

Minutes
USOPC Board of Directors Meeting
Colorado Springs, CO
September 23, 2021

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on September 23, 2021 in Colorado Springs, Colorado, in person and via videoconference, following notice duly given pursuant to the USOPC Bylaws. Present were Susanne Lyons (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, Gordon Crawford (USOPF Chair *ex officio*, non-voting), Muffy Davis (IPC Governing Board member *ex officio*), Anita DeFrantz (IOC Member *ex officio*), Donna de Varona, David Haggerty (IOC Member *ex officio*), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), Steve Mesler, John Naber, Dexter Paine, Daria Schneider, Brad Snyder, Kevin White, and Robert Wood. Unable to attend was Muffy Davis. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending included Rick Adams, Kacie Wallace and Bahati VanPelt. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 8:00am Mountain Time.

2. Chair and CEO Welcome

- **Conflicts of interest discussion and disclosures**
- **Board discussion of key successes and challenges**
- **USOPC operational highlights briefing**

The Chair welcomed Board members and attending USOPC staff. Reflecting on the setting for the current meeting (the US Olympic and Paralympic Museum,) she underlined her own and the organization’s gratitude to Board member Gordon Crawford, whose collection of historical Olympic and Paralympic treasures forms such an important part of the museum’s displays. Reflecting on the recently completed Olympic and Paralympic Games in Tokyo, she congratulated Board member Brad Snyder for his spectacular accomplishments on the field of play and Board member Rich Bender for USA Wrestling’s part in the success of Team USA athletes in Tokyo. The Chair noted the important contributions of these and other Board members to Team USA and the USOPC.

USOPC Secretary Chris McCleary reviewed the meeting agenda with the Board, inviting Board members to note for the group any discussion items on which they might have an actual or apparent conflict of interest issue to address. Relevant disclosures were raised and discussed by the group.

Next, Sarah Hirshland offered the Board thoughts on key issues and successes in USOPC operations since the time of the Board’s previous meeting. She discussed accomplishments at the Tokyo Games and in the

area of fundraising, highlighting also the uniquely difficult circumstances and environments involved. Ms. Hirshland took the Board through key issues and challenges in the area of staff retention and satisfaction in the high-pressure environment facing the organization; the USOPC's recently announced vaccine mandate for employees, users of USOPC Training Centers, and members of Team USA Games delegations; organizational finances and cash flow; and high-performance planning and efforts in the run up to the Beijing Games set for February 2022.

Board members discussed these and other topics, delving into potential revenue drivers and challenges ahead, broadcast coverage and programming around the Games in the US and elsewhere, extensive IOC efforts to navigate a host of issues in Tokyo and Beijing; and key geopolitical forces in play for the Beijing Games and Team USA's participation in China.

STRATEGIC PRIORITY 1 – EXECUTE THE TOKYO AND BEIJING GAMES WITH EXCELLENCE

STRATEGIC PRIORITY 2 – ADVANCE EMPOWERMENT OF US ATHLETES

3. Athlete Profile

– Thoughts from Olympian Jordan Larson

Joining the meeting at this point was three-time Olympic medalist and Volleyball athlete Jordan Larson, introduced by USOPC Chief of Athlete Services Bahati VanPelt and welcomed by Board members.

At Sarah Hirshland's invitation, Ms. Larson addressed the Board by sharing her reflections and thoughts about the importance of USOPC support to elite athletes, particularly in times of great uncertainty such as during the current pandemic. She shared some of her own experiences in that regard, and in seeking to improve and build team dynamics for the Women's Volleyball national team in the run up to the Tokyo Olympic Games. On that topic, Ms. Larson discussed the special difficulties that came with remote training and meetings, other pandemic limitations, and building strong team dynamics with all of these challenges in play. She celebrated the team's success as part of Team USA in Tokyo and shared perspectives on key lessons imparted for herself and her teammates.

Board members and Ms. Larson discussed these points as well as her perspective on what kinds of support are most important from the USOPC and an NGB and how to deliver these; ideas on building team unity and strength for athletes and others; and key lessons that can be taken from a career as an elite athlete into subsequent pursuits.

With the Board's enthusiastic thanks, Ms. Larson left the meeting.

4. Tokyo Review and Learnings

- Review of Team USA performance and experiences**
- Deep dive on Team USA athlete services and support**

Sarah Hirshland launched a Board discussion on results and learnings from Team USA's experience at the Olympic Games and the Paralympic Games in Tokyo. To open the discussion, she asked USOPC Chief of Sport Performance and NGB Services Rick Adams to brief the Board on sport performance results and learnings.

Mr. Adams, referring to presentation slides and advance materials for the meeting, took the Board through details on Team USA performance results at the Olympic Games and the Paralympic Games in Tokyo, the resilience of Team USA athletes and staff support through the unprecedented logistical challenges of a pandemic games, competitive dynamics that came into play, and the power of USOPC technology advances in athlete support as it came to bear in Tokyo. Board members and Mr. Adams discussed these items and questions about athlete nutrition; targeted athlete funding and support aimed at particular segments of the US population of Olympic and Paralympic hopefuls and what is the best strategy for deploying that; and the need to continue building Paralympic technology and data support to be fully on par with that for Olympic sports.

Board members further discussed other kinds of consultative support that might be provided to athletes in individual and team sports, the potential for increased use of sophisticated data analytics in support of Team USA, and learnings in the area of athlete mental health support and resources that can be gleaned from the experiences of particular Team USA athletes in Tokyo. In that regard, Sarah Hirshland refreshed the Board on the unprecedented level of athlete mental health support provided by the USOPC for the Tokyo Games, strong athlete use of those resources, and athlete feedback about their value and importance going forward. Board members also engaged in spirited discussion and exchanges of views in the area of funding and resource allocation in both high-performance and athlete wellness areas, including as to targeting these resources among athletes and sports and also as to ways to think about results-driven funding decisions overall. Board members agreed that these topics are important in an ongoing way and that further Board discussions on them would be planned.

Turning to a broader review of athlete services at the Tokyo Games, USOPC Chief of Athlete Services Bahati VanPelt briefed the Board on his team's overall emphasis on "whole person" benefits for athletes going well past high-performance support. He discussed application of this approach in making strategic decisions and also in carrying them out to support particular athletes. He used the example of the USOPC's expanded mental health services as it came into play before, during, and after competition for specific Team USA athletes who needed such support for a variety of reasons. Mr. VanPelt also briefed the Board on the implementation of the new USOPC rules on athlete demonstrations at the Games, which include more flexibility on demonstrations in support of racial and social justice. He noted specific instances of athlete demonstrations at the Games and the way the new rule played out in supporting them.

Board members discussed these topics and the need for strong racial and gender diversity in the athlete support team at all Games, as well as for looking closely for continued learnings on needed athlete support based on results and experiences at the Games by all members of Team USA.

5. USADA Visit

- **USADA update on current operations and challenges**
- **Discussion on anti-doping issues at the Tokyo Games**
- **Discussion on WADA governance reform efforts**

At this point, US Anti-Doping Agency CEO Travis Tygart joined the meeting, joined by USADA colleagues Allison Wagner and Matt Fedoruk.

The Chair invited the USADA visitors to share their thoughts about recent developments in the world of anti-doping, domestically and internationally.

Mr. Tygart thanked the Chair and the Board for the day's discussion and for the strong ongoing partnership between the USOPC and USADA, and he congratulated the Board on the success of that week's virtual Olympic and Paralympic Assembly session. He also summarized his impressions of the Tokyo Games, noting his confidence that Team USA athletes in Tokyo knew, understood, and complied with anti-doping requirements, in support of clean sport at the Games. He also discussed testing challenges created by the COVID pandemic, and the USADA approaches to addressing these via safety protocols, targeted testing, and pre-Games testing surges to keep overall testing up to date.

Turning to the international anti-doping scene, Mr. Tygart discussed USADA work on international cooperation and on stronger testing approaches in countries that have had compliance challenges in the past. He noted progress in these areas and also noted that more work is needed in order to give US and international athletes full confidence in clean sport at the Games and in other international competitions.

Next, Matt Fedoruk discussed burgeoning challenges in contamination cases – those involving doping violations arising out of athlete consumption of food or permitted substances contaminated at levels very low but now detectable on account of advances in testing science and technology. He discussed international cooperation and World Anti-Doping Agency work on finding new solutions to this relatively new problem. He also discussed cannabis as a banned substance and recent discussions in the US and internationally on revisiting classifications and sanctions for cannabis consumption by elite athletes in the WADA testing pool.

Allison Wagner updated the Board on continuing work by USADA, the USOPC, the USOPC Athletes Advisory Council, and the US White House Office of National Drug Control Policy on supporting ongoing governance reform work at WADA. She discussed current work of the WADA working group in this area, and contributions and submissions by the US parties to help it succeed. She noted slow progress and the need to continue pressing for more.

Board members and the USADA guests discussed public comments by some Olympic athletes, including members of Team USA, on anti-doping concerns, which comments sometimes called out other Olympic athletes specifically; opportunities and challenges involved in working more closely with the NCAA on anti-doping matters in particular those affecting collegiate athletes who also join Team USA; specific ideas and aspirations for WADA governance reform; and how and where US anti-doping parties can best support better progress there.

As well, Mr. Tygart and Board members discussed the value and importance of International Sports Federation work on clean sport, including through independent “integrity units” such as that in place in World Athletics. Board members offered thoughts on how the USOPC NGB IR Task Force might be of help in that area.

With the Board’s thanks, the USADA guests left the meeting.

PRIORITY 3: SUPPORT NGB EFFECTIVENESS

6. NGBC Leadership Visit

- **NGBC leadership update to the Board**
- **Discussion of current areas of NGB concern**

NGBC Chair Pat Kelleher and Vice Chair Li Li Leung joined the meeting and were welcomed by the Chair and Board members. They offered their congratulations on the recent virtual Assembly session, about which they related positive comments from within the NGB community.

At the Chair’s invitation, Mr. Kelleher and Ms. Leung both offered a range of observations and items for discussion, which they indicated were of particular importance to NGBs in the current difficult sport environment as the world works through the COVID pandemic.

Ms. Leung started by offering her impressions of the Tokyo Games from her vantage point as an on-site leader in the sport of Gymnastics. She discussed the ups and downs of the unique Games at Tokyo, demonstrations and lessons in resilience, athlete mental health support, and other challenges of helping Team USA athletes have the best possible experience and be in the best position to excel on the field of play.

Mr. Kelleher looked ahead to the Beijing Olympic Winter Games and Paralympic Games from his perspective as an planned on-site team leader in the sports of Olympic and Paralympic Ice Hockey. He reviewed concerns and uncertainties around the to-be-announced specifics of COVID safety requirements and restrictions for the Games; possibilities around COVID vaccine mandates; and the dangers to Team USA athletes and athlete support from threats of Games boycotts. He also discussed other international sport events and how they were being negatively impacted, moved, or even cancelled on account of current difficulties in securing travel visas, for some countries (including the US) in particular.

Mr. Kelleher next reviewed ongoing NGB concerns with the progress, performance, and policies of the US Center for SafeSport (USCSS). He and Ms. Leung emphasized in particular problems around policy updates and communications, specific training timing requirements, and confidentiality rules. Mr. Kelleher, Ms. Leung, and Board members discussed the advisability of discussing concerns with the USCSS board of directors, particularly via the NGB representative on that board. Board members also discussed the relative lack of oversight over the USCSS and whether the Congressional Commission on the US Olympic Movement, formed but yet to begin its work, might well contemplate the USCSS in its ambit and efforts.

Ms. Leung discussed the USOPC NGB audit process and NGB concerns about changing audit standards and whether all NGBs will effectively be reviewed on a like-to-like basis.

Mr. Kelleher turned to NGBC efforts to identify and name a new member to the USOPC Nominating and Governance Committee; NGB concerns about potential reductions in USOPC high-performance funding in some areas; NGB worries about opportunities to cooperate with the Los Angeles 2028 Organizing Committee on planned grassroots sports programs; and NGB questions about the decision process for determining whether, when, and how US athletes would be put forward by the USOPC as candidates for election to the IOC Athletes Commission, in particular referring to a planned round of such elections at the Beijing Games in 2022. He and Board members discussed that situation, considerations involved, and various views on how the nomination process should work in the US.

With that, Mr. Kelleher and Ms. Leung thanked the Board for the candid discussion and partnership with the NGBC, and they left the meeting.

STRATEGIC PRIORITY 1 – EXECUTE THE TOKYO AND BEIJING GAMES WITH EXCELLENCE

STRATEGIC PRIORITY 2 – ADVANCE EMPOWERMENT OF US ATHLETES

7. Tokyo Recap Continued

- **Briefing on Games broadcast and fan engagement results**
- **Discussion on US-based USOPC Friends & Family programs**

Sarah Hirshland referred to the day’s earlier discussions on the Tokyo Games and launched a continuation of the Board update in this area. She started by referring to advance materials for the meeting in the area of marketing and brand efforts, as well as the new Friends & Family Games events held by the USOPC within the US to host athlete family members, key donors, and other Olympic and Paralympic supporters unable to journey to Japan for the Games. She introduced USOPC Chief Strategy and Growth Officer Katie Bynum and USOPC Chief Development Officer Christine Walshe, who joined the meeting at this point, to delve further into these.

Ms. Bynum reviewed broadcast and social media results for Team USA and US Games viewership on a number of platforms operated by NBC. She discussed challenges and successes in the area of fan acquisition and engagement and plans for further effort and investment in these areas. She discussed advances in Paralympic awareness in the US and plans aimed at extending these. She reviewed concerns around NBC broadcast ratings for the Games and discussed how ongoing work on these issues and on linked plans with LA 2028 in the run up to the Los Angeles Games can be a powerful tool to advance results on all fronts. She and Board members further discussed these elements and also direct fan engagement by Team USA athletes and ways the USOPC is seeking to support athletes in this area.

Ms. Walshe recapped for the Board the USOPC’s unprecedented domestic Games-time Friends & Family in-person celebration events, which took place in a host of locations and were anchored by large-scale events in Orlando, Florida and Colorado Springs. She confirmed the very strong success of these events, and the overwhelmingly positive comments and reviews from Team USA athletes, their family members, key donors, and other community supporters and leaders. She and Board members discussed prospects for similar programs in Beijing and beyond.

Ms. Walshe also reported on a USOPC Games-time philanthropy program conducted under the “Summer of Dreams” theme. She noted best-ever Games-time philanthropic results and their impact on prospects for meeting and exceeding annual goals set by the US Olympic & Paralympic Foundation. Foundation Chair and Board member Gordy Crawford added his thoughts on these successful programs and overall strong results in 2021, noting that they came in a very difficult pandemic environment and should be cause for celebration across the board.

After this discussion Ms. Bynum and Ms. Walshe left the meeting.

8. Beijing Preparations

– Update and discussion on Beijing Games prospects and potential issues

At Sarah Hirshland’s invitation, Rick Adams provided the Board with an update on team preparations and readiness for the upcoming Olympic Winter Games and Paralympic Games in Beijing. Referring to advance materials for the meeting, Mr. Adams recapped key learnings from the Tokyo Games and how they can and will be adapted and applied for the Beijing Games. He underlined that special preparations and efforts were ongoing around pandemic-related challenges and realities, but not coming at the cost of continued strong focus on high-performance and athlete support readiness, delegation logistical planning and readiness, and support for clear and fair team selections in the run up to the Games. He also updated the Board on latest indications from Beijing on Games organizer plans in the area of COVID safety, travel, and other regulations likely to become clearer in coming weeks.

Picking up on that theme, Sarah Hirshland underlined for the Board a number of Beijing-specific considerations and risks on the horizon, detailing the ways that the USOPC is working with Games organizers, governmental authorities, the IOC, and the IPC on readiness, clarifying plans and means of cooperation, and seeking transparency, security, and fairness at the Games.

Board discussion on these and other topics followed, including the possibility of anticipated US delegation members declining to journey to Beijing for the Games on account of vaccine requirements by the USOPC and/or the Games organizers; opportunities to raise awareness and impact of Beijing Olympic Trials in the US; the utility of the USOPC Delegation App for Team USA athletes and other delegation members; cyber and physical security plans for the Games; and thoughts on how athlete demonstrations may be received and handled by the authorities at the Games.

Board members also reflected on the 2008 Games in Beijing, Team USA’s successes and experiences there, and prospects and possibilities for another great Beijing Games in 2022.

STRATEGIC PRIORITY 4 – SERVE AS AN ENGAGED PARTNER AND INFLUENTIAL VOICE

9. Committee and Advisory Council Reports

– Updates, Board discussion on key committee work

– **Board approval of revised USOPC NGB Certification Policy**

The Chair introduced a Board session on Board committee reports and discussion items, asking the Chairs of each Board committee to contribute to the session in turn.

9.1 Committee and Advisory Council Reports

9.1.1 Finance Audit and Risk Committee

USOPC Finance Audit and Risk Committee Chair Dexter Paine opened by noting the productive work and atmosphere on that committee. He noted the recent addition of James Higa to the committee and Mr. Higa's early work leading thinking on cybersecurity issues, already begun. Mr. Paine described the committee's recent review of key organization financials and cash flow information, noting positive results from Tokyo Games-related revenue items and exploring risks on the horizon, and reminding the Board of the potential impact of potential Beijing Games scenarios on organization financials for the current quadrennium.

Committee member James Higa also offered comments on cybersecurity elements as they played out at the Tokyo Games, and on considerations and concerns around the coming Beijing Games. He briefed the Board on particular areas of planning and preparation to maximize the US delegation's operational capability and security during the Games.

9.1.2 Compensation Committee

Compensation Committee Chair Bob Wood recounted that committee's recent work, including in the areas of staffing analytics and current dynamics in the employment environment, potential staffing impacts from the recently announced USOPC COVID vaccine requirement, and operational preparations around these. Board members discussed these topics as well as compensation data and plans for permanent and temporary staff, potential impacts of the employment market and inflation in the US economy, the importance of continuing to seek an optimal budget allocation between athlete support and operational overhead, and ways to make sure necessary overhead is most productive in delivering on the USOPC mission now and in the future.

9.1.3 Nominating and Governance Committee

Next, NGC Chair Steve Mesler reported on that committee's extensive work on Board member education, evaluation, and election support now being implemented or planned for coming months. He described committee workflow planning and support, special efforts to build a pool of potential athlete representatives for all levels of governance at the USOPC and NGBs that will involve the committee and also the AAC and USOPA, and planning for a number of Board seats for appointment or election by the end of 2022. Board members discussed athlete representation and ideas for new ways to attract, prepare, and support more athlete leaders from more places for service in more roles in the US Olympic & Paralympic community.

9.1.4 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke described the recent meeting and work of the ANSC. She reported on committee discussions about the role of the AAC Executive Director during Games-time including on the ground at the Games, as well as concerns of the Office of Athlete Ombuds about Games-time workflow including where it includes non-elite athlete concerns and issues. She described further discussions regarding the US Center for SafeSport and ongoing concerns raised by NGBs and athlete leaders, including early thinking about whether a Center ombuds function might be beneficial. Finally, she reflected on ongoing discussions around athlete career support in the transition from sport to other pursuits, and referred to Jordan Larsen's comments as an example of an elite athlete building strong leadership skills that may be effective in a host of areas going forward. She and other Board members discussed continuing USOPC work to identify where and how it can best be helpful to athletes in this area.

9.1.5 Ethics Committee

Chief Ethics and Compliance Officer Holly Shick joined the meeting to report on behalf of committee Chair Anita DeFrantz as to that committee's recent work and upcoming meetings. She noted that despite having a less-than-full roster in recent weeks, the committee is staying on top of recurring USOPC ethics disclosure and review processes and would be reviewing ways to continue making those processes simpler and more efficient in the future.

9.1.6 NGB Oversight Committee

NGB Oversight Committee Chair Cheri Blauwet talked about the NGBOC's NGB certification renewal approach and its progress in execution during this inaugural year for the approach. She indicated that as part of that process the committee would be making formal certification renewal recommendations for Board action at its meeting in December. Referring next to advance materials for the meeting, Ms. Blauwet described updates to the USOPC NGB Certification Policy and its underlying procedures, necessitated by terminology changes, interest in more explicit provisions relating to organizations seeking new NGB certification, and needed clarifications on the process steps that would come into play in the event of an NGB's decertification. She also discussed counterpart changes to the USOPC procedures underlying this policy.

Board members discussed these changes and the certification process generally. **After this discussion and on a motion duly made and seconded, the Board voted to approve the revisions to the USOPC NGB Certification Policy set out in the advance materials for the meeting, with immediate effect.**

Turning to operational notes on the USOPC NGB Compliance team, Ms. Blauwet reported on the progress of several currently ongoing audits and the launch of the new USOPC integrity portal making it easy for all members of the US Olympic & Paralympic community to report concerns on any kind of policy violation including anonymously if preferred. She and other Board members discussed how the USOPC can best approach instances where it appears to be difficult for a standing NGB to operate as a successful going concern fully complying with all applicable requirements and successfully serving athletes. Board members exchanged ideas and views about opportunities for the USOPC to step in and lead a sport in such a case, possible approaches for other NGBs to step in, the possibility of strengthened shared services made available to smaller NGBs with operational challenges and limited resources, and other approaches to thinking creatively and pragmatically about how to support sports and elite athletes.

At Ms. Blauwet's invitation, Holly Shick then reported to the Board on the status of a number of specific NGB compliance investigations and inquiries. She closed by offering further context on application and updating of the NGB audit process in a way that is even-handed and helpful to NGBs as they seek not only to successfully resolve audit findings but also to excel in areas of reviewed NGB performance and compliance. At this point Ms. Shick left the meeting.

9.1.7 Paralympic Advisory Council

Paralympic Advisory Council Chair Cheri Blauwet previewed that group's next meeting set for October. She commented on positive Council member feedback on the Tokyo Paralympic Games Team USA Friends & Family events previously discussed. She updated the Board on the early work of the Council Working Group on Paralympic athlete support issues, launched in connection with recent debate publicly and in the Olympic & Paralympic community about how the USOPC makes particular decisions about certain kinds of Paralympic athlete support. She noted that the Working Group was tackling that specific issue but also looking at broader questions in that area. She noted Working Group plans to make recommendations on the primary issues before it by year's end.

Finally, Dr. Blauwet reflected on recent Council discussions on the ongoing question about the best way to lead and support the Paralympic sports currently managed within the USOPC organization. Board members discussed these items and the value of applying the Council Working Group's work to larger athlete support issues on both the Paralympic and Olympic sides.

9.1.8 Collegiate Advisory Council

Collegiate Advisory Council Chair Kevin White reviewed the makeup and ongoing projects of the Council, including via several subcommittees, and accomplishments such as the agreed recommendations of the think tank and NCAA legislative improvements. He underlined continuing focus and efforts in the area of forging closer working relationships between NGBs and particular collegiate athletic departments in their sports. He noted that the USOPC-NCAA relationship has never been stronger, in spite of the scope and scale of current events and changes underway in collegiate sports generally.

10. Governance and Government Affairs

– Short briefing on key governmental and political items

At the Chair's invitation, Chris McCleary discussed recent developments around the new Congressional Commission formed to review the US Olympic & Paralympic community and the USOPC's role there, and the outlook for that commission to begin its work. He also touched on the current visa difficulties impacting international sport events, including those planned for the US, as discussed earlier in the day with NGBC leadership. Finally, and referring to advance materials for the meeting, he refreshed the Board on several key communications and inquiries received from Members of Congress during or near in time to the Tokyo Games, and on geopolitical and other concerns being studied and planned for around the coming Beijing Games.

11. International Relations

– Briefings from board members playing key international roles

The Chair introduced a Board discussion on international Olympic and Paralympic topics, with comments and insights from Board members playing key roles in international organizations.

She launched the conversation by briefing the Board on recent IOC meetings on Capitol Hill and the USOPC's efforts to facilitate that process, and recent developments and planned next steps in the exploration of an eventual Salt Lake City bid to host a future Olympic Winter Games and Paralympic Games. She also reported on recent discussions with IPC leadership that took place in Tokyo during the Paralympic Games, and Muffy Davis' candidacy for another term on the IPC Governing Board. She updated the Board on recent meetings and work in connection with her role with Pan Am Sports. Finally, she previewed the ANOC General Assembly set for Crete in October, and her role there as USOPC President. She provided comments and context on ANOC issues such as the uncertainty around the current ANOC President's tenure and plans for the next ANOC World Beach Games. She and other Board members exchanged thoughts and insights on these points.

Next, Dexter Paine discussed ongoing work and planning underway with the NGB International Relations Task Force. He refreshed the Board on that group's initial areas of focus and reported on formation of Task Force working groups directed to each of these. Fellow Task Force member Steve Mesler noted the Task Force's early engagement and energy, offering strong prospects for solid results in coming months.

STRATEGIC PRIORITY 5 – BE GOOD STEWARDS OF OUR PEOPLE AND FINANCIAL RESOURCES

12. Olympic Movement Economic Overview and USOPC Finance Update

- Board briefing on international economic environment**
- Board discussion on related USOPC approaches, opportunities, risks**

Sarah Hirshland built on previous Board discussions in opening a session built to provide the Board with a solid overview of the economics of the global Olympic & Paralympic Movement and the relative place of the USOPC in that construct, noting that this context should be helpful in crafting the USOPC's own economic plans and decisions. She invited USOPC Chief Financial Officer Morane Kerek, who joined the meeting at this point, to begin the session.

Ms. Kerek referred to advance materials for the meeting as well as presentation slides in taking the Board through fundamentals of IOC revenues and expenditures, including as each of these are impacted by the US and the USOPC. She and Ms. Hirshland underlined key IOC focuses for resource allocation including its "Solidarity" program aimed at enabling more athletes in more countries to compete meaningfully in the Olympic Games. Ms. Hirshland refreshed the Board on the IOC-USOPC "Definitive Agreement" most recently amended in 2012-13, which agreement sets out in detail the approach to IOC-USOPC revenue sharing under the IOC's global TOP sponsorship program, as well as on the NBC US broadcast rights agreement and key agreements with the LA 2028 Organizing Committee.

Board members discussed these agreements, a number of key dynamics in international perceptions of the US share of global IOC revenues, US contributions to the international Olympic & Paralympic Movement overall, and additional dynamics and considerations that come into play when a Games is to be hosted in the US, including in terms of domestic US sponsorships and the global IOC TOP program. The Chair and Ms. Hirshland provided the Board with further detail and nuances in play in the juxtaposition of relationships among the many players in the international sphere, in particular the IOC, IPC, the USOPC, and NBC (as US Games broadcaster.) Board members discussed specifics of these and the ways they can and have interrelated. Ms. Hirshland provided further detail on USOPC approaches to navigating these matters and complications, and Board member exchanged further thoughts, questions, and ideas on these points.

Further Board discussion touched on international broadcast arrangements, emerging media coming into play, and current terms and expiration dates for other key agreements impacting the USOPC position in this ecosystem.

Finally, Ms. Kerek provided the Board with a broader update on USOPC 2021 financials including as they were and are being impacted by the unique nature of the Tokyo Games. Board members discussed these as well as key revenue and expense risks in that regard, as well as USOPC work to mitigate these as much as possible.

13. Executive Session

- **Athlete safety policy updates approved**
- **Litigation report and discussion**
- **Discussion on USOPC Board Chair search plans**

Attending members of USOPC staff now left the meeting.

13.1 Administrative Items

The Chair introduced a Board discussion on a collection of safety policy updates and additions set out in the advance materials for the meeting: Updates to the USOPC Athlete Safety Policy and USOPC NGB Athlete Safety Policy, and a new 2022 USOPC Minor Athlete Abuse Prevention Policy. Chris McCleary noted that these new and updated policies, and updated supporting procedures, would keep the USOPC on course with developing best practices in the area of athlete safety, as well as new requirements set out in the Empowering Olympic, Paralympic, and Amateur Athletes Act of 2020.

Board members discussed this material and related work, opportunities and challenges facing the USOPC in advancing athlete safety internally and among NGBs, and larger athlete and child safety considerations impacting these.

After this discussion and on a motion duly made and seconded, the Board approved the 2022 USOPC Minor Athlete Abuse Prevention Policy and updates to the USOPC Athlete Safety Policy and USOPC NGB Athlete Safety Policy, all as set out in the advance materials and with effect from January 1, 2022.

13.2 Litigation Report

Chris McCleary offered the Board a privileged and confidential briefing on current litigation matters. Referring to advance materials for the meeting, he took the Board through key developments in material ongoing litigation, the ongoing and confidential mediated settlement discussions still under way in the Nassar abuse cases in the sport of Gymnastics, and the ongoing work of the Board's Litigation Working Group on helping to guide strategy in these matters. Mr. McCleary and Board members exchanged thoughts, ideas, and questions on these cases and a number of other developments as these may have an impact on them, including the pending Section 8 matter involving USA Gymnastics. Further discussion concerned other ongoing litigation and plans for further Board briefing and input as appropriate.

13.3 Board Operational Items

The Chair introduced a Board discussion on the process by which it will identify and elect a new Board Chair to take the role upon the term expiration of the Chair set for December 31, 2022. Referring to advance materials for the meeting, the Chair refreshed the Board on Chair election approaches employed for most recent previous Board Chairs, and on the consensus identified among Board members that selection of the next USOPC Board Chair should be based on a clear, agreed, and transparent process in line with other recent advances in USOPC governance.

Board members engaged in a thorough discussion on what characteristics, current Board roles, capacities, and commitments would make the strongest USOPC Board Chair in coming years. Board members reviewed many of the items in the advance materials on these and other topics.

Subsequent discussion focused on the benefits of pursuing a "hybrid" search model, whereby internal Board candidates and also external candidates who embody certain key abilities and characteristics might be considered in parallel. Nominating and Governance Committee Chair Steve Mesler, along with the Chair and other Board members, discussed the appropriate role of that committee within the "hybrid" approach, including in light of the fact that the committee will be tasked with identifying and recommending for Board election two independent Board members as part of its work during 2022. Board members discussed the appropriate makeup of a search committee for the Chair role including AAC and NGBC representation; potential stages and discussions that might be sewn into the process; and plans for process timing overall. It was generally agreed that a final process would be put to the Board for approval at its next regular meeting.

14. New Business

At this point, Sarah Hirshland and Chris McCleary left the meeting and the Chair led a discussion on an AAC letter to the Board setting out concerns about the process by which the USOPC had recently decided not to field a candidate for the IOC Athletes Council election set to take place during the Beijing Games. Board members exchanged information and views on the specifics in that process, and the advisability of adding more advance clarity, communication, and transparency in future such cases. The Chair agreed to discuss this matter with senior USOPC staff, relaying the Board views offered in the discussion.

Board members closed by exchanging final thoughts on several topics of the current meeting, and on preliminary arrangements for the Board's next regular meeting in December.

15. Adjournment

There being no further business, the meeting was adjourned at 4:30pm.

This document constitutes a true and correct copy of the minutes of the September 23, 2021 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

A handwritten signature in blue ink, appearing to read "C. McCleary".

Christopher McCleary
Secretary

September 23, 2021