

USA Swimming Board of Directors Emergency Meeting Minutes

September 13, 2017 / Dallas, Texas

1 **CALL TO ORDER**

2 USA Swimming Board Chair, Jim Sheehan, called the September 13, 2017 Board of
3 Directors emergency meeting to order at 9:00 p.m. Central Time with the following
4 members in attendance:

5
6 **PRESENT:** Tim Bauer, John Bitter, John Bradley, Robert Broyles, David Coddington, Van
7 Donkersgoed, Anthony Ervin, Tristan Formon, Clark Hammond, Amy Hoppenrath, Bill
8 Maxson, Dan McAllen, Lucinda McRoberts, Kelley Otto, Derek Paul, Sean Redmond, John
9 Roy, Jim Ryan, Jim Sheehan, Bruce Stratton, Ed Tsuzuki, Mary Turner, Ron Van Pool, Robert
10 Vincent, Mark Weber, Jim Wood, Carol Zaleski.

11
12 **NOT PRESENT:** Natalie Hall, Don Heidary, Dale Neuburger, Aaron Peirsol, Chip Peterson,
13 Amy Schulz, Marie Scovron, Davis Tarwater, Garrett Weber-Gale.

14
15 **AGENDA REVIEW**

16 Jim Sheehan presented the Agenda (Attachment 1).

17
18 **MOTION:** *To approve the Agenda. Seconded. APPROVED.*

19
20 **CONFLICT OF INTEREST**

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 **ACTION ITEM – CLOSED SESSION**

30 The Board meeting went into closed session so that it could discuss proposed changes to
31 the governance legislation (Attachment 2).

32
33 **MOTION:** *To approve and submit the proposed changes to the governance legislation (G-4*
34 *and G-15). Seconded. APPROVED.*

35
36 **OLD BUSINESS**

37 There was no old business.

38

39 **NEW BUSINESS/ACTION ITEMS**

40 There was no new business.

41

42 **ADJOURN**

43 USA Swimming Board Chair, Jim Sheehan, adjourned this meeting at 10:20 p.m. Central
44 Time.

Respectfully submitted:



Lucinda McRoberts, Secretary & General Counsel



Jim Sheehan, Board Chair

USA Swimming Board of Directors Minutes Attachments

September 13, 2017 / Dallas, Texas

Attachment 1

Page 1 – Agenda

Attachment 2

Page 1 – Proposed changes to governance legislation

USA Swimming Board of Directors Meeting Agenda

Hyatt Regency, Dallas, TX / Wednesday, September 13, 2017

9:00 p.m. / USAS Convention

1. CALL TO ORDER

2. AGENDA REVIEW

3. CONFLICT OF INTEREST

“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.

4. ACTION ITEM

- a. Proposed changes to the governance legislation**

5. OLD BUSINESS

6. NEW BUSINESS / ACTION ITEMS

7. ADJOURN

G-4 (existing)

504.2 (new) VOTING BOARD MEMBERS shall be as listed herein; a minimum of one individual from each zone's geographic area shall be maintained among the members who are elected by the House of Delegates; a minimum of three coaches shall be maintained, inclusive of the Chair of the National Team Steering Committee.

- .1 The Immediate Past Board Chair shall be a voting member.
- .2 The Chair of the National Team Steering Committee shall be a voting member.
- .3 Three athletes elected by the Athletes Committee shall be voting members. Athlete Directors need not themselves be athlete representatives, but must at the time of their election be actively engaged in swimming competition or have represented the United States in international competition within the ten (10) years preceding their election.
- .4 Nine individuals elected by the House of Delegates in accordance with Article 507.3 (Elections) shall be at-large voting members, at least two of whom shall be semi-independent (i.e., prior to election on the Board, have not been members of a House of Delegates at either the LSC or national level, but who at present or in the past, have/had an obvious connection to swimming as swimmers, parents of a swimmer, coaches, officials, etc).
- .5 One individual directly representing the interests of all organizations that are members of USA Swimming pursuant to 502.3 and which conduct a national program or regular national athletic competition on a level of proficiency appropriate for the selection of swimmers to represent the United States in international swimming competition ("Allied Member Director") shall be a voting member. The Board of Directors shall determine whether an organization satisfies the criteria of this Article. If there is no Allied Member Director, there will be an additional individual elected by the House of Delegates in accordance with Article 507.3 (Elections), who shall be an at-large voting member and semi-independent.

G-4 (proposed)

504.2 (new) VOTING BOARD MEMBERS shall be as listed herein; a minimum of one individual from each zone's geographic area shall be maintained among the members who are elected by the House of Delegates; a minimum of three coaches shall be maintained, inclusive of the Chair of the National Team Steering Committee.

- .1 The Immediate Past Board Chair shall be a voting member.
- .2 The Chair of the National Team Steering Committee shall be a voting member.
- .3 Three athletes elected by the Athletes Committee shall be voting members. Athlete Directors need not themselves be athlete representatives, but must at the time of their election be actively engaged in swimming competition or have represented the United States in international competition within the ten (10) years preceding their election.
- .4 Nine individuals elected by the House of Delegates in accordance with Article 507.3 (Elections) shall be at-large voting members, at least two of whom shall be semi-independent (i.e., prior to election on the Board, have not been members of the House of Delegates at the national level, but who at present or in the past, have/had an obvious connection to swimming as swimmers, parents of a swimmer, coaches, officials, etc).
- .5 One individual directly representing the interests of all organizations that are members of USA Swimming pursuant to 502.3 and which conduct a national program or regular national athletic competition on a level of proficiency appropriate for the selection of swimmers to represent the United States in international swimming competition ("Allied Member Director") shall be a voting member. The Board of Directors shall determine whether an organization satisfies the criteria of this Article. If there is no Allied Member Director, there will be an additional individual elected by the House of Delegates in accordance with Article 507.3 (Elections), who shall be an at-large voting member and semi-independent.

G-15 (existing)

.3 Process

- A The Nominating Committee shall issue a Call for Nominations, which may be self-nominating or by third party with

written consent of the proposed nominee, and, upon review and vetting of proposed candidates, present to the House of Delegates a ballot including the names of qualified and proposed nominees at least thirty (30) days prior to the meeting of the House of Delegates. Accompanying the ballot, and in related correspondence sent to the Delegates, a limited space biography/candidate statement shall be distributed.

B The ballot shall include at least two, but no more than three, nominees for each seat open for election.

C In addition to the Call for Nominations and vetting process, a candidate for a Board of Directors position may be nominated by petition of a minimum of twelve (12) LSCs, which must include at least three LSCs from each of the four geographic zones. The names of any such candidates, if meeting the required vetting qualifications, including commitment to fulfill all requirements of Board services, as determined by the Nominating Committee, must also appear on the ballot, whether as one of the Nominating Committee's two or three recommendations, or as an additionally named candidate.

D Overt electronic or printed campaigning shall be prohibited.

G-15 (proposed)

.3 Process

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B The ballot shall include at least two, but no more than three, nominees for each seat open for election.

C In addition to the Call for Nominations and vetting process, other members may self-nominate or be nominated by a third party with written consent of the proposed nominee by submitting their names to the Credentials/Elections Committee no later than fourteen (14) days prior to the start of the meeting of the House of Delegates. Such candidates will have their names listed with no supporting information and will be indicated on the ballot as non-vetted candidates

D Overt electronic or printed campaigning shall be prohibited.