

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

USA Swimming Special Board of Directors Meeting Minutes

July 18, 2022 / Virtual Zoom Conference Call

1 **CALL TO ORDER**

2 Chris Brearton, Board Chair, called the July 18, 2022 Board of Directors meeting to order at
3 1:32 p.m. Mountain Time with the following members in attendance:

4
5 **PRESENT**

6 Chris Brearton, Kenneth Chung, Kathy Fish, Jennifer Gibson, Clark Hammond, Tim Hinchey,
7 Ira Klein, Katie Meili, Kathleen Prindle, Bill Schalz, Michelle Steinfeld, Ashley Twichell, Bob
8 Vincent.

9
10 **NOT PRESENT**

11 Maya Andrews, Tony Ervin, Bruce Gemmell, Natalie Hall.

12
13 **GUESTS**

14 Bill Charney, Caitlin Leverenz Smith.

15
16 **STAFF**

17 Paula D'Amico, Shana Ferguson, Abigail Howard, Corey Manley, Lucinda McRoberts,
18 Lindsay Mintenko, Patrick Murphy, Eric Skufca, Joel Shinofield.

19
20 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

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 Michelle Steinfeld, Secretary & General Counsel, informed the Board that per direction from
30 the Ethics Committee, Bill Schalz will recuse himself for a topic presented during Closed
31 Session, due to a potential conflict of interest.

32
33
34
35

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

36 **BOARD PROCESS**

37 **2022 USOPC AUDIT**

38 Ms. Steinfeld presented the findings of the 2022 USA Swimming United States Olympic and
39 Paralympic Committee (USOPC) Audit, including that the organization had already fulfilled
40 forty-four (44) out of forty-eight (48) standards.

41
42 Ms. Steinfeld provided further explanation on the four remaining standards. The first
43 standard was specific to paralympic sports and thus not applicable to USA Swimming. The
44 second standard was a component of the U.S. Center for SafeSport audit which will be left
45 “undetermined” until legislation is passed by in September at the annual meeting of the
46 House of Delegates. The third standard had already been met substantively and will be
47 memorialized upon formal changes to the USA Swimming Bylaws (Attachment 2) at this
48 meeting, as well as at the annual meeting of the House of Delegates. The final standard
49 regarding grievance procedures had been addressed since receiving the Audit report.

50
51 Ms. Steinfeld shared audit scores from other National Governing Bodies (NGBs) noting USA
52 Swimming’s score of 92% was the highest of all NGBs.

53
54 **BYLAW AMENDMENT**

55 Ms. Steinfeld presented the proposed amendment to Bylaw 4.2 memorializing that fifty
56 percent (50%) of 10-Year Athlete representatives to the Board will have obtained 10-Year
57 Athlete representative eligibility through competing at an event that, at the time of
58 election/selection, is on a Delegation Event program (Attachment 3).

59
60 **MOTION:** *To amend Bylaw 4.2, as outlined in Attachment 3, effective immediately. Seconded.*
61 **APPROVED.**

62
63 Ms. Steinfeld presented the proposed amendments to Bylaws 5.2, 5.3, and 5.6 (Attachment
64 3) to clarify that 10-Year Athlete representatives must comprise at least fifty percent
65 (50%) of the required one-third (1/3) eligible athlete representation on all Designated
66 Committees.

67
68 **MOTION:** *To amend Bylaws 5.2, 5.3, and 5.6, to clarify athlete representation on Standing*
69 *Committees, as outlined in Attachment 3, effective immediately. Seconded. APPROVED.*

70
71 **BOARD GOVERNING POLICIES MANUAL AMENDMENT**

72 Ms. Steinfeld presented the proposed amendment to Policy 3.6 of the Board Governing
73 Policies Manual, formally adding language for the Board to review and approve financial
74 statements and financial control policies (Attachment 4).

75
76 **MOTION:** *To amend Policy 3.6 “Financial Planning and Budgeting” of the Board Governing*
77 *Policies Manual as outlined in Attachment 4, effective immediately. Seconded. APPROVED.*

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

78 **UPDATE ON NEW HOD WORKING GROUP**

79 Ms. Steinfeld remarked on legislation that was passed in 2021 requiring a House of
80 Delegates (HOD) Working Group to review changes made to the HOD's composition in
81 2021. Ms. Steinfeld noted that the Working Group is comprised of six athletes appointed by
82 the Athletes' Advisory Council.

83

84 **MOTION:** *To approve the below members of the House of Delegates Working Group.*
85 *Seconded. APPROVED.*

86

- 87 • Ron Van Pool
- 88 • Mary Turner
- 89 • Julie Bachman
- 90 • Tristan Formon
- 91 • Jamie Bloom
- 92 • Jennifer Gibson

93

94 **2021 AUDIT REPORT**

95 Eric Skufca, Chief Financial Officer, reported that both the 2021 Consolidated USA
96 Swimming and USA Swimming Foundation audits came back with clean, unqualified
97 opinions requesting no adjustments or recommendations. Mr. Skufca presented the 2021
98 Consolidated Audit Report as accepted and recommended for Board approval by the Audit
99 Committee. Mr. Skufca noted that 2021 tax returns will utilize the information within the
100 audit and be available later this year (Attachments 5 - 10).

101

102 **MOTION:** *To approve the 2021 Consolidated Audit Report as accepted and recommended for*
103 *Board approval by the Audit Committee, as outlined in Attachment 10. Seconded.*

104 **APPROVED.**

105

106 **LEGISLATIVE PACKET REVIEW**

107 Tim Hinchey, President & Chief Executive Officer, remarked on how the organization has
108 adjusted its annual cadence to include a Board of Directors virtual summer meeting to
109 review the legislative packet for the HOD and to consider changes that resulted from the
110 Annual Workshop.

111

112 Abigail Howard, Senior Director, Legal & Membership Affairs, reviewed the legislative
113 packet (Attachment 11) and Ms. Steinfeld and Mrs. Howard responded to questions and
114 comments.

115

116 **CLOSED SESSION**

117 **FINANCE UPDATE**

118 The Board went into Closed Session to discuss a financial matter. Mr. Schalz was recused
119 during the Financial Update per a directive from the Ethics Committee.

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

120 **LEGAL UPDATE**

121 The Board remained in Closed Session so that Ms. Steinfeld could give a brief legal update.

122

123 **USOPC UPDATE**

124 The Board remained in Closed Session so that Mr. Hinchey could give an update on the
125 USOPC.

126

127 **LONG TERM STRATEGIC PLANNING UPDATE**

128 Lucinda McRoberts, Chief Administrative Officer, reported that from the Board Working
129 Group brainstorming sessions, staff leads were able to narrow down the strategic
130 initiatives for the organization to focus on as part of its long-term strategic planning. Ms.
131 McRoberts also remarked on developing a high-level plan of what the organization would
132 like to accomplish this year, next year, and beyond. Ms. McRoberts noted that Board
133 Working Groups will continue meeting with a focus on developing the long-term strategic
134 plan and associated metrics, and annual Key Performance Indicators.

135

136 **MEMBERSHIP UPDATE**

137 Joel Shinofield, Managing Director, Sport Development, briefly remarked on how all the
138 components the organization's digital transformation are working together to better serve
139 the membership.

140

141 Patrick Murphy, Director, Data Analytics, provided a brief membership update, noting that
142 membership numbers are trending upwards, with currently 389,000 members. Corey
143 Manley, Data Analyst, further expanded on increased membership numbers while showing
144 a glimpse of the reporting tool that will be available to build detailed membership reports.

145

146 **NATIONALS UPDATE**

147 Shana Ferguson, Chief Commercial Officer, highlighted aspects of the upcoming 2022
148 Phillips 66 National Championships, including the broadcast schedule, special guests, and
149 hospitality events.

150

151 **ADJOURN**

152 Mr. Hinchey adjourned this meeting at 3:42 p.m. Mountain Time

153

154 Respectfully submitted:

155



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

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

July 18, 2022 / Virtual Zoom Conference Call

- Attachment 1
- Attachment 2
- Attachment 3
- Attachment 4
- Attachment 5
- Attachment 6
- Attachment 7
- Attachment 8
- Attachment 9
- Attachment 10
- Attachment 11

- Agenda: July 18, 2022
- Page 2 - 2022 USOPC Audit
- Page 2 - Bylaw Changes
- Page 2 - Board Governing Policies Manual Update
- Page 3 - USA Swimming - Affiliates Rec Letter
- Page 3 - USA Swimming - Affiliates SAS 114 Letter
- Page 3 - USA Swimming Foundation Final Statements
- Page 3 - USA Swimming Foundation Rec Letter
- Page 3 - USA Swimming Foundation SAS 114 Letter
- Page 3 - USA-S - Affiliates Consolidated Final Stmts.
- Page 3 - 2022 Proposed Legislation

DRAFT