additionally thanked Mary Wallack for leading the Nominating Committee.

Bob Vincent congratulated the Nominating Committee for finding six qualified candidates for the two open Board positions.

**BOARD PROPOSED LEGISLATION**

Bob Vincent explained proposed legislation R-20, which would move the management of certain LSC Bylaw changes to USA Swimming staff instead of the Rules & Regulations Committee, was not necessary at this time.

**MOTION** To withdraw proposed legislation, R-20. Seconded. APPROVED.

Lucinda McRoberts proposed memorializing previously Board-approved safety measures in Articles 202.4.10 (N), 202.4.16, 202.6.6 (H) and 202.6.19 to the House of Delegates to be officially added to the 2021 Rulebook.

**MOTION** To submit to the House of Delegates the changes to Articles 202.4.10 (N), 202.4.16, 202.6.6 (H) and 202.6.19 approved by the Board under its emergency powers, effective as of August 1, 2020. Seconded. APPROVED.

**PROPOSED CHANGES TO BOARD POLICY MANUAL**

Bob Vincent reported that, in consultation with the athletes from the Athletes Executive Committee, the proposed changes to the Board Policy Manual would allow more athlete representatives on the Zone Directors Council (Attachment 3).

**MOTION** To approve the proposed changes to the Board Policy Manual by updating the composition of the Zone Directors’ Council to include 12 elected Zone Directors, consisting of a Coach Director, a Non-Coach Director, and an Athlete Representative from each Zone. Seconded. APPROVED.
USA SWIMMING FOUNDATION UPDATE

Cecil Gordon remarked on the productivity of the Foundation Board of Directors despite the difficulties with the COVID-19 pandemic. Mr. Gordon expressed his gratitude to the USA Swimming staff and the USA Swimming Board of Directors for their collaboration, support, and contributions over the past year. Mr. Gordon highlighted the successful Foundation Board transition to a strictly fundraising board, but also noted the unfortunate inability to meet in-person due to the pandemic.

NEW PILLARS

Cecil Gordon introduced the Four Pillars of the Foundation Board of Directors and described their ability to provide a strategic direction for fundraising and allow the Board more opportunities to collaborate with USA Swimming staff.

Tim Hinchey presented the first pillar, Raise Money, on which he will work with the Foundation to increase the ability for more funds to be used for learn-to-swim programs and local community engagement, and additionally to raise money for the National Team. Mr. Hinchey explained the process by which the Foundation will work with the Commercial team on this pillar, including access to Digideck, a resource USA Swimming has utilized to capture global partners.

Joel Shinofield, Managing Director of Sport Development, informed the Board that growing competitive opportunities is the purpose of pillar two, Make a Difference in Communities. Mr. Shinofield detailed the three components for which grants will be provided to clubs and other entities, including: (i) existing member clubs who are expanding their services and creating new opportunities within their community and neighboring communities; (ii) clubs that are led by women and underrepresented coaches who are building a community program; and (iii) clubs who partner with Historically Black Colleges and Universities to create programming and utilize the facilities HBCUs have available. Mr. Shinofield noted the goal of this initiative is to create a grant program by 2028 funded at the level of our current learn-to-swim grant program.

Shana Ferguson, Chief Commercial Officer, reported that there will be more efforts to engage and recognize all past USA Swimming and USS Swimming members within pillar three, Engage Alumni.

Mike Unger, Chief Operating Officer, presented pillar four, Support Facilities and Pools, which focuses on how the Foundation and its constituents can assist membership with
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access to facilities and pools through engaging current facility partners, accessing and getting more pools in diverse communities, and helping clubs acquire supplies for their outdoor facilities to operate during the cooler months.

**CLUB GRANTS UPDATE**

Cecil Gordon provided background on how the Club Relief Program began and how through two rounds of applications the Foundation was able to grant almost $3 million to over 700 clubs impacted by the COVID-19 pandemic. Mr. Gordon additionally reported that Local Swimming Committees (LSCs) gave an additional $6 million to clubs within their LSCs.

Joel Shinofield noted the importance of supporting clubs through the pandemic, including the role clubs play in allowing swimmers to develop as people and athletes as well as realize their dreams.

**“ENDS”**

Bill Charney, USA Swimming’s Governance Consultant, stated the Foundation’s purpose and presented the Ends, which will be used to measure the success of the Four Pillars by examining the growth in philanthropic support within each initiative.

**APPROVAL OF REVISION TO BYLAWS**

Cecil Gordon highlighted the changes made to the Foundation Bylaws, including minor administrative changes within Sections 3.1 and 5.2, and clarification within Section 5.6 regarding the Foundation Board’s Treasurer who will serve on USA Swimming’s Audit Committee, as opposed to the Investment Committee (Attachment 4).

**MOTION** To approve the revision of the USA Swimming Foundation Bylaws provided. Seconded. APPROVED.

Cecil Gordon summarized the Foundation’s accomplishments for the year by way of continuing learn-to-swim grants, successful Swim-A-Thons, and updated composition and direction for the Foundation Board of Directors.

**GOLDEN GOGGLE AWARDS**

Mike Unger reported that the Golden Goggle Awards will be held virtually on Thursday, November 19, 2020 with the hopes of hosting the event at both USA Swimming’s headquarters and the U.S. Olympic and Paralympic Museum. Mr. Unger added that the event will have many of the same components as an in-person event, including swimming hosts,
virtual tables for sale, entertainment throughout the night, and a silent auction. Additionally, Mr. Unger noted that the event will be broadcast on the Olympic Channel and Peacock in the days following the live event.

Cecil Gordon thanked those on the USA Swimming Board who have given financially to the Foundation.

Bob Vincent exclaimed his excitement for the changes within the Foundation Board and remarked that he would match each Board member’s financial gift up to the Champions Club level of $1,000.

**MONITORING**

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

**MANAGEMENT PARAMETERS MONITORING**

**POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

Bob Vincent presented Policy 3.4, Financial Condition & Activities (Attachments 5 -9).

**MOTION:** To approve that the performance monitoring report on Policy 3.4, “Financial Condition & 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. APPROVED.

Eric Skufca, Chief Financial Officer, reported that USA Swimming has submitted its forgiveness application as part of the Paycheck Protection Program, with the hope of gaining more clarity and confirmation on our anticipated forgiveness in late 2020 or early 2021.

Mr. Skufca explained the partial compliance of Policy Provision 2 is due to the unprecedented nature of 2020, which contributed to the revenue and expenditures being materially different from the 2020 budget approved by the Board in November 2019. Mr. Skufca noted that there is a strategic plan to reach compliancy for Policy Provision 2.

Mr. Skufca presented the annually reviewed investment policy statement and noted most changes are housekeeping in nature based on the Investment Committee’s annual review (Attachments 10 - 11).
MOTION: To approve USA Swimming’s Investment Policy Statement. Seconded. APPROVED.

POLICY 3.6: FINANCIAL PLANNING AND BUDGETING

Eric Skufca conveyed that Policy Provision 5 requires Board approval for Board related expenditures in 2021.

MOTION: To approve that the performance monitoring report on Policy 3.6, “Financial Planning and Budgeting,” 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.

MOTION: To approve Board related expenses for 2021. Seconded. APPROVED.

POLICY 3.10 LSC REPORTING REQUIREMENTS
Bob Vincent presented Policy 3.10, LSC Reporting Requirements (Attachment 16).

Lucinda McRoberts briefly described Policy 3.10 and reported that all 59 LSCs signed an Affiliation Agreement, which memorialized the existing relationship between USA Swimming and its LSCs. Ms. McRoberts stated that next steps include looking at compliance related facets, as well as what the next iteration of the agreement will entail based on feedback from both USA Swimming and the LSCs.

MOTION: To approve that the performance monitoring report on Policy 3.10, “LSC Reporting Requirements,” 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.

ENDS/PRIORITY RESULTS MONITORING
POLICY 1.1: COMPETITIVE SUCCESS
Bob Vincent presented Policy 1.1, Competitive Success (Attachment 17).

Lindsay Mintenko, Managing Director of the National Team, reported that with the postponement of the Olympic Games, the Ends in Policy 1.1 were altered for 2020 but will remain the same for the 2021 Olympic year. Mrs. Mintenko provided highlights from the report, including that the U.S. Anti-Doping Agency (USADA) has recognized USA Swimming as a world class National Governing Body (NGB) in their annual report, the organization was
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able to increase direct athlete support by 30%, and there is continued emphasis on mental health for athletes and coaches.

**MOTION:** To approve that the performance monitoring report on End 1.1, “Competitive Success,” conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates achievement of the policy requirements, consistent with the CEO’s interpretations. Seconded. **APPROVED.**

**POLICY 1.3 PUBLIC ENGAGEMENT WITH SWIMMING**


Joel Shinofield reported that the data used for Policy 1.3 comes from the Sports & Fitness Industry Association’s (SFIA) annual research data, which is published in July and suggested that Policy 1.3 be presented at the September or November Board meeting in order to provide current and complete data.

Shana Ferguson added that without swim meets there is no data to report on tickets sales.

**MOTION:** To approve that the performance monitoring report on Policy 1.3, “Public Engagement with 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.**

**STRATEGIC DISCUSSION**

**ADDRESSING DIVERSITY, EQUITY, AND INCLUSION IN OUR SPORT**

Tim Hinchey congratulated MJ Truex, Senior Director of Education, Programs & Services, and Joel Shinofield on their Diversity, Equity, and Inclusion (DEI) efforts and emphasized that DEI efforts have been ongoing for years at USA Swimming.

Joel Shinofield briefly described the long-term and large scaled DEI imbedding efforts across the organization, including through coach education and LSC consulting.

MJ Truex thanked the Board and Strategy Team for their support with DEI efforts and provided an update on those efforts, including the launch of a DEI Council, which will provide strategic feedback to the organization. Ms. Truex also reported that USA Swimming is regularly collaborating with the Black Leadership in Aquatics Coalition (Team BLAC) to
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incorporate new ideas with current programing and noted that there is an intention to create other diverse athlete leadership groups in the future.

Ms. Truex then described the various metrics for measuring DEI efforts and provided steps coaches and other members should be taking as everyday engagement, including education, conversations, and intentional planning. Ms. Truex described how Key Performance Indicators (KPIs) for DEI are derived from a report card compiled by the United States Olympic and Paralympic Committee (USOPC) and how USA Swimming collaborates with other National Governing Bodies (NGBs) on DEI initiatives.

Kenneth Chung emphasized the importance of DEI as a business initiative, and Cecil Gordon conveyed the significance of being intentional with DEI efforts for DEI to be part of the standard in which we operate and allow us to continue to move in the right direction through both actions and words. The Board engaged in further discussions around DEI efforts, including networking and mentorships for athletes, coaches and parents; the creation of other athlete leadership groups; the importance of the demographics in swimming mirroring those of our country; identifying issues and creating opportunities; and engaging third-party consultants for various aspects.

Tim Hinchey asked that Policy 1.3, Provision C, be presented to the DEI Council for strategic discussion and feedback as to whether we have the right goals and KPIs.

KEEPING ATHLETES FIRST INITIATIVE

Lucinda McRoberts provided background and course of action for the four initiatives that compose the Keeping Athletes First (KAF) initiative. Ms. McRoberts stated that work on the four initiatives will continue through 2021 with the goal of having all swim clubs Safe Sport recognized, a coach education curriculum developed and facilitated through an internal learning management system (LMS), completing online member registration, and to continually maintain a best in class Safe Sport staff and program.

Ms. McRoberts presented statistics for clubs who have completed or initiated the process to achieve Safe Sport Club Recognition. Ms. McRoberts emphasized the need to normalize clubs achieving Safe Sport Club Recognition, specifically by removing barriers for completing the process so we can reach our goal of every USA Swimming club achieving Safe Sport Club Recognition by the end of 2021.
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The Board engaged in discussion on the progress and importance of the Safe Sport Club Recognition initiative, including how LSCs can assist in the process.

STAFF UPDATES
Tim Hinchey submitted a written report to the Board (Attachment 19).

MEMBERSHIP & FINANCES
Eric Skufca remarked on the 2020 budget across all the divisions being materially different than what was approved in November 2019 due to the COVID-19 pandemic. Mr. Skufca highlighted the projected budget for 2020, noting the areas of lost revenue, including not using investment income to operate programs as we have done historically. Additionally, Mr. Skufca pointed out while there is a 25% decrease in revenue, the staff has proactively decreased expenditures by 25% to ensure financial steadiness in the coming years.

Joel Shinofield reported on the challenges regarding membership in 2020, noting the organization’s goal to provide the same number of opportunities after the pandemic as prior to the pandemic. Mr. Shinofield conveyed the ways in which the organization is using membership surveys to project membership, including membership’s ability to access facilities and pools. Mr. Shinofield also stated that membership numbers are declining for the 2021 membership year with the added challenge of Flex membership not being used as intended, which will negatively impact revenue and ultimately, the ability to fund programs.

Tom Ugast, Board Vice Chair of Fiscal Oversight, challenged the Board to reexamine revenue from membership in 2021, specifically Flex membership and club dues.

Bob Vincent added that due to COVID-19, it was decided not to implement or move forward with any changes to Flex membership and club dues in 2020 but agreed it would be necessary moving forward.

Tim Hinchey stated that the organization will continue to do more with less while prioritizing services and benefits for the membership.

RETURN TO COMPETITION
Tim Hinchey reported on the massive undertaking of safely returning to competition from grassroots competitions to the Olympic Trials. Mike Unger remarked on the thorough and methodical approach various divisions within the organization have worked together to develop a plan to safely return to competition.
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Joel Shinofield reported the goal of the Return to Competition plan is to provide a balanced access to competitions. Mr. Shinofield presented the Speedo Swim Again Series and detailed the virtual, month-long competition, noting in the first week of competition over 200 teams and more than 10,000 athletes participated.

Dean Ekeren, Director of Events, described the National Leaderboard as an individual competition that replaces the November TYR Pro Swim Series with separate leaderboards over the months of October, November, and December. Mr. Ekeren reported that currently the 2021 TYR Pro Swim Series will move forward as planned.

Mr. Ekeren reported that the Toyota U.S. Open is a decentralized elite level event being held at eight (8) to ten (10) sites. Mr. Ekeren provided further details, including a minimum of 80 athletes will compete at each site and all sites will be sanctioned, long course meters. Mr. Unger added that NBC will still broadcast the Toyota U.S. Open from a few of the event sites.

Lindsay Mintenko emphasized the importance of having long course competitions to prepare for the Olympic Games in 2021; this with the potential of a TYR Pro Swim Series for 2021.

Mr. Shinofield presented the 18 and Under Winter Championships that will also be distributed across the country to accommodate those who cannot travel. Mr. Shinofield reported that the competition will be sanctioned and can be hosted by any USA Swimming member club to format the meet as they wish between December 1 – 13, 2020 with those swimmers who achieve the published time standards included in the competition results.

Mr. Unger updated the Board on the 2021 Olympic Trials, including that the venue in Omaha is up and functional, current cuts will remain the same with 1,226 athletes currently qualified, USA Swimming is working with the city of Omaha on capacity allowance, and that due to the postponement we were actually able to get extra NBC broadcast hours.

The Board engaged in discussion regarding opportunities for athletes to make Trial cuts, rational for date changes, and creating opportunities for swimmers to compete.

**COLLEGE SWIMMING UPDATE**

Joel Shinofield introduced Greg Earhart, Executive Director of College Swimming and Diving Coaches Association of America (CSCAA).
Mr. Earhart provided an update on the work from CSCAA, including working with USA Swimming’s Commercial division to show the value and success of swimming and diving programs, statistics regarding lost and added programs, and ways CSCAA is working with colleges to equip them with tools to save their swimming and diving programs. Mr. Earhart conveyed his hope for a new model for college athletic programs from the NCAA in which USA Swimming can work with them from the grassroots to the elite level. Finally, Mr. Earhart noted the two issues with the current swimming and diving college programs: cost and access.

AQUATICS COALITION
Shana Ferguson provided an update on the Aquatics Coalition, including providing clubs and facility operators with advocacy toolkits, guidance on engaging the media, guidelines for safely reopening as well as what to do if someone tests positive for COVID-19. Mrs. Ferguson described the various ways the Coalition is using their platform to continue its advocacy for reopening pools and facilities.

IRC COMMITTEE UPDATE
Mike Unger provided background on the process by which nominees for the FINA Committee and Panels are decided including, approval from the Board to endorse the nominees the International Relations Committee (IRC) recommended (Attachment 20).

MOTION: To approve the recommendations provided by the IRC Committee for nominations to FINA committees to be forwarded to the United States Aquatic Sports (USAS). Seconded. APPROVED.

COMMITTEE & VOLUNTEER ENGAGEMENT
Tim Hinchey described his pathway to focusing on volunteer engagement after first making changes to athlete and coach engagement.

Jim Sheehan reported that committee chairs have been surveyed and the data used from that survey will be used to determine areas of greater opportunities and address areas of concern. Mr. Sheehan noted that work has already begun with the Officials Committee and the Programs and Events Committee.

CLOSING ROUNDTABLE

NEXT MEETING / EVENTS
• Board of Directors Meeting / Saturday, September 26, 2020
These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2020 meeting.

- Foundation Board of Directors / Thursday, November 19, 2020
- Golden Goggle Awards / Thursday, November 19, 2020
- Board of Directors Meeting / Friday, November 20, 2020

APPRECIATION TO OUTGOING BOARD MEMBERS
Bob Vincent thanked Davis Tarwater and Tom Ugast for their work on the Board of the Directors over the last two years.

MEETING ASSESSMENT
The Board engaged in a round table discussion assessing the day’s meeting, including the progress and adjustments the organization has made in the face of the COVID-19 pandemic.

CLOSED SESSION (2.3.6)
LITIGATION UPDATE
The Board went into closed session so Lucinda McRoberts could provide a legal update.

COMMERCIAL UPDATE
The Board remained in closed session so Shana Ferguson could provide a confidential commercial update.

PERSONNEL UPDATE
The Board remained in closed session so Lucinda McRoberts could provide a personnel update. All staff except Tim Hinchey and Lucinda McRoberts left the meeting.

COMPENSATION COMMITTEE UPDATE
The Board remained in closed session for compensation discussions. Tim Hinchey and Lucinda McRoberts left the meeting.

ADJOURN
Bob Vincent adjourned this meeting at 3:05 p.m. Mountain Time.
These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2020 meeting.

Respectfully submitted:

Lucinda McRoberts, CAO & General Counsel

Bob Vincent, Board Chair
These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2020 meeting.

USA Swimming Board of Directors Minutes Attachments

September 25, 2020 / Virtual Zoom Conference Call

Attachment 1  Page 2 – Agenda: September 25, 2020
Attachment 2  Page 2 – DRAFT BOD Minutes April 24, 2020
Attachment 3  Page 3 – Zone Directors’ Council Athletes Legislation
Attachment 4  Page 5 – USASF Bylaws Redline Pending USA-S BOD
Attachment 5  Page 6 – Policy 3.4 Financial Condition and Activities
Attachment 6  Page 6 – 2Q2020 Combined Quarterly Investment Review
Attachment 7  Page 6 – USA-S Q2 2020 Financial Statement Report
Attachment 8  Page 6 – USA-S Foundation Financial Statement Memo Q2
Attachment 9  Page 6 – USA-S Foundation Financial Statement Report Q2
Attachment 10 Page 6 – USA-S Investment Policy Stmt. June 2020 Redline
Attachment 11 Page 6 – USA-S Investment Policy Statement June 2020 Final
Attachment 12 Page 7 – Policy 3.6 Budget
Attachment 13 Page 7 – 2020 Budget vs. Current Projection w/ Details
Attachment 14 Page 7 – 2021 BOD Related Expenses
Attachment 15 Page 7 – Business Plan Summary 2017-2021
Attachment 16 Page 7 – Policy 3.10 LSC Reporting Requirements
Attachment 17 Page 7 – Policy 1.1 Competitive Success
Attachment 18 Page 8 – Policy 1.3 Public Engagement with Swimming
Attachment 19 Page 10 – Staff Update for the Board of Directors
Attachment 20 Page 12 – International Relations Committee Nominating Form