

These minutes will be officially approved by the USA Swimming Board of Directors at its September 22, 2023 meeting.

USA Swimming Board of Directors Meeting Minutes

April 20, 2023 / Denver, CO

1 **PRESENT**

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

5

6 **NOT PRESENT**

7 Ashley Twichell Wall.

8

9 **GUESTS**

10 Tim Bauer, Jamie Bloom, Bill Charney, Ellen Colket, Marco Greico, Tim Husson, Greg Lockard,
11 Derek Paul, John Sawyer, Kathleen Scandary, Zach Toothman.

12

13 **STAFF**

14 Matt Barbini, Leland Brown, Elaine Calip, Paula D'Amico, Jake Grosser, Shana Ferguson,
15 Courtney Intara, Patrick Murphy, Rachel Olson, Lindsay Mintenko, Eric Skufca, Joel
16 Shinofield, MJ Truex.

17

18 **CALL TO ORDER**

19 Chris Brearton, Board Chair, called the April 20, 2023 Board of Directors meeting to order at
20 12:27 p.m. Mountain Time.

21

22 **BOARD CHAIR'S WELCOME**

23 Mr. Brearton remarked on the importance of personal interactions and discussions that
24 Workshop offers for membership to engage with one another and the USA Swimming
25 organization.

26

27 **RULES OF ENGAGEMENT/PROTOCOL**

28 Mr. Brearton reiterated that Closed Session items are to remain confidential and noted that
29 with the move to a consent agenda for certain matters, it is even more important that the
30 Board come prepared to Board meetings.

31

32 **SAFE SPORT MOMENT**

33 Joel Shinofield, Managing Director, Sport Development, commented on the Safe Sport
34 Leadership Conference, noting the focus on peer-to-peer abuse by the conference speakers
35 as more peer-to-peer abuse is being reported to the organization. Mr. Shinofield also
36 reported that the 2021 and 2022 U.S. Center for SafeSport audits are now closed and
37 reminded the Board that they are mandatory reporters.

38

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

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

43
44 If a Board member determines there to be a conflict of interest at any point during the course
45 of the meeting when a specific subject is being discussed and/or action is being taken, a
46 declaration of a conflict of interest should be made at that time.

47
48 **CONSENT AGENDA**

49 Michelle Steinfeld, Secretary & General Counsel, reported that the CEO’s Key Performance
50 Indicators were not captured in the January 28, 2023 meeting minutes but now have been
51 added.

52
53 Mr. Brearton presented the Consent Agenda items:

- 54 • January 28, 2023 Board Meeting Minutes (Attachment 2)
- 55 • Bylaw Updates (Attachment 3)
- 56 • 3.1 Treatment of Members/Consumers (Attachment 4)
- 57 • 3.2 External Relations (Attachment 5)
- 58 • 3.5 Asset Protection (Attachment 6)
- 59 • 3.8 Emergency Management Succession (Attachment 7)
- 60 •

61 **MOTION:** *To approve the Consent Agenda items. Seconded. Motion passed unanimously.*

62
63 **OPERATING POLICIES MANUAL UPDATE**

64 Ms. Steinfeld reported that the National Board of Review (NBOR) procedures have been
65 revised, with approval from NBOR Chair Jeanette Skow.

66
67 **FINANCE**

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

69 Eric Skufca, Chief Financial Officer, presented Policy 3.4, Financial Condition & Activities and
70 reported that 2022 closed out \$1.3 million better than budgeted, with a smaller deficit due
71 to revenues being better than budgeted by \$653,000 (2%) and expenses being less than
72 budgeted by \$668,000 (2%) (Attachments 8 - 13).

73
74 Mr. Skufca reported that for fiscal year 2023, the organization has projected \$375,000 better
75 than originally budgeted, leading to a smaller deficit despite revenues projecting less than
76 budgeted by \$40,000 (-0.1%), as expenses are projected to be less than budgeted by
77 \$415,000 (1.1%). Mr. Skufca noted there will be no budget cuts to membership programing.
78 Mr. Skufca briefly touched on the fixed and variable nuances of the three major revenue
79 sources: membership, partnership marketing, and United States Olympic and Paralympic
80 Committee funding.

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81
82 Mr. Skufca additionally reported a current projection of a 2024 quad surplus of \$1.335
83 million.

84
85 Mr. Brearton highlighted the growth of partnership marketing and membership revenue,
86 and the Board discussed the nuances of the quad budget.

87
88 **MOTION:** *That the Board approve that the performance monitoring report on Policy 3.4*
89 *“Financial Conditions and Activities” conveys (a) interpretations of the policy that are*
90 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*
91 *requirements, consistent with the CEO’s interpretations. Seconded. Motion passed unanimously.*

92
93 **EMPLOYMENT RETENTION CREDIT**
94 Mr. Skufca (Attachment 14) provided context on the Employment Retention Credit (ERC),
95 noting the organization is working with third-party experts to determine whether it may
96 apply for an ERC, due to a significant decline in gross receipts for 2020 and 2021.

97
98 **INVESTMENT ADVISOR**
99 Mr. Skufca introduced John Sawyer, First Western Trust’s Chief Investment Officer, and Ellen
100 Colket, USA Swimming’s Investment Committee Chair. Mr. Skufca described the two
101 investment portfolios within the organization, with USA Swimming, Inc. focused on
102 operating reserves and USA Swimming Foundation, Inc. being more donor and endowment
103 focused (Attachment 15).

104
105 Mrs. Colket described the composition of the Investment Committee, as well as the
106 Committee’s responsibilities, including quarterly reviews of both USA Swimming and the
107 Foundation’s investments, reporting to the two Boards, annual reviews of the investment
108 policy statements, and recommending retaining or replacing investment advisors.

109
110 Mr. Sawyer detailed the process of evaluating investment returns, noting two benchmarks
111 used, including performance relative to the market in which the organization performed well
112 and return over inflation in which the organization trailed the inflation benchmark. This has
113 led to deeper conversations regarding the guidelines within the investment policy statement
114 (IPS) and resulted in the decision not to make long-term changes to the IPS.

115
116 Mr. Sawyer additionally described the Foundation’s benchmarks and remarked on the
117 collaboration between the advisors and Investment Committee.

118
119 **OFFICIALS’ PRESENTATION**
120 Program & Events Coordinator, Kathleen Scandary, reported that the organization is close to
121 the number of Official members compared to pre-pandemic membership years. Mrs.
122 Scandary also spoke about the collaboration occurring to reestablish the Officials Tracking
123 System, which provides mentorship, education, and promotion of Officials. Mrs. Scandary

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124 additionally provided details on how her role as Programs & Events Coordinator assists
125 committees and competitions with assigning Officials.

126

127 Board Member Clark Hammond announced that Mrs. Scandary was selected as Meet Referee
128 for the 2024 U.S. Olympic Team Trials – Swimming.

129

130 **STRATEGIC DISCUSSIONS**

131 **KEY STAKEHOLDER UPDATES**

132 **COACH SURVEY FOLLOW UP**

133 Mr. Shinofield reported that this fall there will be a follow-up survey for coaches, with focus
134 groups occurring this summer. Mr. Shinofield noted that based on the previous survey, Team
135 Services has targeted outreach to small clubs and increased 12 and under educational
136 resources, while additionally returning to grassroots visits that were paused during the
137 pandemic.

138

139 **PROVISIONAL COACH UPDATE**

140 Board Member Kathleen Prindle presented the purposed updates to Bylaw 2.6 (Attachments
141 16 - 17).

142

143 ***MOTION:** To amend Bylaw 2.6 to add a Provisional Coach membership category and further
144 clarify the requirements for Coach and Junior Coach members, as proposed by Coach Advisory
145 Council at 2022 ABM. Seconded. Motion passed unanimously.*

146

147 **LEARN TO SWIM / PRE-COMPETITIVE INSURANCE**

148 Kenneth Chung, Vice-Chair Fiscal Oversight, presented the concept of providing an insurance
149 option to member clubs for learn to swim and pre-competitive swimmers, to enhance
150 membership value and provide a trusted broker and carrier to our member clubs.

151

152 Mr. Shinofield provided further context on the fruition of the idea, in which the carrier could
153 offer affordable and competitive insurance to clubs.

154

155 **DIGITAL TRANSFORMATION**

156 Shana Ferguson, Chief Commercial Officer, briefly described improvements from the
157 organization's digital transformation.

158

159 Mr. Shinofield described SWIMS 3.0 as being the database and software which has allowed a
160 more streamlined process for digital updates and improvements.

161

162 Patrick Murphy, Senior Director, Member Data & Product, reported that the organization is
163 exploring different data reporting tools, with the goal of providing more useful and focused
164 data to membership.

165

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166 Jake Grosser, Senior Director, Marketing & Communications, described how the new digital
167 infrastructure allows the organization to save money by cutting out outside vendors and
168 contractors when communicating with membership, as there is now an efficient in-house
169 way of gathering the appropriate data.

170
171 Mr. Brearton briefly provided background on the need and decision to conduct a self-analysis
172 of the organization's digital transformation based on feedback from membership after the
173 digital transformation was rolled out.

174
175 Mr. Brearton presented a preliminary assessment, including that the need to update the
176 organization's digital infrastructure was real and complex. Mr. Brearton also reported that
177 the analysis showed a poor rollout to users but that post rollout, the system performance
178 improved significantly.

179
180 Mr. Brearton explained that there will be continued self-analysis to identify proactive steps
181 to ensure successful future rollouts and to develop an action plan to guide the digital
182 transformation moving forward.

183
184 Mr. Murphy shared how the organization will develop best practices by consulting with
185 outside Chief Information Officers and Chief Technology Officers.

186
187 Mr. Shinofield shared an example of the Digital Transformation Dashboard used by the
188 organization to communicate with staff and membership on digital transformation progress,
189 including priorities, a roadmap, features, and fixes.

190
191 Mr. Grosser presented the USA Swimming Network available on connected TVs, which
192 provides swimming content such as event highlights, swimming archives, and various
193 channels from swimming partners and influencers. Mr. Grosser added that the USA
194 Swimming Network will continue to roll out more content and versions in phases in the
195 future.

196
197 **CLOSED SESSION (2.3.6)**

198 **2024 TRIALS UPDATE**

199 The Board went into Closed Session so the Board to discuss the 2024 U.S. Olympic Team
200 Trials – Swimming.

201
202 **LITIGATION UPDATE**

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

204
205 **COMMISSION ON THE STATE OF U.S. OLYMPICS AND PARALYMPICS**

206 The Board remained in Closed Session so Ms. Steinfeld could provide an update regarding
207 the Commission on the State of U.S. Olympic and Paralympics.

208

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209 **OPEN SESSION**

210 **FOUNDATION UPDATE**

211 Elaine Calip, Senior Director, Development, provided a Foundation update, including that
212 there are now nine Foundation ambassadors, with the newest addition of Dara Torres. The
213 Foundation also hired an independent contractor to apply for grants. Mrs. Calip also noted
214 that the Foundation is in the final stages of hiring a Director of Development.

215
216 Mrs. Calip additionally reported that \$650,000 in grants were distributed to Learn to Swim
217 providers, with a similar trend in Community Impact Grants. Mrs. Calip remarked on the
218 Donor Athlete Partnership Program, which currently supports 25 athletes, with the hope of
219 supporting any athlete who applies. Lastly, Mrs. Calip commented on the Make a Splash Tour
220 presented by Phillips 66, which will bring a variety of learn to swim programing to four
221 locations in the month of May.

222
223 Mr. Skufca reported that 2022 closed \$195,000 better than budgeted, while noting the 2022
224 support exceeded the previous year's contributions. Mr. Skufca noted that 2023 is trending
225 in the same manner (Attachments 18 - 20).

226
227 **PERFORMANCE & COMPETITION**

228 Mrs. Ferguson provided a brief overview of the 2023 Phillips 66 National Championships in
229 Indianapolis, noting that there will be between 600 and 800 athletes.

230
231 Lindsay Mintenko, Managing Director, National Team, noted that four international teams
232 will be selected at the 2023 Phillips 66 National Championships, including World Aquatics
233 World Championships, World Aquatics Junior National Championships, Pan American
234 Games, and LEN U23 European Championship.

235
236 Matt Barbini, Director, National Team Performance, explained that U. S. athletes are still in
237 the midst of their training, as opposed to their international counterparts. Mr. Barbini made
238 note of an upcoming relay camp hosted by USA Swimming.

239
240 **LONG TERM STRATEGIC PLAN – BOARD WORKING GROUP 1.2 / Membership**

241 Mr. Shinofield provided background on the Board Working Group's process and progress to
242 date.

243
244 Board Member Katy Arris-Wilson presented a membership comparison between now and
245 when membership peaked in 2017, noting that membership is currently down 7.4% in total
246 membership and 9.2% in athlete membership.

247
248 Mrs. Arris-Wilson shared the Working Group's hypotheses for the membership decline,
249 including declining relationships with athletes, coaches, and clubs, a decrease in competitive
250 opportunities at the Local Swimming Committee level, and changes in the overall sports
251 landscape. Mrs. Arris-Wilson added that the Working Group sees opportunity for growth, as

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252 some clubs demonstrated growth during the same period as the membership decline. Mrs.
253 Arris-Wilson noted that the organization could assist by coordinating “best demonstrated
254 practices” for running successful small businesses for coaches and clubs.
255

256 The Board further discussed reasons for club growth, decline, and stability.
257

CAC PRESENTATION

258 Tim Bauer, Chair of the Coach Advisory Council (CAC) and Jamie Bloom, Vice Chair of the
259 CAC, commented on the ways in which the CAC will focus on encouraging coach delegates to
260 vote at the annual meeting of the House of Delegates, through identifying who is a delegate
261 and assigning CAC members to personally reach out and engage with coach delegates.
262
263

ZDC PRESENTATION

264 Tim Husson and Zach Toothman, Co-Chair of the Zone Directors’ Council (ZDC), provided an
265 overview of the ZDC, noting that Mrs. Prindle will be the liaison from the Board to the ZDC,
266 to better facilitate connection and collaboration between the two groups.
267
268

269 Mr. Toothman spoke about the ZDC’s current initiatives, including creating a Junior Official
270 Task Force and continuing work on a Sectional Manual.
271

ADJOURNMENT

272 Mr. Brearton adjourned the April 20, 2023 meeting of the Board of Directors at 5:39 p.m.
273 Mountain Time.
274

275
276 Respectfully submitted:

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair

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April 20, 2023 / Virtual

Attachment 1	Agenda
Attachment 2	Page 2 – DRAFT BOD Minutes January 28, 2023
Attachment 3	Page 2 – April 2023 Bylaw Edits
Attachment 4	Page 2 – Policy 3.1 Treatment of Members/Customer
Attachment 5	Page 2 – Policy 3.2 External Relations
Attachment 6	Page 2 – Policy 3.5 Asset Protection
Attachment 7	Page 2 – Policy 3.8 Emergency Management Succession
Attachment 8	Page 2 – Policy 3.4 Financial Conditions and Activities
Attachment 9	Page 2 – USA-S Financial Written Report
Attachment 10	Page 2 – USA-S Financial Statement Report
Attachment 11	Page 2 – USA-S Financial Summary Comparison
Attachment 12	Page 2 – USA-S 2023 Budget vs Projection
Attachment 13	Page 2 – USA-S Q1 2023 Financial Statement Report
Attachment 14	Page 3 – Employee Retention Credit
Attachment 15	Page 3 – First Western Trust – Investment Committee Memo
Attachment 16	Page 4 – Provisional Coach Requirements
Attachment 17	Page 4 – Provisional Coach Bylaw Edits
Attachment 18	Page 6 – Foundation Financial Written Report
Attachment 19	Page 6 – Foundation Financial Statement Report
Attachment 20	Page 6 – Foundation Financial Summary Comparison
Attachment 21	Staff Report for the Board