

USA Swimming Special Board of Directors Meeting Minutes

July 18, 2022 / Virtual Zoom Conference Call

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the July 18, 2022 Board of Directors meeting to order at
3 1:32 p.m. Mountain Time with the following members in attendance:

4
5 **PRESENT**

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

9
10 **NOT PRESENT**

11 Maya Andrews, Tony Ervin, Bruce Gemmell, Natalie Hall.

12
13 **GUESTS**

14 Bill Charney, Caitlin Leverenz Smith.

15
16 **STAFF**

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

19
20 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

24
25 If a Board member determines there to be a conflict of interest at any point during the
26 course of the meeting when a specific subject is being discussed and/or action is being
27 taken, a declaration of a conflict of interest should be made at that time.

28
29 Michelle Steinfeld, Secretary & General Counsel, informed the Board that per direction from
30 the Ethics Committee, Bill Schalz will recuse himself for a topic presented during Closed
31 Session, due to a potential conflict of interest.

32
33 **BOARD PROCESS**

34 **2022 USOPC AUDIT**

35 Ms. Steinfeld presented the findings of the 2022 USA Swimming United States Olympic and
36 Paralympic Committee (USOPC) Audit, including that the organization had already fulfilled
37 forty-four (44) out of forty-eight (48) standards.

38 Ms. Steinfeld provided further explanation on the four remaining standards. The first
39 standard was specific to paralympic sports and thus not applicable to USA Swimming. The
40 second standard was a component of the U.S. Center for SafeSport audit which will be left
41 “undetermined” until legislation is passed by in September at the annual meeting of the
42 House of Delegates. The third standard had already been met substantively and will be
43 memorialized upon formal changes to the USA Swimming Bylaws (Attachment 2) at this
44 meeting, as well as at the annual meeting of the House of Delegates. The final standard
45 regarding grievance procedures had been addressed since receiving the Audit report.

46
47 Ms. Steinfeld shared audit scores from other National Governing Bodies (NGBs) noting USA
48 Swimming’s score of 92% was the highest of all NGBs.

49
50 **BYLAW AMENDMENT**

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

55
56 **MOTION:** *To amend Bylaw 4.2, as outlined in Attachment 3, effective immediately. Seconded.*
57 **APPROVED.**

58
59 Ms. Steinfeld presented the proposed amendments to Bylaws 5.2, 5.3, and 5.6 (Attachment
60 3) to clarify that 10-Year Athlete representatives must comprise at least fifty percent
61 (50%) of the required one-third (1/3) eligible athlete representation on all Designated
62 Committees.

63
64 **MOTION:** *To amend Bylaws 5.2, 5.3, and 5.6, to clarify athlete representation on Standing*
65 *Committees, as outlined in Attachment 3, effective immediately. Seconded. APPROVED.*

66
67 **BOARD GOVERNING POLICIES MANUAL AMENDMENT**

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

71
72 **MOTION:** *To amend Policy 3.6 “Financial Planning and Budgeting” of the Board Governing*
73 *Policies Manual as outlined in Attachment 4, effective immediately. Seconded. APPROVED.*

74 **UPDATE ON NEW HOD WORKING GROUP**

75 Ms. Steinfeld remarked on legislation that was passed in 2021 requiring a House of
76 Delegates (HOD) Working Group to review changes made to the HOD’s composition in
77 2021. Ms. Steinfeld noted that the Working Group is comprised of six athletes appointed by
78 the Athletes’ Advisory Council.

79
80 **MOTION:** *To approve the below members of the House of Delegates Working Group.*
81 **Seconded. APPROVED.**

- 82 • Ron Van Pool
- 83 • Mary Turner
- 84 • Julie Bachman
- 85 • Tristan Formon
- 86 • Jamie Bloom
- 87 • Jennifer Gibson

88

89 **2021 AUDIT REPORT**

90 Eric Skufca, Chief Financial Officer, reported that both the 2021 Consolidated USA
91 Swimming and USA Swimming Foundation audits came back with clean, unqualified
92 opinions requesting no adjustments or recommendations. Mr. Skufca presented the 2021
93 Consolidated Audit Report as accepted and recommended for Board approval by the Audit
94 Committee. Mr. Skufca noted that 2021 tax returns will utilize the information within the
95 audit and be available later this year (Attachments 5 – 10).

96

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

99 **APPROVED.**

100

101 **LEGISLATIVE PACKET REVIEW**

102 Tim Hinchey, President & Chief Executive Officer, remarked on how the organization has
103 adjusted its annual cadence to include a Board of Directors virtual summer meeting to
104 review the legislative packet for the HOD and to consider changes that resulted from the
105 Annual Workshop.

106

107 Abigail Howard, Senior Director, Legal & Membership Affairs, reviewed the legislative
108 packet (Attachment 11) and Ms. Steinfeld and Mrs. Howard responded to questions and
109 comments.

110

111 **CLOSED SESSION**

112 **FINANCE UPDATE**

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

115 **LEGAL UPDATE**

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

117

118 **USOPC UPDATE**

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

121

122 **LONG TERM STRATEGIC PLANNING UPDATE**

123 Lucinda McRoberts, Chief Administrative Officer, reported that from the Board Working
124 Group brainstorming sessions, staff leads were able to narrow down the strategic
125 initiatives for the organization to focus on as part of its long-term strategic planning. Ms.

126 McRoberts also remarked on developing a high-level plan of what the organization would
127 like to accomplish this year, next year, and beyond. Ms. McRoberts noted that Board
128 Working Groups will continue meeting with a focus on developing the long-term strategic
129 plan and associated metrics, and annual Key Performance Indicators.

130

131 **MEMBERSHIP UPDATE**

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

135

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

140

141 **NATIONALS UPDATE**

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

145

146 **ADJOURN**

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

148

149 Respectfully submitted:

150



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

USA Swimming Board of Directors Minutes Attachments

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Attachment 1	Agenda: July 18, 2022
Attachment 2	Page 2 – 2022 USOPC Audit
Attachment 3	Page 2 – Bylaw Changes
Attachment 4	Page 2 – Board Governing Policies Manual Update
Attachment 5	Page 3 – USA Swimming – Affiliates Rec Letter
Attachment 6	Page 3 – USA Swimming – Affiliates SAS 114 Letter
Attachment 7	Page 3 – USA Swimming Foundation Final Statements
Attachment 8	Page 3 – USA Swimming Foundation Rec Letter
Attachment 9	Page 3 – USA Swimming Foundation SAS 114 Letter
Attachment 10	Page 3 – USA-S – Affiliates Consolidated Final Stmts.
Attachment 11	Page 3 – 2022 Proposed Legislation