USA Swimming Board of Directors Meeting Minutes
September 11, 2019 / St. Louis - Hyatt Regency St Louis at the Arch

CALL TO ORDER
Bob Vincent, Board Chair, called the September 11, 2019 Board of Directors meeting to order at 8:15 a.m. Central Time with the following members in attendance:


NOT PRESENT: Teri McKeever.

GUESTS
Tim Bauer (Gulf Swimming), Clint Benton (Pacific Swimming), Rebecca Binder (Minnesota Swimming), Alex Blavatnik (USA Swimming Foundation Trustee), Kim Brackin (Florida Swimming), Robert Broyles (Inland Empire Swimming), Bill Charney (Charney Associates), Julie Chen (Metropolitan Swimming), Kenneth Chung (North Texas Swimming), Sandi Drake (Hawaii Swimming), Greg Earhart ( CSCAA), Jennifer Gibson (Florida Gold Coast Swimming), Clark Hammond (Southeastern Swimming), Amy Hoppenrath (Missouri Valley Swimming), John Kline (Illinois Swimming), Pam Lowenthal (Illinois Swimming, Zone Director), Bill Maxson (USA Swimming Foundation Board Member), Arlene McDonald (Indiana Swimming), Deana Oliphant (Oklahoma Swimming), Kim O’Shea (Southern California Swimming), Ron Van Pool (Nominating Committee Chair), Kathleen Prindle (Florida Gold Coast Swimming), Jodi Rash (Inland Empire Swimming), Jim Ryan (YMCA), Bill Schalz (Illinois Swimming), David Shackley (USA Swimming Foundation Board Member), Dave Smith (Southeastern Swimming, Zone Director), Mary Jo Swalley (Southern California Swimming).

STAFF
Tom Avischious, Mitch Dalton, Paula D’Amico, Dean Ekeren, Jake Grosser, Shana Ferguson, Brendan Hanson, Abigail Howard, Isabelle McLemore, Lindsay Mintenko, Mick Nelson, Sue Nelson, Eric Skufca, Joel Shinofield, MJ Truex, Mike Unger, George Ward, Morgan Weinberg.

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 and moved Policy 1.1 Competitive Success to after CEO’s Update (Attachment 1).

RULES OF ENGAGEMENT / COVENANTS
Bob Vincent provided an overview of the Rules of Engagement/Covenants.

DECLARATION OF CONFLICT OF INTEREST (2.5.4)
“Is any member aware of any conflict of interest (that is, of a personal interest or direct or indirect pecuniary interest) in any matter being considered by this meeting, which should now be reported or disclosed or addressed under the USA Swimming Conflict of Interest Policy?”

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

BOARD CHAIR’S REMARKS
Bob Vincent briefly highlighted ideas and quotes from Chapter 40: Serve the People in “The Servant Leader.”

MINUTES
MOTION: To approve the April 26, 2019 Board of Directors meeting minutes (Attachment 2). Seconded. APPROVED.

MOTION: To approve the August 26, 2019 Special Board of Directors meeting minutes (Attachment 3). Seconded. APPROVED.

BOARD PROCESS
BOARD BUDGET FOR 2020 (2.10.3)
Bob Vincent presented a motion to incorporate the following budget categories into the 2020 budget: Board of Directors, Task Force & Consultants, Board Chair Expense & Travel, and Audit & Tax Fees.

Mary Turner asked clarifying questions regarding line items from the Board of Directors budget, to which Chief Financial Officer, Eric Skufca, responded.

MOTION: To approve Board of Directors, Task Force & Consultants, Board Chair Expense & Travel, and Audit & Tax Fees categories and associated dollars to be incorporated into the 2020 budget. Seconded. APPROVED.

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<th>#7803 - Board of Directors</th>
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<tr>
<td></td>
<td>$154,643</td>
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#7930 – Board Chair Expense & Travel $44,797
#8990 – Audit & Tax Fees $30,000

NOMINATING COMMITTEE UPDATE
Ron Van Pool provided background on why a Nominating Committee was first formed, spoke to the process by which it operated in selecting this year’s nominees, and made recommendations for the process in the future.

Cecil Gordon suggested increased communication to the membership as the nomination process is happening.

GOVERNANCE COMMITTEE UPDATE ON ORIENTATION/RETREAT
Davis Tarwater provided minutes from the Governance Committee’s April 10, 2019 meeting and asked the committee members to read through the internal documents that were provided for their next meeting.

Bill Charney briefly overviewed the internal documents that Mr. Tarwater circulated to the committee, including a recap of the 2018 Board orientation and the Board orientation scheduled for October 3-4, 2019.

FOUNDATION RESTRUCTURING UPDATE
Cecil Gordon provided historical background regarding the changes to the governance structure of the Foundation Board of Directors and highlighted recommendations that will be implemented moving forward based on an assessment of the Foundation Board.

Tim Hinchey thanked Bill Charney for his work with the Foundation Task Force and noted the overall message of “integration” between USA Swimming and the USA Swimming Foundation with “one voice” to further assist in completing the Foundation’s mission of Saving Lives and Building Champions.

CLOSED SESSION (2.3.6)

LITIGATION UPDATE
The Board meeting went into closed session so that USA Swimming’s General Counsel, Lucinda McRoberts, could give a legal update.

PERSONNEL UPDATE
Lucinda McRoberts provided a brief personnel update.
EMPLOYEE CONTRACT UPDATE
All USA Swimming staff left the room while the Board remained in closed session to discuss the annual CEO performance and compensation review.

MANAGEMENT PARAMETERS MONITORING (4.4)
Bob Vincent provided background and an overview of the Management Parameters Monitoring reports process.

POLICY 3.4 FINANCIAL CONDITION & ACTIVITIES (QUARTERLY UPDATE)
Bob Vincent presented Policy 3.4 Financial Condition & Activities (Attachments 4 - 8).

Eric Skufca reported that Policy 3.4 reflects where the organization is financially, where it is projected to go financially and whether it is meeting all its financial requirements.

MOTION: To approve the performance monitoring report on Policy 3.4, “Financial Condition & Activities,” conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO’s interpretations. Seconded. APPROVED.

POLICY 3.6 BUDGET (MID-YEAR UPDATE/RE-FORECAST)
Bob Vincent presented Policy 3.6 Budget (Attachment 9).

Eric Skufca reported that Policy 3.6 reflects budget forecasting and explained the process by which the staff forecasts their budgets over nine divisions with more than seventy-five hundred line items (Attachments 10 - 13).

The Board asked for communication during the summer months regarding material changes to the budget.

MOTION: To approve the performance monitoring report on Policy 3.6, “Financial Planning & 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.

POLICY 3.10 LSC REPORTING REQUIREMENTS
Bob Vincent presented Policy 3.10 LSC Reporting Requirements (Attachment 14).

Lucinda McRoberts described the process of creating the LSC Affiliate Agreement proposal.
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.

STAFF REPORTS

CHIEF ADMINISTRATIVE OFFICER & GENERAL COUNSEL

Lucinda McRoberts introduced USA Swimming’s Associate Counsel and Director of Safe Sport, Abby Howard.

Ms. Howard outlined the feedback received from various constituents on the LSC Affiliation Agreement (Attachments 15 – 16).

The Board engaged in discussion around nuances of the agreement including parameters and what feedback was considered when forming the document.

MOTION: To approve amending the LSC Affiliate Agreement by adding “officials” to item “B” under “Recitals.” Seconded. APPROVED.

MOTION: To approve the amended LSC Affiliate Agreement. Seconded. APPROVED.

Ms. McRoberts detailed background on changes to Athlete Representation on national committees per the U.S. Olympic and Paralympic Committee’s (USOPC) Bylaws.

MOTION: To re-approve changes to Section 4.2.3 in the USA Swimming Bylaws to read: “three “athlete representatives” (as defined in the then current USOPC Bylaws) directly elected by athletes who meet the same standard as in “athlete representative” shall be voting members” and add the following language to Section 6.3.1: “with the exception of the three athlete representatives (as defined in the then current USOPC Bylaws) directly elected by athletes who meet the same standards as an “athlete representative” in accordance with Section 4.2.3.” Seconded. APPROVED.

CHIEF FINANCIAL OFFICER

Eric Skufca updated the Board on USA Swimming’s and USA Swimming Foundation’s investment portfolios through quarter two, including investment returns beating their benchmarks year-to-date, as well as the 3-year, 5-year, and 10-year benchmarks. Mr. Skufca made note that the Investment Committee has been asked to develop a policy on what percentage of the investment returns may be used in operations.
Mike Unger asked the Board to approve the locations for Futures Meets.

**MOTION:** To approve the locations for Futures Meets. Seconded. **APPROVED.**

July 30 – August 2, 2020
- Huntsville Aquatic Center, Huntsville, AL
- Woollett Aquatics Center, Irvine, CA
- Hulbert Aquatic Center, West Fargo, ND
- McCorkle Aquatic Pavilion, Columbus, OH

Mr. Unger briefly touched on the proposal for increasing club dues that will be going before the House of Delegates and updated the Board on the 2020 U.S. Olympic Team Trials - Swimming, including the number of qualified athletes and ticket sales.

Shana Ferguson provided an overview of membership touchpoints from a communications standpoint, including website improvements, webinars for volunteers and leaders, MAAPP-compliant tools for coaches, and various communication avenues to reach swimmers and parents.

Jake Grosser presented on the functionality of the Customer Relationship Management (CRM) system being developed, including the ways in which it will best serve our membership via retention, recruitment and reporting through capturing datapoints to use for targeted communication with USA Swimming members and nonmembers. Mr. Grosser also presented an overview on the integration of Deck Pass on TeamUnify as a new channel for USA Swimming to reach parents.

Tim Hinchey submitted a written report (Attachments 17 - 18) and provided a summary on meet host fees, as well as introduced a proposal from the Convention Task Force that would allow USA Swimming to book their own independent Convention for 2022.

Mr. Hinchey also announced and congratulated Lucinda McRoberts on being a Sports Business Journal 2019 Game Changer.

Bob Vincent presented Policy 1.1 Competitive Success (Attachment 19).
Mike Unger reported a change from 2018 to 2019 on page one of Policy 1.1 and noted that the Policy is mostly regarding National Team performance.

Lindsay Mintenko presented on the success of the National Team's international competition performance in 2019, a new mental health program, Clean Sport initiatives and increased direct athlete support.

Mr. Unger added that USA Swimming held off on requiring coaches to take the USADA tutorial, but it is now available.

**MOTION:** To approve 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 with the policy requirements, consistent with the CEO’s interpretations. Seconded. **APPROVED.**

**HOW USA SWIMMING FUNCTIONS INTERNATIONALLY**

Mike Unger presented background on USA Swimming’s presence internationally, including organizations USA Swimming associates with, an overview of FINA leadership and committees, key relationships for USA Swimming, and key topics USA Swimming works on internationally.

**ROLE OF THE STEERING COMMITTEE**

Lindsay Mintenko presented on the history of the Steering Committee and its current composition and discussion topics.

**CLOSING ROUNDTABLE**

**TASK ASSIGNMENTS REVIEW**

None to review.

**NEXT MEETING / EVENTS**

- Saturday, September 14, 2019 in St. Louis - Convention
- Thursday and Friday, October 3-4, 2019 in Colorado Springs, CO (Board Orientation)

**MEETING ASSESSMENT**

The Board engaged in a round table discussion assessing the days meeting.
ADJOURN

Bob Vincent, Board Chair, adjourned this meeting at 4:24 p.m. Central Time.

Respectfully submitted:

Lucinda McRoberts, CAO & General Counsel

Bob Vincent, Board Chair
**USA Swimming Board of Directors Minutes Attachments**

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