

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

USA Swimming Board of Directors Meeting Minutes

April 22, 2022 / Denver, CO – USA Swimming Workshop

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the April 22, 2022 Board of Directors meeting to order
3 at 8:35 a.m. Mountain Time with the following members in attendance:

4
5 **PRESENT**

6 Maya Andrews (virtual), Chris Brearton, Kenneth Chung, Tony Ervin (virtual), Kathy Fish,
7 Bruce Gemmell (virtual), Jennifer Gibson, Natalie Hall, Clark Hammond, Tim Hinchey, Ira
8 Klein, Katie Meili (virtual), Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell
9 (virtual), Bob Vincent.

10

11 **GUESTS**

12 Tim Bauer, Anne Berry, Bill Charney, Mike Dilli, Ryan Gibbons, Ken Hayashida, Mark Jones,
13 Derek Paul, Matthew Rigsby, Dave Smith, Tom Ugast.

14

15 **STAFF**

16 Chloe Adkins, Paula D'Amico, Shana Ferguson, Abigail Howard, Lucinda McRoberts, Lindsay
17 Mintenko, Eric Skufca, Joel Shinofield.

18

19 **BOARD CHAIR'S WELCOME**

20 Mr. Brearton spoke about the challenges the organization has recently faced and how this
21 meeting will be more proactive with the future of the sport top of mind through mitigating
22 risks and forward thinking.

23

24 **RULES OF ENGAGEMENT**

25 Mr. Brearton provided an overview of the Rules of Engagement (Attachment 1).

26

27 **SAFE SPORT MOMENT**

28 Joel Shinofield, Managing Director of Sport Development, reported that USA Swimming's
29 Safe Sport Department is hiring two coordinator positions so the entire department can be
30 more strategic in its approach to assisting and educating membership regarding Safe Sport
31 issues. Mr. Shinofield also encouraged the Board to join upcoming Safe Sport trainings.

32

33

34

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

35 Abby Howard, Senior Director of Legal & Membership Affairs, briefly described the U.S.
36 Center for SafeSport’s (intake, resolution, reporting and communication processes.
37

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

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

42
43 If a Board member determines there to be a conflict of interest at any point during the
44 course of the meeting when a specific subject is being discussed and/or action is being
45 taken, a declaration of a conflict of interest should be made at that time.
46

47 **MINUTES**

48 **MOTION:** *To approve the February 11, 2022 Board of Directors meeting minutes*
49 *(Attachment 2). Seconded. APPROVED.*

51 **BOARD PROCESS**

52 **POLICY 4.4 AMENDMENT TO THE BOARD GOVERNING POLICIES MANUAL**

53 Michelle Steinfeld, Secretary & General Counsel, presented the following proposed changes
54 to the Board Governing Policies Manual: (1) ensuring that Policy 4.4 accurately reflects the
55 semi-annual presentation of Policy 3.6, Financial Planning and Budgeting, and (2) moving
56 the presentation of Policy 3.4 to the Board Meeting at the Annual Business Meeting.
57

58 Eric Skufca, Chief Financial Officer, remarked that during the reporting of Monitoring
59 Report 3.4, Financial Condition and Activities, the Board approves an external auditor and
60 explained the need to shift from the spring Board meeting to the Board meeting occurring
61 during the Annual Business Meeting to give the organization appropriate time to review its
62 external auditor and plan for each subsequent year.
63

64 **MOTION:** *To amend Policy 4.4 of the Board Governing Policies Manual as outlined in*
65 *Attachment 3, effective immediately. Seconded. APPROVED.*
66

67 **BYLAW 2.6 AMENDMENT**

68 Mrs. Howard presented the changes to Bylaw 2.6 which consolidate and formalize the
69 requirements of those individuals who are required to be non-athlete members of USA
70 Swimming into one place.
71

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

72 **MOTION:** *To amend Bylaw 2.6 as outlined in Attachment 4, effective immediately. Seconded.*
73 **APPROVED.**

74

75 **BYLAWS 5.1.2 AND 5.5.1 AMENDMENTS**

76 Ms. Steinfeld explained the proposed changes which would allow members of the National
77 Board of Review (NBOR) to serve five consecutive term limits with the intent to retain
78 institutional knowledge for NBOR panelists.

79

80 The Board discussed adding clarity to Bylaw 5.1.2(F) by including language that NBOR
81 members serve two (2) year terms.

82

83 **MOTION:** *To amend Bylaws 5.1.2(F) and 5.5.1 as orally modified by Board discussion,*
84 *effective immediately (Attachment 4). Seconded. APPROVED.*

85

86 **NBOR RULEBOOK PROPOSALS DISCUSSION**

87 Ms. Steinfeld presented proposed legislation to modify Article 4 of the Rulebook regarding
88 NBOR procedures, including one proposal which would solidify Board-approved changes to
89 the Ethics Committee's jurisdiction, as well as a few housekeeping items. Ms. Steinfeld also
90 explained a second alternative proposal which would move certain portions of Article 4 to
91 USA Swimming's NBOR Procedures document within its Operating Policy Manual
92 (Attachments 5 - 6). Ms. Steinfeld noted that the rationale for moving these sections of
93 Article 4 was because they are already encompassed in the NBOR Procedures document
94 and because these articles are procedural in nature, as opposed to containing actual rules
95 that would belong in the Rulebook.

96

97 Mrs. Howard explained that the NBOR Procedures document offers a comprehensive
98 overview of the NBOR process within the Operating Policies Manual, specifically for those
99 involved in the process.

100

101 Derek Paul, Chair of the Rules & Regulations Committee, added his support for the proposal
102 to move portions of Article 4, noting the ease of access to the information the change would
103 allow.

104

105 The Board discussed the benefits of moving the procedural portions of Article 4 and agreed
106 that a cross reference should be available in the Article 4 so that members are easily
107 directed to the Grievance Policy on the USA Swimming Website.

108

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

109 **MOTION:** *To submit the legislative proposal regarding Article 4 of the USA Swimming*
110 *Rulebook to the Rules & Regulations Committee for consideration by the May 15, 2022*
111 *deadline, as outlined in Attachment 6. Seconded. APPROVED.*

112

113 **FOUNDATION UPDATE**

114 Lucinda McRoberts, Chief Administrative Officer and Executive Director of the USA
115 Swimming Foundation, introduced Anne Berry, Vice Chair of the Foundation Board of
116 Directors. Ms. Berry reported that nearly \$900,000 in grants were awarded to learn-to-
117 swim providers so far this year. Ms. Berry expressed special gratitude for Rowdy Gaines
118 and the Pool & Hot Tub Alliance for their generous donation (Attachments 7 - 9).

119

120 Ms. Berry described the USA Swimming Supporters Club, which will be highlighted both at
121 the Foundation's luncheon at the USA Swimming Annual Workshop and during the
122 upcoming Phillips 66 International Team Trials in Greensboro, NC.

123

124 Ms. Berry commented on the successful fundraising year in 2021 and noted the 2021
125 surplus of \$483,000 for the Foundation.

126

127 Lastly, Ms. Berry announced that the Make-A-Splash tour presented by Phillips 66 kicks off
128 in May with its first stop in Philadelphia, PA.

129

130 Ms. McRoberts briefly provided background on prospective Foundation Board of Directors
131 member, Tom Luchsinger.

132

133 **MOTION:** *To elect Tom Luchsinger to the Foundation Board of Directors for a 2022-2024*
134 *term. Seconded. APPROVED.*

135

136 **MANAGEMENT PARAMETERS MONITORING (4.4)**

137 **POLICY 3.1 TREATMENT OF MEMBERS / CONSUMERS**

138 Ms. Steinfeld presented Policy 3.1, Treatment of Members/Consumers (Attachment 10).

139

140 **MOTION:** *To approve the performance monitoring report on Policy 3.1, "Treatment of*
141 *Members/Consumers," conveys (a) interpretations of the policy that are reasonable, and (b)*
142 *that the report reasonably substantiates compliance with the policy requirements, consistent*
143 *with the CEO's interpretations. Seconded. APPROVED.*

144

145

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

146 **POLICY 3.2: EXTERNAL RELATIONS**

147 Ms. McRoberts presented Policy 3.2, External Relations (Attachment 11).

148

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

153

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

155 Mr. Skufca reported that the 2017 – 2021 quad will end with an operating surplus of
156 approximately \$1.86 million and that the annual external financial audit will be completed
157 in the coming weeks.

158

159 Mr. Skufca additionally presented the current 2022 projection, as compared to the
160 approved operating budget deficit of approximately \$2.6 million and explained the material
161 budget to projection variances known at the time of this Board meeting. Variance examples
162 include increased expenditures for additional domestic and international events that were
163 not anticipated or on the calendar when the 2022 budget was presented and approved in
164 2021. Mr. Skufca also noted that some of the increased cost will be offset by less than
165 expected insurance and commercial expenses. Lastly, Mr. Skufca added that Partnership
166 Marketing revenue ended higher than projected for 2021 but is currently trending less
167 than budgeted for 2022.

168

169 Mr. Hinchey thanked the staff for their hard work on achieving a surplus and additionally
170 expressed gratitude towards Vice-Chair Fiscal Oversight Kenneth Chung for his
171 contributions and expertise in finances and risk management.

172

173 Mrs. Ferguson commented on Partnership Marketing's commitment to investing in
174 partnerships during the coming year.

175

176 Mr. Chung presented Policy 3.4, Financial Condition & Activities (Attachments 12 - 19).

177

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

182

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

183 **POLICY 3.5: ASSET PROTECTION**

184 Mr. Chung presented Policy 3.5, Asset Protection (Attachment 20).

185

186 **MOTION:** *To approve the performance monitoring report on Policy 3.5, "Asset Protection,"*
187 *conveys (a) interpretations of the policy that are reasonable, and (b) that the report reasonably*
188 *substantiates compliance with the policy requirements, consistent with the CEO's*
189 *interpretations. Seconded. APPROVED.*

190

191 **POLICY 3.8: EMERGENCY MANAGEMENT SUCCESSION**

192 Ms. Steinfeld presented Policy 3.8, Emergency Management Succession (Attachment 21).

193

194 **MOTION:** *To approve the performance monitoring report on Policy 3.8, "Emergency*
195 *Management Succession," conveys (a) interpretations of the policy that are reasonable, and (b)*
196 *that the report reasonably substantiates compliance with the policy requirements, consistent*
197 *with the CEO's interpretations. Seconded. APPROVED.*

198

199 **MEMBERSHIP REVENUE ANALYSIS**

200 Mr. Shinofield provided both current and historical membership data, noting the deficit in
201 12 and under membership. Mr. Shinofield additionally reported on what the organization
202 has learned in the years since the implementation of the Flex membership category, noting
203 that if the organization does not change the Flex membership category, the organization will
204 continue to lose membership revenue as athlete growth will continue to be modest and just
205 under 20% of Flex memberships are taken from Premium and Seasonal memberships. Mr.
206 Shinofield reminded the Board that in January 2020, it had passed a motion regarding the
207 Flex membership structure, that had been delayed multiple times due to the pandemic. He
208 then explained a new proposal regarding membership fees and categories that could
209 supersede the January 2020 motion.

210

211 Mr. Shinofield proposed to change the Flex membership by making it for 12 and under
212 athletes, increasing the fee, and shifting the administrative responsibilities to USA Swimming
213 staff as opposed to Local Swimming Committees (LSCs).

214

215 The Board engaged in discussion regarding the nuances of the different memberships and
216 how the changes to Flex would affect membership as well as revenue and costs.

217

218 Mr. Brearton asked for an accelerated analysis of how any changes to Flex membership will
219 impact the organization.

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

220

221 Mr. Shinofield additionally asked for the Board to consider putting forward a resolution to
222 the House of Delegates regarding a fee change to Seasonal membership with the intention of
223 beginning in the 2024 membership year.

224

225 Ms. Steinfeld informed the Board that based on this discussion, the staff would draft a
226 proposed Bylaw change to Flex membership, a proposed Flex membership fee change, and a
227 proposed resolution to the House of Delegates regarding the Seasonal membership fee. Ms.
228 Steinfeld explained that these proposals would be circulated to the Board for written
229 approval via Action Without a Meeting and that they would formally supersede the past
230 January 2020 motion regarding Flex membership.

231

232 **CLOSED SESSION (2.3.6)**

233 **LITIGATION UPDATE**

234 The Board went into closed session so Ms. Steinfeld could provide a legal update.

235

236 **USOPC UPDATE**

237 The Board remained in closed session for an update on the USOPC.

238

239 **BOARD CALENDAR**

240 The Board came out of closed session and Mr. Brearton presented the 2022 Board calendar.

- 241 • April 21-22: USA Swimming Annual Workshop, Denver, CO
- 242 • April 21: Board Strategy Session
- 243 • April 22: In-person Board Meeting
- 244 • July 26-30: Phillips 66 National Champs, Irvine, CA
- 245 • USA Swimming Alumni Reunion
- 246 • Foundation Trustee Council Meeting
- 247 • September 23: In-person Board Meeting @ Annual Business Meeting, Colorado
- 248 Springs, CO
- 249 • November 20: In-person Board Meeting @ Golden Goggle Awards, New York City,
- 250 NY

251

252 **ADJOURN**

253 Mr. Brearton adjourned this meeting at 12:13 p.m. Mountain Time.

254

255 Respectfully submitted:

256



DRAFT

DRAFT

DRAFT

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

Michelle Steinfeld, Secretary and General Counsel

Chris Brearton, Board Chair

DRAFT

These minutes will be officially approved by the USA Swimming Board of Directors at its September 23, 2022 meeting.

USA Swimming Board of Directors Minutes Attachments

April 22, 2022 / Denver, CO – USA Swimming Workshop

Attachment 1	Page 1 – Agenda: April 22, 2022
Attachment 2	Page 2 – DRAFT BOD Minutes February 11, 2021
Attachment 3	Page 2 – Policy 4.4 Changes
Attachment 4	Page 3 – April Bylaw Edits
Attachment 5	Page 3 – NBOR Legislation Version 1
Attachment 6	Page 3 – NBOR Legislation Version 2
Attachment 7	Page 4 – USA-S Foundation Financial Statement 2021
Attachment 8	Page 4 – USA-S Foundation Financial Summary 2021
Attachment 9	Page 4 – USA-S Foundation Financial Written Report
Attachment 10	Page 4 – Policy 3.1, Treatment of Members/Consumers
Attachment 11	Page 5 – Policy 3.2, External Relations
Attachment 12	Page 5 – USA-S Financial Summary Comparison 2021
Attachment 13	Page 5 – USA-S Financial Statement Report 2021
Attachment 14	Page 5 – USA-S Financial Written Report 2021
Attachment 15	Page 5 – USA-S Q1 2022 Financial Report - Preliminary
Attachment 16	Page 5 – USA-S / Foundation Investment Statements
Attachment 17	Page 5 – USA-S 2022 Budget to Projection
Attachment 18	Page 5 – USA-S Business Plan Summary 2017 - 2021
Attachment 19	Page 5 – Policy 3.4, Financial Condition & Activities
Attachment 20	Page 6 – Policy 3.5, Asset Protection
Attachment 21	Page 6 – Policy 3.8, Emergency Management Succession
Attachment 22	Staff Report to the Board

DRAFT