

**USA Swimming Board of Directors Meeting Minutes**  
September 22 - 23, 2023 / Colorado Springs, CO

1 **PRESENT**

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

5  
6 **GUESTS**

7 Juli Arzave, Julie Bachman, Sam Barany, Tim Bauer, Anne Berry, Jamie Bloom, Bill Charney,  
8 Dana Covington, Scott Davison, Nic Fink, Marco Grieco, Rocky Harris, Melissa Hellervik-Bing,  
9 Daimon Hudson, Tim Husson, Jennifer LaMont, Caitlin Leverenz Smith, Sarah Myer, Dave  
10 Patterson, Derek Paul, Patrick Talty, Zach Toothman, Andrew Wilson.

11  
12 **STAFF**

13 Matt Barbini, Daniel Burbidge, Elaine Calip, Rebecca Chafin, Paula D'Amico, Chris Detert, Jake  
14 Grosser, Shana Ferguson, Elizabeth Hahn, Brendan Hansen, Courtney Intara, Corey Manley,  
15 Stacy Michael Miller, Lindsay Mintenko, Patrick Murphy, Karin Olmsted, Ellery Parish,  
16 Devonie Pitre, Joel Shinofield, Eric Skufca.

17  
18 **CALL TO ORDER**

19 Chris Brearton, Board Chair, called the September 22, 2023 Board of Directors meeting to  
20 order at 8:36 a.m. Mountain Time.

21  
22 **BOARD CHAIR'S WELCOME**

23 Mr. Brearton expressed his excitement for the meeting and noted that he is going to work to  
24 keep the meeting on schedule while allowing space for robust and productive discussions.

25  
26 **RULES OF ENGAGEMENT/PROTOCOL**

27 Mr. Brearton commented on the need for confidentiality regarding Closed Session items and  
28 spoke about collaborating with staff to determine a more efficient format to deliver relevant  
29 information during Board meetings.

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 Katy Arris Wilson disclosed her daughter is on the Pan American Team.

40  
41 Bruce Gemmell disclosed his daughter is on the National Team.

42

43 Lindsay Mintenko, Managing Director, National Team, disclosed her daughter is on the  
44 National Junior Team.

45

46 Ashley Twichell Wall disclosed that she is on the National Team.

47

#### 48 **SAFE SPORT MOMENT**

49 Elizabeth Hahn, Program Director, Safe Sport, reported that USA Swimming received a fully  
50 implemented score from the U.S. Center for SafeSport Audit with zero corrective actions.

51

52 Joel Shinofield, Managing Director, Sport Development, spoke to the complexity of the  
53 SafeSport Event Audit and how the digital transformation investment impacted the Audit  
54 through the ability to reach all members with athlete safety information for the first time and  
55 through the ability to access membership eligibility in real-time through the USA Swimming  
56 Application.

57

58 Ms. Hahn reminded the Board members of their duties as mandatory reporters.

59

#### 60 **CONSENT AGENDA**

61 Mr. Brearton presented the Consent Agenda items:

- 62 • April 20, 2023 Board Meeting Minutes (Attachment 2)
- 63 • Article 2 Corporate Bylaw (Attachment 3)
- 64 • Article 8 Corporate Bylaw (Attachment 4)
- 65 • MR 3.10 LSC Reporting Requirements (Attachment 5)
- 66 • MR 3.11 USA Swimming Foundation Management (Attachment 6)

67

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

69

#### 70 **USOPC PRESENTATION/PANEL: BOARD BEST PRACTICES**

71 Mr. Brearton introduced Rocky Harris, Chief of Sport and Athlete Services, U.S. Olympic &  
72 Paralympic Committee (USOPC), and Dr. David Patterson, Senior Governance Advisor,  
73 USOPC.

74

75 Mr. Harris spoke about the changes within the Olympic Movement and how USA Swimming  
76 has taken a leading role in that Movement through the organization's assertiveness to get  
77 out in front on many issues from Safe Sport to the postponement of the 2020 Olympic Games  
78 to driving membership serving initiatives during the COVID-19 Pandemic. Mr. Harris  
79 remarked that he encourages other National Governing Bodies (NGBs) to go to USA  
80 Swimming for leadership and expertise to develop and progress their various programs. Mr.  
81 Harris stated that while all that hard work is important, the Board can inhibit that progress.  
82 Dr. Patterson commented on how the USA Swimming Board assists the organization with  
83 their work through corporation and completing their core duties of care, loyalty, and  
84 obedience.

85

86 Dr. Patterson provided an overview of each of the duties by encouraging the Board to do  
87 their best, always putting the organization first by speaking with "one voice," and adhering

88 to the Mission and Bylaws of the organization. Dr. Patterson remarked on the Board’s need  
89 to think long-term about the sport of swimming, noting that everything begins and ends with  
90 the organization’s members, with the Chief Executive Officer (CEO) serving as a conduit  
91 between operations and governance.  
92

93 Dr. Patterson briefly overviewed the various types of committees and their responsibilities.  
94 Dr. Patterson additionally described the best approach to managing conflicts, explained the  
95 importance of always wearing a “Board” hat, and reminding the Board that they have one  
96 employee, the CEO. Lastly, Dr. Patterson spoke about the oversight the Board can provide to  
97 help guide the organization to be a Best-in-Class sporting organization.  
98

99 **U.S. OLYMPIC TEAM TRIALS: LOCAL ORGANIZING COMMITTEE & INDIANA SPORTS**  
100 **CORP**

101 Tim Hinchey, President and CEO, introduced Scott Davison, Chairman, President, and CEO of  
102 OneAmerica and Co-Chair of the 2024 U.S. Olympic Team Trials – Swimming (Trials) Local  
103 Organizing Committee (LOC), Patrick Talty, President, Indiana Sports Corporation (ISC), and  
104 Sarah Myer, Chief Marketing Officer, ISC  
105

106 Mr. Davison briefly touched on the partnership between USA Swimming and OneAmerica  
107 and remarked on the goals of the LOC, including building the USA Swimming fan base and  
108 ensuring significant revenue from ticket sales. Mr. Davison provided the history of how  
109 Indianapolis became successful at hosting sporting events and how their proven process will  
110 be utilized for the Trials.  
111

112 Mr. Talty provided an overview of the sporting events Indianapolis has hosted and will host.  
113 He noted that ISC will use the 2024 NBA All-Star Weekend as an opportunity to set the stage  
114 for the Trials. Additionally, Mr. Talty presented ISC’s process regarding the successful  
115 execution of previous events.  
116

117 Ms. Myer reported on the Trials event goals, including taking the event to the next level  
118 through excitement and connection within the community, advancing the sport through  
119 curating opportunities for swimmers, developing and executing a marketing strategy to  
120 reach and exceed ticket sales goals, and creating community engagement opportunities that  
121 serve and attract a diverse audience.  
122

123 Ms. Myer described the considerations for ticket, suite, and sponsor pricing for Trials, and  
124 overviewed the various ticket levels. Ms. Myers also spoke to the experience considerations  
125 available in Indianapolis, including the ease of access to Lucas Oil Stadium, the variety of  
126 lodging options, access to local pools, a walkable downtown, and other entertainment  
127 options for fans. Ms. Myer shared 3-day ticket pricing and provided a market comparison on  
128 ticket prices with other sporting events to highlight the relative affordability of Trials tickets  
129 in comparison. Ms. Myers provided the LOC’s current achievements, including a review of  
130 ticket sales Centennial Partner sponsorship goals. Additionally, Ms. Myers talked through  
131 the LOC’s marketing plan and key messaging for targeting swim fans and various other  
132 audiences.

133 Lastly, Mr. Talty remarked on the variety of community partners the LOC has engaged to  
134 support the Trials.

135

### 136 **U.S. OLYMPIC TEAM TRIALS**

137 Shana Ferguson, Chief Commercial Officer, presented on Trials, including meet operations,  
138 the current number of participants including athletes, coaches, and officials, and financial  
139 opportunities through the various ticket levels, club travel packages, and financial  
140 opportunities.

141

142 Jake Grosser, Senior Director, Marketing & Communications, shared the current number of  
143 tickets sold, tickets held, and the availability of seats within each ticket level, along with the  
144 current revenue for each. Mr. Grosser reported that the current cash flow is ahead of the  
145 current quarterly goals. Mr. Grosser additionally provided a comparison of tickets sales from  
146 2019 for the 2020 Trials to current sales for the Trials.

147

### 148 **ATHLETES' ADVISORY COUNCIL & ATHLETES' EXECUTIVE COMMITTEE** 149 **PRESENTATION**

150 Nic Fink, Athletes' Advisory Council (AAC) Vice Chair, reported on the accomplishments of  
151 the AAC, including providing feedback to the National Team Staff regarding athlete priorities,  
152 noting the importance of being involved in selection procedures both for athletes and staff  
153 selections for international meets. Mr. Fink spoke to the AAC's feedback regarding changes  
154 to relay incentives and providing governance training for National Team athletes to  
155 encourage and support National Team athletes to be more involved in the governance of the  
156 sport of swimming.

157

158 Caitlin Leverenz Smith, AAC Chair, added that the AAC thinks critically about how to put the  
159 best athletes and coaches forward and set them up for success.

160

161 Juli Arzave, Athletes' Executive Committee (AEC) Chair, reported on the AEC's efforts to  
162 engage athletes in the governance of swimming through committee appointments, preparing  
163 athletes for the House of Delegates (HOD), communicating with new 10-Year Athletes,  
164 creating athlete task forces, and collaborating with the Coach Advisory Council (CAC) and  
165 USA Swimming's Safe Sport division. Ms. Arzave remarked on the increase in athletes able to  
166 swim due to the impact of the 120-day rule change to a 60-day rule.

167 Andrew Wilson, AAC and Foundation Board member, commented on upcoming priorities  
168 and challenges for the AAC, including seeking a possible new membership category for 10-  
169 Year Athletes who only participate in governance, collaborating with the National Team  
170 Steering Committee on the coach application process for international competitions, and  
171 seeking assistance from USA Swimming on athlete advocacy within the changing NCAA  
172 landscape.

173

174 Ms. Arzave added that the AEC is also working on revamping governance education for 2-  
175 year athletes.

176

177

178 **SELECTION PROCEDURES**

179 Mrs. Mintenko detailed aspects of the development of selections procedures, including that  
180 USA Swimming cannot make procedures harder than our international federation, World  
181 Aquatics (AQUA), and that the selection procedures must meet requirements set by the  
182 USOPC and USA Swimming’s internal Selection Procedure Approval Committee. Mrs.  
183 Mintenko additionally stated limitations created by international federation requirements,  
184 from the number of athletes to qualifying standards and competitions.

185  
186 Mrs. Mintenko described the strategic considerations for drafting selection procedures, such  
187 as whether an event is Olympic or non-Olympic event, the importance of relays and relay  
188 requirements, challenges with unreliable World Rankings, and the international competition  
189 calendar.

190  
191 Mrs. Mintenko provided a history of selecting four teams in one year and remarked on the  
192 considerations made in selecting the four teams in 2023, including time for athletes to  
193 decline and eligibility issues.

194  
195 **COLLEGE SWIMMING & DIVING COACHES ASSOCIATIONS OF AMERICA (CSCAA)**  
196 **PRESENTATION**

197 Samantha Barany, Executive Director, College Swimming & Diving Coaches Associations of  
198 America (CSCAA), reported on the opportunities the CSCAA has been able to engage due to  
199 the grant funds provided by USA Swimming, including hosting a national level meet for  
200 collegiate athletes that do not reach the NCAA Championships, revitalizing the Women’s  
201 Advisory Committee and Coaches Academy, engaging in face-to-face advocacy, and providing  
202 an open water championship. Mrs. Barany reported that the CSCAA is working on a waiver  
203 process for NCAA athletes to be able to train for the Trials and are encouraging schools to  
204 provide long course meets for student athletes to have more opportunities to qualify for  
205 Trials. Mrs. Barany also remarked on collaboration with multiple entities to achieve  
206 Emerging Sport status for open water swimming in the NCAA. Lastly, Mrs. Barany noted the  
207 challenges within the NCAA landscape for swimming programs (Attachments 7 – 8).

208  
209 **LAHAINA SWIM CLUB DISASTER RELIEF**

210 Joel Shinofield, Managing Director, Sport Development, presented a proposal to provide  
211 disaster relief for the Lahaina Swim Club for 2024.

212  
213 **MOTION:** *That the Board approve \$10,000 in disaster relief for Lahaina Swim Club and blanket*  
214 *(no document) outreach memberships for all their members for the 2023-24 membership year.*  
215 *Seconded. Motion passed unanimously.*

216  
217 **LONG TERM STRATEGIC PLANNING UPDATES**

218 Natalie Hall reported that Working Group 1.1 has focused on understanding the changes  
219 within the NCAA landscape, specifically the California Assembly Bill 252 and the  
220 development of open water as an Emerging Sport.

221

222 Mrs. Mintenko remarked on a pilot program with the USOPC to solidify a partnership that  
223 would allow financial support for the clubs of National Team head coaches as part of the  
224 High-Performance plan.  
225

226 Mrs. Hall commented on the Working Group's focus to also bridge the gap on assisting with  
227 getting physical, mental, and financial support to both the current National Team and its  
228 alumni.  
229

230 Mr. Shinofield reported on deliverables from Working Group 1.2, including developing a  
231 framework for new competition options for clubs, finalizing a formal partnership agreement  
232 with a summer league pilot program, and working on obtaining and retaining new clubs.  
233

234 Tony Ervin provided a brief Working Group 1.3 update, including how the group is working  
235 to increase public engagement with swimming through social media, the USA Swimming  
236 network, promotional plans for multi-platform storytelling, and in-venue fan experiences.  
237

238 Mrs. Ferguson added that content will continue to be developed for all digital/media  
239 platforms with as much done in-house as possible and noted that her team is working to  
240 monetize the content on the USA Swimming Network. Mrs. Ferguson reported that the  
241 marketing team also activated a national level marketing campaign by creating toolkits for  
242 clubs and event hosts.  
243

244 Eric Skufca, Chief Financial Officer, reported that Working Group 1.4 is focused on  
245 developing long-term and holistic approaches to risk management and opportunity  
246 investments.  
247

248 Bob Vincent spoke about the group's collaboration with the Operational Risk Committee, as  
249 well as utilizing a third-party risk management study to identify areas for risk mitigation. Mr.  
250 Vincent also noted how the organization created a tool to assess future investment  
251 opportunities.  
252

## 253 **QUARTERLY OPERATIONAL REPORTS**

### 254 **OVERVIEW**

255 Mr. Hinchey explained the key objective for the Quarterly Operational Reports is to focus on  
256 the opportunities and challenges of the previous 100 days and the next 100 days within four  
257 key areas of the organization: commercial, performance, finances, and business affairs.  
258

### 259 **INTERNATIONAL & COMPETITIVE SUCCESS**

260 Mrs. Mintenko reported on the plans for the Olympic Team, including that Olympic qualifying  
261 athletes will be asked to stay through the end of the Trials prior to heading to train in Raliegh,  
262 NC, then to Croatia, before traveling to Paris for the 2024 Olympic Games. Mrs. Mintenko also  
263 provided an overview of the plan while in Paris, including when athletes can leave and where  
264 athletes will stay, noting the plan will be similar for open water athletes.  
265

266 Mr. Hinchey briefly remarked on several international meetings that took place of the  
267 summer, including the 2023 World Aquatics Congress and the Pan Pac Charter Nations  
268 meeting, while overviewing the process for moving forward Pan American Aquatics  
269 nominations.

270  
271 Matt Barbini, Director, Performance, National Team, reported that AQUA gave conditions to  
272 Russia and Belarus swimming federations for their athletes to attend World Championships  
273 in Doha in February 2024 but that current reports indicate they may not meet those  
274 conditions.

275  
276 Mr. Barbini relayed that USA Swimming was able to provide 140 athletes the opportunity to  
277 compete in four international competitions in 2023 and provided highlights from those  
278 international competitions, noting that Katie Grimes became the first athlete in any sport to  
279 qualify for the 2024 Olympic Games. Mr. Barbini remarked on the importance of the  
280 experience swimmers gained by participating in both LEN U23 European Championships  
281 and 2023 World Aquatics Junior Championships under the AQUA format.

282  
283 Stacy Michael Miller, Director, National Team Support & Services, reported on the growth of  
284 the National Team's mental health program with over 20% of the National and Junior  
285 National Team utilizing USA Swimming's mental health resources, compared to the 10%  
286 average across college campuses. Mrs. Michael Miller discussed the hiring of Emily Klueh and  
287 her work to educate USA Swimming staff, as well as her efforts to obtain medical licenses in  
288 multiple states that are home to National and National Junior team athletes.

289  
290 Mrs. Michael Miller additionally provided an overview of the five key pillars of transitions  
291 during an athlete's career, noting that programing is being developed for each pillar.  
292 Lastly, Mrs. Mintenko spoke about the need to get the athletes prepared to travel to the major  
293 competitions, allowing athletes more down time between major competitions and focusing  
294 on details between races and competitions, such as additional athlete services.

295  
296 **ENDS 1.1 COMPETITIVE SUCCESS**

297 Mrs. Mintenko presented ENDS 1.1 Competitive Success (Attachment 9)

298  
299 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.1*  
300 *"Competitive Success" conveys (a) interpretations of the policy that are reasonable, and*  
301 *(b) that the report reasonably substantiates compliance with the policy requirements,*  
302 *consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

303  
304 **FINANCIALS**

305 Mr. Skufca presented the current quad projection of a \$1.3 million surplus while noting that  
306 year-to-date financials show a 2023 projected deficit of (\$1.7) million including and a budget  
307 to current projection membership revenue variance of (\$926) thousand. Mr. Skufca updated  
308 the Board on investments and reserves, showing over a \$43 million combined portfolio  
309 balance for both USA Swimming and the USA Swimming Foundation. Mr. Skufca highlighted  
310 financial challenges and opportunities, including favorable insurance renewals, a RFP

311 underway for our third-party investment advisory services, membership revenue currently  
312 trending behind budget, continued emphasis around Trials ticket sales, and increasing  
313 Foundation support.

314  
315 The Board briefly discussed the larger 2023 revenue and expense budget to current  
316 projection variances.

317  
318 Mr. Shinofield explained the membership revenue variance, including a decline in clubs since  
319 the pandemic, the new Administrator membership category not being budget neutral as  
320 projected, and the lack of migration from Flex members to Seasonal/Premium members as  
321 was intended with the Flex membership changes.

322  
323 **POLICY 3.4: FINANCIAL CONDITION & ACTIVITIES – INTERNAL and EXTERNAL**

324 Kenneth Chung, Vice-Chair Fiscal Oversight, presented Monitoring Report 3.4, Financial  
325 Condition & Activities – Internal and External (Attachments 10- 13).

326  
327 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.4*  
328 *"Financial Conditions and Activities – Internal" conveys (a) interpretations of the policy that*  
329 *are reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
330 *requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

331  
332 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.4*  
333 *"Financial Conditions and Activities – External" via the Board approve Stockman Kast Ryan &*  
334 *Co, LLP as the external auditor for USA Swimming Foundation for the year ending December*  
335 *31, 2023, as recommended by the Audit Committee. Seconded. Motion passed unanimously.*

336  
337 **POLICY 3.6 FINANCIAL PLANNING AND BUDGETING**

338 Mr. Chung presented Monitoring Report 3.6, Financial Planning and Budgeting (Attachments  
339 14 - 17).

340  
341 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.6*  
342 *"Financial Planning and Budgeting" conveys (a) interpretations of the policy that are*  
343 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*  
344 *requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

345  
346 ***POLICY PROVISION 5:** "(The CEO will not allow budgeting that...) Omits allocation for Board*  
347 *activities per the Budgeting for Board Prerogatives policy (see policy in Board Process)."*

348  
349 ***MOTION:** That the Board approve applicable Board related 2024 budget items as presented*  
350 *to be included in the 2024 budget presented in November 2023. Seconded. Motion passed*  
351 *unanimously.*

352  
353 **MEMBERSHIP**

354 Mr. Shinofield provided a demonstration of the new reporting tool that clubs will be able to  
355 utilize to access membership data.



356 Patrick Murphy, Senior Director, Member Data and Product, reported on current registration  
357 for the 2024 year, with bulk renewals still to come and a lower demand on support compared  
358 to last year's registration cycle.

359  
360 Mr. Shinofield briefly explained the loss of clubs since the pandemic, which led to a loss of  
361 overall membership.

362  
363 **JUNIOR SWIM LEAGUE**

364 Mr. Shinofield introduced Daimon Hudson and Julie Bachman of the Junior Swim League  
365 (JSL) (Attachment 18).

366  
367 Mr. Hudson explained that JSL's mission is to provide more competitive opportunities for  
368 minor athletes through lower costs and easier access to competitions. Mr. Hudson also noted  
369 that the format of JSL will allow for USA Swimming to retain more members and allow for  
370 the utilization of more facilities.

371  
372 Mr. Shinofield remarked on the various predefined formats and sanctions for events and  
373 presented reusing past marketing campaigns for clubs to utilize. Mr. Shinofield and Ms.  
374 Bachman additionally provided a timeline for the launch of JSL with USA Swimming's  
375 membership, as well as a breakdown of the revenue from the partnership between JSL and  
376 USA Swimming.

377  
378 **STAKEHOLDER ENGAGEMENT**

379 Mr. Shinofield reported that Net Promoter Score surveys have been embedded into all coach  
380 education components and presented favorable survey results from current coach education  
381 programs as well as the survey results from USA Swimming Workshop presented by  
382 LiveBarn. Mr. Shinofield explained the survey results will be used to ensure high quality  
383 curriculum development.

384  
385 **ENDS 1.4 RECOGNITION OF USA SWIMMING**

386 Mr. Brearton presented Ends 1.4 Recognition of USA Swimming (Attachment 19).

387  
388 **MOTION:** *That the Board approve that the performance monitoring report on Policy 1.4*  
389 *"Recognition of USA Swimming" conveys (a) interpretations of the policy that are reasonable,*  
390 *and (b) that the report reasonably substantiates compliance with the policy requirements,*  
391 *consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

392  
393 **CLOSED SESSION (2.3.6)**

394 **VICE CHAIR DISCUSSION**

395 The Board went into Closed Session so the Board could discuss updating language in the  
396 Board Governing Policies Manual regarding term limits for Vice Chairs.

397  
398  
399  
400

401 **LSC AFFILIATION AGREEMENT UPDATE**

402 The Board remained in Closed Session so Courtney Intara, Director, Legal Affairs, and  
403 Brendan Hansen, Director, Team Services, could provide an update regarding the LSC  
404 Affiliation Agreement.

405

406 **WORLD AQUATICS (AQUA) COMPETITION CATEGORY UPDATE**

407 The Board remained in Closed Session so Mrs. Mintenko could provide a World Aquatics'  
408 competition category update.

409

410 **INSURANCE UPDATE**

411 The Board remained in Closed Session to discuss insurance updates.

412

413 **COMMISSION UPDATE**

414 The Board remained in Closed Session so Michelle Steinfeld, Secretary and General Counsel,  
415 could provide an update on the Commission on the State of Olympic & Paralympic Sports.

416

417 **LITIGATION UPDATE**

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

419 The Board came out of Closed Session to approve the following motions.

420

421 **MOTION:** *To amend Bylaw 4.4.4(B) to include the following language: "Terms of less than*  
422 *fifteen (15) months served to fill a vacancy in the term of Vice-Chair Fiscal Oversight shall not*  
423 *be considered in the computation of time for this purpose." Motion passed unanimously.*

424 **MOTION:** *To allow the President & CEO and the Secretary & General Counsel to litigate and*  
425 *resolve any uninsured claims, with amounts consistent with the valuation of outside counsel*  
426 *and the organization's precedential settlement values, from certain Board designated funds*  
427 *and/or a USA Swimming, Inc. existing line of credit. Seconded. Motion passed unanimously.*

428

429 **MOTION:** *To approve USA Swimming hosting the 2026 Pan Pacific Championships in Southern*  
430 *California. Seconded. Motion passed unanimously.*

431

432 **EXECUTIVE BOARD ONLY SESSION**

433 The Board went back into Closed Session so it could conduct an Executive Session to discuss  
434 key KPIs for the President & CEO; all members of the staff left the meeting. Board Governance  
435 Consultant Bill Charney was present with the Board for the discussion.

436

437 **RECESSED**

438 Mr. Brearton recessed the September 22, 2023 meeting of the Board of Directors at 5:30 p.m.  
439 Mountain Time.

440

441

442

443

444

445

446 **CALL TO ORDER**

447 Chris Brearton, Board Chair, called the September 23, 2023 Board of Directors meeting to  
448 order at 9:02 a.m. Mountain Time.

449

450 **LEGISLATIVE UPDATE**

451 Derek Paul, Rules & Regulations Chair, reported that the goal of the Rules & Regulations  
452 Committee is to ensure membership is informed and the voting delegates have clear  
453 instructions for the voting process. Mr. Paul highlighted two pieces of legislation, including  
454 a vote on whether the House of Delegates Working Group can continue its work on the  
455 composition of the House of Delegates and R-9 regarding the standard by which all officials  
456 are certified and trained.

457

458 **COACHES ADVISORY COUNCIL PRESENTATION**

459 Tim Bauer, Coaches Advisory Council (CAC) Chair, provided updates from the CAC, including  
460 their efforts to get coaches engaged in the voting process for HOD and collaborating with  
461 other national committees. Mr. Bauer also reported that the CAC is researching the best ways  
462 to retain USA Swimming clubs and members.

463

464 Jamie Bloom, CAC Vice Chair, added that the CAC, in collaboration with staff and other  
465 committees, would like to explore possible models for different price levels for clubs and  
466 athlete members of USA Swimming.

467

468 **NATIONAL OFFICIALS COMMITTEE PRESENTATION**

469 Dana Covington, National Officials Committee (NOC) Member, overviewed the composition  
470 of the NOC and highlighted the nuances of the Officials Tracking System (OTS), the National  
471 Certification Program for officials, and continued training and education for officials. Ms.  
472 Covington shared survey results from the 2023 USA Swimming Workshop presented by  
473 LiveBarn and reported online testing for the new official's certification program.

474

475 Ms. Covington provided an open water update, including that two new referees were added  
476 to the open water AQUA list, four U.S. open water referees are now eligible to be selected for  
477 international competitions after attending the required schooling, and Tom Lombardo has  
478 been selected to participate at the Pan Am Championships in Santiago, Chile.

479

480 Ms. Covington described the various ways in which the NOC communicates with officials and  
481 LSCs and noted how the NOC Programs & Events supports officials.

482

483 Mr. Shinofield previewed the Officials Tracking System software (OTS) for the Board.

484

485 **JUNIOR OFFICIAL MEMBERSHIP PROPOSAL**

486 Zach Toothman and Marco Greico presented the Junior Official Proposal, including the  
487 rationale behind the proposal, a high-level overview of the proposal, and the development of  
488 the proposal, along with the stakeholders who have endorsed the proposal (Attachment 20).

489

490 **MOTION:** *To approve amendments to Bylaws 2.4 and 2.6 to create a Junior Official*  
491 *membership category effective September 1, 2024. Seconded. Motion passed unanimously.*

492

### 493 **ZONE DIRECTORS' COUNCIL (ZDC) PRESENTATION**

494 Mr. Toothman, Zone Directors' Council (ZDC) Co-Chair, remarked on the ZDC's collaboration  
495 efforts regarding HOD including the timing of the HOD meeting registering delegates, and  
496 preparing to participate in the legislative portion of the HOD.

497

498 Tim Husson, Zone Directors' Council (ZDC) Co-Chair, spoke about the ZDC's educational  
499 work, including completing the Sectional Manual and Zone Athlete Summit Manuals, hosting  
500 a Meet the Candidates for this year's Board candidates, and creating onboarding materials  
501 for incoming ZDC members.

502

503 Mr. Toothman highlighted two ZDC initiatives, the Junior Officials Membership Category, and  
504 the Zone Athlete Representative Term Adjustments, as two initiatives the ZDC has developed  
505 to help reach their goal of producing initiatives to move the needle positively for all USA  
506 Swimming members.

507

508 Lastly, Mr. Husson commented on how the ZDC has found its footing and will foster its future  
509 through solutions, discussions, and continued collaborations between the USA Swimming  
510 Zones.

511

### 512 **FOUNDATION**

513 Anne Berry, USA Swimming Foundation Board of Directors Vice Chair, highlighted the  
514 Foundation's work in 2023, including a successful 2023 Make A Splash Tour presented by  
515 Phillips66, the ability to provide two rounds of Learn to Swim Grants, fulling funding 32  
516 athletes as part of the Donor Athlete Partnership Program (DAPP), and supporting 33  
517 community impact grants in underserved areas while also providing eight (8) Community  
518 Impact Grants to Historically Black Colleges & University's (HBCUs) to rebuild their swim  
519 programs.

520

521 Ms. Berry spoke about the Foundation's goal of raising \$20 million during the next quad and  
522 asked the Board for their support.

523

524 Mr. Shinofield explained how grants will help HBCUs and how we can collaborate with the  
525 CSCAA on growing collegiate swimming programs at HBCUs.

526

527 The Board discussed the details of the DAPP program, including how it can evolve over time.

528

529 Mr. Skufca highlighted the Foundation's financials reporting that the total projected  
530 unrestricted revenue is greater than budget and summarized the overall support the  
531 Foundation was able to provide to the National Team and swim communities across the U.S.  
532 through learn to swim grants and community impact grants. Mr. Skufca noted that when the  
533 Foundation obtains a surplus, its Board has recently decided to invest half of the surplus (or  
534 more favorable financial outcome) and spend the other half on current priorities. Mr. Skufca

535 additionally presented the revenue and support breakout for the Foundation between 2022  
536 – 2024 (Attachments 21 – 22).

537  
538 Ms. Steinfeld presented the Foundation’s newly written Gift Acceptance Policy (Attachment  
539 23).

540 **MOTION:** *To approve Foundation’s Gift Acceptance Policy for immediate adoption. Seconded.*  
541 *Motion passed unanimously.*

542  
543  
544 Elaine Calip, Senior Director, Development, presented Mary Wayte-Bradburne as a candidate  
545 to fulfill the remainder of Tom Luchsinger’s term on the Foundation Board of Directors.

546 **MOTION:** *That the Board approve Mary Wayte-Bradburne to fill Tom Luchsinger’s vacant seat*  
547 *and complete the remainder of his term on the USA Swimming Foundation Board of Directors.*  
548 *Seconded. Motion passed unanimously.*

549  
550 Mr. Brearton announced to the Board of Directors his personal support of the Foundation  
551 and that he would match the group’s contributions up to \$15,000 this year. Mr. Vincent also  
552 committed to adding to the overall goal when \$15,000 is reached, he will personally add  
553 \$5,000. Elaine Calip will update progress at the next board meeting.

554  
555  
556 **CLOSED SESSION**

557 **BOARD COMPOSITION UPDATE**  
558 The Board went into Closed Session so Bill Charney, Governance Consultant, could facilitate  
559 a discussion on the Board’s composition.

560  
561 **MEMBERSHIP UPDATE**

562 The board remained in closed session to discuss the JSL.

563  
564 **ADJOURNMENT**

565 Mr. Brearton adjourned the September 23, 2023 meeting of the Board of Directors at 11:30  
566 a.m. Mountain Time.

567  
568  
569 Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

**USA Swimming Board of Directors Meeting Minutes**  
September 22 - 23, 2023 / Colorado Springs, CO

Attachment 1	Agenda
Attachment 2	Page 2 – DRAFT BOD Minutes April 20, 2023
Attachment 3	Page 2 – Article 2.6.10 Amendment
Attachment 4	Page 2 – Bylaws Article 8 Proposed Changes
Attachment 5	Page 2 – Policy 3.10 LSC Reporting Requirements
Attachment 6	Page 2 – Policy 3.11 USA Swimming Foundation Management
Attachment 7	Page 5 – CSCAA Report to USA Swimming & USA-S Board
Attachment 8	Page 5 – CSCAA Profit and Loss
Attachment 9	Page 7 – Policy 1.1 Competitive Success
Attachment 10	Page 8 – Policy 3.4 Financial Conditions and Activities
Attachment 11	Page 8 – USA-S Q2 2023 Financial Statement Report
Attachment 12	Page 8 – USA-S Year-Over-Year YTD Comparison 2022-2023
Attachment 13	Page 8 – USA-S / Foundation Inv. Portfolio Stmt. Q2 2023
Attachment 14	Page 8 – Policy 3.6 Financial Budget
Attachment 15	Page 8 – USA-S 2023 Budget vs. 2023 Projection
Attachment 16	Page 8 – USA-S 2024 Quad Business Plan Summary
Attachment 17	Page 8 – BOD Related 2024 Budget Items
Attachment 18	Page 9 – Bylaws Junior Swim League Changes
Attachment 19	Page 9 – Policy 1.4 Best in Class
Attachment 20	Page 11 – Junior Official Membership Category Proposal
Attachment 21	Page 13 – USA-S Foundation 2023 Budget to Projection
Attachment 22	Page 13 – USA-S Foundation Financial Stmt. Report Q2 2023
Attachment 23	Page 13 – Gift Acceptance Policy