

USA Swimming Board of Directors Special Meeting Minutes

July 1, 2025/Virtual

PRESENT

Maya Andrews, Katy Arris-Wilson, Chris Brearton, Frank Busch, Kenneth Chung, Nic Fink, Kathy Fish, Natalie Hall, Clark Hammond, Ira Klein, Caitlin Leverenz Smith, Katie Playko, Sabir Muhammad, Kathleen Prindle, Michelle Steinfeld, Bob Vincent.

STAFF

Eric Skufca.

GUESTS

Bronwyn Pepple (outside counsel).

CALL TO ORDER

Chris Brearton, Board Chair, called the July 1, 2025 Board of Directors meeting to order at 12:00 p.m. Mountain Time.

CLOSED SESSION

USOPC AUDIT UPDATE

The Board went into Closed Session to discuss changes to the U.S. Olympic & Paralympic Committee's audit standards.

PRE-LITIGATION MATTER UPDATE

The Board discussed a pre-litigation matter from its June meeting.

INTERNATIONAL RELATIONS UPDATE

Mr. Brearton provided an update on the International Olympic Committee and the World Anti-Doping Agency.

FINANCE UPDATE

Kenneth Chung, Vice-Chair, Fiscal Oversight, and Eric Skufca, Chief Financial Officer, discussed a draft financial update to membership.

CEO TRANSITION FUND UPDATE

Mr. Brearton provided a confidential update on the CEO Transition fund.

OPEN SESSION

The Board came into Open Session to vote on the following motions.

MOTION: *To approve the current expenses in the CEO Transition Fund, and for the Board Chair to seek prior Board approval for any material additions to the CEO Transition Fund. Seconded. Motion passed 13-1.*

MOTION: To approve the new campaigning language in Corporate Bylaw 6.3.3.(D), attachment 1. Seconded. Motion passed 12-0. Note: Two Board members were recused from the vote due to conflicts of interest.

CLOSED SESSION

CEO TRANSITION FUND UPDATE

The Board returned to Closed Session to complete its discussion of the CEO Transition Fund.

CEO UPDATE

Bob Vincent, Interim Chief Executive Officer, provided a confidential personnel update.

EXECUTIVE SESSION

CEO TASK FORCE UPDATE

The Board went back into Closed Session so it could conduct an Executive Session; all members of the staff left the meeting except for Mr. Vincent.

ADJOURNMENT

Mr. Brearton adjourned the July 1, 2025 meeting of the Board of Directors at 1:30 p.m. Mountain Time.

Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Chris Brearton, Board Chair

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Attachment 1

Page 2 - Updated Corporate Bylaws

A. All nominees¹ must adhere to the following campaigning rules. All campaigning not expressly permitted below is strictly prohibited. All nominees may engage in the following, but only after August 7:

- (i) Produce a biography of 500 words or less that accompanies a photo to be published on the USA Swimming Website.
- (ii) Use their personal social media accounts to announce their candidacy and post their 500-word biography. Nominees may ~~not engage in discussion on any form of~~ only publicly post on social media (their accounts or others' accounts on their behalf), and they may only post about their platform and their stance on issues or any other topic ~~related to their candidacy, but they may not discuss or disparage any other candidate.~~
- (iii) Participate in any *Meet the Candidates* forum, whether virtual or in-person, sponsored by USA Swimming.
- (iv) Participate in any virtual *Meet the Candidates* forum sponsored by any Zone, where all questions are presented to the nominees in advance. The Zone must make a reasonable effort to afford the same amount of time to all nominees.
- (v) Participate in any virtual *Meet the Candidates* forum sponsored by any LSC, where all questions are presented to the nominees in advance. The LSC must make a reasonable effort to afford the same amount of time to all nominees.
- (vi) Contact individuals on a one-on-one or small group basis (limited to groups of five people or less, including the candidate, but not to include USA Swimming Committee meetings), to share their platform and solicit their vote through telephone, cell phone, emails, text and other electronic communications. To the extent email or other electronic communication is used, the nominee may not copy or blind copy additional individuals about the five-person limit. In-person discussions that are informal, impromptu, and conducted in public and open spaces at the official hotel during the USA Swimming Annual Summit are not subject to this restriction.

Any and all campaigning (including any campaigning authorized in Bylaw 6.3.3(D)) is prohibited before August 7, prior to the annual meeting of the House of Delegates, when the list of nominees and the ballot is sent to the House of Delegates. Campaigning may continue up to the start of the annual meeting of the House of Delegates. Nominees may not encourage or solicit others to campaign on their behalf in violation of any of these restrictions.

B. Any violation of the campaigning rules in Bylaw 6.3.3(D) will be referred to the Ethics Committee and may be cause for disqualification; any such decisions will be made prior to the election. If a campaigning violation is alleged after the election has occurred and involves a sitting Board Member, the complaint will be referred to the Ethics Committee for investigation and potential sanctions, pursuant to the process outlined in Bylaw 4.5.1.

¹ Nominees subject to these campaigning rules include any individual on the list of all nominees and the ballot, regardless of whether they have been proposed by the Nominating Committee.