

USA Swimming Board of Directors Meeting Minutes

November 23, 2019 / JW Marriott Los Angeles L.A. LIVE

1 **CALL TO ORDER**

2 Bob Vincent, Board Chair, called the November 23, 2019 Board of Directors meeting to
3 order at 8:30 a.m. Pacific 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 (via phone), Jay Thomas, Tom Ugast, Bob
8 Vincent.
9

10 **GUESTS**

11 Anne Berry (Foundation Board of Directors Nominee), Bill Charney (Charney Associates),
12 Greg Earhart (CSCAA), Tristan Formon (Eastern Zone Coach Director), Sean Redmond
13 (Western Zone Coach Director).
14

15 **STAFF**

16 Paula D'Amico, Cathy Durance, Shana Ferguson, Abigail Howard, Isabelle McLemore,
17 Lindsay Mintenko, Patrick Murphy, Eric Skufca, Joel Shinofield, Mike Unger, Scott Usher.
18

19 **MOMENT OF SILENCE**

20 A moment of silence was observed for USA swimming members who have passed away
21 since the last USA swimming Board of Directors meeting.
22

23 **AGENDA REVIEW**

24 Bob Vincent presented the agenda (Attachment 1).
25

26 **RULES OF ENGAGEMENT / COVENANTS**

27 Bob Vincent provided an overview of the Rules of Engagement/Covenants.
28

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

30 *"Is any member aware of any conflict of interest (that is, of a personal interest or direct or*
31 *indirect pecuniary interest) in any matter being considered by this meeting, which should now*
32 *be reported or disclosed or addressed under the USA Swimming Conflict of Interest Policy?"*
33

34 If a Board member determines there to be a conflict of interest at any point during the
35 course of the meeting when a specific subject is being discussed and / or action is being
36 taken, a declaration of a conflict of interest should be made at that time.
37
38

39 **CEO WELCOME**

40 Tim Hinchey welcomed the Board members, specifically the new members, and expressed
41 gratitude to the Board of Directors for their support of him and the USA Swimming staff.

42
43 **BOARD CHAIR'S REMARKS**

44 Bob Vincent emphasized the need for "One Voice" as the safety of athletes continues to be
45 the top priority. Mr. Vincent addressed the ruling from the Stockton case in California,
46 specifically that there should always be continuous efforts made regarding Safe Sport
47 matters and encouraged the Board to always do the right thing no matter the outcome of a
48 ruling.

49
50 **MINUTES**

51 **MOTION:** *To approve the September 11, 2019 Board of Directors meeting minutes*
52 *(Attachment 2). Seconded. APPROVED.*

53
54 **MOTION:** *To approve the September 13 - 14, 2019 House of Delegates meeting minutes*
55 *(Attachment 3). Seconded. APPROVED.*

56
57 **MOTION:** *To approve the September 14, 2019 Board of Directors meeting minutes*
58 *(Attachment 4). Seconded. APPROVED.*

59
60 **MOTION:** *To approve the October 4, 2019 Special Board of Directors meeting minutes*
61 *(Attachment 5). Seconded. APPROVED.*

62
63 **BOARD PROCESS**

64 **BOARD WORK PLAN UPDATE (2.3.2)**

65 Bob Vincent presented proposed dates and locations for Board of Directors' meetings in
66 2020.

67
68 **MOTION:** *To approve the following dates and locations for the 2020 Board of Directors'*
69 *meetings.*

- 70
71
- 72 • 2020 / January 31 / Virtual
 - 73 • 2020 / April 24 / Fort Myers, FL - Open Water National & Junior Championships
 - 74 • 2020 / September 23 / Jacksonville, FL - Convention
 - 75 • 2020 / September 26 / Jacksonville, FL - Convention
 - 76 • 2020 / November 22 / New York, NY - Golden Goggles

76 *Seconded. APPROVED.*

77

78 **BOARD COMMITTEE ASSIGNMENTS (2.8)**

79 Bob Vincent presented the proposed changes to the Nominating Committee and
80 Investment Committee for the Board's consideration.

81
82 **MOTION:** *To approve replacing John Bradley with Kathleen Prindle and the reappointment*
83 *of "independent," Kurt von Moltke, on the Nominating Committee. Seconded. APPROVED.*
84

85 **MOTION:** *To accept the resignation of Stu Hixon and to replace him for one year with Will*
86 *Indest, as well as the reappointment of Phil Lakota (3 years) to the Investment Committee.*
87 *Seconded. APPROVED.*
88

89 **BOARD EDUCATION**

90 **WORLD CLASS EVENT MANAGEMENT**

91 Mike Unger presented the concept of "trialization" of meets, which includes elevating meets
92 to have more of an "event" atmosphere as opposed to just being a swim meet. Mr. Unger
93 expressed the challenges associated with "trialization," including sponsors, broadcast
94 partners, venue limitations, and expenses. Mr. Unger noted the investment in creating a
95 bigger showcase at meets has paid off in some ways by new sponsors coming on board
96 after being part of that event, as well as giving athletes a larger stage in which to compete.

97

98 **NATIONAL TEAM UPDATE**

99 Lindsay Mintenko provided a few updates, including a successful discussion with athletes
100 regarding what the athletes would like from the National Team division and National Team
101 onboarding; that the soon to be mandatory U.S. Anti-Doping Agency (USADA) coach tutorial
102 has been completed by 5,500 coaches thus far with a goal of 20,000 by January 1, 2020; as
103 well as noting the various ways in which the National Team division is getting ready for
104 Tokyo 2020. Ms. Mintenko expressed her gratitude for the USA Swimming Foundation
105 Board of Directors for approving an additional \$100,000 for National Team athlete support.

106

107 Ms. Mintenko also provided an update on National Team support given to athletes post-
108 Olympic Games, including insurance and direct athlete support, and an update on mental
109 health services provided to athletes.

110

111 **CLEAN SPORT UPDATE DOPING/INITIATIVE**

112 Mike Unger spoke about clean sport, including the importance of having an even playing
113 field for our athletes, various anti-doping educational efforts available for athletes, and
114 noted the valuable partnership between USA Swimming and USADA.

115

116 Mr. Unger went on to report on the ongoing need for an Integrity Unit within the sport of
117 swimming, as well as issues with the open water venue in Tokyo for the 2020 Olympic
118 Games.

119

120 **USA SWIMMING FOUNDATION UPDATE**

121 Cecil Gordon provided updates from the USA Swimming Foundation Board of Directors,
122 including revised Bylaws that expand the Board size and change director responsibilities
123 effective January 1, 2020; approval of a memorandum of understanding (MOU) to further
124 formalize a relationship between USA Swimming and the USA Swimming Foundation; and
125 lastly, announced the candidates for the Foundation Board of Directors (Attachments 6 –
126 14).

127

128 ***MOTION:** To approve the memorandum of understanding (MOU) between the USA
129 Swimming Board of Directors and the USA Swimming Foundation Board of Directors.*

130 *Seconded. **APPROVED.***

131

132 ***MOTION:** To approve the revised USA Swimming Foundation Bylaws. Seconded. **APPROVED.***

133

134 ***MOTION:** To approve nominations for the USA Swimming Foundation Board of Directors:
135 Anne Berry, Jill Bornstein, Cynthia Eubanks, Jordan Kaplan, Teresa Lee, Dave Wiederecht
136 (renewal), Bill Maxson (renewal), and Maya Andrews (renewal). Seconded. **APPROVED.***

137

138 **CLOSED SESSION (2.3.6)**

139 **PERSONNEL UPDATE**

140 The Board meeting went into closed session so Lucinda McRoberts could provide a
141 personnel update.

142

143 **LITIGATION UPDATE**

144 The Board remained in closed session so USA Swimming's General Counsel, Lucinda
145 McRoberts, could provide a legal update.

146

147 **MANAGEMENT PARAMETERS MONITORING (4.4)**

148 Bob Vincent noted that the Board is given monitoring reports in advance in order to
149 answer questions prior to the Board meeting.

150

151 **POLICY 3.0: GENERAL MANAGEMENT CONSTRAINT**

152 Bob Vincent presented Policy 3.0 General Management Constraint (Attachment 15).

153

154 Lucinda McRoberts clarified the deficiency within the report regarding the need to provide
155 adequate notice of the anti-doping rules to all relevant individuals, specifically athlete
156 support personnel.

157

158 **MOTION:** *To approve the performance monitoring report on Policy 3.0, "General*
159 *Management Constraint," conveys (a) interpretations of the policy that are reasonable, and*
160 *(b) that the report reasonably substantiates compliance with the policy requirements,*
161 *consistent with the CEO's interpretations. Seconded. APPROVED.*

162

163 **POLICY 3.1: TREATMENT OF MEMBERS/CUSTOMERS**

164 Bob Vincent presented Policy 3.1 Treatment of Members/Customers (Attachment 16).

165

166 **MOTION:** *To approve the performance monitoring report on Policy 3.1, "Treatment of*
167 *Members/Customers," conveys (a) interpretations of the policy that are reasonable, and (b)*
168 *that the report reasonably substantiates compliance with the policy requirements, consistent*
169 *with the CEO's interpretations. Seconded. APPROVED.*

170

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

172 Bob Vincent presented Policy 3.4 Financial Condition & Activities (Attachments 17 - 19).

173 Eric Skufca briefly described Policy 3.4 and noted the normalcy described in Policy
174 Provision #3 regarding the ebbs and flows of cash due to the membership cycle.

175

176 Tom Ugast mentioned the decrease in loss since April and the work done by staff to manage
177 the budget.

178

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

183

184 **POLICY 3.6: BUDGET**

185 Bob Vincent presented Policy 3.6 Budget and noted that approval of this report constitutes
186 approval of the budget for 2020 (Attachments 20 - 22).

187

188 Eric Skufca thanked the staff for their efforts towards completing the budget for 2020 then
189 took the Board through the most efficient way in which to understand the budget. Mr.
190 Skufca highlighted three areas within the budget, including: (i) the Foundation Board of
191 Directors' approved \$100,000 stipends to National Team athletes in 2019; (ii) a USA
192 Swimming Foundation to USA Swimming management fee for work done by USA

193 Swimming in lieu of a Foundation Executive Director in 2020; and (iii) the use of 2.5% of
194 investment interest towards operations each year with the option to go up to 4.7%, as
195 opposed to the percentage inconsistently fluctuating year over year. This practice was
196 discussed with and approved by the Investment Committee and would commence with
197 fiscal year 2021.

198
199 The Board engaged in discussion around credit cards fees, as well as programs within the
200 budget that are geared towards supporting athletes in 2020.

201
202 **MOTION:** *To approve the performance monitoring report on Policy 3.6, "Financial Planning*
203 *& Budgeting," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
204 *report reasonably substantiates compliance with the policy requirements, consistent with the*
205 *CEO's interpretations. Seconded. APPROVED.*

206
207 **POLICY 3.7: COMPENSATION AND BENEFITS**

208 Bob Vincent presented Policy 3.7 Compensation and Benefits (Attachment 23).

209
210 **MOTION:** *To approve that the performance monitoring report on Policy 3.7, "Compensation*
211 *and Benefits," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
212 *report reasonably substantiates compliance with the policy requirements, consistent with the*
213 *CEO's interpretations. Seconded. APPROVED.*

214
215 **POLICY 3.9: BOARD AWARENESS AND SUPPORT**

216 Bob Vincent presented Policy 3.9 Board Awareness and Support and noted that acceptance
217 of this report includes a change to the requirement of posting Board meeting information
218 from 10 days to seven days prior to the meeting (Attachment 24). Mr. Vincent reported that
219 the reason behind the change is to give the Board the most up to date information.

220
221 The Board engaged in discussion regarding considerations for when reports are
222 disseminated to the Board.

223
224 **MOTION:** *To approve that the performance monitoring report on Policy 3.9, "Board*
225 *Awareness and Support," conveys (a) interpretations of the policy that are reasonable, and (b)*
226 *that the report reasonably substantiates compliance with the policy requirements, consistent*
227 *with the CEO's interpretations. Seconded. APPROVED.*

228
229 **CEO'S UPDATE**

230 Tim Hinchey submitted a written report (Attachment 25).

231

232 **FLEX UPDATE**

233 Joel Shinofield reported that Flex Membership is a financial challenge for USA Swimming
234 and presented recommendations to update Flex Membership, including a fee structure that
235 matches entry points at clubs, a “stair-stepped” approach into premium membership, and
236 the opportunity for clubs to create entry level programs that are competitive with other
237 youth sports options (Attachment 26).

238
239 The Board engaged in substantial discussion around the suggested Flex fees, the number of
240 swimmers competing in meets, downgraded memberships, insurance costs, and a
241 communication plan with USA Swimming membership, as well as a timeline for rolling out
242 Flex Membership proposed changes.

243
244 The Board also briefly discussed elite athlete transgender procedures provided within the
245 written staff report to the Board (Attachment 25) and how USA Swimming compares to
246 other National Governing Bodies.

247
248 **“ENDS” MONITORING**

249 **POLICY 1.2: SUCCESSFUL ATHLETES, COACHES, AND CLUBS**

250 Bob Vincent presented Policy 1.2 Successful Athletes, Coaches, and Clubs (Attachment 27).

251
252 ***MOTION:** To approve the performance monitoring report on Policy 1.2, “Successful Athletes,*
253 *Coaches, and Clubs,” conveys (a) interpretations of the policy that are reasonable, and (b) that*
254 *the report reasonably substantiates achievement with the policy requirements, consistent*
255 *with the CEO’s interpretations. Seconded. **APPROVED.***

256
257 Joel Shinofield noted the need to create new Key Performance Indicators (KPIs) for Policy
258 1.2 with the addition of strategies for improvements of those and other KPIs.

259
260 **SAFE SPORT RECOGNIZED CLUB PROGRAM**

261 Abby Howard presented on the Safe Sport Recognition Program, including its background,
262 the various components of the program, challenges around athlete and parent education, as
263 well as how the program is accessed via club portals; and that 91 clubs achieved Safe Sport
264 Recognition Club status while 500 clubs have initiated the process. Ms. Howard also
265 reported on the various trainings the U.S. Center for SafeSport (USCSS) provides and that
266 USA Swimming is working with USCSS the on a licensing agreement in order to host those
267 trainings on the USA Swimming platform.

268

269 The Board discussed the importance of this program, including going from a voluntarily
270 program to a mandatory program, as well as how to further communicate about the
271 program and the best ways to acknowledge clubs that have become Safe Sport Recognized.

272

273 **ONLINE MEMBERSHIP**

274 Joel Shinofield reported on the importance of online membership, including the need to
275 catch up with how other programs register their members, direct contact with athletes and
276 parents, and the ability to communicate and create campaigns around parent education, as
277 well as opportunities for their kids to get involved in the sport, through Customer
278 Relationship Management (CRM).

279

280 Shana Ferguson provided an update linked to online membership, including an upcoming
281 “welcome” campaign for kids and parents as athletes become USA Swimming members. Ms.
282 Ferguson added that the CRM system and redesigned USA Swimming website will launch in
283 2020.

284

285 Mr. Shinofield presented conceptual visuals of the online membership process.

286

287 **COACH EDUCATION AND ACCREDITATION**

288 Joel Shinofield reported that the purpose of coach education and accreditation is to offer
289 better resources for coaches, which would translate to better experiences for athletes and
290 families. Mr. Shinofield also presented a timeline for launching coach education in fall 2021
291 with a soft roll out of three core courses in summer 2020 followed by higher-level courses
292 rolled out in summer 2021.

293

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

295 Bob Vincent presented Policy 1.4 Recognition of USA Swimming (Attachment 28).

296

297 **MOTION:** *To approve the performance monitoring report on Policy 1.4, “Recognition of USA*
298 *Swimming,” conveys (a) interpretations of the policy that are reasonable, and (b) that the*
299 *report reasonably substantiates achievement with the policy requirements, consistent with*
300 *the CEO’s interpretations. Seconded. APPROVED.*

301

302 **KEEPING ATHLETES FIRST ACTION PLAN**

303 Bob Vincent presented on the development and implementation of a Keeping Athletes First
304 Initiative, including a timeline over the past two years of efforts already in place, such as
305 providing funds to Swim Assist, the development of CRM, online member registration, a
306 new educational platform, and increased Safe Sport staff and development. Mr. Vincent
307 additionally provided an outline of responsibilities, purpose and reporting expectations for

308 the Keeping Athletes First Work Group who will continue developing and implementing the
309 initiative moving forward.

310

311 Mr. Vincent went on to explain the use of funds, including asking the staff for a five-year
312 plan for Safe Sport staff development/training, creating and launching online registration,
313 further investment in a membership education platform, and investment at the club level
314 via the Safe Sport Recognition Program. Mr. Vincent also noted that the funds would come
315 from Board Designated Funds from the sale of USSIC.

316

317 The Board discussed details around the funds, including if the approved funds will be
318 enough, measurement of how funds are used, and the specifics of how the funds are used
319 within each of the four parts of the initiative.

320

321 **MOTION:** *To approve the use of Board Designated Funds to fund the following:*

322

323 *Safe Sport Club Recognition Assist. - - - \$2.0MM*

324 *Education/Certification Platform - - - \$2.0MM*

325 *Online Registration - - - - - \$0.5MM*

326 *Staff Development/Training - - - - - \$0.5MM*

327

328 *Total Funding Request - - - - - \$5.0MM*

329

330 *Seconded.* **APPROVED.**

331

332 **GOVERNMENT INQUIRIES**

333 **MOTION:** *To approve Board Designated Funds from the sale of USSIC for expenses related to*
334 *government inquiries. Secoded.* **APPROVED.**

335

336 **CLOSING ROUNDTABLE**

337 **GOLDEN GOGGLES**

338 Mike Unger provided an overview of the Golden Goggle Awards.

339

340 **NEXT MEETING / EVENTS**

- 341 • 2020 / January 31 / Virtual
- 342 • 2020 / April 24 / Fort Myers, FL - Open Water National & Junior Championships
- 343 • 2020 / September 23 / Jacksonville, FL - Convention
- 344 • 2020 / September 26 / Jacksonville, FL - Convention
- 345 • 2020 / November 22 / New York, NY - Golden Goggles

346

347 **TASK ASSIGNMENTS REVIEW**

348 Bob Vincent asked the Board to read chapter 24 of "Servant Leadership" before the next
349 Board of Directors meeting.

350

351 **MEETING ASSESSMENT**

352 The Board engaged in a round table discussion assessing the day's meeting, including
353 expressing gratitude for the work being done by both the Board and staff.

354

355 **CLOSED SESSION**

356 **MEDIA/COMMUNICATION TRAINING**

357 The Board of Directors went into closed session to receive media/communication training.

358

359 Following the training, staff left the room.

360

361 **EXECUTIVE COMPENSATION COMMITTEE RECOMMENDATIONS TO THE BOARD**

362 The Board of Directors remained into closed session to discuss CEO Tim Hinchey's
363 employment contract.

364

365 **ADJOURN**

366 Bob Vincent, Board Chair, adjourned this meeting at 4:34 p.m. Pacific Time.

367

368

369 Respectfully submitted:

370



Lucinda McRoberts, CAO & General Counsel



Bob Vincent, Board Chair

USA Swimming Board of Directors Minutes Attachments

November 23, 2019 / JW Marriott Los Angeles L.A. LIVE

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Attachment 3	Page 2 – DRAFT HOD Minutes September 13 – 14, 2019
Attachment 4	Page 2 – DRAFT BOD Minutes September 14, 2019
Attachment 5	Page 2 – DRAFT BOD Special Minutes October 4, 2019
Attachment 6	Page 4 – Foundation 2019 Budget vs. 2019 Projection
Attachment 7	Page 4 – Foundation 2020 Budget vs. 2019 Projection
Attachment 8	Page 4 – Foundation 2020 Budget
Attachment 9	Page 4 – Foundation Financial Memo Q3 2019
Attachment 10	Page 4 – Foundation Q3 2019 Financial Report
Attachment 11	Page 4 – Memorandum of Understanding with Foundation BOD
Attachment 12	Page 4 – Bylaws of USA Swimming Foundation – April 2016
Attachment 13	Page 4 – Amended Bylaws of USAS Foundation – Sept. 2019
Attachment 14	Page 4 – USA Swimming Foundation BOD Proposed Nominees
Attachment 15	Page 4 – Policy 3.0: General Management Constraint
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Attachment 18	Page 5 – Q3 2019 Combined Quarterly Investment Review
Attachment 19	Page 5 – USA Swimming Q3 2019 Financial Statement Report
Attachment 20	Page 5 – Policy 3.6: Budget – Annual Forecast
Attachment 21	Page 5 – Swimming 2019 Budget to Projection Summary
Attachment 22	Page 5 – USA Swimming 2020 Budget
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Attachment 25	Page 6 – Staff Report to the Board of Directors
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