



Board of Directors' Governing Policies Manual

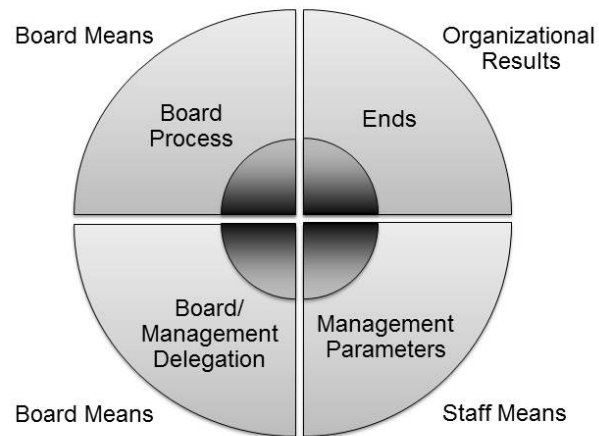


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Introduction

This Governing Policies Manual contains the current standing (ongoing) performance standards, values and expectations of the Board of Directors (“the Board”) of USA Swimming (USA-S).

1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency of having all ongoing Board policies in one place.
 - B. Quickly orienting new Board members to current policies.
 - C. Eliminating redundant or conflicting policies.
 - D. Having greater ease of reviewing current policy when considering new issues.
 - E. Providing clear, proactive policies to guide the President & CEO (“the CEO”) and staff, as well as Board officers, members and committees.
2. **Consistency:** The Board will ensure that each policy in this document is consistent with the law, the Articles of Incorporation, and the Bylaws, all of which have precedence over these Board policies. The Board will also ensure that these policies, and organizational practices, are consistent with and do not contradict the Rules and Regulations of USA Swimming as established by its House of Delegates. Except for time-limited or procedural-only Board decisions (approving minutes, electing officers, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. **Transition:** Unless a prior Board resolution or contract obligates the organization regarding a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board’s attention for resolution.
4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration by any Board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CEO.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity to the level of detail at which the Board would accept any reasonable interpretation when delegating further decisions relevant to that policy topic (i.e., to the Board Chair, Board Committees or the CEO).

Policy 1.0 Ends/Priority Results

Date of adoption / Last revision: May 12, 2018



1.0 Broadest/Purpose Statement:

**USA Swimming exists for: The growth and success of swimming in the United States.
(with results optimizing use of available resources)**

PRIORITY RESULTS:

- 1.1 COMPETITIVE SUCCESS: USA Swimmers achieve sustained competitive success at the Olympic Games and other high-level international competitions.**
- A. National Team culture and environment promotes and cultivates sustained performance success, positive representation of the USA, and a productive partnership between USA Swimming and its best athletes.
 - B. Strong and identifiable pathways and systems retain and develop talented athletes and coaches.
 - C. USA Swimming is a recognized leader in promoting a clean sport environment.
 - D. National Team athletes have resources and financial support contributing to successful careers both in and out of the water.
- 1.2 SUCCESSFUL ATHLETES, COACHES AND CLUBS: Members have resources for sustainable success.**
- A. Athletes have motivational, education, financial and leadership supports for success.
 - i. Participants derive benefits (physical, educational, leadership development and social) that lead to success in life.
 - B. Coaches have tools and skills to be successful in the pool and in business.
 - C. Clubs of all sizes and levels have and utilize resources and services for business and professional success.
 - i. Clubs are safe and inclusive environments.
 - ii. Educational opportunities support and engage non-athlete volunteers (e.g. parents, team leaders, and officials).
 - iii. Clubs have tools and resources for coach recruitment, development and retention.
 - iv. Facilities development and usage guidance and support contribute to clubs' success.
 - D. LSCs have resources and services for business and professional success.
 - i. LSCs grow through competition programs that are developmentally sound and family friendly activities.
- 1.3 PUBLIC ENGAGEMENT WITH SWIMMING: There is growth in public awareness of and interest in swimming participation.**
- A. Water safety awareness and swimming skills save lives.
 - B. Swimming is recognized as an essential life skill and a "Sport for Life" for all.
 - C. Swimming achieves sustained growth in participation at all levels.
 - i. Priority: Growth in participation in all cultures, ages, genders, economic backgrounds, and levels of ability.
 - ii. Non-members have access to educational/leadership resources to enhance swimmers' experience.
 - iii. Communities embrace swimming as an essential public service.
 - D. There is growth in fan engagement.
- 1.4 RECOGNITION OF USA SWIMMING: USA Swimming is recognized as the "Best in Class" NGB.**
- A. Members recognize the value and impacts of USA Swimming on their lives.
 - B. USA Swimming is recognized as a leader in Safe Sport.

Policy 2.0 Governance Purpose

Date of adoption / Last revision: *February 3, 2018*



Board Process

Acting on behalf of the membership, the USOC, and the American public, the purpose of the Board of Directors is to ensure that USA Swimming:

1. Achieves appropriate results for or on behalf of the membership, the USOC, and the American public (as specified in Board Ends/Priority Results policies) at an optimal cost and
2. Avoids unacceptable actions and situations.

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Policy 2.1 Governing Philosophy and Values

Date of Adoption / Last Revision: *February 3, 2018*



The Board will govern lawfully, and in compliance with the USOC's Bylaws. The Board will govern using Policy Governance principles, with an emphasis on: (a) integrity and truthfulness in all its activities and practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of Board and staff roles, (f) collective decisions, and (g) a focus on the future.

Accordingly:

1. The Board will uphold the USA Swimming Rules and Regulations.
2. The Board will cultivate a sense of group responsibility for its own performance. The Board will lead USA Swimming by proactively setting performance expectations for its own work and for that of the operating organization.
3. The Board will use the expertise of its members to enhance its understanding of issues, but will not simply defer to that expertise as the judgment of the entire Board.
4. The Board will set performance standards and expectations for USA-S through the careful articulation of written policies. The Board's primary focus will be on the achievement of intended long-term outcomes for and on behalf of the membership, the USOC, and the American public, not on the administrative/operational means of attaining those outcomes.
5. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management, the membership and the public with one voice, and continually building the Board's governance capability and reputation.
 - A. Continual Board development will include periodic discussion of its own performance and orienting new Board members in the Board's governance process and these policies upon appointment or election.
 - B. Orientation for new Board members will include three primary components:
 - i. Governance process: The Governance Committee will ensure provision of training including the governance principles underlying this Governing Policies Manual, and review of USA-S' Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
 - ii. Current strategic issues: The Board Chair and the CEO will provide overview and background information on significant issues being addressed and likely to be decided upon early in new Board member's tenure.
 - iii. Operational overview: The CEO will help new Board members achieve a general understanding of USA-S' operating organization (financials, key personnel, key products/programs/services, FAQs, etc.).
6. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
7. All policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.
8. The Board will be accountable to the membership, the USOC, and the American public for competent, conscientious and effective fulfillment of its governance obligations. The Board will not allow any officer, individual or Board Committee to be an obstacle to this commitment.
9. The Board will regularly evaluate and strive to improve its performance. Self-assessment will compare Board activity and discipline to the standards set forth in these *Board Process* and *Board-Management Delegation* policies.
10. The Board's activities will be open and accessible to reasonable scrutiny by the membership, the USOC, and the American public, with the exception of personnel or other matters of a sensitive nature.

Policy 2.2 Board Objectives

Date of adoption / Last revision: February 3, 2018



Board Process

On behalf of the membership, the USOC, and the American public, the Board's role is to define and ensure appropriate organizational performance.

To distinguish the Board's own role from those of the CEO and staff, the Board will concentrate its efforts on three primary job "products" or outputs:

1. **Connection with Members, the USOC, and the American Public:** The Board will connect the interests of the membership and the American public with operational performance.
 - A. **Needs Assessment:** The Board will assess needs and trends affecting the membership, the USOC, and the American public as they relate to USA-S' activities and scope of influence, and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
 - i. As part of its needs assessment and outreach efforts, the Board will include structured dialogue with key constituent groups, including but not limited to zone, LSC, and committee leadership, as well as representatives of key allied and affiliated entities
 - B. **Advocacy:** The Board will inform the membership, the USOC, and the American public of USA Swimming's achievements on their behalf and of its expected future results.
 - i. Particular emphasis will be given to ensuring demonstrated transparency and accountability to the House of Delegates.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of all organizational decisions and situations.
 - A. **Ends:** Strategic results priorities describing intended organizational impacts, benefits, outcomes, recipients and their relative worth (what results, for which recipients, at what cost/priority).
 - B. **Management Parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all management activity and decisions must take place.
 - C. **Board Process:** Specification of how the Board defines, carries out and assesses its own work.
 - D. **Board/Management Delegation:** How the Board delegates authority to management, and ensures its proper use; the CEO role, authority and accountability.
3. **Assurance of Organizational Performance:** The Board will ensure Ends fulfillment, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for successful achievement of Ends and adherence to Management Parameters.
4. In addition, the Board maintains responsibility for:
 - A. Establishment of new membership categories, and making recommendations to the House of Delegates for changes to fees for Club membership (including seasonal) and the Individual categories of annual, seasonal, outreach and single meet open water.
 - B. Serving as an appellate body for National Board of Review decisions.
 - C. Decisions outside the boundaries of authority delegated to the CEO (as proscribed in *Management Parameters* policies).

Policy 2.3 Board Work Plan and Agenda Preparation

Date of adoption / Last revision: February 3, 2018



To fulfill its role, the Board will prepare and follow an annual work plan that: (1) re-explores Ends policies and (2) continually improves Board performance through Board education, and interactions with members, customers, staff, beneficiaries, and outside experts.

Accordingly:

1. **Annual Cycle:** The Board's annual planning cycle will conclude each year at its last meeting before the House of Delegates meeting in September, so that administrative planning and budgeting for the next fiscal year can be focused on addressing both long and short-term Ends.
2. **Work Plan Development:** In September, the Chair will prepare and present for the Board's consideration and approval a suggested work plan for the following year's meetings. Considerations should include:
 - A. **Board Education:** Identification of topics that will elevate the Board's competencies, primarily of external issues and trends that impact USA-S' Ends, and to a lesser extent key areas of operations and governance training.
 - B. **Orientation/Training for New Board Members:** per policy 2.1.5, to include review of USA-S' governance system and documents, overview of key strategic issues to be addressed early in new Board members' tenure, and operational overview.
 - C. **Linkage with Membership, the USOC, and the American Public:** How the Board will connect with members, the USOC, and the American public (e.g., through surveys, focus groups, and other methods of gaining input).
 - D. **Policy Review:** How the Board will systematically review its governing policies, with emphasis on Ends, over the course of the year/quadrennium (e.g., by priority, by topic, or by emphasis of the Board's choosing).
 - E. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Management Parameters policies.
 - F. **Self-Assessment:** Methods and timeline for periodic evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
 - G. **Meeting Schedule/Locations:** Confirmation of the meeting schedule for the coming year to maximize Board member attendance and participation.
 - H. **Social Engagement:** To build its effectiveness as a leadership team, the Board will include periodic team building activities in conjunction with its meetings.
3. **Meeting Agendas:** The Chair will determine the agenda for each Board meeting, although Board members and the CEO may request or recommend any appropriate matters for Board consideration.
 - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the Chair at least twenty-one (21) days prior to the regularly scheduled Board meeting.
 - B. To ensure Board member preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by Board members at least ten (10) days prior to the scheduled Board meeting.
 - C. Additional matters may be added to the agenda of any regular Board meeting by the Board Chair and/or the CEO, or by affirmative vote of a majority of those present.
4. **CEO Performance Monitoring:** As a core element of the CEO's evaluation process (*see policy 4.4 "Monitoring CEO Performance"*), the Board will act on the CEO's monitoring reports received prior to the meeting, determining by majority vote whether the report:
 - A. Conveys a reasonable interpretation of the respective policy's provision(s).
 - B. Provides reasonable substantiation of compliance with the policy provision(s), as interpreted.

Policy 2.3 Board Work Plan and Agenda Preparation (continued)



Board Process

5. **CEO Annual Compensation Review:** Each year at the November meeting, the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will determine any adjustments of the CEO's compensation and benefits, to be effective as of January 1st. After that discussion, and prior to December 15th, a subgroup of the Board selected by the Chair will meet and share with the CEO the Board's overall judgments of performance, including qualitative feedback. Determinations of any performance bonus/incentive compensation a calendar year shall be determined at the first meeting of the subsequent calendar year and paid no later than February 28th.
6. **Closed Sessions:** The Board may convene in executive/closed session whenever it deems, by majority vote, to be in the best interest of the organization, and will be attended only by Board members and others specifically invited by the Board Chair or, by majority vote, the Board. Board members, staff and other persons present shall not discuss or disclose executive session proceedings outside of the executive session without prior authorization of the Board.

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Policy 2.4 Board Chair's Role and Authority

Date of adoption / Last revision: *February 3, 2018*



As USA Swimming's chief governance officer, the Chair's primary role is to be the presiding officer, ensuring the integrity of the Board's process. The Chair also leads meetings of the House of Delegates, and represents the Board to outside parties.

Accordingly:

1. The Chair's job is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
 - A. Agenda content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - B. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
2. The Chair is authorized to make decisions consistent with the Board Process and Board/Management Delegation policies, except for (a) employment/termination of the CEO, or (b) decisions pertaining to matters about which the Board has specifically delegated portions of its authority to others. The Chair may use any reasonable interpretation of these policies.
 - A. The Chair is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - B. The Chair has no authority to make decisions within the Board's Ends and Management Parameters policy areas. Therefore, as the CEO is accountable to the Board as a whole, the Chair does not have authority to supervise or direct the CEO.
 - C. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to the Chair.
 - D. The Chair may delegate this authority but remains accountable for its use.
 - E. The Board Chair shall appoint all non-athlete members of Board committees and their respective chairs unless otherwise designated in the USA Swimming Rules & Regulations, Bylaws or in Board Policies. The Board Chair is an ex-officio non-voting member of all Board committees.
3. The Chair will lead and participate in the Board's assessment of its own performance.
 - A. Criteria for assessment will be the Board's adherence to its Board Process and Board-Management Delegation policies.
 - B. The Board will self-assess its overall performance at least once per year.
 - C. The Board will ensure that there is at least a brief assessment of each meeting prior to adjournment, identifying factors that enhanced its productivity, as well as those that would have made the meeting more successful.
4. The Chair will also make appointments to the House of Delegates, per the USA-S Rulebook.

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Policy 2.5 Board Members' Code of Conduct

Date of adoption / Last revision: February 3, 2018



Board Process

The Board expects of itself and its members ethical, professional and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. **Duty of Obedience:** Board members must abide by USA-S' governing documents (i.e. Articles of Incorporation, Bylaws and these Governing Policies). While vigorous debate is expected and encouraged, Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
3. **Duty of Loyalty:** Board members must demonstrate loyalty to the interests of USA Swimming, superseding any conflicting loyalties such as that to segments of the membership, family members, advocacy or interest groups, affiliated entities, staff, other organizations or any personal interests as a consumer of the organization's services.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility and abide by the USA Swimming Statement of Principles on Ethical Behavior and Conflict of Interest. (*See Appendix C*)
5. Board members must not attempt to exercise individual authority over the organization.
 - A. Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Board members' interaction with the media, public or other entities must recognize that Board members are not to speak for the CEO, the Board, or USA Swimming, except to repeat explicitly stated Board decisions.
 - C. Board members will not publicly express individual judgments of the performance of the CEO or of other employees, other than when participating in the Board's monitoring functions.
6. Board members will treat one another and staff members with respect, courtesy, and honesty.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
8. A Board member aware of credible information that suggests that a Board policy has been violated, by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Vice-Chair. If the CEO or a staff member is the subject of the concern, the Board will refer to its process for *Monitoring CEO Performance* (policy 4.4)
9. If a Board member is alleged to have violated the Board's Governing Policies.
 - A. The Chair (or Vice-Chair, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The Chair will put the issue on the agenda for executive session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
 - C. A Board Member found by the Board (by majority vote) to have violated these Governing Policies may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.

Policy 2.6 Board Members' Individual Responsibilities

Date of adoption / Last revision: *February 3, 2018*



Board Process

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Commitment:** Board members are expected to, upon appointment or election to the Board and annually, sign a Letter of Commitment indicating that they have reviewed and commit to abide by USA-S' Bylaws and these Governing Policies, as may be amended from time to time.
2. **Attendance:** Board members are expected to attend Board meetings on a regular and punctual basis. Absence from more than one of the five (5) regularly scheduled meetings in the Board's annual planning cycle will constitute that member's resignation from the Board. The annual planning cycle starts upon adjournment of the House of Delegates annual meeting.
 - A. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be granted by vote of the Board or at the discretion of the Board Chair. In the latter case, the Board Chair shall inform the Board of such waiver.
3. **Preparation and Participation:** Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions.
4. **Stewardship:** Board members are expected to be alert to the concerns of the membership, the USOC, and the American public that can be addressed through USA-S' mission and Ends.
5. **Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
6. **Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Chair, is collegial and not hierarchical.
7. **Volunteerism:** Board members may individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
8. **Members in Good Standing:** As Board members are recognized representatives of USA Swimming, they are expected to remain in good standing within the sport and their respective communities.
9. **Contributions to USA Swimming Foundation:** Each Board member is expected and required to make an annual personal financial contribution to the USA Swimming Foundation. The demonstration of support, rather than the amount of the contribution, is of principal importance.
10. **Participation in Organizational Activities:**
 - A. In addition to attending Board meetings, Board members are expected to:
 - i. (TBD).
 - B. Board members are also encouraged to:
 - i. Promote and support the activities of the USA Swimming Foundation.
 - ii. Attend the annual Convention.

Policy 2.7 Board Committee Principles

Date of adoption / Last revision: *February 3, 2018*



The Board may establish Board Committees in addition to the Standing Committees of the Board that are set forth in the USA-S Rulebook to help the Board be more effective and/or efficient in its work. Board committees are not to interfere with the Board's delegation of authority to the CEO or the CEO's to other staff.

Accordingly:

1. Board committees are to help the Board do its job, not to help, advise, or exercise authority over staff.
2. Board committees will ordinarily undertake activities not delegated to the CEO such as by preparing policy alternatives and implications for Board consideration or performing specific monitoring functions.
3. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. Expectations and authority will be carefully stated in the Board Committee Structure policy in order not to conflict with authority delegated to the CEO.
4. As the CEO works for the full Board, he or she will not be required to seek approval of a Board committee before taking action.
5. The composition of each Board committee as well as the number and purpose of committees is to be evaluated no less than bi-annually to assure continuity and relevance. Unless otherwise stated in the Board Committee Structure policy, appointments to committees will take place at or shortly after the first Board meeting following the annual House of Delegates meeting.
6. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes Board members. This policy does not apply to committees formed under the authority of the CEO. Task forces may be established by the Board or the Board Chair.
7. Unless specifically authorized by the Board, a Board Committee may not make any commitment of organizational resources or funds.

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Policy 2.8 Board Committee Structure

Date of adoption / Last revision: February 3, 2018



Board Process

Board committees are those established by and with authority emanating from the Board or as designated the USA-S Rulebook, regardless of whether composition includes non-Board members. The only Board committees are those set forth below. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource (non-voting member/liaison) for each Board committee.

“Standing” Committees of the Board (set forth in Bylaws)

1. Nominating Committee

- A. **Deliverable #1:** Fulfillment of Nominations process, as stipulated in the Bylaws, and the *Board Nominations and Election* policy.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Per the Bylaws, 9 voting members, plus the President/CEO or his or her designee (non-voting)
 - Two (2) shall be athlete members (different genders) appointed by the Athletes' Executive Committee.
 - Two (2) shall be coaches; one shall be appointed by the Age Group Development Committee and one shall be appointed by the Senior Development Committee from among all coach members of USA Swimming.
 - Two (2) shall be current members of the Board of Directors, proposed by the Board Chair and approved by the Board of Directors.
 - One (1) shall be appointed by the USA Swimming Foundation Board of Directors.
 - Two (2) individuals (different genders) of independent background intended to enhance and complement the diversity of thought and perspective of the remaining composition of this committee (such as ethnicity, geography, business skills) shall be proposed by the Board Chair and approved by the Board of Directors,
 - The Committee shall, at its first meeting of each nominations cycle, select a chairperson from among its own membership.
 - Terms of Nominating Committee members shall be three (3) years, staggered such that one-third (1/3) of its members are appointed each year. Members of the Nominating Committee shall be eligible for a maximum service of two terms.

2. Investment Committee

- A. **Deliverable #1:** Quarterly review of performance of USA-S' investments, as reported to the Committee by the Investment Advisor.
Deliverable #2: Recommendations for Board consideration of revisions to the Board's Investment Policy.
Deliverable #3: Oversight and periodic reporting to the Board re: the performance of the investment portfolio, per Investment policy.
Deliverable #4: Recommendations for the selection of Investment Advisor(s) to the Board.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Five Members. Two (2) of the members shall be the Board Chair, or the Board Chair's duly appointed representative, and the Vice Chair – Fiscal Oversight. The remaining three (3) members shall be appointed jointly by the Board Chair and Vice Chair – Fiscal Oversight with the approval of the Board of Directors. One (1) member shall be appointed each year to serve a three-year term. At least two (2) of the appointed members shall be non-members of the Board of Directors, one (1) of whom shall be appointed chair by the Board Chair and Vice Chair-Fiscal Oversight with the approval of the Board of Directors. At least one (1) of the appointed members shall be an athlete.



Policy 2.8 Board Committee Structure (continued)

3. Audit Committee

- A. **Deliverable #1:** Confirmation of auditor's independence and recommendation to Board for engagement of auditor by no later than end of February each year.
Deliverable #2: - Annual specification of audit scope, consistent with Board monitoring schedule (see policy 4.4), including approval of any permitted non-audit services to be provided by the independent auditor.
Deliverable #3: Assurance that the auditor has unfettered access to organizational management and records.
Deliverable #4: Review with the independent auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided by the auditor.
Deliverable #5: Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
Deliverable #6: Review of annual Form 990 prior to distribution to Board of Directors and subsequent submission to IRS.
Deliverable #7: "Direct Inspection" (internal audit) monitoring of compliance with the Board's fiscal policies (Financial Condition, Asset Protection, Budget, Compensation and Benefits), as directed/scheduled by the Board per policy 4.4 *Monitoring CEO Performance*.
- B. **Authority:** To direct work of outside auditors, to use management time as needed for administrative support, and to incur costs as budgeted for all matters related to the audit
- C. **Composition:** Five members. The Vice Chair-Fiscal Oversight serves as chairperson, plus four members appointed by the Board Chair, including: a non-officer Board member; an athlete from a slate submitted by the Athletes' Committee, and two additional members with designated financial experience.

4. Credentials / Elections Committee

- A. **Deliverable:** Certification of delegates at the annual meeting of the corporation, supervise elections held at the annual meeting, and certify results of elections held at the annual meeting.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Eight (8) non-athlete members appointed by the Board Chair and a sufficient number of athlete members as to constitute at least twenty percent (20%) of the voting membership. Each non-athlete member shall serve a four-year term, staggered so that one-fourth of such members are appointed each year. Members are not subject to consecutive term limits.

5. National Board of Review Committee

- A. **Deliverable:** Acts as a hearing body to resolve matters, questions and disputes involving USA Swimming, the Local Swimming Committees, or the membership – per the Rulebook.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** The National Board of Review Committee shall consist of such number of members as the Board Chair may deem appropriate from time to time. Such members shall be appointed by the Board Chair, with the advice of the Secretary & General Counsel, who shall serve as an ex-officio member with voice but no vote. At least twenty percent (20%) of the voting membership of the National Board of Review Committee shall be athlete members. The Chair and Vice Chair(s) of the National Board of Review shall serve as the Chair and Vice Chair(s), respectively of the National Board of Review Committee. The term of the Chair, Vice Chair(s) and other members of the National Board of Review Committee shall be two years with a limit of five (5) full terms each may serve.



Policy 2.8 Board Committee Structure (continued)

6. Governance Committee

- A. **Deliverable #1:** As directed by the Board or requested by the Chair, preparation and/or review of proposed policy/Bylaws revisions and implications for Board consideration.
Deliverable #2: Thorough orientation and training of new Board members.
Deliverable #3: Recommendations for Board consideration regarding additional Board training opportunities to enhance the Board's governance skills and capabilities.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Five members. To be chaired by the Vice-Chair/Chair Elect, and to include the Board Chair plus three additional Board members, including at least one athlete, chosen annually by the Board Chair.

7. Executive Compensation Committee

- A. **Deliverable #1:** Recommendations for Board consideration regarding adjustments to the CEO's compensation and benefits package. To be presented to the Board in a timely manner to allow final action to be taken by the November meeting each year.
Deliverable #2: Accompanying the recommendations, provide data as to comparable compensation for similarly qualified persons in comparable positions.
Deliverable #3: Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding CEO compensation.
Deliverable #4: Prepare for Board's consideration, and in consultation with the CEO, annual incentive plan goals and metrics for the bonus component of CEO compensation; annually review and report to the Board the CEO's performance results vis-a-vis previously established goals.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Three Board members – A committee chairperson, plus two additional Board members chosen annually by the Board Chair. At least one of the three is to be an athlete Board member.

8. Membership Relations Committee

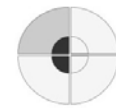
- A. **Deliverable:** Development of mechanisms and plans for Board approval and implementation to ensure active communications between the Board and USA-S' membership, ensuring the Board is well informed about members' perspectives and values, and that the membership is informed of the Board's work on their behalf.
- B. **Authority:** To incur costs as budgeted and management time as needed.
- C. **Composition:** Three Board members – A committee chairperson, plus two additional Board members chosen annually by the Board Chair. At least one of the three is to be an athlete Board member.

9. Zone Directors' Council

- A. **Deliverable:** Provision of advice and input to inform the Board of Directors of issues and opportunities within the four zones
- B. **Authority:** To incur costs as budgeted and management time as needed
- C. **Composition:** The eight (8) elected Zone Directors. Chair to be elected by the group from among its members.

Policy 2.9 Board Nominations and Elections

Date of adoption / Last revision: February 3, 2018



Board Process

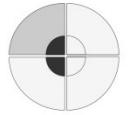
The Board of Directors shall ensure that the nominations and elections process is administered in accordance with the Bylaws and the following policies.

1. **Composition:** The nine voting members of the Nominating Committee shall, per the Bylaws, be:
 - Two (2) shall be athlete members (different genders) appointed by the Athletes Executive Committee.
 - Two (2) shall be coaches; one shall be appointed by the Age Group Development Committee and one shall be appointed by the Senior Development Committee from among all coach members of USA Swimming.
 - Two (2) shall be current members of the Board of Directors, proposed by the Board Chair and approved by the Board of Directors.
 - One (1) shall be appointed by the USA Swimming Foundation Board of Directors.
 - Two (2) individuals (different genders) of independent background intended to enhance and complement the diversity of thought and perspective of the remaining composition of this committee (such as ethnicity, geography, business skills) shall be proposed by the Board Chair and approved by the Board of Directors.
 - In addition, the President/CEO or his or her designee shall be a non-voting member of the committee.
2. **Appointment:** Terms of Nominating Committee members shall be three (3) years, staggered such that one-third (1/3) of its members are appointed each year. Members of the Nominating Committee shall not be eligible to be appointed to this committee once they have served two terms.
 - A. By September 30 of each year, the Secretary & General Counsel shall distribute the current Nominating Committee roster/term matrix, noting that the committees and/or boards due to make appointments to the Nominating Committee are to do so by no later than January 15th. The notice is to convey that individuals serving on the Nominating Committee may not be presented on the slate of nominees.
 - B. The incumbent Chair of the Nominating Committee shall convene the initial meeting of the following year's committee within forty-five (45) days after the appointment deadline, and after the January/February Board meeting. At the initial meeting, the committee shall select a chairperson from among its own membership. *(FOR 2018 only, the Board Chair shall be the convener of this initial meeting, until the Committee selects its chairperson for the year.)*
 - C. For 2018, the initial appointments to the Nominating Committee shall be for staggered terms as follows:
 - i. One year terms: 1 athlete member, 1 current Board member, 1 coach appointed by the Age Group Development Committee.
 - ii. Two year terms: 1 "independent" individual appointed by the Board; 1 current Board member; 1 Foundation Board member.
 - iii. Three year terms: 1 athlete member; 1 "independent" individual appointed by the Board; 1 coach appointed by the Senior Development Committee.
3. **Nominating Criteria:** No later than its January/February meeting each year, the Board will consider its needs for certain competencies, and will identify and provide a "charge" to the Nominating Committee that specifies experience, skills and attributes that would constitute "ideal candidates" to complement and augment the composition of the incumbent Board in the upcoming nominations/election cycle. Primary criteria may include:



Policy 2.9 Board Nominations and Elections (continued)

- Past demonstration of commitment to USA-S, or a “demonstrable connection to the sport.”
 - Governance experience, e.g. knowledge and skills in policy-making, legal and fiduciary responsibilities.
 - High-level (board or management) experience in setting standards for and/or overseeing a multi- million-dollar corporation.
 - Financial literacy.
 - Demonstrated ability to participate productively in group processes.
 - Professional relationships/associations that may be beneficial to USA-S.
 - Commitment to support and adhere to the Board’s governing documents (Bylaws, Governing Policies, etc.).
 - Ensuring diversity within the Board’s composition (gender, ethnic, age, geography, etc.).
 - For incumbent or past Board members seeking re-nomination, fulfillment of individual Board members’ responsibilities.
4. **Call for Nominations:** The Nominating Committee shall issue a Call for Nominations, which may be self-nominating or by third party with written consent of the proposed nominee. The Call for Nominations shall convey the number and qualifying criteria, per the Bylaws, of Board seats to be elected at the subsequent House of Delegates meeting, and shall include:
- The deadline by which nominations must be submitted.
 - Then-current Board policies on Board Members’ Code of Conduct and Board Members’ Individual.
 - Responsibilities, highlighting expectations regarding:
 - Board meeting attendance.
 - Advocating and voting for what’s in the best interests of USA Swimming, its members and the sport, and not for any specific stakeholder groups.
 - That Board members are not to exercise individual authority over the President & CEO or any member of the USA Swimming staff, unless explicitly Board-authorized for a specific purpose.
 - Profile highlighting the “ideal candidate” skills and attributes as identified by the Board of Directors for that nominating cycle.
 - An application form addressing prospective candidates’ qualifications, skills and reason(s) for interest in serving on the USA-S Board.
5. **Candidate Screening:** The Nominating Committee will screen proposed candidates to ensure that they meet all requirements for Board membership.
- A. All candidates who, based on their application, appear to be qualified will be invited to participate in an initial telephone interview with a minimum of two Nominating Committee (voting) members. The Committee will maintain a list of standardized interview questions, and responses will be summarized and presented on a scoring matrix to be shared with all Nominating Committee members.
- B. Based on initial phone interviews, those candidates the Nominating Committee wishes to advance for further consideration will be provided with USA-S’ Bylaws and its then-in-effect Governing Policies Manual, and invited to a second interview with at least two other Nominating Committee members. Candidates will be invited to ask questions pertaining to the Governing Policies and structure of the Board and organization.
- C. To be placed on the ballot, candidates will be required to sign, and submit by a specific deadline, a written commitment to serve in accordance with said Bylaws and Governing Policies.



Policy 2.9 Board Nominations and Elections (continued)

6. **Selection of Nominees:** The Nominating Committee shall consider the merit and qualifications of all candidates who have fulfilled the screening process set forth above. It shall address the Board composition requirements of seats to be filled in the current nominations/elections cycle (see Bylaws Article 504.2 re: athletes, coaches, zone geography, semi-independent status, etc.). Overlaying these needs and the pool of vetted candidates, the Nominating Committee will recommend at least two, but not more than three, nominees for each seat open for election.
 - A. The list of proposed nominees will be presented to the House of Delegates at least thirty (30) days prior to its annual meeting. Accompanying the list, and in related correspondence sent to the Delegates, a biography/nominee statement, not to exceed 250 words, for each proposed nominee shall be distributed. A photo, if provided by the nominee, shall also be included.
 - B. In addition to the Call for Nominations and vetting process, other members may self-nominate or be nominated by a third party with written consent of the proposed nominee by submitting their names to the Credentials/Elections Committee no later than fourteen (14) days prior to the start of the meeting of the House of Delegates.

7. **Election:** The ballot shall explicitly state/present:
 - A. The list of vetted and proposed nominees shall be prominently highlighted as such on the ballot. Any other nominees will have their names listed with no supporting information.
 - B. The number of nominees Delegates may vote for; and
 - C. The composition requirements for seats open to election (e.g. # of coaches, zone geography, semi-independents, etc.).
 - D. The candidates with the highest number of votes subject to Board composition requirements shall be elected to the Board.

8. **Timeline:** The annual nominations and election cycle timeline shall be:
 - September: Secretary & General Counsel distributes Nominating Committee Roster/Matrix, highlighting positions to be appointed for the subsequent cycle.
 - January: Nominating Committee appointees confirmed by January 15th
 - Jan/Feb: At the January/February Board meeting, Board determines “ideal candidate” attributes and skills charge to the Nominating Committee.
 - February: Nominating Committee selects its chairperson. Begins updating Call for Nominations materials, forms and communications plan.
 - April: First week of April: Call for Nominations announced and promoted/distributed via email and on USA-S website.
 - May: May 15th: Deadline for nominations to be submitted (electronic)
 - May-July: Nominating Committee screens candidates. Develops recommended slate of vetted candidates.
 - August: List of proposed nominees, with accompanying biographical information/nominee statement and photograph, distributed at least 30 days prior to the meeting of the House of Delegates
 - September: 14 days prior to the meeting of the House of Delegates, Credentials & Elections committee adds any names of individuals who were not screened and recommended by the nominating committee, but who, per Rulebook provision 507.3.C, self-nominated or consented to be nominated separate from the Nominating Committee process.
 - Such names are to be presented “below the line” as such, and with no supporting information.

Policy 2.10 Budgeting for Board Prerogatives

Date of adoption / Last revision: *February 3, 2018*



The Board will consciously invest in its ability to govern effectively. Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods and supports to assure excellence in its leadership.
 - A. Training will be used appropriately to orient new Board members and to increase existing Board members' skills and knowledge.
 - B. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews or opinions on fiscal, legal or governance matters.
 - C. Effective communications will be used as needed to ensure the Board understands members' and public viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance. Annual governance prerogatives to be considered include costs for:
 - A. Board meetings (including Board member travel).
 - B. Board member reimbursements for authorized attendance at conferences, workshops, etc.
 - C. Board training (governance consulting, publications, etc.).
 - D. Fiscal audit and other third-party monitoring of organizational performance.
 - E. Opinion surveys, focus groups and other membership linkage activities.
 - F. Board committee functions (other than Audit, as itemized in D above).
 - G. Board Chair's discretionary expenses.
 - H. Board Meeting technology/software platform.
3. The Board will establish its budget for these prerogatives in the next fiscal year each year during the Board meeting normally held in September, so that it may be incorporated into the overall USA-S budget prepared by staff for presentation to the Board in November.

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Policy 3.0 General Management Constraint

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

The CEO will not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, in violation of commonly accepted business and professional ethics and practices, or inconsistent with the USOC's Bylaws or USA Swimming's Rules and Regulations.

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Policy 3.1 Treatment of Members / Customers

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to interactions with members/customers, the CEO will not cause or allow conditions or procedures which are unfair, unsafe, untimely, unresponsive, undignified or which fail to provide appropriate confidentiality.

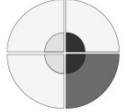
Further, the CEO will not:

1. Collect, review, transmit, store or destroy member/customer data without protecting against improper access to that information.
2. Operate without clearly conveying to members/customers what may be expected from the USA Swimming programs and services offered,
3. Pertaining to members, operate without conveying applicable USA Swimming Code of Conduct expectations of members, including but not limited to it being the policy of USA Swimming that its members, including athletes, coaches, officials and volunteers, have the right to participate and compete in an environment that is safe and free from sexual abuse and harassment.
4. Operate without enforcing the USA Swimming Code of Conduct.

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Policy 3.2 External Relations

Date of adoption / Last revision: *February 3, 2018*



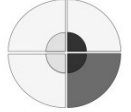
Management Parameters

With respect to USA Swimming's interactions with other entities, the CEO will not operate without cultivating and maintaining senior leadership level relationships with all relevant national and international organizations, including but not limited to: USOC, FINA, NCAA, ASCA, CSCAA, ACES, USADA, etc.

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Policy 3.3 Treatment of Employees and Volunteers

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to the treatment of employees and volunteers, the CEO will not cause or allow conditions that are unfair, unsafe or undignified.

Pertaining to employees, the CEO will not:

1. Operate without ensuring employees are provided with written personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for employees and provide for effective handling of complaints/grievances.
 - A. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.
2. Allow employees to be unprepared to deal with reasonably foreseeable emergency situations.
3. Retaliate or allow retaliation against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by USA-S personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.
 - A. Prevent employees from grieving to the Board when (a) internal grievance procedures outlined in the Personnel Manual have been exhausted and (b) the employee alleges that Board policy has been violated.

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Policy 3.4 Financial Condition and Activities

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to financial condition and activities, the CEO will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Manage finances without adherence to applicable Generally Accepted Accounting Principles (GAAP) as promulgated by the Financial Accounting Standards Board (FASB).
2. Expend more funds than have been projected to be received in the fiscal year, except up to the amount of any Board-approved operating deficit for such fiscal year.
3. Allow cash and cash equivalents to drop below that amount necessary to meet operating expenditures over a 30-day period.
4. Borrow funds (with exception of credit cards used for normal business purposes paid in full each month).
5. Use Board-designated Operating Reserve funds.
6. Operate without settling payroll obligations and payables in a timely manner.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Execute a purchase commitment, check or electronic funds transfer for greater than \$250,000 unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Splitting orders to avoid this limit is not acceptable.
9. Acquire, encumber, lease or dispose of real property.
10. Operate without aggressively pursuing material receivables after a reasonable grace period.
11. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
 - A. Operate without clearly delineated procedures and limitations for payment/reimbursement of authorized expenses incurred by board members and committee members, and others who are entitled to reimbursement from USA-S.
 - B. CEO credit card statements and/or expense reimbursements must be reviewed and authorized for payment by the Vice Chair – Fiscal Oversight. CEO credit card statements must be reviewed and approved within 30 days of payment.

Policy 3.5 Asset Protection

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

The CEO will not cause or allow USA Swimming's assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, the CEO will not:

1. Allow USA-Swimming to be without sufficient insurance coverage, including:
 - A. Casualty losses and property losses to at least replacement value.
 - B. Liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - C. Employee theft and dishonesty.
 - D. Cyber-security.
2. Subject USA-S' facilities and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, the Board, staff or their agents to claims of liability.
4. Allow procurements without reasonable protection against conflicts of interest.
5. Allow a purchase of any material amount without having compared prices and quality.
6. Allow USA-S' intellectual property, information, resources and files to be exposed to loss, improper access, misuse or significant damage.
7. Operate without adhering to a Records Retention Schedule, approved by the Secretary & General Counsel, for the maintenance of documents and records.
8. Operate without internal controls over receipts and disbursements, and to prevent dissipation of assets, sufficient to meet the Board-appointed auditor's recommendations (as set forth in the auditor's Management Letter and/or other communications).
9. Compromise the independence and transparency of the Board's relationships with auditors or other providers of governance support. Such entities may not be engaged by the CEO unless explicitly Board authorized.
10. Invest operating capital or reserve funds in a manner inconsistent with the Investment Policy.
11. Endanger USA-S' public image or credibility.
12. Substantially alter the organization's corporate identity.

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Policy 3.6 Financial Planning and Budgeting

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

Financial planning for any fiscal year, the remaining part of any fiscal year, or any quadrennial cycle will not deviate materially from the Board's Ends priorities, risk financial jeopardy or fail to address multi-year planning needs and considerations.

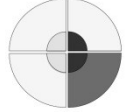
Accordingly, the CEO will not allow budgeting that:

1. Risks incurring those liquidity situations or conditions described as unacceptable in the Financial Conditions and Activities policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions.
 - A. Investment income from Undesignated and Board-Designated Operating Reserve funds may be conservatively projected as operating revenue.
3. Plans the expenditure in any quadrennial cycle of more funds than are conservatively projected to be received.
4. Fails to allocate appropriate gross cash revenues to the Board Designated Operating Reserve, if that fund level is and has been less than 75% of its targeted threshold of six months (50% of annual) Program Funding and Operating Costs for two consecutive years.
5. Omits allocation for Board activities per the Budgeting for Board Functions policy (see policy in Board Process).

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Policy 3.7 Compensation and Benefits

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to employment, compensation and benefits for employees, consultants, contractors or volunteers, the CEO will not cause or allow jeopardy to USA-S' fiscal integrity or public image.

The CEO will not:

1. Establish salaries and benefits that deviate materially from the geographic and/or professional market value for the skills employed.
2. Change his or her own compensation.
3. Change his or her own benefits, except as consistent with the package for all other employees.
4. Promise or imply anything other than "at-will" employment.
5. Create obligations to consultants or contract vendors that are not consistent with annual/quadrennial budget plans.
6. Establish or change retirement benefits that would cause situations unpredictable for the organization or inequitable for employees.

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Policy 3.8 Emergency Management Succession

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

The CEO will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CEO will not:

1. Have fewer than two (2) other members of the management team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

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Policy 3.9 Board Awareness and Support

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

The CEO will not cause or allow the Board to be uninformed or unsupported in its work. The CEO will not:

1. Withhold, impede or confound information necessary for the Board's informed accomplishment of its job. The CEO will not:
 - A. Neglect to submit monitoring reports (including the CEO's policy interpretations, as well as compliance data) required by the Board (see *Monitoring CEO Performance* policy in Board-Management Delegation) in a timely, accurate and understandable fashion.
 - B. Let the Board be unaware of any actual or anticipated noncompliance with any Ends or Management Parameters policy, regardless of the monitoring schedule set forth by the Board.
 - C. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g., anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes). Notification of planned internal changes is to be provided in advance, when feasible.
 - D. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Board Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the working relationship between the Board and the CEO.
 - E. Present information in unnecessarily complex or lengthy form or without differentiating among three types of written communications: 1) monitoring, 2) decision preparation or "action item"; and 3) incidental/FYI.
2. Allow the Board to be without logistical and administrative support for official Board, officer or committee communications and functions.
3. Deal with the Board in a way that favors or privileges certain Board members over others except when:
 - A. Fulfilling individual requests for information, or
 - B. Responding to officers or committees duly charged by the Board.

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without establish

Policy 3.10 LSC REPORTING REQUIREMENTS

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to relationships with Local Swim Committees (LSCs), the CEO will not operate without establishing and maintaining a cohesive national organizational structure ensuring appropriate alignment between USA Swimming and its LSCs.

Further, the CEO will not:

1. Operate without standardized contractual agreements (to be in place by _____ 20____) between USA Swimming and the Boards of Directors of LSCs, delineating mutual expectations and responsibilities, including but not limited to:
 - A. Alignment with the mission/Ends of USA-S.
 - B. Protection of USA-S from assumption of financial liability for the activities of the affiliated chapters and regions.
 - C. Use of USA-S' name, insignia, logo and brand.
 - D. Requiring that any revisions to LSC Bylaws are submitted to USA-S' Secretary & General Counsel, or her/his designee, to verify consistency with "Required Bylaws" provisions of USA Swimming's Rules and Regulations.
 - E. Terms and conditions for disbursement of dues.

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Policy 3.11 USA SWIMMING Foundation Management

Date of adoption / Last revision: *February 3, 2018*



Management Parameters

With respect to management of the USA Swimming Foundation.

POLICY LANGUAGE TBD

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Policy 4.0 Board/Management Connection

Date of adoption / Last revision: *February 3, 2018*



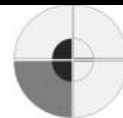
Board/Management Delegation

The Board's official connection to the operating organization, its achievements and conduct is through its chief executive officer, titled "President & CEO" ("CEO").

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Policy 4.1 Unity of Control

Date of adoption / Last revision: *February 3, 2018*



Board/Management Delegation

The Board of Directors acts with one voice in establishing expectations of the CEO.

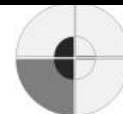
Accordingly:

1. No Board member, officer or committee has authority over the CEO, or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request--in the CEO's judgment--requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.

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Policy 4.2 Accountability of the CEO

Date of adoption / Last revision: *February 3, 2018*



Board/Management Delegation

All Board authority delegated to management is delegated through the CEO. Therefore, the authority and accountability of staff, as far as the Board is concerned, is the authority and accountability of the CEO.

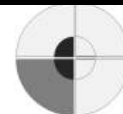
Accordingly:

1. The Board will not give instructions to any staff other than the CEO (without consent of the CEO).
2. The Board will not evaluate, either formally or informally, any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with Management Parameters. No performance measure established by the Board or a subset of the Board shall conflict with or modify this measure of performance.
4. Consequently, the CEO's accountability and evaluation will be based on performance in two areas:
 - A. Organizational achievement of the Board's Ends policies.
 - B. Organizational operations within the parameters of legality, prudence and ethics established in the Board's Management Parameters policies.

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Policy 4.3 Delegation to the CEO

Date of adoption / Last revision: *February 3, 2018*



Board/Management Delegation

The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

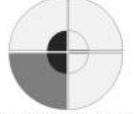
Accordingly:

1. Ends policies direct the CEO to achieve certain results, for certain recipients at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Management Parameters policies define the boundaries of legality, prudence and ethics within which the CEO is free to operate. These policies describe the practices, activities, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. Management Parameters will also be systematically developed from the broadest, most general level to more defined levels. To ensure accountability for performance, the Board will not prescribe organizational means delegated to the CEO.
3. An Ends or Management Parameters policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish further policies, make decisions, take actions, establish practices and develop activities as long as they are consistent with any reasonable interpretation of these Ends and Management Parameters policies.
5. The Board may change its Ends and Management Parameters policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice and authority given to the CEO. However, as long as any particular policy delegation is in place, the Board will respect and support decisions made by the CEO that are consistent with reasonably interpreted Board policy.

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Policy 4.4 Monitoring CEO Performance

Date of adoption / Last revision: *February 3, 2018*



Board/Management Delegation

The Board will systematically monitor CEO job performance, determining the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Management Parameters policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address accomplishment of Ends and compliance with Management Parameters will not be considered in the Board's evaluation of CEO performance.
2. Ends and Management Parameters policies may be monitored by one or more of three methods:
 - A. Internal Reports: The CEO discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his/her interpretation.
 - B. External Reports: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, Board policies, as reasonably interpreted by the CEO.
 - C. Direct Board Inspections: A designated Board member(s) or committee assesses CEO compliance with a given policy, as reasonably interpreted by the CEO.
3. In every case, the Board is committed to accepting any reasonable CEO interpretation of the Board policy being monitored. The Board is the judge of reasonableness and will always use the "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices differ from those the Board or any of its members may have made.
4. In every case, the Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
5. Interpretations determined by the Board not to be reasonable, or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board. *Such discussions will be in Executive/Closed Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).*
6. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule:

Policy 4.4 Monitoring CEO Performance, continued

Date of adoption / Last revision: May 12, 2018



Board/Management Delegation

CEO MONITORING SCHEDULE			
POLICY	METHOD	FREQUENCY	SCHEDULE (BY END OF MONTH)
Ends/Priority Results			
1.0 Broadest: (Growth/Success of Swimming)	Internal	Annually	Winter
1.1 Competitive Success	Internal	Annually	Convention
1.2 Public Engagement with Swimming	Internal	Annually	Spring (2018 – Convention)
1.3 Successful Athletes, Coaches and Clubs	Internal	Annually	November
1.4 Recognition of USA Swimming:	Internal	Annually	November
Management Parameters			
3.0 General Management Constraint	Internal	Annually	November
3.1 Treatment of Members/Consumers	Internal	Annually	November
3.2 External Relations	Internal	Annually	Spring
3.3 Treatment of Staff	Internal	Annually	Winter
3.4 Financial Condition and Activities	Internal	Quarterly	Winter / Spring / Convention / Fall
	External	Annually	Spring (Audit)
3.5 Asset Protection	Internal	Annually	Spring
3.6 Financial Planning and Budgeting	Internal	Semi-annually	Convention – Mid-year update/re-forecast
		November – Annual Forecast	
3.7 Compensation and Benefits	Internal	Annually	Winter
3.8 Emergency Management Succession	Internal	Annually	Spring
3.9 Board Awareness and Support	Internal	Annually	November
3.10 LSC Reporting Requirements	Internal	Annually	Convention
3.11 USA Swimming Foundation Management	Internal	Annually	November

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Policy 4.5 Board Access to CFO in Internal Auditor Capacity

Date of adoption / Last revision: *February 3, 2018*



Board/Management Delegation

Direct but limited access to the Board by the Chief Financial Officer (CFO), in an Internal Auditor capacity, is an exception to the exclusive role of the CEO in connecting governance and management.

Accordingly:

1. If after having brought to the CEO's attention any financial impropriety discovered in the course of his or her own work, the CFO feels that the CEO has failed to address the impropriety, the CFO must report that impropriety to the Vice Chair-Fiscal Oversight.
2. Impropriety in this context means a material deficiency in financial management or a violation of Board policies regarding financial affairs of USA-S.
3. Nothing in this policy impedes the CEO from exercising his or her Board-granted prerogative to interpret applicable Board policies under the "reasonable interpretation" rule, nor does it remove from the Board the right to judge reasonableness. However, *impropriety* as used above can indicate that in the opinion of the CFO as Internal Auditor, an interpretation made by the CEO is not "reasonable."
4. The CFO is in all other ways subject to the CEO's managerial authority, as are all other employees, and has no direct access to the Board except as described in this policy. The CEO may not impede the CFO's official access as an "Internal Auditor" as described in this policy, or seek to inappropriately influence the content of the CFO's reporting to the Board as set forth in this policy.
5. Nothing in this provision shall be deemed to limit or prohibit the Board from hiring external or internal auditors who report to the Board or any audit or other committees established by the Board for such purposes.

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Policy 4.6 Board Relationship w/the Secretary & General Counsel

Date of adoption / Last revision: February 3, 2018



Board/Management Delegation

As USA-S' chief legal officer, the role of the Secretary & General Counsel is to ensure that the actions of USA Swimming's Board of Directors and its President & CEO take place with competent and prudent legal counsel and representation.

The following pertains exclusively to the Secretary & General Counsel's capacity as the chief legal officer of USA Swimming:

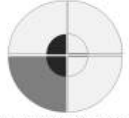
1. Accountability of the Secretary & General Counsel

- A. The Secretary & General Counsel is accountable to, and serves at the pleasure of the CEO, and shall also provide regular updates pertaining to governance-related issues to the Board Chair.
- B. If Board members or committees request information or assistance without Board authorization, the Secretary & General Counsel may refuse such requests that require, in her or /his opinion, an inappropriate amount of staff time or funds or is disruptive. In such a case, the requestor may choose to bring the request to the Board.
- C. The Secretary & General Counsel accountability is for all resources, including personnel, under his or her control. Therefore, any accomplishments or violations due to actions of a subordinate of the Secretary & General Counsel are considered to be accomplishments or violations by the Secretary & General Counsel.
- D. The Secretary & General Counsel may accomplish the "Job Products" of the position in any manner not imprudent, unethical, or in violation of the prohibitions listed below under "Limitations on Secretary & General Counsel Authority."
- E. The Secretary & General Counsel may use any reasonable interpretation of Board policies.

2. Job Products of the Secretary & General Counsel

- A. Timely opinion on:
 - i. Any action or document submitted by the CEO for preparation or opinion.
 - ii. Legal ramifications of pending litigation.
 - iii. Legal process of the Board
 - iv. Any action or document of the Board or of duly appointed Board Committees submitted for opinion.
 - v. When requested or appropriate, alternate language or action to achieve Board or CEO intentions in a lawful manner.
- B. If after having brought to the CEO's attention any non-financial operational impropriety discovered in the course of his or her own work, the Secretary & General Counsel feels that the CEO has failed to address the impropriety, the Secretary & General Counsel must report that impropriety to the Chair.
 - i. Impropriety in this context means a material deficiency in operational management or a violation of board policies regarding operational affairs of USA-S.
 - ii. Nothing in this policy impedes the CEO from exercising his or her Board-granted prerogative to interpret applicable board policies under the "reasonable interpretation" rule, nor does it remove from the Board the right to judge reasonableness. However, *impropriety*, as used in provision #2.B above, would indicate that in the opinion of the Secretary & General Counsel, an interpretation made by the CEO is not "reasonable."
- C. The Secretary & General Counsel shall keep, or cause to be kept, at the principal offices of USA-S:
 - i. A book of minutes of all meetings, proceedings and actions of the Board and of the House of Delegates,
 - ii. A copy of the Articles of Incorporation and the Bylaws, as amended.

Policy 4.6 Board Relationship with the Secretary & General Counsel (continued)



- iii. A record of the membership, showing each member's name, address and class of membership;
 - iv. A notice of all meetings of members and of the Board of Directors as required by the Bylaws to be given.
- D. The Secretary & General Counsel shall supervise the activities of the Board of Directors when the Board (or a panel thereof) hears an appeal from a National Board of Review decision or in those matters where the Board of Directors accepts original jurisdiction.
- E. Advice regarding avoidance of litigation or settlement of litigation.
- i. Timely provision to the Board and the CEO on the status of all threatened/actual litigation and the status of any settlement negotiations.
 - ii. Diligent and competent representation of USA-S in litigation.
 - iii. Negotiations for settlement
 - iv. Settlement of litigation, with authority as obtained from the CEO
3. **Limitations on the Secretary & General Counsel Authority.** The Secretary and General Counsel shall not:
- A. Exercise authority over CEO or staff other than those directly reporting to Secretary & General Counsel.
 - B. Violate applicable codes of professional ethics and conduct.
 - C. Treat the public or staff in a disrespectful or unfair manner.
 - D. Fail to apprise the CEO of the status of settlement negotiations and all threatened/actual litigation.
 - E. Contract out legal services except as justified by excess workload or insufficient expertise of legal staff, and within Board allocated budget for the Secretary & General Counsel's office.
 - F. Make expenditures or fiscal encumbrances beyond those authorized under Board policy.
 - G. Unreasonably withhold information from the CEO, nor fail to cooperate with the CEO in the performance of his or her official functions.
4. **Evaluation of Secretary & General Counsel Performance.**
- A. The Secretary & General Counsel accountability shall be established by the CEO, within the guidelines set forth above. The CEO shall be responsible for evaluating and compensating the Secretary & General Counsel.

Appendix A. Governing Principles

To ensure a design of its work that provides for systematic role clarity and accountability for both the Board and the operating organization, the Board acts and makes its governing decisions based on the following Policy Governance principles:

1. **Ownership:** The Board's authority is derived from, and its accountability is connected to, the membership, the USOC, and the American Public, standing in a position corresponding to shareholders in an equity corporation.
2. **Governance Purpose:** With the membership, the USOC, and the American public above it and USA-S operations below it, the Board's governance role is to exercise its authority and properly empower others rather than to be management's consultant, substitute, or adversary.
3. **"One Voice":** The Board makes authoritative decisions directed toward management and toward itself, its individual members and its committees, only as a total group, and it speaks to the public with one voice. The Board's authority, therefore, is group authority rather than a summation of individual authorities.
4. **Ends Policies:** The Board defines in writing the strategic results priorities describing intended organizational impacts, benefits, outcomes, recipients and their relative worth (what results, for which recipients, at what cost/priority). These are not all the possible "side benefits" that may occur, but *those that form the purpose of USA-S, the achievement of which constitutes organizational success.*
5. **Board Means Policies:** The Board defines in writing those values-added behaviors, practices, disciplines and conduct of the Board itself, and of its delegation/accountability relationship with the President & CEO. These decisions are categorized as *Governance Process* and *Board-Management Delegation* policies.
6. **Management Parameters Policies:** The Board makes decisions with respect to management decisions and actions only in a proscriptive way in order to simultaneously (a) avoid prescribing means (how can it hold staff accountable for results if the Board has mandated the processes by which they're to be achieved?) and (b) put off limits those decisions or circumstances that would be unacceptable even if they work.
7. **Policy "Sizes":** The Board's policy decisions are made beginning at the broadest, most inclusive level and, if necessary, continuing into more detailed levels that narrow the interpretative range of higher levels, one articulated level at a time.
8. **Delegation to Management:** The Board honors the exclusive authority/accountability of the President & CEO's role as the sole official connection between governance and management.
9. **Any Reasonable Interpretation:** In delegating further decisions – beyond those recorded in board policies – the Board grants the President & CEO the right to use any reasonable interpretation of the *Ends* and *Management Parameters* policies. With regard to *Governance Process* and *Board-Management Delegation policies*, the Board Chair is granted such authority, except when the Board has explicitly designated another Board member or party (e.g. committee or task force)
10. **Monitoring:** The Board monitors organizational performance through fair but systematic assessment of whether a reasonable interpretation of its *Ends* policies is being achieved and a reasonable interpretation of its *Management Parameters* policies is being complied with. This constitutes the basis of the President & CEO's evaluation.

Appendix B. Investment Policy

Date of adoption / Last revision: ____

Policy language to be inserted here.

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Appendix C. Conflict of Interest Policy

Date of adoption / Last revision: ____

Policy language to be inserted here.

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