

# USA Swimming Board of Directors Meeting Minutes

April 26, 2019 / Colorado Springs, CO

1 **CALL TO ORDER**

2 Bob Vincent, Board Chair, called the April 26, 2019 Board of Directors meeting to order at  
3 11:00 a.m. Mountain Time with the following members in attendance:

4  
5 **PRESENT:** Dale Ammon (via teleconference), John Bradley, Chris Brearton, Maya DiRado,  
6 Cecil Gordon, Natalie Hall, Tim Hinchey, Teri McKeever (via teleconference), Lucinda  
7 McRoberts, John Roy, Jim Sheehan, Jeanette Skow, Jay Thomas, Mary Turner, Tom Ugast,  
8 Robert Vincent, Davis Tarwater.

9  
10 **GUESTS**

11 Mike Cather (U.S. Lacrosse), Bill Charney (Charney Associates), Joel Kincart (South Dakota  
12 Swimming), David Shackley (Foundation Board of Directors), Anna Summerfield (Maryland  
13 Swimming).

14  
15 **STAFF**

16 Tom Avischious, Paula D'Amico, Jake Grosser, Shana Ferguson, Debbie Hesse, Abigail  
17 Howard, Isabelle McLemore, Lindsay Mintenko, Eric Skufca, Joel Shinofield, MJ Truex, Mike  
18 Unger, George Ward.

19  
20 **MOMENT OF SILENCE**

21 A moment of silence was observed for USA swimming members who have passed away  
22 since the last USA swimming Board of Directors meeting.

23  
24 **AGENDA REVIEW**

25 Bob Vincent presented the agenda and added a discussion on future Board meeting  
26 logistics (Attachment 1).

27  
28 **RULES OF ENGAGEMENT / COVENANTS**

29 Bob Vincent added two items to the Rules of Engagement including, to always consider Safe  
30 Sport in the decisions made by the Board and to ensure the Board is in "Corner #4" as  
31 described in *Servant Leadership in Action*.

32  
33 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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

37

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

41

#### 42 **BOARD CHAIR'S REMARKS**

43 Bob Vincent expressed his appreciation for Natalie Hall, Davis Tarwater, and Maya DiRado  
44 participating on a panel during the Athlete's Leadership Summit and talked through  
45 logistics around documents posted to BoardPaq.

46

#### 47 **MINUTES**

48 **MOTION:** *To approve the February 2, 2019 Board of Directors meeting minutes (Attachment*  
49 *2). Seconded. APPROVED.*

50

#### 51 **ONLINE REGISTRATION PRESENTATION**

52 Joel Shinofield introduced Mike Cather, Vice President & Chief Relationship Officer from  
53 U.S. Lacrosse.

54

55 Mr. Cather presented U.S. Lacrosse's evolution of online membership, including the model  
56 used, how members are engaged, and strategic planning for acquisition and retention of  
57 members.

58

#### 59 **BOARD PROCESS**

##### 60 **BOARD WORK PLAN UPDATE (2.3.2)**

61 Davis Tarwater provided highlights from the Governance Committee's meeting, including  
62 Board priorities such as completing the updated Mission and Vision of USA Swimming,  
63 utilizing a Customer Relationship Management system (CRM), mandatory Safe Sport club  
64 recognition, member development, and succession planning within the organization. Mr.  
65 Tarwater added the recommendation of memorializing relevant educational topics for the  
66 Board through online mechanisms instead of taking up time during Board meetings  
67 (Attachment 3).

68

69 Bob Vincent presented the recommended Governance Committee Deliverables to be added  
70 to the Governance Policy Manual.

71

72 **MOTION:** *To approve the addition of the Governance Committee's Deliverables to the*  
73 *Governance Policy Manual. Seconded. APPROVED.*

74

#### 75 **INVESTMENT POLICY UPDATE**

76 Bob Vincent noted that while the USA Swimming investment policy and USA Swimming  
77 Foundation investment policy have the same language, they are separate policies.

78 Tom Ugast highlighted the proposed changes to the Investment Policy Statement (IPS).  
79 Proposed changes included eliminating the Money Market investment vehicle from the  
80 short-term investment options as other options are more in line with the investment  
81 strategy (better liquidity characteristics with greater yields). Other updates were  
82 housekeeping in nature (historic rates, dates, names, etc.).

83

84 **MOTION:** *To approve revisions to the Investment Policy Statements (IPS) as recommended by*  
85 *the Investment Committee (Attachments 4 - 5). Seconded. APPROVED.*

86

#### 87 **NOMINATING COMMITTEE UPDATE**

88 Cecil Gordon provided an update from the Nominating Committee including that the  
89 nomination application is open online, what roles are vacant, and that the committee is  
90 working on formatting the screening and interview processes as well as reviewing  
91 questions for the first set of interviews.

92

93 The Board engaged in discussion regarding how the nomination application is being  
94 communicated and distributed.

95

#### 96 **LEGISLATIVE UPDATES**

97 Lucinda McRoberts presented a draft LSC Affiliation Agreement for the Board's review and  
98 input (Attachment 6).

99

100 Ms. McRoberts also presented various proposed amendments to the Rulebook and Bylaws  
101 for the Board's consideration, including an emergency proposal to implement rule changes  
102 related to the Minor Athlete Abuse Prevention Policy effective June 23, 2019 (Attachment  
103 7).

104

105 **MOTION:** *To approve relevant rule changes (R-1) to implement the Minor Athlete Abuse*  
106 *Policy, effective June 23, 2019, to submit all additional proposals to the Rules & Regulations*  
107 *Committee for consideration. Seconded. APPROVED.*

108

#### 109 **CLOSED SESSION (2.3.6)**

#### 110 **LITIGATION UPDATE**

111 The Board meeting went into closed session so that USA Swimming's General Counsel,  
112 Lucinda McRoberts, could give a legal update.

113

#### 114 **CEO CONTRACT REVIEW**

115 Employee contract discussion.

116

117 **“ENDS” MONITORING**

118 **1.3 – PUBLIC ENGAGEMENT WITH SWIMMING**

119 Bob Vincent presented the monitoring report End 1.3, Public Engagement with Swimming  
120 (Attachment 8).

121  
122 The Board engaged in discussion regarding needed improvements to the website, as well as  
123 opportunities for how to get larger learn-to-swim organizations to transition to  
124 competitive organizations.

125  
126 ***MOTION:** To approve that the performance monitoring report on End 1.3, “Public*  
127 *Engagement with Swimming,” conveys (a) interpretations of the policy that are reasonable,*  
128 *and (b) that the report reasonably substantiates achievement with the policy requirements,*  
129 *consistent with the CEO’s interpretations. Secinded. **APPROVED.***

130  
131 **WOMEN IN LEADERSHIP IN USA SWIMMING**

132 MJ Truex presented on women in leadership within the USA Swimming organization and  
133 membership, including gender demographics, program and services offered, and  
134 recommendations for action steps to reach short- and long-term goals for women in  
135 leadership.

136  
137 **LSC PRESENTATION**

138 Tom Ugast introduced General Chairs Joel Kincart and Anna Summerfield.

139  
140 Mr. Kincart and Mrs. Summerfield presented on Local Swimming Committees (LSCs),  
141 including what they are, where they are located, their governance structures, the  
142 responsibilities of General Chairs, LSC strategic priorities, and the focus for the Board of  
143 Directors regarding LSCs.

144  
145 **INCOME STREAMS**

146 Eric Skufca provided revenue summaries for the organization, including the various areas  
147 of revenue, their compositions and areas of interests.

148  
149 **CLUB DUES**

150 Mike Unger presented a proposal to increase annual club dues, which included an overview  
151 of the proposed increase, services USA Swimming offers club-members, rationales for  
152 increasing dues, and next steps for moving forward with the proposal.

153  
154 The Board engaged in discussion regarding the details of the proposal.

155

156 **MOTION:** *To approve the proposed increase to club dues that would go into effect in the 2021*  
157 *membership year. Seconded. APPROVED.*

158

#### 159 **ATHELETES' EXECUTIVE COMMITTEE UPDATE**

160 Maya DiRado provided highlights from a recent Athletes' Executive Committee (AEC)  
161 meeting, including discussion around building a pipeline of athletes who can serve on the  
162 Board of Directors, questions on how the AEC fits into the new governance structure, and  
163 reiteration of support for the Athletes Leadership Summit.

164

#### 165 **CONVENTION TASK FORCE REPORT**

166 Bob Vincent briefly reported on the history of the Convention Task Force and USA  
167 Swimming's obligations for future Conventions (Attachment 9).

168

#### 169 **MANAGEMENT PARAMETERS MONITORING (4.4)**

##### 170 **POLICY 3.2 - EXTERNAL RELATIONS**

171 Bob Vincent presented Policy 3.2 – External Relations (Attachment 10).

172

173 **MOTION:** *To approve that the performance monitoring report on Policy 3.2, "External*  
174 *Relations," conveys (a) interpretations of the policy that are reasonable, and (b) that the*  
175 *report reasonably substantiates compliance with the policy requirements, consistent with the*  
176 *CEO's interpretations. Seconded. APPROVED.*

177

##### 178 **POLICY 3.4 - FINANCIAL CONDITION & ACTIVITIES (INT)**

179 Bob Vincent presented Policy 3.4 – Financial Condition & Activities (Attachments 11 - 16).

180

181 **MOTION:** *To approve that the performance monitoring report on Policy 3.4, "Financial*  
182 *Condition & Activities," conveys (a) interpretations of the policy that are reasonable, and (b)*  
183 *that the report reasonably substantiates compliance with the policy requirements, consistent*  
184 *with the CEO's interpretations. Seconded. APPROVED.*

185

##### 186 **POLICY 3.4 - FINANCIAL CONDITION & ACTIVITIES (EXT)**

187 Tom Ugast reported that the 2018 USA Swimming audit was reviewed and accepted by the  
188 Audit Committee (Attachments 17- 19).

189

190 **MOTION:** *To acknowledge that the Audit Committee has reviewed the Fiscal Year 2018 Audit*  
191 *and the accompanying Management Letter with the Auditor and to accept 2018 Financial*  
192 *Audit. Seconded. APPROVED.*

193

194

195 **POLICY 3.5 – Asset Protection**

196 Eric Skufca presented Policy 3.5 – Asset Protection (Attachment 20).

197

198 **MOTION:** *To approve that the performance monitoring report on Policy 3.5, “Asset*  
199 *Protection,” conveys (a) interpretations of the policy that are reasonable, and (b) that the*  
200 *report reasonably substantiates compliance with the policy requirements, consistent with the*  
201 *CEO’s interpretations. Seconded. APPROVED.*

202

203 **3.8 - EMERGENCY MANAGEMENT SUCCESSION**

204 Bob Vincent presented Policy 3.8 – Emergency Management Succession (Attachment 21).

205

206 **MOTION:** *To approve that the performance monitoring report on Policy 3.8, “Emergency*  
207 *Management Succession,” conveys (a) interpretations of the policy that are reasonable, and*  
208 *(b) that the report reasonably substantiates compliance with the policy requirements,*  
209 *consistent with the CEO’s interpretations. Seconded. APPROVED.*

210

211 **STAFF REPORTS**

212 **CEO’S UPDATE**

213 Tim Hinchey submitted a written report (Attachment 22) and introduced Shana Ferguson  
214 as the new Chief Commercial Officer of USA Swimming.

215

216 Mrs. Ferguson thanked everyone and provided background on herself.

217

218 **CHIEF OPERATING OFFICER**

219 **NATIONAL TEAM MANAGING DIRECTOR**

220 Lindsay Mintenko presented on National Team onboarding, including past and future  
221 opportunities.

222

223 **MEMBER SERVICES**

224 Mary Turner presented a Membership Proposal regarding seasonal membership.

225

226 **MOTION:** *To approve the Membership Proposal that only one seasonal membership may be*  
227 *purchased in a single membership year, and if an athlete wishes to purchase an additional*  
228 *seasonal membership within the same membership year, they will be required to upgrade to a*  
229 *premium membership by paying the difference in price. Seconded. APPROVED.*

230

231 **MANAGING DIRECTOR OF SPORT DEVELOPMENT**

232 Joel Shinofield reported on providing more resources to coaches through coaching  
233 education opportunities.

234 **FUTURE BOARD MEETINGS**

235 Maya DiRado asked the Board their thoughts on what location and which days are the best  
236 for Board meetings in the future.

237

238 **CLOSING ROUNDTABLE**

239 **NEXT MEETING / EVENTS**

- 240 • Wednesday, September 11, 2019 in St. Louis, MO
- 241 • Saturday, September 14, 2019 in St. Louis, MO
- 242 • Thursday and Friday, October 3-4, 2019 in Colorado Springs, CO (Board  
243 Orientation)

244

245 **OCTOBER BOARD ORIENTATION / RETREAT**

246 Bill Charney provided a brief overview of the Board Orientation in October.

247

248 **MEETING ASSESSMENT**

249 The Board engaged in a round table discussion assessing the days meeting.

250 Bob Vincent asked the Board to read chapter 40 of "Servant Leadership" before the next  
251 Board meeting.

252

253 **ADJOURN**

254 Bob Vincent, Board Chair, adjourned this meeting at 6:00 p.m. Mountain Time.

255

256 Respectfully submitted:



Lucinda McRoberts, CAO & General Counsel



Bob Vincent, Board Chair

## USA Swimming Board of Directors Minutes Attachments

April 26, 2019 / Colorado Springs, CO

Attachment 1	Page 1 – Agenda
Attachment 2	Page 2 – DRAFT BOD Minutes February 2, 2019
Attachment 3	Page 2 – Governance Committee Meeting Minutes
Attachment 4	Page 3 – USAS Investment Policy Statement - Redline
Attachment 5	Page 3 – USAS Investment Policy Statement - Clean
Attachment 6	Page 3 – LSC Affiliation Agreement – CONFIDENTIAL
Attachment 7	Page 3 – 2019 Proposed Rule Changes
Attachment 8	Page 4 – Policy 1.3 – Public Engagement with Swimming
Attachment 9	Page 5 – Standalone Convention Proposal
Attachment 10	Page 5 – Policy 3.2 – External Relations
Attachment 11	Page 5 – Policy 3.4 – Financial Condition & Activities
Attachment 12	Page 5 – USA Swimming Financial Written Report 2018
Attachment 13	Page 5 - USA Swimming Financial Statement Report 2018
Attachment 14	Page 5 - Q1 2019 Financial Statement Report
Attachment 15	Page 5 – USA Swimming Foundation Financial Memo Q4 2018
Attachment 16	Page 5 - USA Swimming Foundation Q4 2018 Financial Report
Attachment 17	Page 5 – USA Swimming Audited Financial Statements
Attachment 18	Page 5 – USA Swimming Audit Representation Letter
Attachment 19	Page 5 - USA Swimming Audit Communication
Attachment 20	Page 6 – Policy 3.5 – Asset Protection
Attachment 21	Page 6 – Policy 3.8 – Emergency Management Succession
Attachment 22	Page 6 – CEO Report