

USA Swimming Board of Directors Meeting Minutes

April 19, 2024 / Denver, Colorado

PRESENT

Maya Andrews (virtual), Katy Arris-Wilson, Chris Brearton, Kenneth Chung, Tony Ervin, Kathy Fish, Bruce Gemmell, Natalie Hall, Clark Hammond, Tim Hinchey, Ira Klein, Katie Meili, Sabir Muhammad, Kathleen Prindle (virtual), Michelle Steinfeld, Ashley Twichell Wall (virtual), Bob Vincent.

GUESTS

Marci Callan, Bill Charney, Adrian Damasco, Scott Goldblatt, Melissa Hellervik-Bing, Tim Husson, Shelley Jackson, Jennifer LaMont, Pam Lowenthal, Emily Melina, Michael Murry, Sarah Myer, Dave Patterson, Jamie Platt, Bob Staab, Michael Switalski, Patrick Talty, Zach Toothman.

STAFF

Elaine Calip, Paula D'Amico, Shana Ferguson, Jake Grosser, Elizabeth Hahn, Lindsay Mintenko, Patrick Murphy, Ellery Parish, Joel Shinofield, Eric Skufca, Mariejo Truex, Nikki Warner, Beth Winkowski.

CALL TO ORDER

Chris Brearton, Board Chair, called the April 19, 2024 Board of Directors meeting to order at 9:00 a.m. Mountain Time.

CLOSED SESSION (2.3.6)

COMMERCIAL UPDATE

The Board went into Closed Session so Shana Ferguson, Chief Commercial Officer, could provide a commercial update.

OPEN SESSION

BOARD CHAIR'S WELCOME

Mr. Brearton welcomed everyone and expressed his excitement about the upcoming U.S. Olympic Team Trials – Swimming (Trials) and 2024 Paris Olympic Games.

RULES OF ENGAGEMENT/PROTOCOL

Mr. Brearton reiterated the rules of engagement for the Board regarding pre-reading prior to the meeting and engaging in spirited discussions.

DECLARATION OF CONFLICT OF INTEREST (2.5.4)

"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.

No disclosures were made.

GUEST INTRODUCTIONS

Mr Brearton introduced Shelley Jackson, outside legal counsel. Ms. Jackson provided her professional background.

SAFE SPORT MOMENT

Elizabeth Hahn, Director, Safe Sport, reminded the Board as to why Safe Sport efforts are vital to USA Swimming and spoke about how other organizations have reached out to her for expertise in the Safe Sport space, to implement initiatives within their own organizations.

2024 OPERATING & STRATEGIC PLAN

1.1 COMPETITIVE SUCCESS

Matt Barbini, Director, National Team Performance, reported on the National Team's current position moving into the 2024 Paris Olympic Games, noting how well U.S. athletes preformed at the World Aquatics Championships this past February 2024 in Doha.

Mr. Barbini remarked on USA Swimming's on-going efforts regarding education and awareness of mental health services, highlighting a newly added initiative of implementing an exit interview for those transitioning off the National Team. Mr. Barbini additionally commented on the organization's strategies for establishing and maintaining a positive culture within the National Team and National Junior Team in collaboration between staff and Head Coaches.

1.2 SUCCESSFUL ATHLETES, COACHES, AND CLUBS

Joel Shinofield, Managing Director, Sport Development, presented the Key Performance Indicators (KPIs) for 1.2 Successful, Athletes, Coaches and Clubs. Mr. Shinofield noted that club membership remains a focus of his team's attention as new clubs continue to join USA Swimming. Mr. Shinofield also highlighted that athlete membership is on track to exceed the 2023 membership year.

Mr. Shinofield reported on grassroot initiatives for club success that are being implemented to combat challenges for clubs, including barriers to entry, access to resources that create sustainable businesses, and ways to appeal to broader audiences.

1.3 PUBLIC ENGAGEMENT WITH SWIMMING

Shana Ferguson, Chief Commercial Officer, provided an update on Trials, remarking on the scale of the event and the massive opportunity it provides, the accessibility to the venue and event for all stakeholders, the availability for premium hospitality, and the production of a technically flawlessly meet. Mrs. Ferguson additionally provided a timeline leading up to

85 Trials, highlighted events such as the Toyota Aqua Zone and USA Swimming Live.
86 Additionally, Mrs. Ferguson overviewed the “Special Nights” for each night of the meet.
87

88 Lindsay Mintenko, Managing Director, National Team, and Patrick Murphy, Senior Director,
89 Member Data and Product, spoke to the process used to create the time standards approved
90 by the National Team Steering Committee for athletes to qualify for the Trials.
91

92 Patrick Talty, President, Indiana Sports Corp (ISC), remarked on the efforts being made to
93 engage the Indianapolis community in Trials and how those efforts will help elevate the sport
94 of swimming, especially within their local community. Sarah Myer, Chief of Staff and Strategy,
95 ISC, reported on Trials outreach and engagement initiatives, including paid and earned
96 media plans, grassroots marketing and signage at local events and businesses, and
97 partnerships with local companies, sports teams, and community and hospitality partners.
98 Ms. Myer additionally provided an overview of group sales efforts and further detailed local
99 community and business activation initiatives. Lastly, Ms. Myer remarked on the Eiffel Tower
100 replica that will be built in downtown Indianapolis by the Latinas Welding Guild.
101

102 Jake Grosser, Senior Director, Marketing & Communications, reported on Trials ticket
103 revenues, noting that the projection is on pace as sales ramp up leading towards opening
104 day, while presenting an overview of sold tickets for each ticket type. Mr. Grosser further
105 expanded on Ms. Myer’s report on ticket sales plans and tactics. Additionally, Mr. Grosser
106 highlighted the USA Swimming Network Content Lounge within the Toyota Aqua Zone where
107 podcasters will be able to record their content on site to increase the fan experience.
108

109 Mrs. Ferguson provided viewership and ratings goals, including having a total of 45 million
110 viewers for finals on NBC and the ability to offer preliminary heat streams on Peacock and
111 the NBC Sports App, with tape delayed heats on the USA Network pre-finals each evening.
112

113 Mrs. Ferguson remarked on collecting participant experience post-event via surveys given
114 to athletes, coaches, officials, and fans.
115

116 Tim Hinchey, President & CEO, provided a visual of the inside of Lucas Oil Stadium, to show
117 the set up for Trials and what the experience will look like for athletes, coaches, and fans.
118

119 Mr. Grosser presented USA Swimming’s new annual #GogglesOn campaign launching on May
120 8, with three target time periods throughout the year: a spring focus on swimming for fun,
121 a summer focus on elite athletes, and a fall call to action to encourage athlete transition from
122 recreational swimming to joining a competitive swim team.
123

124 Mr. Grosser described the organization’s communication plan, including the strategic
125 approach to Diversity, Equity and Inclusion and membership communication, and the
126 balance of social media content between grassroot content and a focus on elite athletes.
127
128
129

130 **1.4 BEST-IN-CLASS NGB**

131 Eric Skufca, Chief Financial Officer, presented the KPIs for End 1.4 and provided updates,
132 including that the Investment Committee continues its Investment Advisor RFP noting the
133 project is tracking as planned. Mr. Skufca noted that the 2023 financial results are now final,
134 including the achievement of the (\$539K) planned operating deficit, which was more
135 favorable than the original budget by approximately \$830K and more favorable than the
136 November 2023 projection by approximately \$1.07M (Attachments 2 – 11).

137
138 ***MOTION:** That the Board approves updates to the performance monitoring report on Policy*
139 *3.4 "Financial Condition and Activities – Internal" originally approved on January 27, 2024.*
140 *Seconded. Motion passed unanimously.*

141
142 Mr. Skufca provided an overview of the current 2024 budget projection, noting that
143 operating revenue and operating expenses projections are both materially consistent with
144 the budget. Mr. Skufca presented the latest 2022-2024 quad financial results and projections.

145
146 ***MOTION:** That the Board approves that the performance monitoring report on Policy 3.4*
147 *"Financial Condition and Activities – Internal" conveys (a) interpretations of the policy that are*
148 *reasonable, and (b) that the report reasonably substantiates compliance with the policy*
149 *requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

150
151 **MEMBERSHIP AND CLUB FEES DISCUSSION**

152 Mr. Shinofield provided the history of USA Swimming's membership dues from 1990 to
153 2024. Mr. Hinchey noted there are currently no upcoming recommended individual
154 membership increases for the 2025-2028 quad.

155
156 Ira Klein presented potential recommendations for club membership fee changes as
157 developed by the CEO Round Table group and the Coach Advisory Council, including raising
158 fees, evaluating fee changes through focus groups, with a potential tiered system for the
159 2029-2032 quad, and using increased fees proposed for 2026 to pay for increased club visits
160 and in-person national events.

161
162 The Board engaged in discussion regarding the nuances of the recommendations, including
163 what the current fees cover and what the increased fees will cover to provide more and
164 better services to clubs as determined by feedback from coach survey results.

165
166 **UPDATE ON NIL AND UNIVERSITY/COLLEGE LANDSCAPE**

167 Vice Chair Natalie Coughlin Hall provided an update on current College Swimming & Diving
168 Coaches Association of America initiatives, including protecting sports on college campuses,
169 hosting the National Invitational Championship to provide opportunities for Division I
170 athletes who did not qualify for the NCAA Championships, and continuing to position
171 swimming for stability and growth through strategic initiatives (Attachment 12).

172
173 Mrs. Hall additionally reported on her recent visit with California legislators to discuss
174 concerns regarding revenue sharing and the changing and inconsistent Name, Image, and

175 Likeness landscape at the collegiate level. Mrs. Hall remarked on the continued efforts to
176 build relationships in order to have a voice in these important discussions.

178 **UPDATE ON KEEPING ATHLETES FIRST 2.0**

179 Mariejo Truex, Senior Director, Team, Coach & Athlete Development, announced that USA
180 Swimming has launched the Officials Certification and the Legacy Coach Project and
181 provided current user data. Mrs. Truex also provided a brief overview of USA Swimming
182 University, including sharing course categories available and Net Promoter Scores for all USA
183 Swimming University courses. Mrs. Truex provided future launch dates for more Officials'
184 courses and the Legacy Coach Project.

186 **FOUNDATION SWIMMING/INNOVATION TASK FORCE**

187 Mr. Brearton remarked on the formation of an innovation task force that will consist of three
188 USA Swimming athlete Board members, three USA Swimming Foundation Board members,
189 and three individuals connected to swimming, who will collectively explore long-term
190 initiatives to drive USA Swimming forward.

192 **CONSENT AGENDA**

193 Mr. Brearton presented the Consent Agenda items.

195 ***MOTION:*** To approve the following Consent Agenda items (Attachments 13 – 24):

- 197 a) January 27, 2024 Board Meeting Minutes
- 198 b) March 4, 2024 Special Meeting Minutes
- 199 c) March 25, 2024 Special Meeting Minutes
- 200 d) Monitoring Report 3.1: Treatment of Members and Customers
- 201 e) Monitoring Report 3.2: External Relations
- 202 f) Monitoring Report 3.5: Asset Protection
- 203 g) Monitoring Report 3.8: Emergency Management Succession
- 204 h) Amend Bylaws (Article 5.5: National Board of Review Committee)
- 205 i) Updates to Board Governing Policies: Appendix B (Investment Policy)
- 206 j) Updates to Board Governing Policies: Appendix C (Statement of Ethics and Conflict of
207 Interest)
- 208 k) Add Zone Directors' Council Policy Manual to Operating Policy Manual
- 209 l) Update Officials' Certification Standards in Operating Policy Manual

211 *Seconded. Motion passed unanimously.*

213 **CLOSED SESSION (2.3.6)**

214 **U.S. CENTER FOR SAFESPORT**

215 The Board went into Closed Session to discuss matters related to the U.S. Center for
216 SafeSport.

218 **LITIGATION UPDATE**

219 The Board remained in Closed Session so Ms. Steinfeld could provide a legal update.

220 **EXECUTIVE SESSION**


221 The Board remained in Closed Session so it could conduct an Executive Session; all
222 members of the staff left the meeting prior to Executive Session. The Board was joined by
223 outside counsel.
224

225 **ADJOURNMENT**

226 Mr. Brearton adjourned the April 19, 2024 meeting of the Board of Directors at 4:40 p.m.
227 Mountain Time.

228
229 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair

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Attachment 1	Agenda
Attachment 2	Page 4 – USA-S Financial Statement Report 2023
Attachment 3	Page 4 – USA-S Financial Written Report 2023
Attachment 4	Page 4 – USA-S Financial Summary Comparison 2023
Attachment 5	Page 4 – Foundation Financial Statement Report 2023
Attachment 6	Page 4 – Foundation Financial Written Report 2023
Attachment 7	Page 4 – Foundation Financial Summary Comparison 2023
Attachment 8	Page 4 – USA-S Financial Statement Report Q1 2024
Attachment 9	Page 4 – USA-S 2024 Budget vs Projection
Attachment 10	Page 4 – MR 3.4 Financial Conditions & Activities Q1 2024
Attachment 11	Page 4 – MR 3.4 Financial Conds. & Activities Q4 2023 Update
Attachment 12	Page 4 – CSCAA Report
Attachment 13	Page 5 – DRAFT January 27, 2024 Board Meeting Minutes
Attachment 14	Page 5 – DRAFT March 4, 2024 Board Meeting Minutes
Attachment 15	Page 5 – DRAFT March 25, 2024 Board Meeting Minutes
Attachment 16	Page 5 – MR 3.1 Treatment of Members and Customers
Attachment 17	Page 5 – MR 3.2 External Relations
Attachment 18	Page 5 – MR 3.5 Asset Protection
Attachment 19	Page 5 – MR 3.8 Emergency Management Succession
Attachment 20	Page 5 – Bylaws Amendments Article 5
Attachment 21	Page 5 – BGPM Amendments Appendix C
Attachment 22	Page 5 – ZDC Policy Manual
Attachment 23	Page 5 – Officials' Certification Standards - Redline
Attachment 24	Page 5 – Rational for Updates to Officials' Cert. Standards
Attachment 25	ZDC Written Board Report