

USA Swimming Board of Directors Meeting Minutes

September 26 - 28, 2024 / Denver, Colorado

THURSDAY, SEPTEMBER 26, 2024 BOARD OF DIRECTORS MEETING

PRESENT

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

GUESTS

Juli Arzave, Sam Barany, Tim Bauer, Dan Clough, Joe Crowley, Mike Donadio, Nic Fink (virtual), Scott Goldblatt, Tom Grassadonia, Marco Greico, Shelley Jackson, Paris Jacobs, Michael Lawrence, Caitlin Leverenz Smith, Greg Lockard, Keith Moore, Greg Pinchback, Mary Plant, Jamie Platt, Matthew Rigsbee, John Roy, Mike Seip, David Shackley, Zach Toothman, Tom Ugast.

STAFF

Matt Barbini, Carli Bashier, Elaine Calip, Paula D'Amico, Bryce Elser, Kirk Grand, Jake Grosser, Elizabeth Hahn, Brendan Hansen, Stacy Michael Miller, Patrick Murphy, Karen Olmsted, Rachel Olson, Ellery Parish, Derek Paul, Joel Shinofield, Eric Skufca, Mariejo Truex.

CALL TO ORDER

Chris Brearton, Board Chair, called the September 26, 2024 Board of Directors meeting to order at 1:04 p.m. Mountain Time.

OPEN SESSION

BOARD CHAIR'S WELCOME

Mr. Brearton welcomed the Board and remarked on the passion and deduction he has seen over his tenure from the USA Swimming membership and volunteers. Mr. Brearton asked the Board to listen and engage with all stakeholders throughout the weekend.

RULES OF ENGAGEMENT/PROTOCOL

Mr. Brearton reiterated the Rules of Engagement for the Board, noting the importance of honest debate and leaving with one voice.

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.

SAFE SPORT MOMENT

Elizabeth Hahn, Director, Safe Sport, reported that the U.S. Center for SafeSport (Center) has asked for all National Governing Bodies (NGBs) to update their Minor Athlete Abuse Prevention Policy by January 1, 2025. Ms. Hahn reported that USA Swimming staff will communicate policy changes to the membership before implementation, including a webinar. Ms. Hahn reported that 55 Local Swimming Committees (LSCs) have clubs that have achieved Safe Sport Club Recognition. Lastly, Ms. Hahn reported that this year's Center Event Audit came back as fully implemented across the board with zero corrective actions.

NATIONAL TEAM STEERING COMMITTEE UPDATE

Shana Ferguson, Chief Operating Officer and Interim Chief Executive Officer, reported that the National Team Steering Committee has not yet elected a new Committee Chair and asked for approval to extend Bruce Gemmell's term as on the Chair for no more than 60 days.

***MOTION:** To approve the CEO's recommendation to the Board to remove Greg Meehan as a voting member of the National Team Steering Committee (as volunteered and agreed to by Mr. Meehan), and to replace him with Bruce Gemmell as a voting member, for 60 days, while the Committee finds a new Chair to replace Mr. Gemmell on the Committee and the Board. Seconded. Motion passed unanimously.*

2024 STRATEGIC PLAN & KPIs

1.1 COMPETITIVE SUCCESS

Matt Barbini, Director, National Team Performance, highlighted the performance at the 2024 Paris Olympic Games, noting 28 total medals earned, including medals in all relays, and setting three World Records, three American Records, and two Olympic records. Mr. Barbini also provided non-medal metrics, from the team's improvement from Trials to Games, finalist percentages, and the impact of veterans on the medal count. Mr. Barbini highlighted the performance of the 2024 Junior Pan Pacific Championships team, noting that the team won 44 medals and 11 Championship records, and that five athletes qualified for the 2024-25 National Team.

Mr. Barbini provided an update on Mental Health Services provided to the National Team and National Junior Team and remarked on the National Team culture, along with the process to evaluate the challenges, opportunities, and strategies to enhance the culture in the future. Lastly, Mr. Barbini presented the Key Performance Indicators (KPIs) from Policy 1.1, Competitive Success. (Attachment 2).

***MOTION:** That the Board approve that the performance monitoring report on Policy 1.1 "Competitive Success" conveys (a) interpretations of the policy are reasonable, and that (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

1.2 SUCCESSFUL ATHLETES, COACHES, AND CLUBS

Joel Shinofield, Managing Director, Sport Development, provided updates from Policy 1.2, Successful Athletes, Coaches, and Clubs, including an overview of the projected 2024 membership year, in which he highlighted that athlete membership has slightly exceeded budget projections, mostly through an increase in Premium Athletes. Mr. Shinofield noted that this increase was achieved through improved communications with coaches, a bulk renewal option, and continual improvements to technology.

Mr. Shinofield presented individual and club membership totals from 2008 to 2024 to show the changes year over year. The Board and guests engaged in a discussion regarding growth and retention, specifically best practices for clubs and for attracting new coaches. Mr. Shinofield also shared a plan for annual coach survey distribution through Fall 2027.

Mr. Shinofield remarked on what the future of an individual dues structure should look like, and the Board discussed ways to facilitate and execute data-driven changes to the dues structure for individual and club membership fees for the 2028 Quad.

1.3 PUBLIC ENGAGEMENT WITH SWIMMING

Mrs. Ferguson presented KPI results from the U.S. Olympic Team Trials – Swimming (Trials). Mrs. Ferguson discussed factors contributing to participant experience, including faster time standards to limit entrants and avoid overcrowding, as well as more expansive amenities. Mrs. Ferguson summarized survey results from athletes, coaches, officials, and fans, which showed a high overall satisfaction, noting ways to address any dissatisfaction in the future (Attachment 3). Lastly, Mrs. Ferguson reported that Trials had a \$5.1 million profit for USA Swimming.

Jake Grosser, Managing Director, Marketing & Communications, discussed Policy 1.3, Public Engagement with Swimming, including how the organization is defining and communicating its value proposition to new families, launching a national marketing campaign to increase awareness of the sport of swimming, improving the effectiveness of communication to stakeholders with a special emphasis on diverse members, and promoting awareness of National Team resources. Additionally, Mr. Grosser noted the ongoing work to circulate quarterly updates to membership from the Board Chair following Board meetings, as well as creating user-friendly financial summaries to accompany audits and tax returns.

1.4 BEST-IN-CLASS NGB

Eric Skufca, Chief Financial Officer, reported on the financial stewardship of the organization, including an update from the Investment Committee on their investment advisor RFP and delivery of a projected Quad operating surplus. Kenneth Chung, Vice Chair of Fiscal Oversight, presented Policy 1.4, Recognition of USA Swimming (Attachment 4).

MOTION: *That the Board approve that the performance monitoring report on Policy 1.4 "Recognition of USA Swimming" conveys (a) interpretations of the policy are reasonable, and that (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.*

Mr. Skufca provided further updates, including that the 2023 audit resulted in a clean opinion which the Board then approved in June 2024 as accepted and recommended by the Audit Committee, and that the Audit Committee would be finalizing the 2023 Form 990 review ahead of the organization's annual filing deadline of November 15, 2024. Mr. Skufca noted and reviewed the financial documents that are available for the Board to review (Attachments 5 - 8). Lastly, Mr. Skufca provided the current projection of the 2024 Annual Change in Net Assets Summary, projecting a \$1.3 million increase in total net assets for the year, culminating from a projected operating surplus of \$1.9 million, projected non-operating Board designated expense/investment of \$2.3 million, and a projected non-operating investment gain of \$1.7 million.

Mr. Chung presented Policy 3.4, Financial Condition and Activities – Internal (Attachment 9).

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

Mr. Skufca presented the Audit Committee's recommendation to continue work with the current external auditor, Stockman Kast Ryan & Co, LLP, for the 2024 audit work (to be completed in 2025).

MOTION: That the Board approves the performance monitoring report on Policy 3.4 "Financial Condition and Activities – External" via the Board approving Stockman Kast Ryan & Co, LLP as the external auditor for USA Swimming Foundation for the year ending December 31, 2024, as recommended by the Audit Committee. Seconded. Motion passed unanimously.

Mr. Skufca presented the applicable Board expenses for the 2025 budget (Attachment 10).

MOTION: That the Board approve applicable Board related 2025 budget items as presented on BoardEffect and summarized below to be included in the 2025 budget items presented in November 2024. Seconded. Motion passed unanimously.

Program #	Program Name	2025 Proposed Budget	Notes
#7803	Board of Directors	\$ 103,950	Projecting 3 in-person meetings and 1 virtual meeting with additional BOD Officer travel. Dependent upon time, location, itinerary, etc.
#7930	Board Chair Travel & Expenses	\$ 21,150	Projecting 8 domestic trips and 1 international trip.
#8990	Admin & Operational Support (Finance)	\$ 41,200	3% increase on audit and tax engagements.

Mr. Skufca presented Policy 3.6, Financial Planning and Budgeting (Attachment 11).

MOTION: That the Board approves that the performance monitoring report on Policy 3.6 "Financial Planning and Budgeting" conveys (a) interpretations of the policy that are

reasonable, and (b) that the report reasonably substantiates compliance with the policy requirements, consistent with the CEO's interpretations. Seconded. Motion passed unanimously.

LEGISLATIVE REVIEW SESSION: CLUB DUES

Ira Klein presented the proposed Resolution to Increase the Annual Club Fee for the 2026 membership year. The Board engaged in discussions regarding the nuances of the proposal.

2025 NATIONAL EVENTS SITES

Mrs. Ferguson presented sites for 2025 national events requiring Board approval.

MOTION: Pursuant to USA Swimming Rule 206.3.1, that the Board approves the awards of the following events:

- 2025 Open Water National & Junior National Championships – April 4-6 in Sarasota, FL
- 2025 National Championships – June 3-7 in Indianapolis, IN
- 2025 Toyota U.S. Open – December 3-6 in Austin, TX

Seconded. Motion passed unanimously.

CONSENT AGENDA

Mr. Brearton presented the Consent Agenda items.

MOTION: To approve the following Consent Agenda items (Attachments 12 - 18):

- a) April 19, 2024 Board Meeting Minutes
- b) August 25, 2024 Special Meeting Minutes
- c) August 27, 2024 Special Meeting Minutes
- d) August 28, 2024 Special Meeting Minutes
- e) Monitoring Report 3.10: LSC Reporting Requirements
- f) Monitoring Report 3.11: USA Swimming Foundation Management
- g) Corporate Bylaws, Article 5.7: Ethics Committee

Seconded. Motion passed unanimously.

CLOSED SESSION (2.3.6)

Ms. Steinfeld provided a personnel and litigation update.

ADJOURNMENT

Mr. Brearton adjourned the September 26, 2024 meeting at 4:40 p.m. Mountain Time.

214 **FRIDAY, SEPTEMBER 27, 2024 BOARD OF DIRECTORS MEETING**

215
216 **PRESENT**

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

221
222 **GUESTS**

223 Shelley Jackson.
224

225 **STAFF**

226 Elaine Calip, Paula D'Amico, Jake Grosser, Ellery Parish, Joel Shinofield, Eric Skufca.
227

228 **CALL TO ORDER**

229 Chris Brearton, Board Chair, called the September 27, 2024 Board of Directors meeting to
230 order at 5:15 p.m. Mountain Time.
231

232 **CLOSED SESSION**

233 The Board went into Closed Session to discuss governance changes and Board financials.
234

235 **OPEN SESSION**

236 The Board came out of Closed Session to approve the below motions.
237

238 **MOTION:** *To vacate the Temporary Amendments, effective immediately. To amend the Board*
239 *Governing Policies Manual (BGPM) pursuant to Policy 2.1(6-7) and, only to the extent*
240 *necessary, any corresponding provision within the USA Swimming Corporate Bylaws or any*
241 *other governing document of USA Swimming, effective immediately. These amendments to the*
242 *BGPM shall, upon passage, be attached as Appendix G to the BGPM and shall remain in effect*
243 *until a permanent CEO begins employment. Seconded. Motion passed unanimously.*
244

245 **MOTION:** *To use non-operating Board Designated funds to fund the CEO transition costs to*
246 *include, but not limited to, the cost of the CEO search firm and related legal fees. Seconded.*
247 *Motion passed unanimously.*
248

249 **MOTION:** *To amend the 2024 budget to allow for Board counsel fees to be added as operating*
250 *expenses. Seconded. Motion passed unanimously.*
251

252 **INVESTMENT ADVISOR**

253 **MOTION:** *That the Board approve the Investment Committee's recommendation, Goldman*
254 *Sachs, as the investment advisor for USA Swimming and the USA Swimming Foundation,*
255 *pursuant to the Investment Committee's Deliverable #4 in Board Policy 2.8. Seconded. Motion*
256 *passed unanimously.*
257
258

CLOSED SESSION

TASK FORCE DISCUSSION

The Board went back into Closed Session to discuss the composition of the CEO Search and National Team Director Task Forces.

ADJOURNMENT

Mr. Brearton adjourned the September 27, 2024 meeting at 7:25 p.m. Mountain Time.

SATURDAY, SEPTEMBER 28, 2024 BOARD OF DIRECTORS MEETING

PRESENT

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

GUESTS

Juli Arzave, Tim Bauer, Jamie Bloom, Greg Eggert, Scott Goldblatt, Shelley Jackson, Jennifer Lamont, Michael Lawrence, Caitlin Leverenz Smith, Dave Patterson.

STAFF

Matt Barbini, Elaine Calip, Paula D'Amico, Jake Grosser, Brendan Hansen, Stacy Michael Miller, Patrick Murphy, Rachel Olson (virtual), Ellery Parish, Joel Shinofield, Eric Skufca, MJ Truex.

CALL TO ORDER

Chris Brearton, Board Chair, called the September 28, 2024 Board of Directors meeting to order at 9:10 a.m. Mountain Time.

CLOSED SESSION

RISK MANAGEMENT UPDATE

The Board went into Closed Session to discuss Risk Management and insurance.

OPEN SESSION

FOUNDATION UPDATE

Elaine Calip, Executive Director, Foundation, reported on the Foundation's 2024 U.S. Olympic Team Trials (Trials) sales, highlighting the Foundation's VIP tickets which totaled over \$500,000 and Alumni tickets which totaled almost \$250,000. Mrs. Calip additionally remarked on fundraising activations during Trials which totaled almost \$250,000 through activation in the Aqua Zone, officials fundraising, the art auction and on-site activations, such as the financial impact from the Champions Club swims (Attachments 19 – 20).

Mrs. Calip provided a 2024 fundraising update, noting that the Annual Fund and Major Gifts are both trending ahead of schedule. Mrs. Calip described the formalization of the Legacy Society, which is a way for the Foundation to thank those who have included the USA Swimming Foundation in their estate planning.

Mrs. Calip provided an update on the Donor-Athlete Partnership Program, including an updated structure based on feedback from the athletes, which increases financial support, payment frequency, and the timeline pairing athletes with their donors.

Mrs. Calip provided an overview of the upcoming 2024 Golden Goggle Awards.

349 **ACC & AEC PRESENTATIONS**

350 Caitlin Leverenz Smith, Athletes' Advisory Council Chair, provided feedback from athletes
351 regarding Trials and the 2024 Paris Olympic Games, with the overall feedback being positive
352 for both events but noting areas of improvements for Trials to include preparing athletes to
353 compete in front of 20,000 fans and for the Games to include management of media criticism
354 and team culture.

355
356 Juli Arzave, Athletes' Executive Committee (AEC) Chair, reported the athlete track that the
357 AEC provided during the Annual Business Meeting, noting the goal of getting athletes more
358 connected locally and nationally in the future.

359
360 **CAC PRESENTATION**

361 Tim Bauer and Jamie Bloom, Coach Advisory Council (CAC) Chair and Vice Chair, commented
362 on how the CAC is available to assist and support the organization with moving forward in
363 the best way possible.

364
365 **STRATEGIC OUTLOOK**


366 Mrs. Ferguson provided an overview of how the organization budgets for each Quad and
367 previewed what investments are currently included in the 2025 budget. She then opened the
368 discussion to other items the organization should invest in moving forward. The Board and
369 staff discussed the investment priorities for USA Swimming in 2025.

370
371 **ADJOURNMENT**

372 Mr. Brearton adjourned the September 28, 2024 meeting of the Board of Directors at 12:01
373 p.m. Mountain Time.

374
375 Respectfully submitted:


Michelle Steinfeld, Secretary and General Counsel


Chris Brearton, Board Chair

USA Swimming Board of Directors Meeting Minutes

September 26 - 28, 2024 / Denver, Colorado

Attachment 1	Agenda
Attachment 2	Page 2 – Policy 1.1 Competitive Success
Attachment 3	Page 3 – 2024 Olympic Trials Coach Athlete Report
Attachment 4	Page 3 – Policy 1.4 Recognition of USA Swimming
Attachment 5	Page 4 – Q2 2024 Financial Statement Report
Attachment 6	Page 4 – 2024 Budget to 2024 Current Projection
Attachment 7	Page 4 – 2022-2024 Quad Business Plan Summary
Attachment 8	Page 4 – USA-S & Foundation Q2 2024 Investment Portfolio
Stmts.	
Attachment 9	Page 4 – Policy 3.4: Financial Condition and Activities
Attachment 10	Page 4 – 2025 Board Related Budget Expenses
Attachment 11	Page 4 – Policy 3.6: Financial Budget
Attachment 12	Page 5 – DRAFT Board Meeting Minutes April 19, 2024
Attachment 13	Page 5 – DRAFT Board Meeting Minutes August 25, 2024
Attachment 14	Page 5 – DRAFT Board Meeting Minutes August 27, 2024
Attachment 15	Page 5 – DRAFT Board Meeting Minutes August 28, 2024
Attachment 16	Page 5 – Policy 3.10: LSC Reporting Requirements
Attachment 17	Page 5 – Policy 3.11: USA Swimming Foundation Management
Attachment 18	Page 5 – Proposed Changes: Article 5 Corporate Bylaws
Attachment 19	Page 8 – Foundation Q2 2024 Financial Statement Report
Attachment 20	Page 8 – Foundation 2024 Budget to Projection
Attachment 21	CSCAA Report