

These minutes will be officially approved by the USA Swimming Board of Directors at its November 20, 2022 meeting.

## **USA Swimming Board of Directors Meeting Minutes**

September 23, 2022 / Virtual Zoom Conference Call

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the September 23, 2022 Board of Directors meeting to  
3 order at 9:13 a.m. Mountain 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 (virtual), Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein (virtual),  
8 Katie Meili, Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob Vincent.  
9

10 **GUESTS**

11 Bill Charney, Sam Barany, Tim Bauer, Jamie Bloom, David Shackley, Caitlin Leverenz Smith,  
12 Pam Lowenthal, Ryan Gibbons.  
13

14 **STAFF**

15 Paula D'Amico, Shana Ferguson, Jake Grosser, Abigail Howard, Lucinda McRoberts, Lindsay  
16 Mintenko, Patrick Murphy, MJ Truex, Eric Skufca, Joel Shinofield, Kirsten Victor, Elizabeth  
17 Hahn, Rebecca Chafin, Tina Dessart, Thomas Vanatta, Trish Hughes, Devonie Pitre.  
18

19 **BOARD CHAIR'S WELCOME**

20 Mr. Brearton spoke enthusiastically about the Board's ability to have healthy debates while  
21 maintaining the common goal of improving the sport of swimming.  
22

23 **RULES OF ENGAGEMENT**

24 Mr. Brearton provided a reminder on communication protocol and being prepared for  
25 Board meetings. Mr. Brearton also asked the Board to engage in a robust debate but leave  
26 the meeting with "one voice."  
27

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

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

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

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36 Board Member, Bruce Gemmell, disclosed that his daughter, Erin Gemmell, was named to  
37 the USA Swimming National Team in September 2022, based on instruction from USA  
38 Swimming's Ethics Committee.

39

#### 40 **SAFE SPORT MOMENT**

41 Abby Howard, Senior Director, Legal & Membership Affairs, reported that 64% of USA  
42 Swimming member clubs are engaged in the Safe Sport Recognition Program (SSRP). Mrs.  
43 Howard remarked that while approvals for SSRP are paused until January 2023, clubs can  
44 and are still working towards completing their certifications.

45

46 Mrs. Howard conveyed that the U.S. Center for SafeSport Event Audit of USA Swimming was  
47 successfully completed at the 2022 Phillips 66 National Championships this past July,  
48 noting that all qualifying measures were deemed "fully implemented."

49

50 Elizabeth Hahn, Program Director, Safe Sport, remarked on a new partnership with Real  
51 Response which is a web-based and text message application that USA Swimming members  
52 can use to anonymously report misconduct via their cell phones, noting that anonymous  
53 reporting is not new, and the complaint intake process will remain the same.

54

55 Ms. Hahn announced two new Safe Sport staff members, Cha'Vera Jackson and Michael  
56 Mares, who will serve as the primary contacts for responding to reports made to USA  
57 Swimming, in addition to supporting Safe Sport education and training.

58

59 Joel Shinofield, Managing Director, Sport Development, announced the departure of Mrs.  
60 Howard for a new opportunity and wished her well in her next position.

61

#### 62 **MINUTES**

63 **MOTION:** *To approve the April 22, 2022 Board of Directors meeting minutes (Attachment 2).*  
64 *Seconded. APPROVED.*

65

66 **MOTION:** *To approve the July 18, 2022 Board of Directors meeting minutes (Attachment 3).*  
67 *Seconded. APPROVED.*

68

#### 69 **BOARD PROCESS**

##### 70 **OPERATING POLICY MANUAL**

##### 71 **CREDENTIALING POLICY**

72 Michelle Steinfeld, Secretary & General Counsel, presented the existing USA Swimming  
73 Credentialing Policy. Ms. Steinfeld explained asked the Board to approve adding the  
74 Credentialing Policy to the Operating Policy Manual as it affects National level meets.

75 Further, per the USA Swimming Rules & Regulations, Ms. Steinfeld noted that Program &

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76 Events Coordinator, Kathleen Scandary, had already agreed to add the Credentialing Policy  
77 to the Operating Policy Manual.

78

79 **MOTION:** To approve USA Swimming's Credentialing Policy to include in the Operating  
80 Policy Manual (Attachment 4). Seconded. **APPROVED.**

81

82 **BOARD DISCUSSION: INDIVIDUAL DUES**

83 Tim Hinchey, President & CEO, asked the Board to consider pausing any further individual  
84 premium dues increases for the 2025 - 2028 Quad, so that clubs can focus on growing their  
85 membership.

86

87 Mr. Shinofield provided the history of increases for individual dues through the years and  
88 noted that the Board can pivot to strategically focus on initiatives to help clubs with  
89 growth.

90

91 **ATHLETES' ADVISORY COUNCIL (AAC)**

92 Caitlin Leverenz Smith, Chair of the Athletes' Advisory Council (AAC), explained the  
93 composition of the AAC and the AAC's accomplishments, including assisting the  
94 organization with compliance with the Ted Stevens Olympic & Amateur Sports Act and the  
95 United States Olympic and Paralympic Committee Bylaws, through encouraging athlete  
96 involvement in USA Swimming Committees. Mrs. Smith noted that nearly 100 elected  
97 athletes registered for the 2022 annual meeting of the House of Delegates. Mrs. Smith  
98 additionally remarked on the areas in which the AAC has been a strong voice, including  
99 Direct Athlete Support, Athlete Partnership Agreements, international competitions,  
100 vaccine mandates, and the Athlete Inclusion, Competitive Equity, and Eligibility Policy.

101

102 Mrs. Smith provided a roadmap for the AAC's priorities moving forward, highlighting being  
103 more proactive and strategic, specifically in connection with the AAC's relationship with  
104 the Board of Directors and staff.

105

106 Mr. Hinchey encouraged the AAC to additionally engage the Foundation Board of Directors  
107 and USA Swimming alumni.

108

109 The Board discussed how the AAC can impact decisions regarding athletes and have a  
110 larger voice in the sport.

111

112

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113 **AAC MANUAL UPDATE**

114 Ms. Steinfeld presented the AAC's Manual to be added to the USA Swimming Operating  
115 Policy Manual, noting that the AAC had already approved the manual, pursuant to USA  
116 Swimming's Rules & Regulations.

117

118 **MOTION:** *To include USA Swimming's Athletes' Advisory Council's Manual in the Operating*  
119 *Policy Manual (Attachment 5). Seconded. APPROVED.*

120

121 **COACH ADVISORY COUNCIL**

122 Mr. Shinofield introduced Tim Bauer, Chair of the Coach Advisory Council (CAC) and Jamie  
123 Bloom, Vice Chair of the CAC.

124

125 Mr. Bauer reported on the CAC's progress, including the creation of sub-committees within  
126 the CAC to focus on specific matters for coach members.

127

128 Mr. Bauer and Ms. Bloom presented the sub-committee's struggles and recommendations  
129 regarding a variety of coach-related matters, including coaching requirements, effective  
130 communication with coaches, competitions, streamlining sanctioning, USA Swimming's  
131 responsibilities versus the National Collegiate Athletic Association, travel assistance for  
132 coaches, and the creation of new clubs.

133

134 **ZONE DIRECTORS' COUNCIL**

135 Pam Lowenthal, Co-Chair of the Zone Directors' Council (ZDC), described how the ZDC is  
136 focusing on governance and increased communication amongst the four Zones. Mrs.  
137 Lowenthal discussed the ZDC's goal of finalizing a sectional manual and facilitating bilateral  
138 communication with each Zone's Local Swimming Committees (LSCs). Ms. Lowenthal  
139 additionally remarked on the ZDC's reliance on USA Swimming's Team Services Division  
140 and emphasized the need to collaborate with other committees to develop and advance  
141 initiatives for the sport.

142

143 Ryan Gibbons, Co-Chair of the ZDC, remarked on the ZDC's goal of providing value to the  
144 organization through proactive responses to issues that arise within organization,  
145 membership, and the sport. Mr. Gibbons suggested increased communication channels  
146 between various entities within the organization, specifically for the ZDC to advocate for  
147 any policies or initiatives that can improve the sport.

148

149

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150 **LONG-TERM STRATEGIC PLANNING**

151 Kathy Fish, Board Vice-Chair, briefly described the Board's long-term strategic planning  
152 process to date and emphasized the importance of being proactive to mitigate risks to the  
153 sport and the Board and staff being on the same page.

154  
155 Lucinda McRoberts, Chief Administrative Officer noted that, in the future, other initiatives  
156 will be integrated into the long-term strategic planning and the composition of the working  
157 groups will change as the Board composition changes. Ms. McRoberts additionally provided  
158 an overview of each working group's focus and how each group will proceed with fulfilling  
159 their initiatives.

160  
161 Ms. McRoberts asked meeting attendees to provide their feedback on any of the long-term  
162 strategic planning initiatives. The Board then discussed the nuances of the initiatives, to  
163 ensure each Board member has the same understanding and knowledge of the initiatives.

164  
165 Ms. McRoberts asked meeting attendees to provide their feedback on any of the long-term  
166 strategic planning initiatives.

167  
168 **FOUNDATION UPDATE**  
169 Ms. McRoberts, USA Swimming Foundation Executive Director, introduced Elaine Calip,  
170 Senior Director, Development. Ms. McRoberts additionally remarked on the Foundation's  
171 comprehensive evaluation of its programs, with the goal of coming to resolutions regarding  
172 their processes and operations by the end of 2022 and moving towards execution  
173 beginning in 2023. Ms. McRoberts reported on the Foundation's accomplishments in 2022,  
174 including awarding \$932,000 in Learn-to Swim Grants, achieving \$278,000 in Donor  
175 Athlete Partnership support, and distributing \$160,000 in Community Impact Grants, as  
176 well as returning to an in-person Make a Splash Tour presented by Phillips 66.

177  
178 Ms. McRoberts informed the Board that at its next meeting in November they will be asked  
179 to approve Foundation Board of Director Officers, as well as approve Foundation Bylaws in  
180 2023.

181  
182 David Shackley, Chair of the Foundation Board of Directors, encouraged the Board to make  
183 a financial commitment to the Foundation.

184

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185 Eric Skufca, Chief Financial Officer, reiterated that the Foundation is having a strong fiscal  
186 year and reported on the organization’s collaborative efforts on strategically and  
187 proactively analyzing projections and preparing future budgets (Attachments 6 – 7).  
188

189 Mr. Skufca remarked on the organization’s investment strategy with the guidance of the  
190 Investment Committee during these times of volatile equity and fixed income markets.  
191

192 **MANAGEMENT PARAMETERS MONITORING (4.4)**

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

194 Mr. Skufca provided a financial overview, noting that both USA Swimming and USA  
195 Swimming Foundation tax returns are ready to be filed prior to the November deadline. Mr.  
196 Skufca described the organization’s budgeting process of ensuring all financial items are  
197 being accounted for, to prepare for the year-end projection and subsequent year budget  
198 presentation (Attachments 8 – 10).  
199

200 Mr. Skufca presented the most recent 2022 budget to latest projection, remarking that  
201 2022 is projected to end in an operating deficit as budgeted. Mr. Skufca explained the  
202 material budget to current projection variances noting that the continuation of the global  
203 pandemic still financially affects many revenue and expense lines for the organization.  
204 Additionally, Mr. Skufca noted the largest variances came from new domestic and  
205 international events that were added to the 2022 events calendar and merchant credit card  
206 fees associated with the new Online Member Registration (OMR) (both announced and  
207 determined after the 2022 budget presentation and approval in December 2021).  
208

209 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.4*  
210 *“Financial Conditions and Activities” conveys (a) interpretations of the policy that are*  
211 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
212 *requirements, consistent with the CEO’s interpretations. Seconded. APPROVED.*  
213

214 **POLICY 3.6 FINANCIAL PLANNING & BUDGETING**

215 Kenneth Chung, Vice-Chair Fiscal Oversight, presented Policy 3.6 Financial Planning and  
216 Budgeting (Attachments 11 – 14).  
217

218 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.6*  
219 *“Financial Planning and Budgeting” conveys (a) interpretations of the policy that are*  
220 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
221 *requirements, consistent with the CEO’s interpretations. Seconded. APPROVED.*



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222 Mr. Skufca presented the Board-related expenses to be included in the 2023 budget.

223

224 **MOTION:** *That the Board approve applicable Board related 2023 budget items as presented*  
225 *to be included in the 2023 budget presented in November 2022. Seconded. APPROVED.*

226

227 Mr. Skufca reported on the year-to-year forecast for the organization over the course of a  
228 quad, noting that it is historically normal for the organization to have years with operating  
229 deficits paired with years of operating surpluses to ultimately have a multi-year breakeven  
230 result over a determined timeframe. Additionally, Mr. Skufca explained how the  
231 organization's revenues contributes to its investments, or program execution.

232

233 Mr. Hinchey recommended that the Board invest the \$1.8 million quad operating surplus  
234 from the 2021 quad (2017-2021) in Keeping Athletes First (KAF) 2.0, as opposed to using  
235 Board reserved funds to continue the KAF initiatives.

236

### 237 **POLICY 3.10 LSC REPORTING REQUIREMENTS**

238 Mrs. Howard presented Policy 3.10 LSC Reporting Requirements (Attachment 15).

239

240 **MOTION:** *To approve that the performance monitoring report on Policy 3.10 "LSC Reporting*  
241 *Requirements" (a) conveys interpretations of the policy that are reasonable, and (b)*  
242 *reasonably substantiates compliance with the policy requirements, consistent with the CEO's*  
243 *interpretations. Seconded. APPROVED.*

244

### 245 **POLICY 3.11 USA SWIMMING FOUNDATION MANAGEMENT**

246 Ms. McRoberts presented Policy 3.11 USA Swimming Foundation Management (Attachment  
247 16).

248

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

253

### 254 **ENDS**

### 255 **POLICY 1.1 COMPETITIVE SUCCESS**

256 Lindsay Mintenko, Managing Director, National Team, presented Policy 1.1 Competitive  
257 Success (Attachment 17).

258

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259 **MOTION:** *That the Board approve the performance monitoring report on Policy 1.1*  
260 *“Competitive Success” conveys (a) interpretations of the policy that are reasonable, and (b)*  
261 *that the report reasonably substantiates compliance with the policy requirements, consistent*  
262 *with the CEO's interpretations. Seconded. APPROVED.*

263

#### 264 **POLICY 1.4 RECOGNITION OF USA SWIMMING**

265 Mr. Brearton presented Policy 1.4 Recognition of USA Swimming (Attachment 18).

266

267 **MOTION:** *That the Board approve the performance monitoring report on Policy 1.4*  
268 *“Recognition of USA Swimming” conveys (a) interpretations of the policy that are reasonable,*  
269 *and (b) that the report reasonably substantiates compliance with the policy requirements,*  
270 *consistent with the CEO's interpretations. Seconded. APPROVED.*

271

#### 272 **DIGITAL TRANSFORMATION**

273 Jake Grosser, Director, Business Intelligence, remarked that while OMR and the SWIMS  
274 database are the focus of the organization’s digital transformation, there are many  
275 applications that encompass the transformation, all of which are interconnected.

276

277 Patrick Murphy, Director, Data Analytics, reported that to date over 98,000 members have  
278 registered within the new system and over \$25,000 has been donated to the Foundation  
279 through the new registration process. Mr. Murphy provided a timeline of the SWIMS 3.0  
280 launch, and its subsequent fixes, adjustments, and additional features. Mr. Murphy also  
281 reported that the support ticket system is going to be updated to be more efficient in  
282 supporting members who are having issues with SWIMS 3.0.

283

284 Mr. Murphy presented the upcoming timeline for future projects with the goal of having the  
285 entirety of the digital transformation completed by September 2023.

286

287 The Board and staff discussed ways in which the Board can help staff with support of  
288 SWIMS 3.0, including encouraging members to utilize the resources available on the USA  
289 Swimming website.

290

#### 291 **OFFICIALS PROCESS UPDATE**

292 Mrs. Howard introduced Kathleen Scandary, Program & Events Coordinator and Matt  
293 Wilson, Chair of the Officials Committee.

294



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295 Ms. Scandary described challenges for standardizing officials' certification and education,  
296 including inconsistencies and lack of transparency between LSCs.

297

298 Mr. Wilson remarked on the overall goals of meeting the needs for the different LSCs,  
299 through promoting transparency, officials' development, and consistency.

300

301 Mr. Chung described what the future state of officiating could look like through  
302 standardization at all levels of officials' certification and education.

303

304 Clark Hammond, Board of Directors Member, described the benefits of standardizing  
305 officials' certification and education, including confidence in the process, reliability in the  
306 quality of officiating, larger pool of officials, lower barriers to entry and advancement,  
307 accessible information, and officials' succession planning.

308

#### 309 **COMMERCIAL UPDATE**

310 Shana Ferguson, Chief Commercial Officer, remarked on the tailwinds from the past year  
311 regarding partnership marketing and expressed excitement about upcoming partnerships,  
312 including one with USA Track & Field.

313

314 Mrs. Ferguson reported that USA Swimming is working with the Connected TV Group to  
315 build a channel dedicated to USA Swimming that will provide access to race archives and  
316 instructional videos, showcase influencers, and allow for greater monetization of sponsor  
317 assets.

#### 318 **GOLDEN GOGGLE AWARDS**

319 Mrs. Ferguson provided a preview of the 2022 Golden Goggle Awards, to be held November  
320 21<sup>st</sup> in New York City, emphasizing the importance of Alumni engagement.

321

#### 322 **2023 EVENTS CALENDAR**

323 Mrs. Ferguson presented the 2023 events calendar, highlighting the Board of Directors  
324 meetings.

325

#### 326 **CYBERSECURITY UPDATE**

327 Mr. Skufca introduced Chris Detert, Director, Information Technology.

328

329 Mr. Detert reported on USA Swimming's cybersecurity, including why the organization  
330 invests in cybersecurity, the process of hiring a third-party organization to assess the

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331 organization’s current program, detailing a road map for improving cybersecurity, and the  
332 various organizations that contribute to USA Swimming’s cybersecurity program. Mr.  
333 Detert additionally remarked on the organization’s cybersecurity focus areas, such as data  
334 privacy, data protection, and security operations.

335

336 **CLOSED SESSION (2.3.6)**

337 **LITIGATION UPDATE**

338 The Board went into closed session so Ms. Steinfeld could provide a legal update.

339

340 **INSURANCE/RISK MANAGEMENT**

341 The Board remained in closed session so Mr. Skufca could provide an update on insurance  
342 and risk management.

343

344 **AUDITOR SECTION**

345 The Board remained in closed session so Mr. Skufca could provide an external auditor  
346 update.

347

348 **OPEN SESSION**

349 The Board came out of closed session.

350

351 Mr. Chung presented a motion for the Board to approve an external auditor as  
352 recommended by the Audit Committee.

353

354 **MOTION:** *That the Board approve Stockman Kast Ryan & Co, LLP as the external auditor for*  
355 *USA Swimming for the year ending December 31, 2022, as recommended by the Audit*  
356 *Committee. Seconded. APPROVED.*

357

358 Mr. Brearton presented a motion for Board approval regarding the organization’s ability to  
359 resolve uninsured claims from certain Board designated funds and/or a USA Swimming  
360 existing line of credit.

361

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

366

367

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368 **BOARD CALENDAR**

369 Ms. Ferguson presented the 2023 Board calendar.

- 370 • Saturday, February 4: Virtual Board Meeting
- 371 • Saturday, April 22: In-person Board Meeting at the USA Swimming Workshop,
- 372 Denver, CO
- 373 • Monday, July 17: Virtual Board Meeting – Legislative Discussion
- 374 • Friday, September 22: In-person Board Meeting at the Annual Business Meeting,
- 375 Colorado Springs, CO
- 376 • Saturday, November 18: In-person Board Meeting at the Golden Goggle Awards, Los
- 377 Angeles, CA

378  
379 Mr. Brearton thanked out-going Board member Jennifer Gibson for her service.

380  
381 **ADJOURN**

382 Mr. Brearton adjourned this meeting at 4:19 p.m. Mountain Time.

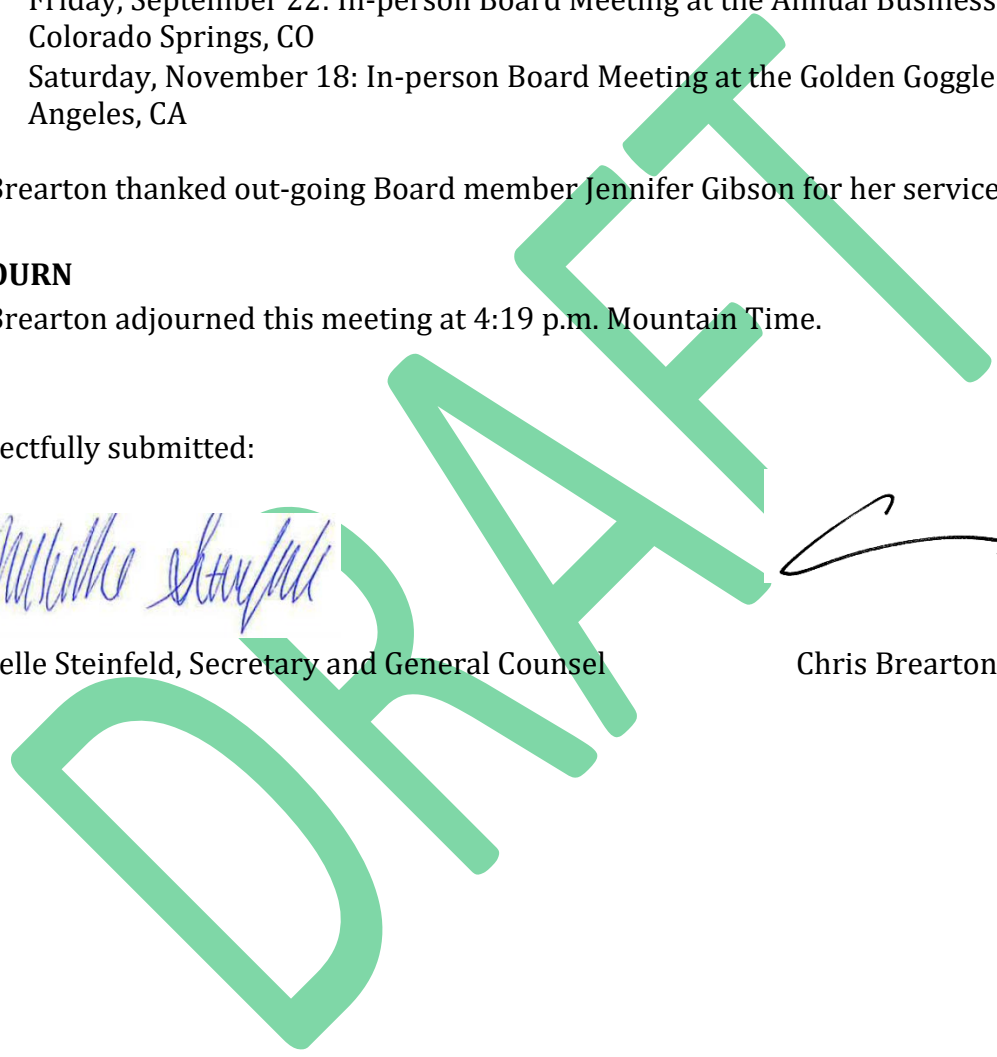
383  
384  
385 Respectfully submitted:

386  


Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair



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## **USA Swimming Board of Directors Minutes Attachments**

September 23, 2022 / Virtual Zoom Conference Call

Attachment 1	Agenda: September 23, 2022
Attachment 2	Page 2 – DRAFT BOD Minutes April 22, 2022
Attachment 3	Page 2 – DRAFT BOD Minutes July 18, 2022
Attachment 4	Page 3 – Credentialing Policy
Attachment 5	Page 4 – AAC Manual
Attachment 6	Page 6 – Foundation 2022 Budget to Projection
Attachment 7	Page 6 – Foundation Financial Statement Report Q2
Attachment 8	Page 6 – Policy 3.4: Financial Condition & Activities
Attachment 9	Page 6 – USA-S Q2 2022 Financial Statement Report
Attachment 10	Page 6 – USA-S & Foundation Investment Portfolio
Attachment 11	Page 6 – Policy 3.6: Financial Budgeting
Attachment 12	Page 6 – USA-S 2022 Budget vs. 2022 Projection
Attachment 13	Page 6 – USA-S 2023 Quad Business Plan Summary
Attachment 14	Page 6 – BOD Related 2023 Budget Items
Attachment 15	Page 7 – Policy 3.10: LSC Reporting Requirements
Attachment 16	Page 7 – Policy 3.11: USA Swimming Foundation Mgmt.
Attachment 17	Page 7 – Policy 1.1: Competitive Success
Attachment 18	Page 8 – Policy 1.4: Recognition of USA Swimming
Attachment 19	Staff Update to the Board

**DRAFT**