

**Minutes**  
**USOPC Board of Directors Meeting**  
**via videoconference**  
**October 9, 2024**

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on October 9, 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*), Donna de Varona, David Haggerty (IOC Member *ex officio*), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), Dexter Paine, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Meyers Taylor. Unable to attend were Muffy Davis and Allyson Felix. 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 11:00am Mountain Time.

**2. Chair and CEO Welcome**

- **Departed Board Member Visit**
- **Conflicts of Interest Disclosures**

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

The Chair welcomed Board members and attending USOPC staff to the meeting, reviewing recent events including IOC leadership visits to the US and the Team USA celebration at the White House. He reflected on significant coming work for the Board during 2024. Sarah Hirshland then introduced John Naber, who joined the meeting at this point after having submitted his resignation from the Board in September 2024. Mr. Naber and Board members exchanged greetings and thank-you’s for Mr. Naber’s service on the Board and for the partnership and camaraderie he experienced as a Board member. With this, Mr. Naber left the meeting.

Sarah Hirshland then provided a preview of key topics for discussion on the day and USOPC General Counsel and COO Chris McCleary briefly reviewed the day’s meeting agenda, inviting Board members to note for the group any agenda items on which they might have an actual or apparent conflict of interest. Virginia Sung noted that she planned on recusing 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.

Finally, Ms. Hirshland noted and celebrated a number of great Team USA performances at the recent Paris Olympic Games and Paralympic Games, congratulating NGBs and Board members involved in these performances, especially Daria Schneider’s work with the Fencing team.

### **3. Board Composition Discussion**

At this point, Sarah Hirshland invited Chris McCleary to initiate an update and discussion on Board seat changes happening now and on the horizon.

#### **3.1 At Large Athlete Representative Seat**

Mr. McCleary first confirmed to the Board that with John Nabers' departure it would be necessary to initiate the process by which At Large Athlete representative members of the Board are vetted and elected, in order to fill the open seat. He refreshed the Board on that process and noted that the person so elected would be eligible to complete Mr. Nabers' current term on the Board and then, if they take office January 1, 2025 or earlier, one more four-year term, and if January 2, 2025 or later, two more four-year terms. Board members discussed the current process and several previous Board discussions on amending it. After this discussion the Chair indicated that further Board discussion on this matter would be set for the Board's next meeting in November and that initiation of the vetting and election process should be deferred pending the outcome of further Board consideration.

#### **3.2 Allyson Felix**

Next, the Board celebrated the recent addition of Olympic legend Allyson Felix to the USOPC Board under the Olympic Charter and USOPC Bylaws terms that require any American IOC members serve on the USOPC Board, ex officio, during the period of IOC membership. Noting that Ms. Felix was elected to the IOC Athletes Commission and, in connection with that election, took her seat as an IOC member at the close of the Paris 2024 Olympic Games, Mr. McCleary confirmed that she currently holds a USOPC Board seat as an IOC member.

The Chair noted that he and Sarah Hirshland had welcomed Ms. Felix to the Board, and that they had assured her that it would be completely appropriate for Ms. Felix to initiate her participation in Board meetings on her own timing during 2024. As would be discussed later, Mr. McCleary noted plans for a formal onboarding process for new Board members in 2025, and that Mr. Felix would be included in that (with advance orientation and information made available in advance of that time, to use as she sees fit.)

#### **3.3 Gene Sykes, New Independent Directors**

##### **- Board confirmation of New Gene Sykes Board Role**

The Chair then updated the Board on the nature of his own Board seat. He noted his election as a new IOC member at the IOC General Session held in advance of the Paris Games. Board members shared congratulations for Mr. Sykes and for the Olympic community overall, reflecting on the ways he had already and can continue to contribute in new ways in this new role.

Mr. McCleary refreshed the Board on what the Chair's new status entailed in terms of USOPC Board composition. He noted that the Chair's initial election to the Board was for an independent seat, and that his new IOC status meant that he no longer qualifies as independent for purposes of the USOPC Bylaws. At the same time, he confirmed, the Chair remains on the Board by virtue of this new status and nothing

about his new role as an IOC member on the Board interferes with his role or term as Board Chair. He reminded the Board that the effect of all this would be to open the Chair's previous independent seat on the Board, to be filled via efforts of the Nominating Governance Committee and full Board along with Cheri Blauwet's independent seat opening in 2025.

Board members exchanged thoughts and questions on these changes and the opportunities they create, as well as on the nature of IOC member service on the Board. After this discussion, and upon a motion duly made and seconded and an affirmative vote with a majority exceeding that required under the USOPC Bylaws, **the Board terminated Gene Sykes' service as an independent director, simultaneously welcoming Mr. Sykes' continued USOPC Board service as an IOC member of the Board and as its Chair.**

Mr. McCleary briefed the Board on logistical steps and timings involved in electing a new independent member to fill Mr. Sykes' seat, and another new independent member to fill Ms. Blauwet's seat. Board members offered thoughts and suggestions in this regard and further discussion on the search for new Board members in this respect was deferred until the report of the Nominating and Governance Committee later in the current meeting.

#### **4. Compensation Committee**

Sarah Hirshland asked Compensation Committee Chair David Haggerty to update the Board on its recent and coming work. Mr. Haggerty recounted that committee's most recent meeting and its approval there, subject to final 2025 budget approval, of that year's salary and merit budget for USOPC staff. He and other Board members discussed the importance of attracting and retaining top tier talent for the organization, including in the face of changes in the economic and employment environment across the US. Further discussion centered on the effects of inflation on Team USA athletes and others in the community and how these are factored into resource allocation plans.

At this point, Mr. Haggerty left the meeting and USOPC Chief of Sport and Athlete Services Rocky Harris joined.

#### **5. Organizational Strategy, Annual Impact**

- **Review of AIP Plans and Progress**
- **Discussion of Early Learnings from the Paris Games**

Sarah Hirshland referred to advance and presentation materials in opening a discussion on the USOPC's progress against its 2024 Annual Impact Plan. She started by reviewing current revenue and expense results and projections and invited Rocky Harris to update the Board on sport performance figures and results for Team USA at the Paris Olympic Games and Paralympic Games.

Mr. Harris reviewed Team USA athlete and team performances in detail, celebrating their achievements and Team USA's success in surpassing expectations in a host of ways. He noted in particular the many athlete personal bests and the broad diversity of medals (i.e., the number of American individuals in the number of sports and disciplines) at the Games. He reflected on the tremendous efforts of Team USA athletes, the positive impact of well-governed NGBs, and the broader and deeper support provided to Team USA athletes in Paris. Board members and Mr. Harris further discussed key Team USA athlete needs

and priorities in coming years, support for strong coaching, and the potential impacts on athletes of ongoing changes to the collegiate sport world.

Turning to fan engagement, Ms. Hirshland reported on best-ever figures for Team USA fan awareness and engagement and strong support for NBC’s approach to covering and promoting the Paris Games. She updated the Board on fundraising progress and prospects, joined by USOPC Chief Development Officer Christine Walshe. And she reviewed results and learnings in the area of disputes and controversies at the Games where they affect Team USA athletes, and the importance of quick and effective collaboration among affected athletes, their NGBs, and the USOPC in those matters.

Finally, Ms. Hirshland and Board members discussed recent progress and further challenges in the Paralympic community around classifications, IPC efforts to improve their design and application, and potential opportunities and means for the USOPC to play a positive role in ensuring fairness and equity in this area, for Team USA athletes and to advance Paralympic sport generally.

Departing the meeting at this point were Katie Bynum Aznavorian and Christine Walshe.

## **6. Constituent Visit: Salt Lake City – Utah Games Representatives**

Salt Lake City – Utah 2034 Chair Catherine Rainey-Norman, CEO Fraser Bullock, and 2034 Bid Lead Darren Hughes now joined the meeting. Welcomed and congratulated by the Chair and Board members, the SLC-UT 2034 guests opened a discussion on their successful bid to host the Olympic Games and Paralympic Games and on immediate next steps for the group.

Referring to advance and presentation materials, Mr. Bullock recounted recent SLC-UT 2034 accomplishments and the strong partnership between that bid organization and the USOPC as the IOC concluded its evaluations and formally selected Salt Lake City and Utah to host the 2034 Olympic Winter Games and Paralympic Games. He and Ms. Norman reviewed the SLC-UT 2034 “Elevate” platform for uniting people, building community, supporting athletes and sport, and leaving a powerful legacy for the community.

The SLC-UT 2034 guests and Board members discussed these areas, the opportunities and challenges ahead, and their appreciation for the positive spirit and partnership employed on all sides throughout the years-long path to this point. With the Board’s thanks and good wishes, the SLC-UT 2034 guests departed the meeting.

## **7. Board Governance Items**

### **7.1 Committee and Council Reports, Discussion**

- **Certification upgrade for USA Track & Field**
- **Approval of updates to NGB 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 November.)

#### **7.1.1 Athlete and NGB Services Committee**

Athlete and NGB Services Committee Chair Beth Brooke reviewed the committee's meeting of the previous week, which included a visit with USADA CEO Travis Tygart, discussion of upcoming Team USA AC and NGBC leadership elections, a report from the USOPC Office of Athlete Ombuds, and a review of Team USA Athlete Survey results including those in the area of athletes' earnings.

### **7.1.2 NGB Oversight Committee**

USOPC Chief Ethics & Compliance Officer Holly Shick joined the meeting and NGB Oversight Committee Chair James Higa began his report to the Board by referring to advance materials for the meeting in describing a committee recommendation for an NGB certification upgrade. He shared details of the rationale and approach for this recommendation. After Board discussion and on a motion duly made and seconded, **the Board approved an NGB certification upgrade from "Certified with Conditions" to "Certified in Good Standing" for USA Track & Field.**

Next, Mr. Higa referred again to advance materials for the meeting in outlining a number of proposed updates to the NGB Compliance Standards published as a USOPC Policy, as part of the USOPC compliance team's "Compliance 2.0" program to simplify and streamline compliance and audit standards where possible in order to ensure that the NGB compliance program is comprehensive and effective but also as straightforward and efficient as it can be for NGBs. Ms. Shick noted that the proposed updates had been reviewed with the Team USA AC and the NGBC and Mr. Higa confirmed the committee's recommendation for adoption. Board members discussed the updates and committee recommendation and after this discussion, on a motion duly made and seconded, **the Board approved the updated NGB Compliance Standards as set out in the advance materials for the meeting.**

At this point Victoria Sung stepped out of the meeting as previewed, and Mr. Higa briefed the Board on proceedings involving a decertification action to be filed by the USOPC compliance team against USA Badminton. He noted the months and years of ongoing efforts by USOPC staff to assist USA Badminton with its compliance issues and the committee's recognition that these efforts, while temporarily helpful, had not yielded lasting results. Ms. Shick provided further context for the action and gave a rundown on applicable process. Board members discussed scenarios for support of Team USA badminton athletes in the event of USAB's decertification. Mr. Higa also provided the Board with updated information on other compliance matters currently in play for existing and potential new NGBs in the run up to the Los Angeles 2028 Games.

### **7.1.3 Ethics & Compliance Committee**

Ethics & Compliance Committee chair Brad Snyder updated the Board on recent work of that committee. He began by briefing the Board on a complaint related to USA Badminton, USA Table Tennis, and Virginia Sung. He discussed the committee's handling of matters involving Board members, and its evolving thinking on the issue of frivolous and bad faith ethics complaints. He underlined the committee's intention that such complaints do not make ill use of USOPC resources, but also its commitment to ensuring that all complaints are given appropriate consideration in all cases.

Virginia Sung rejoined the meeting as Mr. Snyder provided the Board with further background on the committee's recent handling of a matter involving former Board member John Naber, including as it may have played out in terms of the committee's and Board's roles in other circumstances. After this discussion, Ms. Shick left the meeting.

#### **7.1.4 Nominating and Governance Committee**

Building on the Board composition discussion from earlier in the meeting, Nominating and Governance Committee Chair Cheri Blauwet reported further on committee progress on its 2024 work plan. She described Board committee appointments, support for constituent appointments and elections, and continuing work on identifying and screening independent candidates for Board service. She also referred to the committee's role in helping prepare for onboarding of new Board members in 2025. Sarah Hirshland previewed plans for the formal onboarding process for these new Board members, including as part of a three-day Board orientation, retreat, and regular meeting in March 2025. She indicated that further details on these plans would be forthcoming and welcomed Board member thoughts about this approach in the meantime.

#### **7.2 Team USA AC Independence Working Group**

Sarah Hirshland opened a Board discussion on the formation of a working group aimed at following up on Team USA Athlete Commission leadership's request that the USOPC consider increasing Team USA AC independence, and on related findings of the Congressional Commission on the State of US Olympics & Paralympics. She described discussions among the Chair and Team USA AC leaders towards setting up a working group made up of Board, USOPC staff, and Team USA AC leadership members, where the group's work will be facilitated by an external resource already agreed among group members.

Board members discussed the working group approach and Board member hopes for its work and work product. The Chair promised to keep the Board apprised of working group progress at coming Board meetings and Ms. Hirshland noted that the working group facilitator is already planning for background conversations with a number of attendees at the upcoming USOPC Olympic & Paralympic Assembly in Colorado Springs.

#### **7.3 Board Administrative Matters**

##### **- Approval of Updated Travel, Expense, and Purchasing Policies**

Chris McCleary referred to advance materials for the meeting in describing proposed separation and streamlining of the Travel and Expense & Purchasing Policies for greater clarity and management by appropriate USOPC teams. Board members considered the proposal and, on a motion duly made and seconded, **the Board approved the reconfigured Travel and Expense & Purchasing Policies, as set out in the advance materials for the meeting.**

Next, USOPC Deputy General Counsel Evangeline Rivera joined the meeting and Mr. McCleary noted that the advance materials for the meeting also include a short memo with updates on USOPC litigation matters, and a full litigation update. He noted that these materials, produced by Ms. Rivera, are reviewed by the Finance Audit & Risk Committee in the first instance and are always available to all Board members in meeting advance materials as well. He introduced Ms. Rivera, who invited any Board member questions or thoughts on the litigation materials or the information they contained. With the Board's thanks, Ms. Rivera left the meeting.

Finally, Mr. McCleary invited expressions of interest from Board members for service a Board representative on the USOPC Assembly Advisory Committee set out in the USOPC Bylaws, to take over

the seat recently opened with the departure of John Naber from that seat. Board members discussed this role and Mr. McCleary confirmed that he would follow up with interested Board members.

**8. Executive Session**

At 2:40pm, the Board went into executive session and Chris McCleary left the meeting.

**9. Adjournment**

There being no further business, the meeting was adjourned at 3:10 pm.

This document constitutes a true and correct copy of the minutes of the October 9, 2024 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary  
November 13, 2024