

Minutes
USOPC Board of Directors Meeting
Colorado Springs, CO
November 13, 2024

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on November 13, 2024 following notice duly given pursuant to the USOPC Bylaws. Present were Gene Sykes (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, Lawrence Cunningham, Anita DeFrantz (IOC Member *ex officio*, attending virtually), Donna de Varona, Allyson Felix (IOC Member *ex officio*), David Haggerty (IOC Member *ex officio*, attending virtually), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), Dexter Paine, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Meyers Taylor (attending virtually). Unable to attend was Muffy Davis. 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 8:30am Mountain Time.

2. Chair and CEO Welcome

- **Conflicts of Interest Disclosures**

At the outset of the meeting USOPC staff members in attendance were Katie Bynum Aznavorian, Rocky Harris, and Peter Navin.

The Chair welcomed Board members and attending USOPC staff to the meeting and noted that it was being held in connection with the annual USOPC Olympic & Paralympic Assembly in Colorado Springs. He celebrated Anita DeFrantz’s recent receipt of the Association of National Olympic Committees (ANOC) *Contribution to the Olympic Movement Award*, reflecting her wide-ranging and long-time accomplishments and contributions to Olympic Sport. Board members then welcomed newest Board member Allyson Felix, with all meeting attendees individually introducing themselves to Ms. Felix.

Sarah Hirshland provided a preview of key topics for discussion on the day and reminded the Board of the current October/November/December cadence of Board meetings, set to account for schedule disruptions from the recent Paris Games. USOPC General Counsel and COO Chris McCleary referred again to the day’s meeting agenda and invited Board members to note for the group any agenda items on which they might have an actual or apparent conflict of interest. Virginia Sung indicated that she again planned to recuse herself for any discussions involving herself and/or USA Badminton, owing to recent discussions about a greater relationship between USA Badminton and USA Table Tennis, where she serves as CEO. Dexter Paine and Elana Meyers Taylor also indicated that they would not participate in NGB certification renewal votes involving the NGBs with which each has an ongoing relationship.

3. Organizational Strategy, Annual Impact

- **Review of Key 2024 AIP Efforts**

Sarah Hirshland opened a discussion on the USOPC’s progress against its 2024 Annual Impact Plan. Responsive to previous Board member requests, she started by inviting Chief of Sport and Athlete Services

Rocky Harris to brief the Board on plans and progress for transitioning internally managed sports to external, independent sport organizations (e.g., NGBs.) He referred to advance and presentation materials in taking the Board through the overall plan and approach for these transitions for all internally managed sports, then detailed specific progress and status for each affected sport. Board members and Mr. Harris discussed questions and ideas as to athlete benefits from the transitions, underlying sport and financial impacts, the need to ensure that Paralympic sports so transitioned excel in athlete support and performance capacity, and potential governance impacts of transitions.

Ms. Hirshland then answered other previous Board member requests by inviting Bubba Cunningham to offer his perspectives and reflections on current events in collegiate sport, in particular litigation, governance, and potential legislative events in play around college football. Mr. Cunningham and other Board members discussed potential downstream impacts of these events and potential scenarios on Olympic and Paralympic sports as parts of collegiate sport programs. They further discussed the role of the federal legislation under Title IX as that comes into play in a number of ways. And they exchanged questions and ideas about how and where the USOPC can impactfully contribute to the public and sport community discussion and debate on these matters, with an eye towards protecting and building on collegiate sport's ability to drive Olympic and Paralympic sports for the benefit of American elite athletes and Team USA.

Next, Ms. Hirshland invited Chief of Strategy & Growth Officer Katie Bynum Aznavorian to lead a Board discussion potential changes to the USOPC commercial model to better position it for economic growth and increased athlete support. Ms. Aznavorian referred to presentation materials to refresh Board members on key foundational issues and design planning underway with a goal of having a path set during 2025. She and Board members discussed the commercial drivers in play that could support a more focused and sustained commercial model to unlock economic value for the USOPC and its mission, as well as successful US-based Olympic and Paralympic Games. They noted that the last time a comprehensive change of this sort was executed it was in connection with the historically successful 1984 Games hosted in the United States. They underlined the opportunity before the USOPC to achieve a similar fundamental effect with the current project - to 'grow the pie' for athletes, NGBs, and the USOPC.

Finally, Ms. Hirshland updated the Board on ongoing organizational work to sharpen understandings and opportunities to provide Team USA athletes with more empowerment and support in the area of athlete earnings. Mr. Harris offered further detail in this area, and he and Board members discussed learnings to date, the value of helping elite athletes stay in sport while also being able to meet other needs, and the importance of continuing to grow the organization's ability to help Team USA athletes before, during, and after their career competing at the highest levels of sport. Ms. Hirshland indicated that further Board discussion and guidance in this area would be sought in the coming year.

Ms. Aznavorian and Mr. Navin left the meeting.

4. Constituent Visits

4.1 Team USA Athletes Commission

Team USA AC leaders Mark Ladwig (Chair), Chuck Aoki, Greta Neimanas, and Alison Tetrick, along with staff members Elizabeth Ramsey, Meryl Fishler, and Briana Oyler joined the meeting, welcomed by the Chair and other Board members. The Chair invited the Team USA AC guests to open a discussion on current Team USA AC priorities and concerns.

Mr. Ladwig started by introducing the Team USA AC guests and also two members of leadership unable to attend: Charlie Pratt and Morgan Fuller Kolsrud. He invited Ms. Ramsey to provide the Board with a survey of key Team USA AC issues and efforts.

Referring to advance and presentation materials, Ms. Ramsey reviewed Team USA AC work and athlete engagements at the Paris Games and particular operational and logistical issues they saw for Team USA athletes. She also discussed Team USA AC's work to support member elections at the NGB level and American athlete candidacies for international sport organization Athletes Commissions, such as those at the IOC and IPC. Team USA AC leaders detailed their member election process and multiple issues that had arisen with various NGBs. Lastly, they reviewed the positions of Team USA AC leadership on current issues including the manner of election of At Large Athlete representatives on the Board and international anti-doping controversies and WADA governance.

Next, Chuck Aoki reviewed Team USA AC's five strategic priorities for 2025, as published on usopc.org. Building on these, Team USA AC leaders and Board members discussed questions and thoughts on matters such as Team USA AC independence and the working group preparing to do a deep dive on that concept, and Team USA AC support for NGB-level athletes' advisory councils.

After this discussion, the Team USA AC guests departed the meeting.

4.2 National Governing Bodies Council

Joining the meeting at this point were NGBC Chair Pat Kelleher and Vice Chair Li Li Leung, accompanied by USA Cycling CEO Brendon Quirk. The Chair invited them to share perspectives on current key issues and opportunities facing NGBs.

Mr. Kelleher announced, and he and Board members commended, Mr. Quirk's recent election as NGBC Chair with the end of the current Assembly meetings. He noted that the position of NGBC Vice Chair would be filled by an election to take place during the current Assembly meetings. He reflected on the eventful and challenging quadrennium now ending, where he and Ms. Leung helped navigate the COVID pandemic as it impacted NGBs and the Olympic & Paralympic community, sometimes difficult relations among NGBs and the USOPC, and the need to have more NGB leaders involved in more NGBC efforts. He lauded the great progress made on all these fronts. At Mr. Kelleher's invitation, Mr. Quirk offered his own reflections and greetings as he prepares to assume this new leadership role for the coming quadrennium.

Next, Mr. Kelleher turned to current issues of importance to NGBs and the NGBC. He and Ms. Leung provided thoughts and perspectives on the futures of the Team USA AC, NGB athletes' advisory councils, and the USOPC Office of Athlete Ombuds and their respective roles and opportunities to provide strong value to athletes. They and Board members exchanged thoughts and questions in these areas and discussed the multi-stakeholder working group preparing to discuss many of them. They also discussed key issues around USOPC resource allocation decisions and approaches as they affect athletes and the NGBs that support them, and ongoing concerns and hopes relating to the US Center for SafeSport and its

work and funding. As well, Board members and NGBC leaders discussed opportunities, challenges, questions, and concerns arising around the coming 2028 Olympic Games and Paralympic Games in Los Angeles and how all parties can maximize the opportunities inherent there. Board members noted similar and continuing themes as all parties look forward to the 2034 Games in Salt Lake City as well.

Board members and the NGBC guests exchanged thanks and congratulations for their respective service and cooperative work over the course of the current quadrennium. With this, Mr. Kelleher, Ms. Leung, and Mr. Quirk left the meeting.

Mr. Harris left the meeting as well.

4.3 Affiliate Organizations Council

AOC Chair Bob Meserve and USOPC Collegiate Partnerships Analyst Meredith Lee joined the meeting, greeted by the Board. Mr. Meserve opened a discussion on AOC work and priorities by thanking Ms. Lee and other USOPC staff for their support over the course of his eight-year service as AOC Chair, which winds up with the expiration of his term at the end of 2025.

Referring to advance and presentation materials for the meeting, Mr. Meserve reviewed the substantial updating and improvement of AOC governance and structure in recent years, which started with a change from its longtime former name “Multi-Sport Organizations Council” to the more accurate and current “Affiliate Organizations Council.” He noted that these efforts carried through to changes in membership classifications and structure, a comprehensive review and refresh on the entire AOC membership roll, strengthened AOC leadership and engagement, and expanded impact analysis and reporting. Mr. Meserve showed how AOC members ultimately impact nearly 60 million Americans via membership and/or participation in sport activity. He underlined his views on the potential for further engagement with these individuals in the Olympic and Paralympic community generally, particularly in light of the US-based 2028 Games on the horizon.

Ms. Lee followed on with a Board preview of revised and updated AOC policies and procedures documentation planned for formal AOC approval during the current Assembly meetings and submission to the Board for final approval at its meeting in December. Board members and the AOC guests discussed these, reviewed the “Recognized Sports Organization” category of AOC membership and the way RSO’s relate to NGB’s in general, and the potential for further and deeper engagement across AOC membership categories for the benefit of grassroots sport in these pivotal coming years.

Board members thanked Mr. Meserve in particular for his long and valued service, and thanked both him and Ms. Lee for their time and thoughts as they departed the meeting.

4.4 US Anti-Doping Agency

Board members welcomed USADA CEO Travis Tygart, Director of Athlete and International Relations Allison Wagner, and Chair Emeritus Edwin Moses to the meeting. Board members went around the room to introduce themselves, particularly for Ms. Moses’ benefit as it had been some time since his last visit. Mr. Tygart also referred to the new film featuring Mr. Moses and his career, nearing its public release. Board members congratulated Mr. Moses and the Chair invited discussion on current trends in anti-doping and USADA priorities.

Mr. Moses reflected on advances in US anti-doping work and progress since the early days of the more comprehensive approach now led by USADA, which he and other Track & Field athletes pioneered. Mr. Tygart referred to advance and presentation materials in reviewing USADA's current budget and anti-doping work in the US. He and Board members exchanged questions and thoughts about funding challenges and sources, USADA's "Truesport" educational program, Therapeutic Use Exemptions in anti-doping and their use and perceptions around them, and work with International Federations.

Turning to international events and issues in the anti-doping sphere, Mr. Tygart reviewed current controversies and public debate around the World Anti-Doping Agency, its structure, governance, and funding, and controversy over its handling of a previously-discussed set of cases in China from 2021. He laid out his concerns about the role of politics in these issues, USADA perceptions of a lack of WADA independence and accountability, and his sense that there has been a lack of meaningful progress on these concerns. Mr. Tygart and Board members discussed ideas and questions about how these issues can be best addressed, and the appropriate roles of several organizations in the debate (including the USOPC, USADA, White House Office of National Drug Control Policy (ONDCP) and others.). Mr. Tygart laid out his views, in particular, of where and how the USOPC can be impactful.

Further discussion centered around issues between USADA and WADA and between ONDCP and WADA, including as to ONDCP's looming decision to disburse or not disburse the US's annual WADA dues, as well as impacts that decision may have on the ongoing debate and the US's role in it. Mr. Tygart offered his view that strong words and action are needed in order to persuade WADA to make needed improvements. He acknowledged ongoing WADA claims of USADA deficiencies in the ongoing and strident public debate, and explained why he felt they had no actual substance but were essentially debate tactics.

The Board thanked Mr. Tygart, Mr. Moses, and Ms. Wagner and they departed the meeting.

5. Board Governance Items

5.1 At Large Athlete Election Process

- **Approved Pursuing a New Approach For At Large Athlete Representative Board Elections and Committee Appointments**
- **Recommended Publication of Amended USOPC Bylaws for Public Comment**

Sarah Hirshland re-opened an ongoing Board discussion over whether and how to update the process by which At Large Athlete Representatives to the Board are selected. At her invitation and referring to advance materials for the meeting, Chris McCleary refreshed the Board on the current selection method and on a specific, previously-proposed amended approach which had secured substantial support in previous Board discussions.

The Chair and Board members discussed the proposed approach, other options previously considered, the path of the debate among stakeholders and athlete leaders over previous months, and the fundamental principles and concepts that came most into play and generated the most consensus in that process. Board members offered further perspectives and data points to bring the Board's consideration of the matter fully up to date. After this discussion and on a motion duly made and seconded, **the Board approved pursuing the revised At Large Athlete representative election process set out in the advance materials for the meeting.**

Consistent with the Board’s expressed support for this revised election process, Mr. McCleary referred to the same advance meeting materials in describing a potential update to the process for appointing certain Board committee members, currently categorized as “USOPA representative” members of those committees and perhaps better characterized and chosen as “At Large Athlete representative” members. Board members discussed the value of applying this similar role and selection approach to these committee members. After this discussion and on a motion duly made and seconded, **the Board approved pursuing the revised At Large Athlete representative approach to USOPC Board committee appointments set out in the advance materials.**

With that, Mr. McCleary and the Board discussed a specific set of USOPA Bylaw amendments in the meeting advance materials that could, when combined with certain edits to the USOPC Board Elections Policy, effectuate the new Board and committee approaches approved by the Board in concept. **Board members recommended that the Bylaw amendments set out in the advance materials for the meeting be published for public comment and potential Board approval, in line with the standard USOPC Bylaws amendment process.**

5.2 Committee and Council Reports, Discussion

- **Certification renewals for USA Luge, USA Ski & Snowboard, USA Softball, USA Speedskating, USA Bobsled & Skeleton, USA Cycling, and USA Golf**
- **Approval of new USOPC and IMS Compliance Standards**

Sarah Hirshland introduced a session on Board committee reports and discussion items, including Board committees that had met in the days preceding the current Board meeting (noting that other committees would next meet around the time of the Board’s next regular meeting in December.)

5.2.1 Paralympic Advisory Council

PAC Chair Brad Snyder provided the Board with information on that council’s meeting plans for the next day including discussions on Paralympic Games performance, communications and awareness-building work, and ongoing USOPC Paralympic sport operations priorities and plans generally. Council member Cheri Blauwet, reflecting on her long-time service with the Council, noted the USOPC’s positive progress as a Paralympic sport leader and advocate domestically and internationally. She noted that improvements in these areas allowed and in fact compelled evolution of the PAC and its work to enhance its impact in coming years.

5.2.2 Compensation Committee

Compensation Committee chair David Haggerty briefed the Board on that committee’s most recent meeting, where it examined the USOPC’s 2025 employee benefit program, senior level succession planning and staff review, and efforts to make sure that compensation and benefit programs are efficient and cost-effective but also competitive in attracting and retaining strong talent. He looked ahead to the committee’s planned work and December meeting, with important year-end tasks including a final review of organizational achievement against the 2024 Annual Impact Plan and related decisions on incentive plan results.

5.2.3 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet reported on that committee's extensive work vetting and interviewing strong candidates for two opening independent Board seats. She took the Board through the committee's process in that regard and noted that three finalist candidates had distinguished themselves in particular, with a further round of interviews still to come. She indicated confidence that the committee would be able to make a final recommendation to the Board in advance of the Board's meeting in December.

5.2.4 NGB Oversight Committee

USOPC Chief Ethics & Compliance Officer Holly Shick joined the meeting and committee Chair James Higa began his report to the Board by offering a survey of current ethics and other matters reported through the USOPC Integrity Portal, initial analyses of potential NGB candidates in connection with the sports being added to the Olympic program for the LA 2028 Games, and further attention and work in the area of NGB athlete selection procedures.

Mr. Higa then turned to an update on NGB compliance matters currently in play. Victoria Sung having stepped out of the meeting as previewed, Mr. Higa updated the Board on proceedings involving a decertification action filed by the USOPC compliance team against USA Badminton. He noted that the process is ongoing and Ms. Shick provided further detail on coming next steps. Mr. Higa added thoughts about limited tools available to the USOPC Compliance team in instances where an NGB is failing to address material compliance issues, including as they may include restrictions on USOPC funding to such NGBs. Board members discussed the complications that can arise in these cases.

Mr. Higa referred to advance materials for the meeting in describing committee recommendations for several NGB certification renewals. He discussed the committee's approach on review and recommendation in these instances, and detailed the recommendations. After Board discussions and on a motion duly made and seconded, **the Board approved NGB certification renewals with a rating of "Certified with Conditions" for USA Luge, USA Ski & Snowboard, USA Softball, and USA Speedskating and "Certified in Good Standing" for USA Bobsled & Skeleton, USA Cycling, and USA Golf.**

5.2.5 Ethics & Compliance Committee

Ethics & Compliance Committee chair Brad Snyder updated the Board on recent work of that committee. He began by referring to advance materials for the meeting in setting out the Committee's review and discussion on a proposed new set of USOPC and IMS Compliance Standards. He refreshed the Board on the development of the Standards based on previous NGBC and Board discussions on the merits of creating a compliance and compliance audit construct for the USOPC and its Internally Managed Sports operations that closely matches those administered to NGBs by the USOPC. He reviewed the proposed Standards and plans to apply them with an approach and cadence set to match that applied to NGBs, beginning with the quadrennium that starts in 2025.

Board members discussed this proposed compliance approach and the Standards, and on a motion duly made and seconded, **the Board approved the USOPC and IMS Compliance Standards set out in the advance materials for the meeting.**

Next, Mr. Snyder updated other committee work including as to annual staff conflicts of interest disclosures, in-scope committee matters arising in the USOPC Integrity Portal and developing data insights

resulting from that tool’s successful operation for more than two years, and the committee’s resolution of a recent matter involving allegations, dismissed as baseless, against Virginia Sung and Holly Shick.

At this point Ms. Sung rejoined the meeting and Board members discussed learnings from that matter, including as to policy and procedural clarity around the Committee’s approach in ethics matters involving Board members or USOPC Compliance team staff and as to handling claims that readily appear to be baseless and potentially malicious in nature. Board members, Ms. Shick, and Chris McCleary discussed these matters and plans for improvements to ensure all involved understand exactly how they will be addressed and by whom. Mr. McCleary indicated that revised policy and procedure documents would be developed for Board review and discussion.

Finally, Mr. Snyder highlighted the critical importance of appropriate confidentiality in matters of this type, and the harms that can come to accused individuals, including Board members, when sensitive and confidential information is leaked.

After this discussion, Ms. Shick left the meeting.

5.2.6 Finance, Audit & Risk Committee

Committee Chair Dexter Paine detailed the most recent and upcoming work of the FAR committee, including its recent meeting during which the US Olympic & Paralympic Endowment provided a full annual update of its work with USOPC and NGB investment assets, and the Committee reviewed in detail year to date budget results, approved an external auditor for 2025, and looked ahead to the agreements by which the successful Salt Lake City – Utah bid to host the 2034 Games will lead to the formation of an Organizing Committee by the USOPC and the State of Utah. He and other Board members discussed particular Paris-related Games expense items and their impact on 2024 budget results, and lessons learned for upcoming Games.

At this point, Anita DeFrantz joined the meeting remotely.

5.2.7 Collegiate Advisory Council

CAC member Lawrence Cunningham updated the Board on the Council’s meeting in October. He described the Council’s appreciation of the ongoing impact of the USOPC/collegiate “Olympians Made Here” and “Paralympians Made Here” campaigns. He added to the Board’s discussion earlier in the day of possible impacts of major legislation and litigation on collegiate sport, focusing on the terms of a potential settlement in the *House* litigation matter. And he indicated that the Council will conduct another meeting in December to look forward to its work and plans for the coming quadrennium.

5.2.8 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke refreshed the Board on the Committee’s October meeting and looked forward to the next one, scheduled for December. She described ongoing committee discussions on athlete earnings and Team USA AC plans and needs, and the Committee’s consideration of and support for the current reporting relationship of the USOPC Office of Athlete Ombuds to the Committee.

5.3 Board Administrative Matters

- **Approval of meeting minutes**

Next, and referring to draft October 2024 Board meeting minutes in the advance materials for the meeting, Mr. McCleary invited Board questions, discussion, and/or approval of these minutes. On a motion duly made and seconded, **the Board approved the October 2024 meeting minutes set out in the advance materials for the meeting.**

Chris McCleary referred to advance materials for the meeting in inviting any Board member questions or discussion on current organizational litigation matters, noting that the Finance, Audit & Risks Committee had reviewed these as well. He also briefed the Board on initial plans for broadened communications and updates for non-Board members of USOPC Board committees to foster their overall engagement and familiarity with organizational developments as time goes on. He invited thoughts from Board members on communication elements that might be particularly helpful. Mr. McCleary and Ms. Hirshland provide the Board with other administrative and logistical updates for upcoming Board meetings and Board member participation in the current Assembly meetings.

Finally, the Chair paid tribute to Board member Cheri Blauwet for her two terms and eight years of Board service, acting as a strong independent voice in tumultuous and ultimately highly productive times for the organization. Ms. Blauwet added her own reflections and appreciations for her time on the Board, her fellow Board members, and USOPC staff. Board members offered further thanks and congratulations.

6. Executive Session

At 5:15pm, the Board went into executive session and Chris McCleary left the meeting.

7. Adjournment

There being no further business, the meeting was adjourned at 5:40pm.

This document constitutes a true and correct copy of the minutes of the November 13, 2024 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary

December 12, 2024