USA Swimming Special Board of Directors Meeting Minutes  
July 18, 2022 / Virtual Zoom Conference Call

CALL TO ORDER
Chris Brearton, Board Chair, called the July 18, 2022 Board of Directors meeting to order at 1:32 p.m. Mountain Time with the following members in attendance:

PRESENT
Chris Brearton, Kenneth Chung, Kathy Fish, Jennifer Gibson, Clark Hammond, Tim Hinchey, Ira Klein, Katie Meili, Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob Vincent.

NOT PRESENT
Maya Andrews, Tony Ervin, Bruce Gemmell, Natalie Hall.

GUESTS
Bill Charney, Caitlin Leverenz Smith.

STAFF
Paula D'Amico, Shana Ferguson, Abigail Howard, Corey Manley, Lucinda McRoberts, Lindsay Mintenko, Patrick Murphy, Eric Skufca, Joel Shinofield.

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.

Michelle Steinfeld, Secretary & General Counsel, informed the Board that per direction from the Ethics Committee, Bill Schalz will recuse himself for a topic presented during Closed Session, due to a potential conflict of interest.

BOARD PROCESS

2022 USOPC AUDIT
Ms. Steinfeld presented the findings of the 2022 USA Swimming United States Olympic and Paralympic Committee (USOPC) Audit, including that the organization had already fulfilled forty-four (44) out of forty-eight (48) standards.
Ms. Steinfeld provided further explanation on the four remaining standards. The first standard was specific to paralympic sports and thus not applicable to USA Swimming. The second standard was a component of the U.S. Center for SafeSport audit which will be left “undetermined” until legislation is passed by in September at the annual meeting of the House of Delegates. The third standard had already been met substantively and will be memorialized upon formal changes to the USA Swimming Bylaws (Attachment 2) at this meeting, as well as at the annual meeting of the House of Delegates. The final standard regarding grievance procedures had been addressed since receiving the Audit report.

Ms. Steinfeld shared audit scores from other National Governing Bodies (NGBs) noting USA Swimming’s score of 92% was the highest of all NGBs.

**BYLAW AMENDMENT**

Ms. Steinfeld presented the proposed amendment to Bylaw 4.2 memorializing that fifty percent (50%) of 10-Year Athlete representatives to the Board will have obtained 10-Year Athlete representative eligibility through competing at an event that, at the time of election/selection, is on a Delegation Event program (Attachment 3).

**MOTION:** To amend Bylaw 4.2, as outlined in Attachment 3, effective immediately. Seconded. APPROVED.

Ms. Steinfeld presented the proposed amendments to Bylaws 5.2, 5.3, and 5.6 (Attachment 3) to clarify that 10-Year Athlete representatives must comprise at least fifty percent (50%) of the required one-third (1/3) eligible athlete representation on all Designated Committees.

**MOTION:** To amend Bylaws 5.2, 5.3, and 5.6, to clarify athlete representation on Standing Committees, as outlined in Attachment 3, effective immediately. Seconded. APPROVED.

**BOARD GOVERNING POLICIES MANUAL AMENDMENT**

Ms. Steinfeld presented the proposed amendment to Policy 3.6 of the Board Governing Policies Manual, formally adding language for the Board to review and approve financial statements and financial control policies (Attachment 4).

**MOTION:** To amend Policy 3.6 “Financial Planning and Budgeting” of the Board Governing Policies Manual as outlined in Attachment 4, effective immediately. Seconded. APPROVED.

**UPDATE ON NEW HOD WORKING GROUP**

Ms. Steinfeld remarked on legislation that was passed in 2021 requiring a House of Delegates (HOD) Working Group to review changes made to the HOD’s composition in 2021. Ms. Steinfeld noted that the Working Group is comprised of six athletes appointed by the Athletes’ Advisory Council.

**MOTION:** To approve the below members of the House of Delegates Working Group. Seconded. APPROVED.
2021 AUDIT REPORT
Eric Skufca, Chief Financial Officer, reported that both the 2021 Consolidated USA Swimming and USA Swimming Foundation audits came back with clean, unqualified opinions requesting no adjustments or recommendations. Mr. Skufca presented the 2021 Consolidated Audit Report as accepted and recommended for Board approval by the Audit Committee. Mr. Skufca noted that 2021 tax returns will utilize the information within the audit and be available later this year (Attachments 5 – 10).

MOTION: To approve the 2021 Consolidated Audit Report as accepted and recommended for Board approval by the Audit Committee, as outlined in Attachment 10. Seconded.
APPROVED.

LEGISLATIVE PACKET REVIEW
Tim Hinchey, President & Chief Executive Officer, remarked on how the organization has adjusted its annual cadence to include a Board of Directors virtual summer meeting to review the legislative packet for the HOD and to consider changes that resulted from the Annual Workshop.
Abigail Howard, Senior Director, Legal & Membership Affairs, reviewed the legislative packet (Attachment 11) and Ms. Steinfeld and Mrs. Howard responded to questions and comments.

CLOSED SESSION
FINANCE UPDATE
The Board went into Closed Session to discuss a financial matter. Mr. Schalz was recused during the Financial Update per a directive from the Ethics Committee.

LEGAL UPDATE
The Board remained in Closed Session so that Ms. Steinfeld could give a brief legal update.

USOPC UPDATE
The Board remained in Closed Session so that Mr. Hinchey could give an update on the USOPC.

LONG TERM STRATEGIC PLANNING UPDATE
Lucinda McRoberts, Chief Administrative Officer, reported that from the Board Working Group brainstorming sessions, staff leads were able to narrow down the strategic initiatives for the organization to focus on as part of its long-term strategic planning.
McRoberts also remarked on developing a high-level plan of what the organization would like to accomplish this year, next year, and beyond. Ms. McRoberts noted that Board Working Groups will continue meeting with a focus on developing the long-term strategic plan and associated metrics, and annual Key Performance Indicators.

MEMBERSHIP UPDATE
Joel Shinofield, Managing Director, Sport Development, briefly remarked on how all the components the organization's digital transformation are working together to better serve the membership.

Patrick Murphy, Director, Data Analytics, provided a brief membership update, noting that membership numbers are trending upwards, with currently 389,000 members. Corey Manley, Data Analyst, further expanded on increased membership numbers while showing a glimpse of the reporting tool that will be available to build detailed membership reports.

NATIONALS UPDATE
Shana Ferguson, Chief Commercial Officer, highlighted aspects of the upcoming 2022 Phillips 66 National Championships, including the broadcast schedule, special guests, and hospitality events.

ADJOURN
Mr. Hinchey adjourned this meeting at 3:42 p.m. Mountain Time

Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair
<table>
<thead>
<tr>
<th>Attachment 1</th>
<th>Agenda: July 18, 2022</th>
</tr>
</thead>
<tbody>
<tr>
<td>Attachment 2</td>
<td>Page 2 – 2022 USOPC Audit</td>
</tr>
<tr>
<td>Attachment 3</td>
<td>Page 2 – Bylaw Changes</td>
</tr>
<tr>
<td>Attachment 4</td>
<td>Page 2 – Board Governing Policies Manual Update</td>
</tr>
<tr>
<td>Attachment 5</td>
<td>Page 3 – USA Swimming – Affiliates Rec Letter</td>
</tr>
<tr>
<td>Attachment 6</td>
<td>Page 3 – USA Swimming – Affiliates SAS 114 Letter</td>
</tr>
<tr>
<td>Attachment 7</td>
<td>Page 3 – USA Swimming Foundation Final Statements</td>
</tr>
<tr>
<td>Attachment 8</td>
<td>Page 3 – USA Swimming Foundation Rec Letter</td>
</tr>
<tr>
<td>Attachment 9</td>
<td>Page 3 – USA Swimming Foundation SAS 114 Letter</td>
</tr>
<tr>
<td>Attachment 10</td>
<td>Page 3 – USA-S – Affiliates Consolidated Final Stmts.</td>
</tr>
<tr>
<td>Attachment 11</td>
<td>Page 3 – 2022 Proposed Legislation</td>
</tr>
</tbody>
</table>