

These minutes will be officially approved by the USA Swimming Board of Directors at its February 11, 2022 meeting.

USA Swimming Board of Directors Meeting Minutes

December 6, 2021 / Miami, FL

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the December 6, 2021 Board of Directors meeting to
3 order at 8:35 a.m. Eastern Time with the following members in attendance:

4
5 **PRESENT**

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

9
10 **NOT PRESENT**

11 Ashley Twichell.

12
13 **GUESTS**

14 Jackson Fouras, Ryan Gibbons, Timothy Husson, Alexis Keto, Caitlin Leverenz Smith, Mary
15 Liston, Pam Lowenthal, Susan Mechler, Ellery Parish, Jim Peterfish, Saya Ryan, Paul Silver,
16 Eric Stimson, Michael Switalski, Mary Turner, Kent Yoshiwara.

17
18 **STAFF**

19 Rebecca Chafin, Jay Chambers, Paula D'Amico, Chris Detert, Shana Ferguson, Jake Grosser,
20 Elizabeth Hahn, Brendan Hansen, Abby Howard, Trish Hughes, Kiki Laino, Isabelle
21 McLemore, Lucinda McRoberts, Tiffany Midkiff, Lindsay Mintenko, Patrick Murphy, Kaitlin
22 Pawlowicz, Devonie Pitre, Eric Skufca, Joel Shinofield, Denise Thomas, MJ Truex, Mike
23 Unger, Kirsten Victor.

24
25 **BOARD CHAIR'S WELCOME**

26 Mr. Brearton remarked on his personal journey within the sport of swimming and how it
27 teaches safety, discipline, teamwork and perseverance. Mr. Brearton further spoke to the
28 quality of the organization's foundation, from volunteers to coaches to the National Team.
29 Mr. Brearton noted the responsibility of the organization to maintain a world class National
30 Governing Body (NGB) while giving credit to the staff for their work, including maintaining
31 integrity and being financially sound even through the COVID-19 pandemic. Mr. Brearton
32 emphasized the notion of the Board and staff working together towards a common purpose
33 of water safety and encouraging others to love the sport. Lastly, Mr. Brearton thanked Bob
34 Vincent for his leadership as Board Chair.

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35 **RULES OF ENGAGEMENT / PROTOCOL**

36 Mr. Brearton provided an overview of the Rules of Engagement, emphasizing the application
37 of more informational calls and encouraging members to use their voice but also remember
38 the Board operates as One Voice once a decision has been made (Attachment 1).

39

40 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

44

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

48

49 **MINUTES**

50 **MOTION:** *To approve the September 24, 2021 Board of Directors meeting minutes*
51 *(Attachment 2). Secoded. APPROVED.*

52

53 **MOTION:** *To approve the September 25, 2021 Board of Directors meeting minutes*
54 *(Attachment 3). Secoded. APPROVED.*

55

56 **BOARD PROCESS**

57 **BYLAWS UPDATE**

58 Michelle Steinfeld, Secretary & General Counsel, highlighted the changes to the USA
59 Swimming Bylaws, which stemmed from compliance requirements of the United States
60 Olympic & Paralympic Committee (USOPC) (Attachment 4).

61

62 Abby Howard, Senior Director of Legal & Membership Affairs, noted that the Bylaws would
63 no longer be part of the Rulebook, but the most current version of the Bylaws will always
64 be available on the website.

65

66 **MOTION:** *To amend the Bylaws of USA Swimming, Inc., as outlined in Attachment 4,*
67 *effective December 6, 2021. Secoded. APPROVED.*

68

69 **BOARD GOVERNING POLICIES MANUAL UPDATES**

70 Ms. Steinfeld presented the updates for the Board of Directors’ Governing Policies Manual as
71 mandated by the USOPC (Attachments 5 - 8).

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72 **MOTION:** *To amend the USA Swimming, Inc. Board of Directors' Governing Policies Manual,*
73 *including the Statement of Ethics and Conflict of Interest Policy, the Gifts and Entertainment*
74 *Policy, and the Whistleblower and Anti-Retaliation Policy, as outlined in Attachments 5*
75 *through 8, effective December 6, 2021. Seconded. APPROVED.*

76

77 **2022 BOARD WORK PLAN**

78 Mr. Brearton thanked the Board for completing the Board survey and explained that he will
79 use the responses to formulate a strategic plan for the Board, including creating space for
80 Board members and staff to collaborate on specified areas of interest that coincide with the
81 overall Board plan.

82

83 **INTRODUCTION OF VICE CHAIR CANDIDATES**

84 Mr. Brearton introduced Vice Chair Fiscal Oversight candidate, Kenneth Chung (Attachment
85 9).

86

87 Kenneth Chung spoke about the honor to work as the current Vice Chair Fiscal Oversight
88 and emphasized the importance of the Board and staff working collaboratively.

89

90 **MOTION:** *To approve Kenneth Chung as Vice Chair Fiscal Oversight. Seconded. APPROVED.*

91

92 Mr. Brearton introduced the candidates for the position of Board Vice Chair, Kathy Fish and
93 Bill Schalz.

94

95 Mrs. Fish commented on how she is looking for ways to increase her impact, including
96 leading the Nominating Committee Task Force and using her professional experience to
97 assist with short term challenges.

98

99 Mr. Schalz remarked on how long he has been involved in the sport of swimming and
100 highlighted his experience as a coach, club owner and previous Board member.

101

102 Mrs. Fish and Mr. Schalz left the room while the Board conducted a vote via ballots.

103

104 **MOTION:** *To approve Kathy Fish as Board Vice Chair. Seconded. APPROVED.*

105

106 **BOARD COMMITTEE APPOINTMENTS**

107 Ms. Steinfeld presented to the Board for approval, Ellen Colket as Chair of the Investment
108 Committee and Kathy Fish as the Independent member of the Ethics Committee.

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109 Mr. Brearton added that with the election of a new Board Vice Chair, the remaining
110 committee members requiring Board approval will be appointed in the weeks to come.

111

112 **MOTION:** *To approve Ellen Colket as Board Chair appointee to the Investment Committee*
113 *and Kathy Fish as Board Chair Independent Board Member appointee to the Ethics*
114 *Committee. Seconded. APPROVED.*

115

116 **NOMINATING COMMITTEE TASK FORCE UPDATE**

117 Mrs. Fish reported that members of the Nominating Committee Task Force are
118 collaborating with past committee members, athletes and past Board members to compile
119 and recommend changes to the Board at its February meeting regarding the Board
120 nomination process.

121

122 **COACHES ADVISORY COUNCIL UPDATE**

123 Joel Shinofield, Managing Director of Sport Development, announced that he, along with
124 Managing Director of the National Team Lindsay Mintenko, will be co-staff leads for the
125 Coach Advisory Council (CAC) and they recently worked with the CAC working group on
126 their policy manual, specifically their nomination and election process.

127

128 **USA SWIMMING FOUNDATION UPDATE**

129 Shana Ferguson, Chief Commercial Officer, remarked on Dr. Cecil Gordon's contributions to
130 the Foundation as he finishes his term as Chair of the Foundation Board of Directors.
131 Additionally, Mrs. Ferguson mentioned that fundraising efforts are picking up towards the
132 end of the year.

133

134 Tim Hinchey, President & CEO, thanked Dr. Gordon for his leadership and noted that the
135 past year has been the best year for fundraising with approximately \$2.8 million raised.

136

137 Eric Skufca, Chief Financial Officer, briefly explained the Foundation's budget projections,
138 while noting a small operating surplus in 2021 and a small budgeted operating deficit in
139 2022. Mr. Skufca highlighted the support provided by the Foundation in 2021, including
140 \$1.13 million to the National Team, \$510,000 to youth learn to swim grants, and \$100,000
141 to Sport Development/Community Impact programs. Lastly, Mr. Skufca reported that the
142 organization's investments acquired over an 8% year-to-date portfolio gain (Attachments
143 10 – 11).

144

145

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146 **FOUNDATION GOVERNANCE**

147 Mr. Brearton explained the growth process for the Foundation Board of Directors,
148 including adding three new Board members and seeking approval for David Shackley as the
149 new Foundation Board Chair (Attachment 12).

150

151 **MOTION:** *To approve the addition of Timothy Buckley, Jon Kossow and Greg Pinchbeck to the*
152 *Foundation Board, effective January 1, 2022. Seconded. APPROVED.*

153

154 **MOTION:** *To approve David Shackley as the Chair of the Foundation Board for the 2022-2025*
155 *term. Seconded. APPROVED.*

156

157 **ENDS MONITORING**

158 Lucinda McRoberts, Chief Administrative Officer, presented a plan for reporting and
159 approving Monitoring Reports, including staff and Board members collaboratively
160 formulating and presenting the Ends with associated Key Performance Indicators (KPIs)
161 annually to the Board while also establishing a pattern of reporting individual Ends reports
162 throughout the year.

163

164 Mr. Brearton added that more calls will occur to discuss Ends and KPIs.

165

166 **POLICY 1.2: SUCESSFUL ATHLETES, COACHES AND CLUBS**

167 Mr. Brearton presented Policy 1.2, Successful Athletes, Coaches and Clubs (Attachment 13).

168

169 Mr. Shinofield provided a brief overview on the establishment of a baseline goal Net
170 Promoter Score (NPS) for athlete-specific events/offerings delivered by the organization's
171 Sport Development division.

172

173 **MOTION:** *To approve that the performance monitoring report on Policy 1.2, "Successful*
174 *Athletes, Coaches and Clubs," conveys (a) interpretations of the policy that are reasonable, and*
175 *(b) that the report reasonably substantiates compliance with the policy requirements,*
176 *consistent with the CEO's interpretations. Seconded. APPROVED.*

177

178 **POLICY 1.3: PUBLIC ENGAGEMENT WITH SWIMMING**

179 Mr. Brearton presented Policy 1.3, Public Engagement with Swimming (Attachment 14).

180

181 **MOTION:** *To approve that the performance monitoring report on Policy 1.3, "Public*
182 *Engagement with Swimming," conveys (a) interpretations of the policy that are reasonable,*

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183 *and (b) that the report reasonably substantiates compliance with the policy requirements,*
184 *consistent with the CEO's interpretations. Seconded. APPROVED.*

185

186 **POLICY 1.4: RECOGNITION OF USA SWIMMING**

187 Mr. Brearton presented Policy 1.4, Recognition of USA Swimming (Attachment 15).

188

189 **MOTION:** *To approve that the performance monitoring report on Policy 1.4, "Recognition of*
190 *USA Swimming," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
191 *report reasonably substantiates compliance with the policy requirements, consistent with the*
192 *CEO's interpretations. Seconded. APPROVED.*

193

194 **PRIORITY RESULTS UPDATES & DISCUSSION**

195 Mr. Hinchey submitted a written report containing a staff update to the Board (Attachment
196 16).

197

198 **KEEPING ATHLETES FIRST INITIATIVE**

199 Ms. McRoberts provided an update on Keeping Athletes First (KAF) starting with an
200 announcement that the Learning Management System (LMS) and Coach Education will
201 both launch in September 2022. Ms. McRoberts reported that by year end, 770 clubs will
202 have achieved Safe Sport Club Recognition (SSRC) status with an additional 945 clubs
203 initiated in the process as well. She also noted that the organization's Safe Sport staff will
204 continue to develop their programs and educational components. Ms. McRoberts remarked
205 that the digital transformation initiative has evolved from just Online Member Registration
206 (OMR) to a digital transformation that will impact every facet of the organization with the
207 intention of ensuring the athlete experience is the best it can possibly be within the sport.

208

209 The Board discussed setting goals for continuing to ensure all clubs achieve Safe Sport
210 Recognition and ways in which barriers can be removed for clubs trying to do so.

211

212 **DIGITAL TRANSFORMATION UPDATE**

213 Patrick Murphy, Director of Data Analytics, introduced Eric Stimson, Niagara Swimming
214 Registrar.

215

216 Jake Grosser, Director of Business Intelligence, presented a high-level roadmap for the
217 organization's technology transformations, noting how each piece works together from a
218 modern database to the Coach Education platform to OMR. Mr. Grosser reported that once
219 launched in fall 2022, there will be a short freeze on development to ensure the new

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220 technology pieces are working properly before moving on to building anything new. Mr.
221 Grosser also commented that a communication, training and customer service plan will be
222 developed prior to launch to assist membership with integration of the new technology.
223

224 Mr. Murphy spoke to the re-architecture and launch of Swims 3.0 with the goals of
225 simplifying business practices and collecting data directly from the source. He also
226 described working towards a Minimal Viable Product (MVP) needed to assist with keeping
227 pace for a fall 2022 launch, including bringing multiple databases into one application
228 database so all systems work together and providing an enhanced experience for
229 membership, as well as ensuring USA Swimming requirements are being met, not just local
230 requirements
231

232 Mr. Stimson briefly remarked on technology training for Local Swimming Committee (LSC)
233 Registrars, the development of Frequently Asked Questions (FAQs), and the availability of
234 customer service from USA Swimming to membership. Stimson mentioned the need for a
235 more streamlined and common process across the organization to be more efficient for
236 registration.
237

238 Mr. Grosser reported that the LMS will house all the educational offerings from USA
239 Swimming with the first being Coach Education. Mr. Grosser briefly described the look and
240 feel of the LMS and added that the LMS will serve as a revenue opportunity by providing
241 non-members access to courses at a cost. He also provided updates on the architecture for
242 Customer Relationship Management (CRM) in which data will be added directly from the
243 source, saving time and money, and noted the offloading of applications from the website
244 to CRM to reduce the stress on the website. Finally, Mr. Grosser reported that Deckpass
245 will be simply rebranded as a "USA Swimming account," while keeping the same features.
246

247 Chris Detert, Director of Information Technology, presented on technology security,
248 including past, current and future processes to strategically protect users and reduce and
249 respond to security threats and incidents with improved visibility and intelligence. Mr.
250 Detert presented five objectives for cyber security programs that covers 53 different areas
251 with about a third of those being a day-to-day focus for the IT team.
252

253 The Board received a demonstration of the new OMR and discussed the collection of athlete
254 data through OMR and who has access to their data, which is only a select number of staff.
255
256

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257 **USA SWIMMING NATIONAL WORKSHOP**

258 Mr. Shinofield briefly described the format of the USA Swimming National Workshop,
259 commenting on how the workshop will allow discussion for legislation before it is
260 presented on the floor of the House of Delegates (HOD) and how the workshop provides
261 more opportunities for athletes to stay engaged in swimming governance.

262

263 **NATIONAL COMMITTEES UPDATE**

264 Mrs. Howard updated the Board on the National Committee process, including making
265 Chair appointments by November 1, followed by a screening process and then filling at-
266 large appointments with notifications occurring by December 15. Mrs. Howard added that
267 the website will be updated with pertinent Committee information moving forward.

268

269 **PREVIEW: COACH ENGAGEMENT SURVEY**

270 Mr. Shinofield reported that the organization utilized IntellaSport Analytics to administer a
271 Coach Engagement survey, which was distributed to a subset of coach members in
272 November 2021 with over 1,700 respondents and 500 of those continuing to provide
273 feedback through focus groups and individual interviews. Mr. Shinofield stated that
274 IntellaSport will present its findings to staff in January 2022, with the staff then presenting
275 to the Board of Directors in February 2022.

276

277 **ATHLETE COMMITTEE PLACEMENT UPDATE**

278 Ms. Steinfeld thanked several individuals for their work on placing athletes on National
279 Committees with only a few spots left to fill.

280

281 **ATHLETE HOD RECRUITING UPDATE**

282 Mrs. Mintenko described the outreach done for recruiting athletes to be part of the HOD,
283 including multiple newsletters to the National Team, staff calls to over 180 athletes, email
284 and text reminders to over 389 athletes, social media posts across all platforms and the
285 utilization of Foundation Ambassadors to recruit.

286

287 **DEI STRATEGY UPDATE**

288 Mr. Shinofield announced that the Board will be presented with a Diversity, Equity, and
289 Inclusion (DEI) Strategic plan at the February Board of Directors meeting.

290

291 Mr. Shinofield reported that at the Celebration Bowl there will be an announcement of the
292 organization's expansion of the Community Impact Program that provides opportunities

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293 and grants for learn to swim and competitive programs with Historically Black Colleges
294 and Universities (HBCUs).

295

296 **MEMBERSHIP STRATEGIES**

297 Mr. Shinofield reported that the Age-Group Development League Legislation that passed in
298 September 2021 has some challenges, including accessibility and time-limited
299 competitions, but the conversation and sharing of best practices will continue regarding
300 increasing 12 and under membership.

301

302 **FINANCE 101 RECAP**

303 Mr. Skufca remarked part of his and the Vice Chair Fiscal Oversight's job is to provide
304 financials that are relevant and accessible to the Board and emphasized the importance of
305 sharing the financial process prior to a Board member's first Board meeting. Mr. Skufca and
306 Mr. Chung held a financial overview and debrief for all new (and existing) Board members
307 on December 5, 2021.

308

309 **2022 COMPETITION CALENDAR**

310 Mrs. Mintenko commented on the success of the Toyota U.S. Open and mentioned that USA
311 Swimming will take a small team to the FINA World Swimming Championships in Abu
312 Dhabi. Mrs. Mintenko noted uncertainty regarding the international competition calendar
313 but expressed her excitement for the International Team Trials in April 2022 and the
314 Phillips 66 National Championships in July 2022.

315

316 **SANCTIONING OF EVENTS/COVID**

317 Mrs. Howard requested the Board extend the current COVID-19 related sanction
318 requirements with slightly less requirements for meet hosts (Attachment 17).

319

320 **MOTION:** *To amend Articles 202.4 and 202.6 extending current COVID-19-related sanction*
321 *requirements through August 31, 2022. Seconded. APPROVED.*

322

323 **PARTNERSHIP'S UPDATE**

324 Jim Fox, Director of Partnership Marketing, presented an overview of what encompasses
325 partnerships, while highlighting 2021 accomplishments and noting the second highest
326 revenue year ever with an addition of three new partners and a focus on renewals of
327 current partners. Mr. Fox briefly commented on the use of DigiDeck to bring in new
328 partners. Mr. Fox additionally remarked on why organizations partner with USA
329 Swimming, including trying to connect with gold medals and our membership.

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330 Ellison Elledge, Manager of Partnership Marketing, briefly explained the various
331 partnership categories, including sponsors, suppliers, licensees and promotional partner
332 verbiage.
333

334 **OPERATING POLICY MANUAL**

335 Mrs. Howard provided a brief background regarding the process of updating USA
336 Swimming’s Operating Policy Manual to include Operating Committee policies that are in
337 alignment with USOPC requirements (Attachment 18).
338

339 ***MOTION:** To approve adding Operating Committee policies into the USA Swimming Operating*
340 *Policy Manual. Seconded. **APPROVED.***

341
342 **MANAGEMENT PARAMETERS MONITORING**

343 **POLICY 3.0: GENERAL MANAGEMENT CONSTRAINT**

344 Ms. McRoberts presented Policy 3.0, General Management Constraint (Attachment 19) and
345 noted that the report is largely focused on compliance efforts, both with the USOPC and
346 federal law.
347

348 ***MOTION:** To approve that the performance monitoring report on Policy 3.0, “General*
349 *Management Constraint,” conveys (a) interpretations of the policy that are reasonable, and (b)*
350 *that the report reasonably substantiates compliance with the policy requirements, consistent*
351 *with the CEO’s interpretations. Seconded. **APPROVED.***

352
353 **POLICY 3.1 TREATMENT OF MEMBERS AND CUSTOMERS**

354 Mrs. Howard presented Policy 3.1, Treatment of Members and Customers (Attachment 20).
355

356 ***MOTION:** To approve that the performance monitoring report on Policy 3.1, “Treatment of*
357 *Members and Customers,” conveys (a) interpretations of the policy that are reasonable, and (b)*
358 *that the report reasonably substantiates compliance with the policy requirements, consistent*
359 *with the CEO’s interpretations. Seconded. **APPROVED.***

360
361 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

362 Mr. Skufca presented Policy 3.4, Financial Condition & Activities (Attachments 21 - 23),
363 highlighting the 2021 Quad Business Plan summary, including an approximate breakeven
364 operating result while remarking on the effects of COVID on every line item. Mr. Skufca
365 commented on the organization’s investment income strategy, which allows the

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366 organization the opportunity to set aside investment portfolio gains to strategically invest in
367 Board-approved initiatives to serve membership.

368
369 Mr. Chung noted the intentional reduction of expenses by staff during the COVID-19
370 pandemic and remarked on why there will be deficit years over the course of a quad.

371 Mr. Skufca reported that investment earnings are at 8.08% for the year and the cash flow is
372 as anticipated.

373
374 **MOTION:** *To approve that the performance monitoring report on Policy 3.4, "Financial*
375 *Condition & Activities," conveys (a) interpretations of the policy that are reasonable, and (b)*
376 *that the report reasonably substantiates compliance with the policy requirements, consistent*
377 *with the CEO's interpretations. Seconded. **APPROVED.***

378
379 **POLICY 3.6: FINANCIAL PLANNING AND BUDGETING**

380 Mr. Skufca presented Policy 3.6, Financial Planning & Budgeting (Attachments 24 - 27) along
381 with the 2022 Budget. Mr. Skufca remarked on the anticipation of an operating deficit in
382 2022, which he noted is historically typical in the early year of quads with the ability to shift
383 mid-year and mid-quad. Mr. Skufca commented on an insurance expense increase due to the
384 market and securing viable, quality coverage. Mr. Skufca also highlighted that payroll and
385 headcount is lower compared to previous years with a focus on strategic rebuilding as the
386 organization continues through the pandemic.

387
388 Ms. McRoberts briefly provided background regarding who approves budget items as the
389 that responsibility shifted from the HOD to the Board with the approved Board governance
390 restructure in 2018. Ms. McRoberts reported that with the approval in September 2021 by
391 the HOD of Article 503.2, which determines the distribution of Rulebooks, the HOD approved
392 an operational expenditure outside of its authority.

393
394 Ms. McRoberts provided further explanation regarding the current Rulebook budget of
395 \$25,000, which is sufficient to print and provide two Rulebooks to every member club, all
396 Board members, Committee Chairs, staff, and LSCs. Ms. McRoberts noted that to effectuate
397 the legislation passed by the House, it would cost the organization approximately \$100,000.
398 Ms. McRoberts proposed options for the Board to consider regarding how they would like to
399 fulfill and expense Rulebooks to all non-athlete members of USA Swimming.

400

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401 The Board discussed maintaining the budget as proposed at \$25,000, with one Rulebook
402 provided to each member club and the remainder being available upon request to
403 membership.

404
405 **MOTION:** *To approve that the performance monitoring report on Policy 3.6, "Financial*
406 *Planning and Budgeting," conveys (a) interpretations of the policy that are reasonable, and (b)*
407 *that the report reasonably substantiates compliance with the policy requirements, consistent*
408 *with the CEO's interpretations. Seconded. APPROVED.*

409
410 **MOTION:** *To approve the 2022 Budget as presented. Seconded. APPROVED.*

411
412 **POLICY 3.7 COMPENSATION AND BENEFITS**

413 Ms. McRoberts presented Policy 3.7, Compensation and Benefits (Attachment 28),
414 highlighting that the President & CEO cannot change his compensation and benefits and
415 ensuring staff compensation and benefits are in line with the market, industry and
416 geography.

417
418 **MOTION:** *To approve that the performance monitoring report on Policy 3.7, "Compensation*
419 *and Benefits," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
420 *report reasonably substantiates compliance with the policy requirements, consistent with the*
421 *CEO's interpretations. Seconded. APPROVED.*

422
423 **POLICY 3.11 USA SWIMMING FOUNDATION MANAGEMENT**

424 Mrs. Ferguson presented Policy 3.11, USA Swimming Foundation Management (Attachment
425 29).

426
427 **MOTION:** *To approve that the performance monitoring report on Policy 3.11, "USA Swimming*
428 *Foundation Management," conveys (a) interpretations of the policy that are reasonable, and*
429 *(b) that the report reasonably substantiates compliance with the policy requirements,*
430 *consistent with the CEO's interpretations. Seconded. APPROVED.*

431
432 **CLOSED SESSION (2.3.6)**

433 **LSC AFFILIATION AGREEMENT**

434 The Board went into Closed Session so Mrs. Howard could provide an LSC Affiliation
435 Agreement update.

436
437

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438 **LITIGATION UPDATE**

439 The Board remained in Closed Session so Ms. Steinfeld could provide a legal update.

440

441 **PERSONNEL UPDATE**

442 The Board remained in Closed Session so Mr. Hinchey could provide a personnel update.

443

444 **EXECUTIVE SESSION**

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

447

448 **OPEN SESSION**

449 The Board came out of Closed Session so Ms. Steinfeld could present a motion regarding
450 pending claims.

451

452 **MOTION:** *To allow the President & CEO and the Secretary & General Counsel to resolve any*
453 *uninsured claims, with amounts consistent with the valuation of outside counsel and the*
454 *organization's precedential settlement values, from certain Board designated funds and/or a*
455 *USA Swimming, Inc. existing line of credit. Seconded. APPROVED.*

456

457 **2022 BOARD CALENDAR**

458 Mr. Brearton presented the 2022 Board of Directors meeting calendar.

459

460 **ADJOURN**

461 Mr. Brearton adjourned this meeting at 4:12 p.m. Eastern Time.

462

463 Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair

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USA Swimming Board of Directors Meeting Minutes

December 6, 2021 / Colorado Springs, CO

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Attachment 6	Page 2 – USA Swimming Gifts and Entertainment Policy
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Attachment 9	Page 3 – Board Officers Applicants
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Attachment 16	Page 6 – Staff Update for the Board
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Attachment 30	Form 990 Swimming
Attachment 31	Form 990 Foundation