

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.

35

36

37 **RULES OF ENGAGEMENT / PROTOCOL**

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

41

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

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

46

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

50

51 **MINUTES**

52 ***MOTION:** To approve the September 24, 2021 Board of Directors meeting minutes*
53 *(Attachment 2). Seconded. **APPROVED.***

54

55 ***MOTION:** To approve the September 25, 2021 Board of Directors meeting minutes*
56 *(Attachment 3). Seconded. **APPROVED.***

57

58 **BOARD PROCESS**

59 **BYLAWS UPDATE**

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

63

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

67

68 ***MOTION:** To amend the Bylaws of USA Swimming, Inc., as outlined in Attachment 4,*
69 *effective December 6, 2021. Seconded. **APPROVED.***

70

71 **BOARD GOVERNING POLICIES MANUAL UPDATES**

72 Ms. Steinfeld presented the updates for the Board of Directors' Governing Policies Manual as
73 mandated by the USOPC (Attachments 5 - 8).

74

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

79

80 **2022 BOARD WORK PLAN**

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

85

86 **INTRODUCTION OF VICE CHAIR CANDIDATES**

87 Mr. Brearton introduced Vice Chair Fiscal Oversight candidate, Kenneth Chung (Attachment
88 9).

89

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

92

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

94

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

97

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

101

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

104

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

106

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

108

109 **BOARD COMMITTEE APPOINTMENTS**

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

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

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

117

118 **NOMINATING COMMITTEE TASK FORCE UPDATE**

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

123

124 **COACHES ADVISORY COUNCIL UPDATE**

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

129

130 **USA SWIMMING FOUNDATION UPDATE**

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

135

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

138

139 Eric Skufca, Chief Financial Officer, briefly explained the Foundation's budget projections,
140 while noting a small operating surplus in 2021 and a small budgeted operating deficit in
141 2022. Mr. Skufca highlighted the support provided by the Foundation in 2021, including
142 \$1.13 million to the National Team, \$510,000 to youth learn to swim grants, and \$100,000
143 to Sport Development/Community Impact programs. Lastly, Mr. Skufca reported that the
144 organization's investments acquired over an 8% year-to-date portfolio gain (Attachments
145 10 - 11).

146

147 **FOUNDATION GOVERNANCE**

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

151

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

154

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

157

158 **ENDS MONITORING**

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

164

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

166

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

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

169

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

173

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

178

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

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

181

182 **MOTION:** *To approve that the performance monitoring report on Policy 1.3, "Public*
183 *Engagement with Swimming," conveys (a) interpretations of the policy that are reasonable,*
184 *and (b) that the report reasonably substantiates compliance with the policy requirements,*
185 *consistent with the CEO's interpretations. Seconded. APPROVED.*

186

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

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

189

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

194

195 **PRIORITY RESULTS UPDATES & DISCUSSION**

196 Mr. Hinchey submitted a written report containing a staff update to the Board (Attachment
197 16).

198

199 **KEEPING ATHLETES FIRST INITIATIVE**

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

209

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

212

213 **DIGITAL TRANSFORMATION UPDATE**

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

216

217 Jake Grosser, Director of Business Intelligence, presented a high-level roadmap for the
218 organization’s technology transformations, noting how each piece works together from a
219 modern database to the Coach Education platform to OMR. Mr. Grosser reported that once
220 launched in fall 2022, there will be a short freeze on development to ensure the new
221 technology pieces are working properly before moving on to building anything new. Mr.
222 Grosser also commented that a communication, training and customer service plan will be
223 developed prior to launch to assist membership with integration of the new technology.

224

225 Mr. Murphy spoke to the re-architecture and launch of Swims 3.0 with the goals of
226 simplifying business practices and collecting data directly from the source. He also
227 described working towards a Minimal Viable Product (MVP) needed to assist with keeping
228 pace for a fall 2022 launch, including bringing multiple databases into one application

229 database so all systems work together and providing an enhanced experience for
230 membership, as well as ensuring USA Swimming requirements are being met, not just local
231 requirements

232

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

238

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

247

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

253

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

256

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 **PREVIEW: COACH ENGAGEMENT SURVEY**

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

275

276 **ATHLETE COMMITTEE PLACEMENT UPDATE**

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

279

280 **ATHLETE HOD RECRUITING UPDATE**

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

285

286 **DEI STRATEGY UPDATE**

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

289

290 Mr. Shinofield reported that at the Celebration Bowl there will be an announcement of the
291 organization's expansion of the Community Impact Program that provides opportunities
292 and grants for learn to swim and competitive programs with Historically Black Colleges
293 and Universities (HBCUs).

294

295 **MEMBERSHIP STRATEGIES**

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

300

301 **FINANCE 101 RECAP**

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

307 **2022 COMPETITION CALENDAR**

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

313

314 **SANCTIONING OF EVENTS/COVID**

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

317

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

320

321 **PARTNERSHIP'S UPDATE**

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

331

332 **OPERATING POLICY MANUAL**

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

336

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

339

340 **MANAGEMENT PARAMETERS MONITORING**

341 **POLICY 3.0: GENERAL MANAGEMENT CONSTRAINT**

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

345

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

350

351 **POLICY 3.1 TREATMENT OF MEMBERS AND CUSTOMERS**

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

353

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

358

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

360 Mr. Skufca presented Policy 3.4, Financial Condition & Activities (Attachments 21 - 23),
361 highlighting the 2021 Quad Business Plan summary, including an approximate breakeven
362 operating result while remarking on the effects of COVID on every line item. Mr. Skufca
363 commented on the organization's investment income strategy, which allows the
364 organization the opportunity to set aside investment portfolio gains to strategically invest in
365 Board-approved initiatives to serve membership.

366

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

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

371

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

376

377 **POLICY 3.6: FINANCIAL PLANNING AND BUDGETING**

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

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

390
391 Ms. McRoberts provided further explanation regarding the current Rulebook budget of
392 \$25,000, which is sufficient to print and provide two Rulebooks to every member club, all
393 Board members, Committee Chairs, staff, and LSCs. Ms. McRoberts noted that to effectuate
394 the legislation passed by the House, it would cost the organization approximately \$100,000.
395 Ms. McRoberts proposed options for the Board to consider regarding how they would like to
396 fulfill and expense Rulebooks to all non-athlete members of USA Swimming.

397
398 The Board discussed maintaining the budget as proposed at \$25,000, with one Rulebook
399 provided to each member club and the remainder being available upon request to
400 membership.

401
402 **MOTION:** *To approve that the performance monitoring report on Policy 3.6, "Financial*
403 *Planning and Budgeting," conveys (a) interpretations of the policy that are reasonable, and (b)*
404 *that the report reasonably substantiates compliance with the policy requirements, consistent*
405 *with the CEO's interpretations. Seconded. APPROVED.*

406
407 **MOTION:** *To approve the 2022 Budget as presented. Seconded. APPROVED.*

408 409 **POLICY 3.7 COMPENSATION AND BENEFITS**

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

414
415 **MOTION:** *To approve that the performance monitoring report on Policy 3.7, "Compensation*
416 *and Benefits," conveys (a) interpretations of the policy that are reasonable, and (b) that the*
417 *report reasonably substantiates compliance with the policy requirements, consistent with the*
418 *CEO's interpretations. Seconded. APPROVED.*

419 420 **POLICY 3.11 USA SWIMMING FOUNDATION MANAGEMENT**

421 Mrs. Ferguson presented Policy 3.11, USA Swimming Foundation Management (Attachment
422 29).

423

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

428

429 **CLOSED SESSION (2.3.6)**

430 **LSC AFFILIATION AGREEMENT**

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

433

434 **LITIGATION UPDATE**

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

436

437 **PERSONNEL UPDATE**

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

439

440 **EXECUTIVE SESSION**

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

443

444 **OPEN SESSION**

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

447

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

452

453 **2022 BOARD CALENDAR**

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

455

456 **ADJOURN**

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

458

459 Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

USA Swimming Board of Directors Meeting Minutes

December 6, 2021 / Colorado Springs, CO

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Attachment 4	Page 2 – Proposed Bylaw Changes
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Attachment 6	Page 2 – USA Swimming Gifts and Entertainment Policy
Attachment 7	Page 2 – USA Swimming Whistleblower Policy
Attachment 8	Page 2 – Proposed USA-S Board Governing Policies Manual
Attachment 9	Page 3 – Board Officers Applicants
Attachment 10	Page 4 – USA-S Foundation Q3 2021 Financial Statement
Attachment 11	Page 4 – USA-S Foundation 2021 Budget v. 2021 Projection
Attachment 12	Page 4 – Foundation Board of Directors Applicants
Attachment 13	Page 5 – Policy 1.2 Successful Athletes and Coaches
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Attachment 16	Page 6 – Staff Update for the Board
Attachment 17	Page 9 – COVID Sanction Updates : January – August 2022
Attachment 18	Page 9 – Operating Committees Update
Attachment 19	Page 9 – Policy 3.0 General Management Constraint
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Attachment 21	Page 10 – USA Swimming Q3 2021 Financial Statement Report
Attachment 22	Page 10 – USA-S and Foundation Investment Review
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Attachment 24	Page 10 – USA Swimming Budget for Approval
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Attachment 30	Form 990 Swimming
Attachment 31	Form 990 Foundation