

# USA Swimming Board of Directors Meeting Minutes

November 20, 2022 / New York, NY

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the November 20, 2022 Board of Directors meeting to  
3 order at 8:59 a.m. Eastern Time with the following members in attendance:

4  
5 **PRESENT**

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

9  
10 **BOARD CHAIR'S WELCOME**

11 Mr. Brearton briefly remarked on how the Board should continue to focus on the future of  
12 the sport of swimming.

13  
14 **GUESTS**

15 Samantha Barany, Bill Charney, Kyle Deery, Ed Dellert, Jay Eckert, Dawson Hughes, David  
16 Shackley, Tom Ugast.

17  
18 **STAFF**

19 Matt Barbini, Paula D'Amico, Jake Grosser, Shana Ferguson, Elizabeth Hahn, Lucinda  
20 McRoberts, Lindsay Mintenko, Patrick Murphy, Eric Skufca, Joel Shinofield, Eric Stimson.

21  
22 **RULES OF ENGAGEMENT / PROTOCOL**

23 Mr. Brearton remarked on the importance of being prepared for meetings and Board  
24 members respectfully expressing opinions but leaving with "one voice."

25  
26 **SAFE SPORT MOMENT**

27 Elizabeth Hahn, Program Director, Safe Sport, reminded the Board to complete Athlete  
28 Protection Training prior to their expirations and offered for the Board to reach out to the  
29 USA Swimming Safe Sport staff for any questions or assistance regarding Safe Sport issues.

30  
31 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

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

39  
40 As directed by USA Swimming's Ethics Committee, Board Member Anthony Ervin disclosed  
41 that he is contracted with both the United States Olympic and Paralympic Committee  
42 (USOPC) and FINA. Additionally, Board Member, Katy Arris-Wilson, disclosed that her

43 daughter was named to the Junior National Team, also at the direction of the Ethics  
44 Committee.

45

#### 46 **MINUTES**

47 **MOTION:** *To approve the September 23, 2022 Board of Directors meeting minutes*  
48 *(Attachment 2). Seconded. APPROVED.*

49

50 **MOTION:** *To approve the September 24, 2022 Board of Directors meeting minutes*  
51 *(Attachment 3). Seconded. APPROVED.*

52

#### 53 **BOARD PROCESS**

##### 54 **BOARD CHAIR: WORK PLAN DEVELOPMENT**

55 Mr. Brearton explained that he would like to revise the Board's work plan, which he will  
56 send to the Board for discussion between now and the next Board meeting in January 2023.

57

##### 58 **BYLAWS UPDATE**

59 Michelle Steinfeld, Secretary & General Counsel, presented a proposed update to the Bylaw  
60 2.6.3 (Attachment 4).

61

62 **MOTION:** *To amend Bylaw 2.6.3, as follows, effective immediately:*

63

64 *2.6.3. All adult members of USA Swimming, including athletes ~~and junior coach members~~, must*  
65 *have satisfactorily completed athlete protection education as required by the U.S. Center for*  
66 *SafeSport.*

67

68 *Seconded. APPROVED.*

69

##### 70 **BOARD COMMITTEE APPOINTMENTS**

71 Eric Skufca asked the Board to appoint Marc Tucci to the Investment Committee.

72

73 **MOTION:** *To appoint Marc Tucci to the Investment Committee for a 3-year term, as the*  
74 *individual appointed by the Board Chair and the Vice-Chair Fiscal Oversight with the*  
75 *approval of the Board of Directors. Seconded. APPROVED.*

76

77 Ms. Steinfeld asked the Board to appoint Bruce Gemmell and Katie Ann Robison to the  
78 Nominating Committee.

79

80 **MOTION:** *To appoint Bruce Gemmell to the Nominating Committee for a 3-year term, as the*  
81 *Board coach member appointed by the Board. Seconded. APPROVED.*

82

83 **MOTION:** *To appoint Katie Ann Robinson to the Nominating Committee for a 3-year term, as*  
84 *an individual with an independent background, proposed by the Board Chair and approved by*  
85 *the Board of Directors. Seconded. APPROVED.*

86

87 Ms. Steinfeld provided a reminder of the current members of Board standing committees.

88

89 **USA SWIMMING FOUNDATION UPDATE**

90 Lucinda McRoberts, USA Swimming Foundation Executive Director, presented individuals  
91 for election to the Foundation Board of Direction Board (Attachment 5).

92

93 **MOTION:** *To elect the following individuals to the USA Swimming Foundation Board of*  
94 *Directors for a term of 2023-2025:*

95

96 *Jill Bornstein (second term)*

97 *Dan Clough (first term)*

98 *John Enquist (first term)*

99 *Cynthia Eubanks (second term)*

100 *Kyle Jackson (first term)*

101 *Cullen Jones (second term)*

102 *Andrew Wilson (first term)*

103

104 *Seconded. APPROVED.*

105

106 Eric Skufca, Chief Financial Officer, presented the Foundation's Financial Deliverables,  
107 highlighting projected results and anticipated balances on both the income statements and  
108 balance sheet. Mr. Skufca also acknowledged and credited the work of the Audit and  
109 Investment Committees during 2022.

110

111 Mr. Skufca additionally highlighted the Foundation's 2022 financial projection, including an  
112 increase in unrestricted revenue due to increased Direct Athlete Partnership Program and  
113 other major gift agreements, while noting projected financial support of \$1.16 million to  
114 the National Team, \$800,000 for Youth Learn to Swim Grants, \$130,000 for Adult Learn to  
115 Swim Grants, and \$264,000 to Sport Development (Attachments 6 – 7).

116

117 **ENDS MONITORING**

118 Mr. Brearton explained the CEO Monitoring Report schedule as conveyed in Policy 4.4 of the  
119 Board Governing Policies Manual.

120

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

122 Joel Shinofield, Managing Director, Sport Development, presented Policy 1.2, Successful  
123 Athletes, Coaches and Clubs (Attachment 8).

124

125 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.2*  
126 *"Successful Athletes, Coaches and Club" conveys (a) interpretations of the policy that are*  
127 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
128 *requirements, consistent with the CEO's interpretations. Secoded. APPROVED.*

129

130 **MANAGEMENT PARAMETERS MONITORING**

131 **POLICY 3.0: GENERAL MANAGEMENT CONSTRAINT**

132 Ms. McRoberts presented Policy 3.0, General Management Constraint (Attachment 9).

133

134 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.0*  
135 *"General Management Constraint" conveys (a) interpretations of the policy that are*  
136 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
137 *requirements, consistent with the CEO's interpretations. Seconded. APPROVED.*  
138

#### 139 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES**

140 Mr. Skufca presented Policy 3.4, Financial Condition & Activities (Attachments 10 - 12),  
141 overviewing the balance sheet, income statement projection, and cash management.  
142

143 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.4*  
144 *"Financial Conditions and Activities" conveys (a) interpretations of the policy that are*  
145 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
146 *requirements, consistent with the CEO's interpretations. Seconded. APPROVED.*  
147

#### 148 **POLICY 3.6: FINANCIAL PLANNING AND BUDGETING**

149 Mr. Skufca presented Policy 3.6, Financial Planning & Budgeting (Attachments 13 - 15).  
150

151 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.6*  
152 *"Financial Planning and Budgeting" conveys (a) interpretations of the policy that are*  
153 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
154 *requirements, consistent with the CEO's interpretations. Seconded. APPROVED.*  
155

#### 156 **POLICY 3.7 COMPENSATION AND BENEFITS**

157 Mr. Skufca presented Policy 3.7, Compensation and Benefits (Attachment 16).  
158

159 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.7*  
160 *"Compensation and Benefits" conveys (a) interpretations of the policy that are reasonable,*  
161 *and (b) that the report reasonably substantiates compliance with the policy requirements,*  
162 *consistent with the CEO's interpretations. Seconded. APPROVED.*  
163

#### 164 **BOARD GAP ANALYSIS PREVIEW**

165 Ms. Steinfeld announced that the Board will participate in a Board Gap Analysis in January,  
166 to inform the Board Charge to the Nominating Committee for the 2023 Board election cycle.  
167

#### 168 **HURRICANE GRANT UPDATE**

169 Mr. Shinofield provided a brief Hurricane Grant Update, noting that USA Swimming has  
170 received seven completed applicants to date, requesting funds between \$3,500 - \$5,000.  
171

#### 172 **AUDIT UPDATES: CENTER AND USOPC**

173 Ms. Steinfeld reported that the legislative items presented to the House of Delegates for  
174 compliance with the USOPC Audit passed in September.  
175

176 Mr. Shinofield remarked on the one item within the USOPC Audit where USA Swimming is  
177 not yet compliant which is the quality control system at the grass roots level required by the  
178 U.S. Center for SafeSport (USCSS). Mr. Shinofield noted the conversations the organization is

179 having with the USSCS regarding a way to meet the requirement with the organization's  
180 current Safe Sport efforts.

181

## 182 **KAF 2.0 UPDATE**

183 Board Member, Bob Vincent, provided the history of Keeping Athletes First (KAF) and the  
184 purpose behind the initiative.

185

186 Ms. McRoberts reported that while the first rendition of KAF is complete, there is more work  
187 to be done with the hope of enhancing and expanding the USA Swimming University through  
188 a second version of Keeping Athletes First (KAF 2.0), including video production and content  
189 development, curriculum development and mapping, officials' education, and live video  
190 capture and editing.

191

192 **MOTION:** *That the Board approve the use of the \$1.8M 2021 quad surplus to fund the Legacy*  
193 *Level Certification for coaches and the development of National Officials Certification.*

194 *Seconded. APPROVED.*

195

## 196 **OPERATING POLICY MANUAL UPDATE**

197 Ms. Steinfeld updated the Board on changes within the Operating Policy Manual, including  
198 changes to the International Relations Committee's composition the Financial Policies and  
199 Procedures.

200

## 201 **LSC AFFILIATION AGREEMENT**

202 Ms. Steinfeld reported that most Local Swimming Committees (LSC) are in compliance with  
203 the LSC Affiliation Agreement, with a few LSCs remaining to complete the financial portion  
204 of the agreement. Ms. Steinfeld noted that these LSCs received extended deadlines due to  
205 Internal Revenue Service extensions for tax return filing.

206

## 207 **NIL & CSCAA**

208 Mr. Shinofield introduced Samantha Barany, Executive Director of College Swimming &  
209 Diving Coaches Association of America (CSCAA).

210

211 Ms. Barany described the composition, principles, programming, and components of the  
212 CSCAA. Ms. Barany reported that generally swimming programs within the college systems  
213 are in a state of growth, noting there are still uncertainties within the college swimming  
214 landscape (Attachment 17).

215

216 Ms. Barany provided a high-level overview of athlete name, image, and likeness (NIL)  
217 issues. Ms. Barany explained how the treatment of NIL could impact college institutions  
218 and what changes in NIL may mean for college swimming.

219

## 220 **USAS ELECTIONS**

221 Ms. McRoberts announced the results from the recent U.S. Aquatic Sports officer elections  
222 for 2022 - 2024.

223

- 224 • President: Patty Miller (U.S. Masters Swimming)

- 225 • Vice-President, Administration: Greg Eggert (USA Water Polo)
- 226 • Treasurer: Jared Book (USA Diving)

227

## 228 **LONG TERM STRATEGIC PLANNING**

229 Ms. McRoberts described the yearly strategic planning cadence and stated that the Strategic  
230 Planning working groups will meet in January 2023 to determine long-term and short-term  
231 Key Performance Indicators to present for approval during the first quarter Board meeting  
232 in 2023 (Attachment 18). Ms. McRoberts additionally provided an overview of each group's  
233 current focus, leading to a Board discussion of what they would like to pursue and  
234 prioritize for each End moving forward.

235

## 236 **SWIMS 3.0**

237 Mr. Shinofield provided a timeline for the organization's digital transformation and  
238 additionally provided background as to why USA Swimming underwent a digital  
239 transformation, including fulfilling Safe Sport requirements, compliance with the USOPC,  
240 adding value to membership, addressing critical failures of the legacy technology, such as  
241 OME, improving the adaptability of applications in the future, and building a beneficial data  
242 warehouse for the entirety of the membership and organization.

243

244 Jake Grosser, Senior Director, Marketing & Communications, presented the organization's  
245 technology map to demonstrate the interconnectivity of USA Swimming technology,  
246 emphasizing the advantage of that interconnection, while also acknowledging that  
247 addressing one component may result in the need to address others as well.

248

249 Mr. Shinofield reported on the current accomplishments of the digital transformation,  
250 including rebuilding 20+ years of software, redesigning a database for future change,  
251 updating to modern software, and reallocating items from the website to more appropriate  
252 digital platforms.

253

254 Patrick Murphy, Director, Data Analytics, updated the Board on the current status of data  
255 reporting, noting that while data collection methods and data quality have drastically  
256 improved, it takes time to derive benefits from the improved data. Mr. Murphy also  
257 illustrated the significant change from serving 200-300 users in legacy SWIMS to  
258 supporting over 400,000 plus users now.

259

260 Mr. Grosser remarked how the organization has improved its ability to communicate  
261 directly with its members through the Salesforce Marketing Cloud, allowing the  
262 organization to save \$250,000 annually, utilize accurate contact information via a direct  
263 connection to the SWIMS database and CRM, utilize new communication channels, and  
264 maintain a promotional email database.

265

266 Mr. Murphy reported on metrics of the first 90 days of SWIMS 3.0, including the collection  
267 of \$37,000 in donations to the Foundation, growth in new member registrations, improved  
268 software performance, dynamic reporting functionality, and greater responsiveness to  
269 questions since launching in September.

270 Eric Stimson, Senior Advisor, Membership and Data Services, noted that membership  
271 registration is currently down because the organization intentionally asked LSCs to delay  
272 registrations until closer to the deadline of December 31, 2022, as opposed to registrations  
273 occurring during the September launch. Mr. Stimson reported that the organization is  
274 prioritizing customer support moving forward.  
275

276 Shana Ferguson, Chief Commercial Officer, presented some of the challenges of SWIMS 3.0  
277 and the organization's solutions moving forward for those challenges. Mr. Stimson further  
278 explained the support solutions, noting his increased communication with LSC Registrars.  
279

280 Mr. Murphy noted a few lessons learned, including not providing automated refunds. Mr.  
281 Shinofield reported that times are operational in the database, while noting early reporting  
282 errors are due to legacy widgets on the website. The future benefits of the new database  
283 and software environment will be flexibility, member service, and adaptability.  
284

### 285 **COMMERCIAL UPDATE**

286 Mrs. Ferguson provided a comprehensive commercial update, including the restructuring  
287 of the Commercial division, partnerships with OneAmerica, TYR, and Air Force Special  
288 Warfare, alignment with USA Track and Field, and USA Swimming's new plans for a  
289 connected television channel.  
290

291 Mrs. Ferguson updated the Board on the success of FINA World Cup in Indianapolis, IN and  
292 provided an overview of the 2024 Swimming Trials, including tickets sales and venue  
293 layout.  
294

295 Mrs. Ferguson presented the most up to date 2023 Events Calendar.  
296

### 297 **CLOSED SESSION (2.3.6)**

#### 298 **LITIGATION AND RISK MANAGEMENT UPDATE**

299 The Board went into Closed Session so Ms. Steinfeld could provide a legal update.  
300

#### 301 **RELAY INCENTIVES**

302 The Board remained in Closed Session so Mrs. Mintenko could provide an update on  
303 potential future relay incentives.  
304

#### 305 **TRIALS FINANCIALS**

306 The Board remained in Closed Session so Mrs. Ferguson and Mr. Skufca could provide an  
307 update regarding projected finances for the 2024 Swimming Trials.  
308

### 309 **OPEN SESSION**

#### 310 **2023 BUDGET APPROVAL**

311 Mr. Skufca explained the organization's budget process and provided a high-level  
312 comparison between the 2022 and 2023 budget, noting an increase of \$2.2 million in total  
313 revenue and an increase of \$665K in total operating expense compared to 2022. The 2023  
314 budget totals an operating deficit of \$1.369 million (Attachment 19).  
315

316 **MOTION:** That the Board approve the 2023 Budget as presented. Seconded. **APPROVED.**

317

318 **2023 BOARD CALENDAR**

319 Mr. Brearton presented the 2023 Board calendar.

- 320
- Saturday, January 28: Virtual Board Meeting
  - 321 • Saturday, April 22: In-person Board Meeting @ USA Swimming Workshop, Denver,
  - 322 CO
  - 323 • Monday, July 17: Virtual Board Meeting – Legislative Discussion
  - 324 • Friday, September 22: In-person Board Meeting @ Annual Business Meeting,
  - 325 Colorado Springs, CO
  - 326 • Saturday, November 18: In-person Board Meeting @ Golden Goggle Awards, Los
  - 327 Angeles, CA

328

329 **CLOSED SESSION**

330 **EXECUTIVE: CEO ANNUAL COMPENSATION REVIEW**

331 The Board went to Closed Session so the Board could conduct an Executive Session to discuss  
332 compensation for the President & CEO; all members of the staff, including Mr. Hinchey, left  
333 the meeting.

334

335 **ADJOURN**

336 Mr. Brearton adjourned this meeting at 6:45 p.m. Eastern Time.

337

338 Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair



# USA Swimming Board of Directors Meeting Minutes

November 20, 2022 / New York, NY

Attachment 1	Agenda
Attachment 2	Page 2 – DRAFT BOD Minutes September 23, 2022
Attachment 3	Page 2 – DRAFT BOD Minutes September 24, 2022
Attachment 4	Page 2 – Bylaw 2.6.3
Attachment 5	Page 3 – Foundation Board of Directors Applicants
Attachment 6	Page 3 – USA-S Foundation Q3 2022 Financial Statement
Attachment 7	Page 3 – USA-S Foundation 2022 Budget v. 2022 Projection
Attachment 8	Page 3 – Policy 1.2 Successful Athletes and Coaches
Attachment 9	Page 3 – Policy 3.0 General Management Constraint
Attachment 10	Page 4 – USA Swimming Q3 2022 Financial Statement Report
Attachment 11	Page 4 – USA-S & Foundation Investment Portfolio Statements
Attachment 12	Page 4 – Policy 3.4 Financial Condition and Activities
Attachment 13	Page 4 – USA Swimming 2022 Projection vs. 2022 Budget
Attachment 14	Page 4 – USA Swimming 2022 Quad Business Plan Summary
Attachment 15	Page 4 – Policy 3.6 Financial Budget – Annual Forecast
Attachment 16	Page 4 – Policy 3.7 Compensation and Benefits
Attachment 17	Page 5 – CSCAA Report
Attachment 18	Page 6 – Strategic Planning Update
Attachment 19	Page 7 – USA Swimming 2023 Budget for Approval
Attachment 20	Staff Update for the Board
Attachment 21	Operating Policy Manual: Financial Policies - Redline
Attachment 22	Operating Policy Manual: Financial Policies – Clean