

# USA Swimming Board of Directors Meeting Minutes

September 11, 2019 / St. Louis - Hyatt Regency St Louis at the Arch

1 **CALL TO ORDER**

2 Bob Vincent, Board Chair, called the September 11, 2019 Board of Directors meeting to  
3 order at 8:15 a.m. Central Time with the following members in attendance:

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

8  
9 **NOT PRESENT:** Teri McKeever.

10

11 **GUESTS**

12 Tim Bauer (Gulf Swimming), Clint Benton (Pacific Swimming), Rebecca Binder (Minnesota  
13 Swimming), Alex Blavatnik (USA Swimming Foundation Trustee), Kim Brackin (Florida  
14 Swimming), Robert Broyles (Inland Empire Swimming), Bill Charney (Charney Associates),  
15 Julie Chen (Metropolitan Swimming), Kenneth Chung (North Texas Swimming), Sandi  
16 Drake (Hawaii Swimming), Greg Earhart (CSCAA), Jennifer Gibson (Florida Gold Coast  
17 Swimming), Clark Hammond (Southeastern Swimming), Amy Hoppenrath (Missouri Valley  
18 Swimming), John Kline (Illinois Swimming), Pam Lowenthal (Illinois Swimming, Zone  
19 Director), Bill Maxson (USA Swimming Foundation Board Member), Arlene McDonald  
20 (Indiana Swimming), Deana Oliphant (Oklahoma Swimming), Kim O'Shea (Southern  
21 California Swimming), Ron Van Pool (Nominating Committee Chair), Kathleen Prindle  
22 (Florida Gold Coast Swimming), Jodi Rash (Inland Empire Swimming), Jim Ryan (YMCA),  
23 Bill Schalz (Illinois Swimming), David Shackley (USA Swimming Foundation Board  
24 Member), Dave Smith (Southeastern Swimming, Zone Director), Mary Jo Swalley (Southern  
25 California Swimming).

26

27 **STAFF**

28 Tom Avischious, Mitch Dalton, Paula D'Amico, Dean Ekeren, Jake Grosser, Shana Ferguson,  
29 Brendan Hanson, Abigail Howard, Isabelle McLemore, Lindsay Mintenko, Mick Nelson, Sue  
30 Nelson, Eric Skufca, Joel Shinofield, MJ Truex, Mike Unger, George Ward, Morgan Weinberg.

31

32 **MOMENT OF SILENCE**

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

35

36

37 **AGENDA REVIEW**

38 Bob Vincent presented the agenda and moved Policy 1.1 Competitive Success to after CEO's  
39 Update (Attachment 1).

40

41 **RULES OF ENGAGEMENT / COVENANTS**

42 Bob Vincent provided an overview of the Rules of Engagement/Covenants.

43

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

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

48

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

52

53 **BOARD CHAIR'S REMARKS**

54 Bob Vincent briefly highlighted ideas and quotes from *Chapter 40: Serve the People* in "The  
55 Servant Leader."

56

57 **MINUTES**

58 **MOTION:** *To approve the April 26, 2019 Board of Directors meeting minutes (Attachment 2).*  
59 *Seconded. APPROVED.*

60

61 **MOTION:** *To approve the August 26, 2019 Special Board of Directors meeting minutes*  
62 *(Attachment 3). Seconded. APPROVED.*

63

64 **BOARD PROCESS**

65 **BOARD BUDGET FOR 2020 (2.10.3)**

66 Bob Vincent presented a motion to incorporate the following budget categories into the  
67 2020 budget: Board of Directors, Task Force & Consultants, Board Chair Expense & Travel,  
68 and Audit & Tax Fees.

69

70 Mary Turner asked clarifying questions regarding line items from the Board of Directors  
71 budget, to which Chief Financial Officer, Eric Skufca, responded.

72

73 **MOTION:** *To approve Board of Directors, Task Force & Consultants, Board Chair Expense &*  
74 *Travel, and Audit & Tax Fees categories and associated dollars to be incorporated into the*  
75 *2020 budget. Seconded. APPROVED.*

76 #7803 - Board of Directors \$154,643

77 #7808 - Task Force & Consultants \$166,670

78 #7930 – Board Chair Expense & Travel \$ 44,797  
79 #8990 – Audit & Tax Fees \$ 30,000

80

81 **NOMINATING COMMITTEE UPDATE**

82 Ron Van Pool provided background on why a Nominating Committee was first formed,  
83 spoke to the process by which it operated in selecting this year’s nominees, and made  
84 recommendations for the process in the future.

85

86 Cecil Gordon suggested increased communication to the membership as the nomination  
87 process is happening.

88

89 **GOVERNANCE COMMITTEE UPDATE ON ORIENTATION/RETREAT**

90 Davis Tarwater provided minutes from the Governance Committee’s April 10, 2019  
91 meeting and asked the committee members to read through the internal documents that  
92 were provided for their next meeting.

93

94 Bill Charney briefly overviewed the internal documents that Mr. Tarwater circulated to the  
95 committee, including a recap of the 2018 Board orientation and the Board orientation  
96 scheduled for October 3-4, 2019.

97

98 **FOUNDATION RESTRUCTURING UPDATE**

99 Cecil Gordon provided historical background regarding the changes to the governance  
100 structure of the Foundation Board of Directors and highlighted recommendations that will  
101 be implemented moving forward based on an assessment of the Foundation Board.

102

103 Tim Hinchey thanked Bill Charney for his work with the Foundation Task Force and noted  
104 the overall message of “integration” between USA Swimming and the USA Swimming  
105 Foundation with “one voice” to further assist in completing the Foundation’s mission of  
106 Saving Lives and Building Champions.

107

108 **CLOSED SESSION (2.3.6)**

109 **LITIGATION UPDATE**

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

112

113 **PERSONNEL UPDATE**

114 Lucinda McRoberts provided a brief personnel update.

115

116

117 **EMPLOYEE CONTRACT UPDATE**

118 All USA Swimming staff left the room while the Board remained in closed session to discuss  
119 the annual CEO performance and compensation review.

120

121 **MANAGEMENT PARAMETERS MONITORING (4.4)**

122 Bob Vincent provided background and an overview of the Management Parameters  
123 Monitoring reports process.

124

125 **POLICY 3.4 FINANCIAL CONDITION & ACTIVITIES (QUARTERLY UPDATE)**

126 Bob Vincent presented Policy 3.4 Financial Condition & Activities (Attachments 4 - 8).

127

128 Eric Skufca reported that Policy 3.4 reflects where the organization is financially, where it  
129 is projected to go financially and whether it is meeting all its financial requirements.

130

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

135

136 **POLICY 3.6 BUDGET (MID-YEAR UPDATE/RE-FORECAST)**

137 Bob Vincent presented Policy 3.6 Budget (Attachment 9).

138

139 Eric Skufca reported that Policy 3.6 reflects budget forecasting and explained the process  
140 by which the staff forecasts their budgets over nine divisions with more than seventy-five  
141 hundred line items (Attachments 10 - 13).

142

143 The Board asked for communication during the summer months regarding material  
144 changes to the budget.

145

146 **MOTION:** *To approve the performance monitoring report on Policy 3.6, "Financial Planning*  
147 *& Budgeting," conveys (a) interpretations of the policy that are reasonable, and (b) that the*  
148 *report reasonably substantiates compliance with the policy requirements, consistent with the*  
149 *CEO's interpretations. Secoded. APPROVED.*

150

151 **POLICY 3.10 LSC REPORTING REQUIREMENTS**

152 Bob Vincent presented Policy 3.10 LSC Reporting Requirements (Attachment 14).

153

154 Lucinda McRoberts described the process of creating the LSC Affiliate Agreement proposal.

155

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

160

## 161 **STAFF REPORTS**

### 162 **CHIEF ADMINISTRATIVE OFFICER & GENERAL COUNSEL**

163 Lucinda McRoberts introduced USA Swimming's Associate Counsel and Director of Safe  
164 Sport, Abby Howard.

165

166 Ms. Howard outlined the feedback received from various constituents on the LSC Affiliation  
167 Agreement (Attachments 15 - 16).

168

169 The Board engaged in discussion around nuances of the agreement including parameters  
170 and what feedback was considered when forming the document.

171

172 **MOTION:** *To approve amending the LSC Affiliate Agreement by adding "officials" to item "B"*  
173 *under "Recitals." Seconded. APPROVED.*

174

175 **MOTION:** *To approve the amended LSC Affiliate Agreement. Seconded. APPROVED.*

176

177 Ms. McRoberts detailed background on changes to Athlete Representation on national  
178 committees per the U.S. Olympic and Paralympic Committee's (USOPC) Bylaws.

179

180 **MOTION:** *To re-approve changes to Section 4.2.3 in the USA Swimming Bylaws to read:*  
181 *"three "athlete representatives" (as defined in the then current USOPC Bylaws) directly*  
182 *elected by athletes who meet the same standard as in "athlete representative" shall be voting*  
183 *members" and add the following language to Section 6.3.1: "with the exception of the three*  
184 *athlete representatives (as defined in the then current USOPC Bylaws) directly elected by*  
185 *athletes who meet the same standards as an "athlete representative" in accordance with*  
186 *Section 4.2.3." Seconded. APPROVED.*

187

### 188 **CHIEF FINANCIAL OFFICER**

189 Eric Skufca updated the Board on USA Swimming's and USA Swimming Foundation's  
190 investment portfolios through quarter two, including investment returns beating their  
191 benchmarks year-to-date, as well as the 3-year, 5-year, and 10-year benchmarks. Mr.  
192 Skufca made note that the Investment Committee has been asked to develop a policy on  
193 what percentage of the investment returns may be used in operations.

194

195 **CHIEF OPERATING OFFICER**

196 Mike Unger asked the Board to approve the locations for Futures Meets.

197

198 **MOTION:** *To approve the locations for Futures Meets. Seconded. APPROVED.*

199

200 *July 30 – August 2, 2020*

201 *Huntsville Aquatic Center, Huntsville, AL*

202 *Woollett Aquatics Center, Irvine, CA*

203 *Hulbert Aquatic Center, West Fargo, ND*

204 *McCorkle Aquatic Pavilion, Columbus, OH*

205

206 Mr. Unger briefly touched on the proposal for increasing club dues that will be going before  
207 the House of Delegates and updated the Board on the 2020 U.S. Olympic Team Trials -  
208 Swimming, including the number of qualified athletes and ticket sales.

209

210 **CHIEF COMMERCIAL OFFICER**

211 Shana Ferguson provided an overview of membership touchpoints from a communications  
212 standpoint, including website improvements, webinars for volunteers and leaders, MAAPP-  
213 compliant tools for coaches, and various communication avenues to reach swimmers and  
214 parents.

215

216 Jake Grosser presented on the functionality of the Customer Relationship Management  
217 (CRM) system being developed, including the ways in which it will best serve our  
218 membership via retention, recruitment and reporting through capturing datapoints to use  
219 for targeted communication with USA Swimming members and nonmembers. Mr. Grosser  
220 also presented an overview on the integration of Deck Pass on TeamUnify as a new channel  
221 for USA Swimming to reach parents.

222

223 **CEO'S UPDATE**

224 Tim Hinchey submitted a written report (Attachments 17 - 18) and provided a summary on  
225 meet host fees, as well as introduced a proposal from the Convention Task Force that  
226 would allow USA Swimming to book their own independent Convention for 2022.

227

228 Mr. Hinchey also announced and congratulated Lucinda McRoberts on being a Sports  
229 Business Journal 2019 Game Changer.

230

231 **"ENDS" MONITORING**

232 **POLICY 1.1 COMPETITIVE SUCCESS**

233 Bob Vincent presented Policy 1.1 Competitive Success (Attachment 19).

234 Mike Unger reported a change from 2018 to 2019 on page one of Policy 1.1 and noted that  
235 the Policy is mostly regarding National Team performance.

236

237 Lindsay Mintenko presented on the success of the National Team's international  
238 competition performance in 2019, a new mental health program, Clean Sport initiatives  
239 and increased direct athlete support.

240

241 Mr. Unger added that USA Swimming held off on requiring coaches to take the USADA  
242 tutorial, but it is now available.

243

244 **MOTION:** *To approve the performance monitoring report on End 1.1, "Competitive Success,"*  
245 *conveys (a) interpretations of the policy that are reasonable, and (b) that the report*  
246 *reasonably substantiates achievement with the policy requirements, consistent with the CEO's*  
247 *interpretations. Seconded. APPROVED.*

248

#### 249 **HOW USA SWIMMING FUNCTIONS INTERNATIONALLY**

250 Mike Unger presented background on USA Swimming's presence internationally, including  
251 organizations USA Swimming associates with, an overview of FINA leadership and  
252 committees, key relationships for USA Swimming, and key topics USA Swimming works on  
253 internationally.

254

#### 255 **ROLE OF THE STEERING COMMITTEE**

256 Lindsay Mintenko presented on the history of the Steering Committee and its current  
257 composition and discussion topics.

258

#### 259 **CLOSING ROUNDTABLE**

#### 260 **TASK ASSIGNMENTS REVIEW**

261 None to review.

262

#### 263 **NEXT MEETING / EVENTS**

- 264 • Saturday, September 14, 2019 in St. Louis - Convention
- 265 • Thursday and Friday, October 3-4, 2019 in Colorado Springs, CO (Board  
266 Orientation)

267

#### 268 **MEETING ASSESSMENT**

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

270

271

272

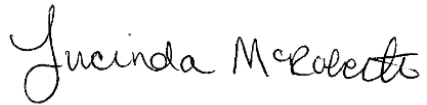
273 **ADJOURN**

274 Bob Vincent, Board Chair, adjourned this meeting at 4:24 p.m. Central Time.

275

276 Respectfully submitted:

277

A handwritten signature in black ink that reads "Lucinda McRoberts". The signature is written in a cursive style with a large initial 'L'.

Lucinda McRoberts, CAO & General Counsel

A handwritten signature in blue ink that reads "Bob Vincent". The signature is written in a cursive style with a large initial 'B'.

Bob Vincent, Board Chair



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

September 11, 2019 / St. Louis - Hyatt Regency St Louis at the Arch

Attachment 1	Page 2 – Agenda
Attachment 2	Page 2 – DRAFT BOD Minutes April 26, 2019
Attachment 3	Page 2 – DRAFT Special BOD Minutes August 26, 2019
Attachment 4	Page 4 – Policy 3.4 Financial Condition & Activities
Attachment 5	Page 4 – 2Q 2019 Combined Quarterly Investment Review
Attachment 6	Page 4 – Foundation Financial Memo Q2 2019
Attachment 7	Page 4 – Foundation Q2 2019 Financial Report
Attachment 8	Page 4 – USA Swimming Q2 2019 Financial Statement Report
Attachment 9	Page 4 – Policy 3.6 Budget
Attachment 10	Page 4 – Swimming 2020 Quad Business Plan
Attachment 11	Page 4 – Swimming 2019 Budget to Projection Summary
Attachment 12	Page 4 – Foundation 2019 Budget to Projection
Attachment 13	Page 4 – Foundation 2020 Budget – Draft
Attachment 14	Page 4 – Policy 3.10 LSC Reporting Requirements
Attachment 15	Page 5 – LSC Affiliation Agreement - REDLINE
Attachment 16	Page 5 – LSC Affiliation Agreement - CLEAN
Attachment 17	Page 6 – CEO Report to the Board
Attachment 18	Page 6 – Meet Host Fee Summary
Attachment 19	Page 6 – Policy 1.1 Competitive Success