

**Minutes**  
**USOPC Board of Directors Meeting**  
**By Phone and Video Conference**  
**July 8, 2022**

A special meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on July 8, 2022 by telephone and video conference following notice accepted pursuant to the USOPC Bylaws. Present were all Board members: 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. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

**1. Call to Order**

The Chair called the meeting to order at 1:30pm Mountain Time. She reviewed the meeting’s important topic and thanked all Board members for the time, thought, and attention leading to a thorough and thoughtful Board Chair selection process, culminating in the vote planned for the meeting. At her invitation, Chris McCleary discussed the planned flow and elements of the meeting, and the election platform and process as it would play out during the meeting. The Chair reminded Board members of the importance of maintaining confidentiality of opinions expressed during the meeting’s Board deliberation on the candidates.

**2. Board Chair Selection Discussion**

- **Finalist Chair Candidates Have Individual Discussions with Board**
- **Board Holds Further Discussion Regarding Role and Candidates**

Opening the meeting’s substantive work and thanking him for his willingness to increase his Board responsibilities to include duties as Board Chair, the Chair invited Dexter Paine to initiate his candidate session with other members of the Board.

Mr. Paine and other members of the Board discussed his background, qualifications, and priorities as a Board member and potential Board Chair. Mr. Paine addressed a number of questions from individual Board members on these and other themes, including fundraising, experience in domestic and international sport organizations, collegiate sport, government relations, building strong Board dynamics, and the Board’s role in leading the organization.

After this discussion, Mr. Paine exited the meeting and Board Chair Finalist Gene Sykes joined. The Chair thanked Mr. Sykes for his willingness to serve as USOPC Board member and Chair, and invited him to start his candidate session with the Board.

Mr. Sykes and Board members discussed his background, qualifications, experiences, and priorities as a potential Board member and Board Chair. Mr. Sykes address a number of questions from individual Board members on these and other themes, including fundraising, advancing commercial and broadcasting relationships, experiences in international and collegiate sport, government relations, the working relationship with LA28, and building strong Board Chair relationships with vital USOPC stakeholders.

With this, and with the thanks of Board members, Mr. Sykes left the meeting.

Board members turned to further discussion on the role of USOPC Board Chair and on the two finalist candidates. Topics addressed were wide-ranging and included international roles that might be available to the Board Chair, key external relationships with the IOC, NBC, other commercial supporters, Congress, and key internal relationships with the athlete community and NGBs. Board members reflected on what each candidate brings as initial strengths and what other strengths they would each need to acquire on the job, key cultural considerations in play.

At this point Sarah Hirshland left the meeting and remaining Board members went into executive session and engaged in further discussion on the Chair candidates.

### 3. Board Chair Election

Joining the meeting at this point was Dr. Christopher Parker, member of the USOPC Nominating and Governance Committee, as well as YesElections official Melissa Holland. Rejoining the meeting was Dexter Paine and Sarah Hirshland.

The Chair welcomed Dr. Parker and thanked him for his time, noting to the Board that Dr. Parker would serve as an independent election and election results observer for the day's vote, given the secret ballot and online voting environment.

The Chair also thanked Melissa Holland, attending this portion of the meeting in order to help ensure that the YesElections online voting platform, being used to support the Board's vote at this meeting, would work smoothly and effectively.

Chris McCleary opened the voting process, administered by Ms. Holland and observed by Dr. Parker. Board members completed the process and Mr. Paine again left the meeting. After all Board members voted, Ms. Holland closed the voting and opened results to Mr. McCleary and Dr. Parker.

**After conferring on the results with Dr. Parker, Mr. McCleary announced that Gene Sykes had received a majority of Board votes for the Chair seat, to be assumed in 2023 after the Board formally votes to add him as an independent director under USOPC procedures.** Dr. Parker confirmed the election outcome. Ms. Holland confirmed that the voting platform operated properly.

At this point and with the Board's thanks, Dr. Parker and Ms. Holland left the meeting.

The Chair stepped out of the meeting to inform both candidates of the outcome.

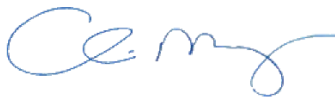
After several minutes, Mr. Sykes and Mr. Paine rejoined the meeting, as well as USOPC Chief External Affairs Officer Kate Hartman. The Chair and other Board members expressed their deep appreciation for both candidates and congratulated Mr. Sykes. Board members celebrated the prospect of having both Mr. Paine and Mr. Sykes play important roles on the Board going forward.

At the Chair's invitation, Ms. Hartman outlined communications plans for the election results and answered Board member questions. Board members discussed these plans and other considerations in play, in ensuring that constituent and stakeholder leaders are informed and engaged quickly and appropriately in the first instance. The Chair underlined the importance of all Board members cooperating with the communication plans and sequencing, and the value of Board members thereafter putting their full support behind the Chair elect.

#### 4. Adjournment

There being no further business, the meeting was adjourned at 4:55pm.

This document constitutes a true and correct copy of the minutes of the July 8, 2022 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

August 15, 2022

Date