

Minutes
USOPC Board of Directors Meeting
Colorado Springs, CO
June 22, 2022

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on June 22, 2022 in Colorado Springs, Colorado following notice duly given pursuant to the USOPC Bylaws. Present (except as noted below) 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*), 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 during items 1-4 below was Anita DeFrantz (IOC Member *ex officio*). Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending included Katie Bynum, Peter Navin, Kacie Wallace, and Christine Walshe. 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 Disclosures

The Chair welcomed Board members and attending USOPC staff to the meeting, noting that it comes in the context of the USOPC Olympic and Paralympic Assembly meetings in Colorado Springs, happening the same week and involving a broad range of members of the US Olympic & Paralympic community. She went over Board and Assembly meeting logistics.

At the Chair’s invitation, USOPC General Counsel 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.

Looking ahead to the day’s agenda, Sarah Hirshland noted that it is organized in terms of the USOPC’s newly articulated areas of focus, built on existing strategic priorities: Athlete Excellence, Sport Advancement, and Community Growth.

3. CEO Update

Sarah Hirshland reported to the Board on key USOPC developments since the time of the previous Board meeting. She reviewed key organizational wins, people and culture developments, fundraising progress, collegiate sport cooperative programs, and organizational finances. She articulated areas of risk and concern currently facing the USOPC especially in the areas of athlete support and revenue generation in

the current economic climate. She discussed efforts to continue building trust and confidence with athlete and NGB constituents, and to work effectively with other key stakeholders.

Ms. Hirshland and other Board members discussed the USOPC's search for its first Chief of Sport and Athlete Support, and the progress of a multi-party working group looking at the USOPC approach to high performance sport support. Ms. Hirshland indicated that further Board engagement on that topic was planned for the Board's meeting in September. Board members also discussed centered on USOPC staff culture, leadership, and engagement.

USOPC AREA OF FOCUS 1: ATHLETE EXCELLENCE

4. AAC Leadership Visit

- Discussion of Key AAC Priorities and Needs, MOU

Joining the meeting at this point were Athletes Advisory Council Chair Mark Ladwig, Executive Director Elizabeth Ramsey, and Coordinator Meryl Fishler. They were welcomed by the Chair and members of the Board and the Chair thanked them for the thorough AAC Impact Report provided to the Board in advance of the meeting.

Mr. Ladwig led a discussion on key elements in that report. Ms. Ramsey offered candid thoughts and impressions on certain of these, in particular in the areas of AAC member communication with their constituents and AAC branding, and what the AAC feels should be the USOPC's approach to them. She indicated a sense that while the AAC feels relations with USOPC staff and leadership are improving, there is still some distance to go to achieve confidence, trust and full AAC effectiveness, and she gave her sense of particular barriers in that respect. As well, she referred to the AAC's previously delivered written notice of its intention to engage with the USOPC on discussions aimed towards updating the Memorandum of Understanding executed by USOPC and AAC leadership, so that the MOU can better contemplate AAC goals and needs. There was general agreement that such discussions should be planned and executed.

The AAC guests and Board members discussed these and other matters, including NGB interactions and roles in athlete representation, the overall mission of the AAC, results of a recent AAC athlete survey, and how the USOPC Athlete and NGB Services Committee can positively impact needed work in some of these areas.

Further discussion concerned the AAC's public statement on transgender athletes and sport, AAC resource needs, and how to engage further on building a more positive and constructive working relationship at all levels.

With the Board's thanks, the AAC guests left the meeting.

USOPC AREA OF FOCUS 2: SPORT ADVANCEMENT

5. Integrity of Sport Discussion
 - **Board Update on Clean Sport Progress and Developments**
 - **Board discussion on Gender Inclusion in Sport**

USOPC Vice President, DE&I & Talent Nitra Rucker joined the meeting.

The Chair opened a Board discussion on current, pressing issues impacting integrity in sport for Team USA and throughout international sport. At her invitation, Chris McCleary updated the Board on a number of international anti-doping issues including the Russian Figure Skating case directly impacting Team USA athletes at the Beijing Games, a case which remains unresolved. He also discussed WADA governance reform and continued cooperation with US domestic partners in advancing clean sport.

Next, Ms. Rucker built on previous Board discussions on gender inclusion and transgender athlete participation issues in sport by briefing the Board on continued progress on substantive staff and stakeholder work on gender rules across NGBs and IFs, legislative developments, and other key factors. She and Board members discussed the current and developing state of IF rules in this area in particular.

Noting advance materials for the meeting, Board members, Ms. Rucker, and Mr. McCleary also continued discussions on whether the USOPC should adopt an organizational position on gender and sport, and whether and how the USOPC should communicate such a position. The Chair noted that further discussion on this topic would take place later in the meeting.

At this point Ms. Rucker left the meeting.

6. AOC Leadership Visit
 - **Update on AOC Membership and Organizational Improvements**
 - **Board Discussion on the Importance of Affiliate Relationships**

At this point, Affiliate Organizations Council Chair Bob Meserve, along with USOPC Senior Director, Collegiate Partnerships Sarah Wilhelmi, joined the meeting. The Chair welcomed them and invited an update to the Board on the work of the AOC.

Ms. Wilhelmi began by reviewing Mr. Meserve's accomplishments over six years as AOC Chair, in particular in leading the AOC to reconsider, refresh, and renew its organization, fundamental working approach, and commitment to the US Olympic & Paralympic community. Mr. Meserve drew on these themes in setting out for the Board detailed information on this work, particularly in the area of sharpening and renewing thinking on AOC member management and participation. He and Board members discussed key AOC issues regarding grassroots sport, athlete safety, adaptive sport, and other current topics.

Referring to advance materials for the meeting, Mr. Meserve explained a proposed package of AOC governance document updates, including a number to be executed by the AOC itself and several proposed edits to the USOPC Bylaws, which will be offered as part of planned Governance Reform Working Group Bylaw "Phase 4" update project previously discussed by the Board.

After this discussion, Board members expressed support for the AOC's organizational work and efforts to update and modernize its approach on membership issues.

With thanks and appreciation expressed by the Chair and other Board members, Mr. Meserve and Ms. Wilhelmi left the meeting.

7. Salt Lake City Bid Organization Visit
- **Update and Discussion on Prospects for a Winter Games Bid**

Salt Lake City bid exploration group President Fraser Bullock and Chair Catherine Raney-Norman joined the meeting, greeting the Chair and Board members.

The Chair welcomed Mr. Bullock and Ms. Raney-Norman, reflecting on their recent shared meetings with the IOC in Lausanne, which included detailed discussions on a potential Salt Lake City Winter Games bid and how it might progress.

Ms. Raney-Norman referred to presentation slides in providing the Board with a substantive update on the work and progress of the Salt Lake City bid effort and organization. She reported on community and Ukrainian athlete support activities carried out by the organization. Mr. Bullock offered further thoughts on the recent IOC meeting, prospects and potential timing for a Winter Games bid, and likely next steps in the process. The Salt Lake City guests and Board members discussed these matters, potential strategies and approaches that could come into play, and how the USOPC and Salt Lake City organization can best cooperate to address these.

At this point, the Salt Lake bid guests left the meeting with the thanks and good wishes of the Board.

8. Los Angeles 2028 Visit
- **Update and Discussion on Progress and Challenges for 2028 Games Preparation**

Joining the meeting at this point were LA28 CEO Kathy Carter, COO Jon Harper, Chief External Affairs Officer Michelle Schwartz, and US Olympic & Paralympic Properties COO Danny Koblin.

The Chair welcomed the LA28 guests to the meeting and at her invitation Ms. Carter reviewed fundamental LA28 principles and goals as well as current opportunities and challenges, including as to revenue generation and current LA28 athlete support programs and activities. Mr. Harper reviewed shifting and adapting Games and sport delivery plans.

Board members and the LA guests discussed these items, key content and brand ideas, ticket and hospitality plans including as these could impact NGBs, Board member suggestions that LA28 seek more ongoing NGB input on items such as the Games sport program and issues affecting athlete performance, and other areas of shared interest and concern.

After this discussion the LA28 guests left the meeting with the thanks of the Board.

USOPC AREA OF FOCUS 3: COMMUNITY GROWTH

9. Brand and Commercial Evolution
- **Briefing on Changes in Fan Engagement and Content Consumption**

At the Chair's invitation, USOPC Chief Strategy & Growth Officer Katie Bynum opened a Board discussion on a range of USOPC brand and external relations developments in play. She introduced USOPC Chief of External Relations Kate Hartman as Ms. Hartman joined the meeting at that point as well.

Ms. Bynum referred to advance materials for the meeting in reviewing new thinking about USOPC strategy and growth in light of Olympic and Paralympic challenges with fan engagement. Ms. Hartman detailed a number of current communications and brand building activities aimed at addressing this new thinking, including by reference to the USOPC's new and comprehensive Annual Impact Statement, set for publication in coming days. Board members and Ms. Bynum and Ms. Hartman discussed these developments, strategies, and plans in detail, exchanging views, questions, and possibilities.

Turning to a discussion on USOPC revenue prospects and efforts, Ms. Bynum discussed with the Board particular challenges and opportunities for updated approaches in the broadcast area, domestically and internationally. Board members exchanged thoughts and concerns arising from changing consumer content consumption behaviors, athlete support needs and opportunities, and other potential sponsorship developments.

10. International Relations

- **Board Member Updates and Perspectives on International Organizations**
- **Report and Discussion of NGB IR Task Force Outcomes**

The Chair introduced a discussion of Board member perspectives on developments and issues arising with international sport organizations in the Olympic & Paralympic community.

David Haggerty discussed IF matters and sport support funding from the Games. Anita DeFrantz offered an IOC perspective on gender inclusion in sport. Muffy Davis updated the Board on IPC Governing Board developments and the transition of Para snow sports to FIS management. The Chair commented on PanAm Sports developments and coming events, ANOC matters including another planned ANOC Beach Games, and recent conversations with senior leadership at the IOC.

Next, Dexter Paine and Steve Mesler referred to advance materials for the meeting in reporting on the work and formal recommendations of the previously discussed NGB IR Task Force, culminating a number of months of work from that large group of NGB and other sport leaders focused on three main areas: Level Playing Field, Governance and Transparency, and Sport Growth and Sustainability. They and other Board members discussed the complete package of recommendations from the Task Force and its working groups, and how the USOPC can best draw on these in ongoing work to elevate and enhance USOPC and NGB leadership and impacts in the international sport community. Board members thanked the Task Force for its extensive work, and expressed general support for the Task Force's work product and continuing emphasis in these areas.

11. Committee and Advisory Council Reports and Discussion Items

- **Updates, Board Discussion on Key Board Committee Work**
- **Board Approval of Updated USOPC Policies and NGB Certification Document**

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

11.1 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke reported on the Committee's ongoing work in athlete safety matters, AAC and NGBC consultation and support, and oversight of the USOPC Office of Athlete Ombuds.

11.2 Ethics Committee

USOPC Chief Ethics & Compliance Officer Holly Shick updated the Board on the Ethics Committee's most recent work, including streamlined disclosure tools and Committee procedures and resolution of ongoing compliance matters. She also referred to advance materials for the meeting in noting the need for a new USOPC Policy and Procedure Governance Policy to oversee the development and maintenance of all other USOPC policies and procedures, and for updates to the USOPC Conflicts of Interest Policy and Gifts and Entertainment Policy in order to bring them fully in line with current practice. She noted the Ethics Committee's endorsement of all of these updates.

After discussing and on a motion duly made and seconded, the Board approved the new Policy and Procedure Governance Policy and the updated Conflicts of Interest and Gifts and Entertainment Policies, all as set out in the advance materials for the meeting.

11.3 Finance Audit and Risk Committee

USOPC Finance Audit and Risk Committee Chair Dexter Paine discussed the Committee's recent meetings and work, including on approving the USOPC's 2021 Form 990 and independent audit reports. He reviewed current economic headwinds facing the USOPC and others, as well as Committee discussion on management of current USOPC debt instruments. Committee member James Higa updated the Board on the Committee's work and discussion on cyber security. Mr. Paine also discussed the potential benefits of ensuring that the Committee has built-in access to ongoing subject matter expertise and support in the finance area, and how this might be accomplished.

11.4 Nominating and Governance Committee

Nominating and Governance Committee Chair Steve Mesler reported on the Committee's ongoing work on Board member evaluations, elections, and searches, and on the search for a new USOPC Ethics Committee member.

11.5 NGB Oversight Committee

NGB Oversight Committee Chair Cheri Blauwet updated the Board on that Committee's NGB certification renewal and compliance matter work and oversight, including with reference to specific matters recently arising. At her invitation, Holly Shick referred to advance materials in discussing the need for a formal addendum to the certification of USA Racquetball, and an update to the NGB Compliance Standards previously approved by the Board.

After discussion and on a motion duly made and seconded, the Board approved the USA Racquetball Certification Addendum as set out in the advance materials for the meeting.

On another motion duly made and seconded, the Board approved the updated NGC Compliance standards as set out in the advance materials for the meeting.

11.6 Collegiate Advisory Council

Sara Wilhelmi rejoined the meeting and she and CAC Chair Kevin White described the recent meetings and work of the Council. They and other Board members discussed in particular several NCAA developments and potential issues, as well as proposed state legislation that could seriously impact collegiate sport.

11.7 Paralympic Advisory Council

Paralympic Advisory Council Chair Cheri Blauwet reported on the work of that Council, in particular on the results of the PAC working group on Paralympic Athlete Accessibility. Referring to advance materials for the meeting she went over the group's findings and recommendations. She and other Board members reflected on the value of this work and she indicated that the PAC would continue to monitor and discuss USOPC progress on the recommendations.

12. Board Member Participation in Assembly Meetings

The Chair opened a session on Board member plans for attendance and participation in other elements of the ongoing 2022 Olympic & Paralympic Assembly meetings. At her invitation, Kate Hartman briefed the Board on a number of Assembly-related plans and logistics, including for the USOPC Hall of Fame induction ceremony planned to take place during the Assembly. Board members and Ms. Hartman discussed these details and Board members' plans for engagement.

13. Executive Session

Attending members of USOPC staff now left the meeting.

13.1 Litigation Report

Chris McCleary offered the Board a privileged and confidential briefing on current litigation matters. Referring to advance materials for the meeting, he discussed a number of developments in pre-existing and new matters with potential impacts for the organization.

13.2 Board Chair Selection

The Chair and Mr. McCleary refreshed Board members on the agreed process for the Board's 2022 project of seeking, selecting, and naming a new Board Chair to assume the Chair's seat when her term expires at the end of 2022.

13.3 Finance, Audit and Risk Committee Discussion, continued

Drawing on the Board's earlier discussion on the soon-to-be-published USOPC reports on Form 990 and from the independent auditor, Finance, Audit and Risk Committee Chair Dexter Paine previewed and discussed several specific elements of these reports likely to attract particular attention and interest in the media and in the US Olympic & Paralympic community.

13.4 Gender Inclusion in Sport Discussion, continued

Building on the Board's earlier discussion on gender and support, Board members and Mr. McCleary discussed potential courses of action and the Board agreed to form a small working group to pursue the matter further. **After this discussion and on a motion duly made and seconded, the Board voted that**

the USOPC should take an organizational position on the issue of gender and sport, focusing on transgender athlete inclusion in sport. The Chair indicated that the to-be-formed Board working group would pursue this.

13.5 Compensation Committee Report and Discussion

At this point, Sarah Hirshland and Chris McCleary left the meeting. Committee Chair Bob Wood updated the board on key recent work and challenges facing the committee and he and the Chair led a discussion on specific elements of these.

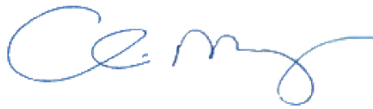
14. New Business

No new business was offered for discussion.

15. Adjournment

There being no further business, the meeting was adjourned at 6:15pm.

This document constitutes a true and correct copy of the minutes of the June 22, 2022 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

August 15, 2022

Date