

## USOPC INDEPENDENT DIRECTOR

### THE OPPORTUNITY

The USOPC seeks to identify one distinguished and diverse leader who believes in Olympism and Paralympism and recognizes the transformational power of Olympic and Paralympic sport to serve as an Independent Director. In service to the Olympic and Paralympic athletes and their families, the Independent Director shall commit to the USOPC's vision, work collaboratively in a consensus-oriented manner, and demonstrate a moral fortitude that is without reproach.

In response to the shifting landscape of sports and sports media/business/administration, it will be important for the USOPC to bring on forward-thinking leaders from across a number of industries and experience who will advise the USOPC in carrying out its mission to empower Team USA athletes to achieve sustained competitive excellence and well-being. The Board will work USOPC leadership in identifying ways to further expand the dedicated support of the athletes, all commercial opportunities may be optimized, and new avenues of revenue explored. Identifying new technologies and data analytics must be adapted to create meaningful opportunities on both the business and sport training/wellness side. Build stronger bonds between the USOPC, the athletes, the National Governing Bodies, their families, and communities, as well as the U.S. government to better assess the oversight that ensures the physical and mental well-being of all members of the Olympic and Paralympic movement.

The incoming Independent Director will bring unique skills and experiences to help the USOPC Board strengthen the present and safeguard the future. They will be responsible for shepherding the U.S. Olympic and Paralympic movement and aligning it to the values of the American people. As such, in addition to personal achievements, all candidates offered for consideration as members of the Board should also reflect the following:

- **Vision and Leadership.** Guidance in areas of personal expertise. The ability to help create and shape long-term strategy and policy to support the USOPC in achieving its mission.
- **Advocacy and Stewardship.** A willingness to engage personally on behalf of the USOPC and maintain a sense of values and concern for the USOPC and its stakeholders. The ability to promote the views, interests, and goals of the USOPC in order to enhance the USOPC's presence both domestically and internationally, without forgetting the interests of the public and the USOPC's stakeholders through effective balancing of responsibilities and viewpoints.
- **Character and Integrity.** A character with high moral ethics that is honest, open, sincere, and trustworthy. Ability to clear, strict, and thorough background check and referencing. No material conflicts of interest that would interfere with acting in the best interests of the USOPC and its stakeholders; an ability to recognize and address conflicts of interest if they arise.

The USOPC endeavors to ensure that the mix of candidates brought forward through the Olympic and Paralympic community, including, without limitation, the AAC, the NGBC, and USOPA, are balanced and diverse, and seeks to achieve balance across aspects of the Olympic and Paralympic Movements (summer, winter, team, individual).

**Qualifications:**

**Bylaw Section 3.4 Independent Director:** All Independent Directors must satisfy the qualifications to serve criteria set out in Section 3.4 of the USOPC Bylaws, which provides in relevant part:

At any time during the two years preceding commencement of or during their term or position as a director:

- a) the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation member sports governing body, the IOC, the IPC, an OCOG, Panam Sports, or ANOC;
- b) an immediate family member of the director was employed by or held any paid position or any volunteer governance position with the corporation, a corporation-member sports governing body, the IOC, the IPC, an OCOG, Panam Sports, or ANOC;
- c) the director was affiliated with or employed by the USOPC's outside auditor or outside counsel;
- d) an immediate family member of the director was affiliated with or employed by the USOPC's outside auditor or outside counsel as a partner, principal, or manager; or
- e) the director held a paid position or any volunteer governance or leadership position with the AAC, NGBC, USOPA, or the Affiliate Organizations Council.

For the sake of clarity, and notwithstanding anything to the contrary contained herein, active involvement by an individual or an individual's immediate family member with, including, without limitation, as a member of the Board of Directors or officer of, the USOPF will not, in and of itself, undermine an individual's independence for purposes hereof.

**Bylaw Section 3.7 Qualification:** All candidates must satisfy the qualifications to serve criteria set out in Section 3.7 of the USOPC Bylaws, which provides in relevant part:

Directors must be at least *eighteen* years old and have the legal right to work in the United States without sponsorship, and should have the highest personal values, judgment, and integrity, as well as a commitment to Olympic and Paralympic ideals.

An individual is ineligible for a leadership role if s/he has:

- a) A felony conviction involving harm to a member of a vulnerable population such as children, elderly, or individuals with a disability.
- b) A felony conviction for sexual abuse or assault of any kind.
- c) A felony conviction for a hate crime.
- d) Served a period of ineligibility for an Anti-Doping Rule Violation (ADRV) as determined by the World Anti-Doping Code.
- e) Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or a National Governing Body.

Any other felony conviction must be disclosed in advance of consideration for service as a Director and may be considered in evaluations. Any misdemeanor, suspension or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose. If a potential or existing leader is under investigation for, or has been formally accused of, any of the above infractions, that individual may be asked to suspend his/her candidacy or leadership role until the investigation or accusation has been adjudicated.

*Commitment to Diversity:* The USOPC is committed to diversity in all aspects of its organization, not just of gender and race but also of experience and background. The best candidate will combine strong professional experience and high moral fiber along with a unique perspective that will complement the Board in reflecting the diversity of Team USA.

**Expectations of Directors:**

- **Time Commitment:** USOPC Board members will be selected to serve on Standing Committees (Finance and Audit, Nominating and Governance, Ethics, etc.). The Board of Directors and each Standing Committee meets at least four (4) times per calendar year. It will be expected for all members of the USOPC Board to fully commit to attending Board and Committee meetings and engage in discussions in an informed, collegial, and constructive manner.
- **Focus and Preparation:** USOPC Board members will diligently prepare for the pressing issues to be discussed, be open and receptive to new ideas with no personal agendas and take responsibility and be held accountable for assigned tasks.
- **Evaluations:** USOPC Board members must also be willing to undertake assessments of the personal contributions and performance of themselves, as well as participate in reviews of the effectiveness and performance of the Board as a whole.
- **Confidentiality:** With respect to sensitive information, the USOPC expects its Board members to respect that certain matters may be confidential and preserve that confidentiality. Any new member must understand that the Board Chair and other expressly authorized representatives of the USOPC are the only individuals who will speak on behalf of the Board on policy matters and issues that may be sensitive.
- **Training:** Board members will be provided training and education by the USOPC and will also be expected to complete the U.S. Center for Safe Sport training and receive a certification within their three months of selection.

**Ideal Experience:**

The needs of the USOPC Board changes over time and, accordingly, so may the types of experiences being sought. The organization is looking to bring on Independent Directors who are highly intelligent, forward-thinking, and innovative in their approach to their respective profession and have an inquisitive

passion to always learn. The USOPC is seeking candidates who have experience in one or more of the following areas:

- ❖ Federal Public Policy and Government Affairs. Expertise in this area could include those with prior experience in high-level appointed or elected positions within the Federal Government, or others with significant experience as policymakers or in government relations in Washington, DC. They should have an appreciation for, understanding of and ability to guide with respect to engagement with the Federal Government. *(At this time, the USOPC believes that it would NOT be in the best interest of the organization to place a seated elected official on the Board.)*
- ❖ Medical Field including Mental Health. Expertise in this area could include professional psychologists working with athletes and/or researching mental health and its impact on athletes at all levels (adolescents/amateurs/ collegiate /professional) or leaders of institutions or professional associations dedicated to mental health; individuals' expert in and capable of discussing the importance of mental illness and encouraging athletes to seek help and/or get treatment.
- ❖ Not-For-Profit Governance. Expertise in this area could include those who are leading or have led major, nationally recognized, mission-driven, non-profit organizations. An understanding of developing broad support at a grassroots level and galvanizing engagement, participation, and donations to an important cause.
- ❖ Sports Business, Collegiate Athletics & Administration. Expertise in this area could include those with current or recent experience as Presidents, Managers, Athletic Directors, or Commissioners in professional or collegiate level sports programs or teams. A deep understanding of how sports business and, specifically, sports partnerships/sponsorships, are run.
- ❖ "Best Athlete" or Other Notable Figures. Distinguished professionals with some relevance to the USOPC combining an impeccable reputation and demonstrated track record of accomplishment with a passion for the Olympic movement.