



TO: USA SWIMMING MEMBERSHIP
FROM: JIM SHEEHAN, USA SWIMMING BOARD OF DIRECTORS CHAIR

One of the most important responsibilities of the USA Swimming Board of Directors is to ensure that USA Swimming continues its incredible success in a fast-changing environment. At the most-recent Board of Directors meeting, the Board endorsed a set of recommendations that will re-vamp our Board structure and mindset to meet our goals of higher performance, growing the sport and serving the needs of you, our members.

This action modernizes the Board into a body that can be more forward-looking and take a proactive approach to topics that will benefit the organization for years to come.

It received nearly unanimous approval and gives us strong momentum to transition the Board into a focus on governance and the long-term strategic vision for USA Swimming. It's truly an exciting opportunity to function better and support the exceptional staff and membership of USA Swimming.

Our decision came as a result of a thorough process that started 18 months ago, when the Board assigned a Task Force and hired an external consultant specializing in non-profit governance to evaluate the Board's role, purpose, function and composition. Bill Schalz chaired this group and was joined by Julie Bare, Trent Staley, Michael Gibbons, Richard Pockat and staff liaison Pat Hogan. The outside consultant was nationally recognized Bill Charney from Charney Associates in Denver, CO.

The exhaustive process included more than 60 interviews with current Board members, past Board members, staff and other key stakeholders and detailed surveys completed by Board members. There was also an extensive assessment of USA Swimming's governance documentation, bylaws, policies and recent Board of Directors meetings. These documents were compared against other non-profits and the best practices for organizations like ours.

The outcome of this evaluation is the pivot to a Board of Directors model that has a broader strategic focus and forward-looking mindset, is smaller in size, employs a clear set of governing policies and further empowers our talented staff to carry out their work. When the current Board construct was created, there was a need for volunteer leadership to manage operational tasks. In today's world, that's no longer the case.

The Board has agreed to the following actions that have already begun, to accelerate our commitment in a conversion to a governance and strategically-focused board.

- Board Commitment to Transition to Governance Focus
- Develop Governing Policies Manual
- Stipulate the Parameters of Authority Delegated to the President & CEO
- Establish On-Going CEO Performance Evaluation Protocol
- Develop an Annual Board Work Plan
- Establish a Protocol for Nominating Committee to Recruit Qualified Candidates
- Develop Policies for Board Member Training, Orientation, Planning and Self-Evaluation

Some of the items will need your support in a vote by the House of Delegates (HOD) at the September convention in Dallas. Legislation has now been drafted to outline the proposed Board composition, size and voting structure; clarifies the Board member roles; and forms a nomination committee and criteria to be eligible for a Board position. We have also created a FAQ that will address your questions.

To give you a preview into what the Board is recommending for the September vote, we will seek to transition the Board's structure and composition as follows, effective with the 2018 elections:

- Board size to be 15 voting members
- Composition includes 10 "at-large" Board members elected by the HOD; plus: three athlete members elected by the Athletes Section of the HOD, the Chair of the National Team Steering Committee and the Immediate Past Board Chair (11 of the 15 will be HOD-elected)
- The Board will have and elect three officers from among its own members: Board Chair, a Vice Chair and a Vice Chair – Audit/Financial Oversight
- A Nominating Committee will be established and charged with recruiting, vetting and proposing two-to-three highly-qualified nominees on the ballot for each Board's seat open for election

These recommendations were carefully crafted and considered. They are threaded together systematically so that in total they all work together to enable the most fully-functional Board of Directors. Remove one piece from the set and the overall product isn't as effective. Think of it as a high-performing car. The engineers meticulously assemble vehicles after extensive planning and development. Imagine how they would run if some of the elements of that process weren't included. They certainly wouldn't be optimized the way they were designed.

We believe you will see this the same way with the legislation and your vote to move forward.

USA Swimming has built an incredible culture, in great part thanks to the commitment and work of our passionate volunteers. We look forward to enriching this even more with our volunteer leadership, who dedicate their time, enthusiasm and commitment to improving our sport.

Thank you for all your service to USA Swimming and its athletes, coaches, volunteers, staff and friends. We appreciate your support in this exciting step forward. If you have any questions, please contact Task Force Chair Bill Schalz, Pat Hogan or me.