

USA Swimming Board of Directors Meeting Minutes

September 29, 2018 / Hyatt Regency Jacksonville Riverfront

1 **CALL TO ORDER**

2 Jim Sheehan called the September 29, 2018 Board of Directors meeting to order at 12:00
3 p.m. Eastern Time with the following members in attendance:

4
5 **PRESENT:** Dale Ammon, John Bradley, Chris Brearton, Cecil Gordon, Tim Hinchey, Lucinda
6 McRoberts, John Roy, Jim Sheehan, Jeanette Skow, Davis Tarwater, Jay Thomas, Mary
7 Turner, Tom Ugast, Robert Vincent.

8
9 **NOT PRESENT:** Maya DiRado, Natalie Hall, Jim Wood.

10

11 **MOMENT OF SILENCE**

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

14

15 **AGENDA REVIEW**

16 Jim Sheehan added Office Redesign to the agenda (Attachment 1).

17

18 **MOTION:** *To approve the Agenda as amended. Seconded.* **APPROVED.**

19

20 **CONFLICT OF INTEREST**

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

24

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

28

29 **INTRODUCTION OF NEW BOARD MEMBERS**

30 New and incumbent board members introduced themselves.

31

32 **INTRODUCTIONS**

33 **GUESTS**

34 Bill Charney (Charney Associates), Jeff Gudman (Oregon Swimming), Tristan Formon
35 (Eastern Zone), Sean Redmond (Western Zone), Anthony Ervin, C.J. Fiala, Bill Schalz, David
36 Smith (Southern Zone), Van Donkersgoed.

37

38

39 **STAFF**

40 Paula D’Amico, Matt Farrell, Elizabeth Hahn, Jim Harvey, Debbie Hesse, Abigail Howard,
41 Lindsay Mintenko, Isabelle McLemore, Mike Unger.

42

43 **Distribution of Board Binders**

44 Lucinda McRoberts provided an overview of the content in the binders given to each Board
45 member and highlighted travel information and the schedule of upcoming events.

46

47 **SCHEDULING THE SPECIAL BOARD MEETING TO ELECT BOARD OFFICERS**

48 Jim Sheehan explained that due to one-time transitional issues and change to the Board
49 composition, that the Board Officers will be elected during the Board Orientation on
50 Saturday, October 27, 2018.

51

52 ***MOTION:** To approve a special Board of Directors meeting on Saturday, October 27, 2018 to*
53 *elect Board Officers. Seconded. **APPROVED.***

54

55 **OFFICER ELECTIONS PROCESS**

56 Lucinda McRoberts provided an overview of Board Officer roles and the election process.

57

58 **NOMINATING COMMITTEE**

59 Lucinda McRoberts reported on the Nominating Committee composition and process.

60

61 **RESOLUTION FROM THE INTERNATIONAL RELATIONS COMMITTEE ON ANTI-DOPING**

62 Mike Unger provided background and context for the resolution on behalf of the
63 International Relations Committee.

64

65 ***MOTION:** To approve USA Swimming staff and the Board of Directors to contact Travis*
66 *Tygart and Bill Bock to develop a leadership strategy in anti-doping with FINA, WADA, and*
67 *the IOC. In addition, that USA Swimming strongly requests to FINA it develop a Swimming*
68 *Integrity Unit. Seconded. **APPROVED.***

69

70 **OFFICE REDESIGN**

71 Tim Hinchey provided background intentions to upgrade USA Swimming’s facilities and
72 updated the Board on the progress of a formal proposal that will be presented to the Board.

73

74 **BOARD SCHEDULE**

75 **UPCOMING IN-PERSON BOARD MEETINGS**

- 76
- Board Meeting, November 18, 2018 (New York)
 - Board Meeting, February 2, 2019 (Colorado Springs Marriott)
- 77

78 • Board Meeting, April 27, 2019 (Colorado Springs)

79

80 **OTHER MEETINGS/EVENTS**

81 • Board Orientation, October 26 & 27, 2018 (Denver)

82 • Safe Sport Leadership Conference (Optional) – January 31 (Colorado Springs)

83

84 **FOLLOW UP ITEMS**

85 There were no follow up items.

86

87 **ADJOURN**

88 Jim Sheehan adjourned this meeting at 12:39 p.m. Eastern Time.

89

90 Respectfully submitted:



Lucinda McRoberts, General Counsel & VP Business Affairs

USA Swimming Board of Directors Minutes Attachments

September 29, 2018 / Hyatt Regency Jacksonville Riverfront

Attachment 1

Page 1 – Agenda

Attachment 2

Memo on Election of Officers



USA SWIMMING BOARD OF DIRECTORS
Meeting Agenda
Jacksonville, FL / Saturday, September 29, 2018
30 minutes following conclusion of House of Delegates Meeting

Item #/Time Estimate	AGENDA ITEMS
A. (5 min)	<ol style="list-style-type: none"> 1) Call to Order (<i>Jim Sheehan</i>) 2) Agenda Review (2.3.3) (<i>Jim Sheehan</i>) 3) Declaration of Conflict of Interest (2.5.4) (<i>Jim Sheehan</i>) <i>“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?”</i> 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.
B. (15 min)	Introduction of New Board Members (<i>Jim Sheehan</i>)
C. (20 min)	Distribution of Board Binders (<i>Lucinda McRoberts</i>). Preview of schedules and explanation of travel arrangements for October Board Orientation and November Board meeting.
D. (5 min)	Scheduling the Special Board meeting to Elect Board Officers (<i>Jim Sheehan</i>) Due to one-time transitional issues and substantial change in Board composition, it is proposed that the nomination and election of officers to occur at a Special Board Meeting to Elect Board Officers near conclusion of Board Orientation on Saturday 10/27/18.
E. (20 min)	Officer Elections Process (<i>Lucinda McRoberts</i>) <ol style="list-style-type: none"> A. Review of Position Roles/Responsibilities <ol style="list-style-type: none"> a. Chair - 3 year term b. Vice Chair - Fiscal Oversight – 3 year term c. Vice Chair – 1 year term
F. (10 min)	Nominating Committee (<i>Lucinda McRoberts</i>) <ul style="list-style-type: none"> • Continuing members • Open positions <ul style="list-style-type: none"> ○ Two Board members ○ One Athlete ○ Age Group Development Committee Selection • Next Steps
G. (10 min)	Resolution from the International Relations Committee on Anti-Doping
H. (5 min)	Board Schedule: <ol style="list-style-type: none"> A. Upcoming In-Person Board Meetings: <ol style="list-style-type: none"> a. Board meeting, November 18, 2018 (New York) b. Board meeting, February 2, 2019 (Colorado Springs Marriott) c. Board meeting, April 27, 2019 (Colorado Springs) B. Other meetings/events to be on Board members' calendars: <ol style="list-style-type: none"> a. Board Orientation - October 26-27, 2018 (Two-full days – arrival in Denver 10/25) b. Safe Sport Leadership Conference (Optional) – January 31 in Colorado Springs. C. Summary of Follow-Up Items:
I.	Adjourn

TO: 2018-19 USA Swimming Board of Directors
FR: Jim Sheehan
RE: Election of Officers
DA: 9/29/18

Given the significant change in Board composition, and in order to give the new Board opportunity to get acquainted, both with each other and the roles/expectations of the three Board officer positions, we will convene a special meeting for the purpose of electing new officers just prior concluding the Orientation workshop on October 26-27.

To help you determine your level of interest in nominating either yourself or a Board colleague for an officer position, this document provides the core job descriptions of the three officer roles, as codified in our Bylaws and Governing Policies. Please consider these roles in light of the newly defined role/purpose, needs and processes of our Board of Directors, its needs and processes (also defined in the Governing Policies).

As this is the transitional year in our governance restructuring, terms to be elected are as follows:

- Board Chair – 3 year-term. (Effective in 2021 will be a 4-year term)
- Vice-Chair Fiscal Oversight – 3-year term. (Effective in 2021 will be a 2-year term)
- Board Vice Chair – 1 year-term. (The person elected as Vice-Chair in 2019 will be the Chair-Elect)

By mid-October, we will provide a form/venue through which those interested in serving in any of the officer positions can express interest and convey relevant experience/qualifications. These will be distributed to the Board at least a week prior to convening in Denver. In the interim, if you have any questions about this process, please don't hesitate to contact:

- Jim Sheehan (sheehanji@optonline.net)
- Lucinda McRoberts (lmcroberts@usaswimming.org)
- Bill Charney (bill@bcharney.com)*

(As both Lucinda and I will be traveling extensively over these next few weeks, we have included Bill, our governance consultant, on this list. To expedite responsiveness to any questions you may have about this process, feel free to route any questions through Bill, who has been working closely with us and on our behalf.)*

From Bylaws Section 504.4:

- .1 **Board Chair** - USA Swimming shall have a Board Chair who shall preside at all meetings of the Board; see to it that the Board fulfills its duties as prescribed by law, the Articles of Incorporation, these Bylaws, and the Board's governing policies then in effect; be the official spokesperson of the Board of Directors and perform such other duties as the Board may from time to time prescribe.
- .2 **Board Vice-Chair** - The Board Vice-Chair shall perform such duties as set forth in these Bylaws or as may be assigned by the Board of Directors and shall perform the duties of the Board Chair in the event of the Board Chair's absence, disability or refusal to act.
- .3 **Vice-Chair Fiscal Oversight** - The Vice-Chair Fiscal Oversight shall perform such duties as outlined in these Bylaws and Policy Manual, or as otherwise assigned by the Board of Directors.

From Governing Policies – Policy 2.4, “Board Chair’s Role and Authority”

As USA Swimming's chief governance officer, the Chair's primary role is to be the presiding officer, ensuring the integrity of the Board's process. The Chair also leads meetings of the House of Delegates, and represents the Board to outside parties

Accordingly:

1. The Chair's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
 - A. Agenda content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - B. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.

2. The Chair is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, except for (a) employment/termination of the CEO, or (b) decisions pertaining to matters about which the Board has specifically delegated portions of its authority to others. The Chair may use any reasonable interpretation of these policies.
 - A. The Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - B. The Chair has no authority to make decisions within the Board's Ends and Management Parameters policy areas. Therefore, as the CEO is accountable to the Board as a whole, the Chair does not have authority to supervise or direct the CEO.
 - C. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the Chair.
 - D. The Chair may delegate this authority but remains accountable for its use.
 - E. The Board Chair shall appoint all non-athlete members of Board committees and their respective chairs unless otherwise designated in the USA Swimming Rules & Regulations, Bylaws or in Board Policies. The Board Chair is an ex-officio non-voting member of all Board committees.
3. The Chair will lead and participate in the Board's assessment of its own performance.
 - A. Criteria for assessment will be the Board's adherence to its Board Process and Board-Management Delegation policies.
 - B. The Board will self-assess its overall performance at least once per year.
 - C. The Board will ensure that there is at least a brief assessment of each meeting prior to adjournment, identifying factors that enhanced its productivity, as well as those that would have made the meeting more successful.
4. The Chair will also make appointments to the House of Delegates, per the USA-S Rulebook.

From Governing Policies – The Vice Chair - Fiscal Oversight serves as chairperson of the Audit Committee. The Audit Committee's charge (per policy 2.8.3)

1. Audit Committee

- A. **Deliverable #1:** Confirmation of auditor's independence and recommendation to Board for engagement of auditor by no later than end of February each year.
Deliverable #2: - Annual specification of audit scope, consistent with Board monitoring schedule (see policy 4.4), including approval of any permitted non-audit services to be provided by the independent auditor.
Deliverable #3: Assurance that the auditor has unfettered access to organizational management and records.
Deliverable #4: Review with the independent auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided by the auditor.
Deliverable #5: Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
Deliverable #6: Review of annual Form 990 prior to distribution to Board of Directors and subsequent submission to IRS.
Deliverable #7: "Direct Inspection" (internal audit) monitoring of compliance with the Board's fiscal policies (Financial Condition, Asset Protection, Budget, Compensation and Benefits), as directed/scheduled by the Board per policy 4.4 *Monitoring CEO Performance*.
- B. **Authority:** To direct work of outside auditors, to use management time as needed for administrative support, and to incur costs as budgeted for all matters related to the audit
- C. **Composition:** Five members. The Vice Chair-Fiscal Oversight serves as chairperson, plus four members appointed by the Board Chair, including: a non-officer Board member; an athlete from a slate submitted by the Athletes' Committee, and two additional members with designated financial experience.