

Minutes
USOPC Board of Directors Meeting
(via Virtual Meeting Platform)
March 13-14, 2024

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on March 13 and 14, 2024 following notice duly given pursuant to the USOPC Bylaws. Present were Gene Sykes (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, 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), John Naber, Dexter Paine, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Meyers Taylor. Unable to attend was Lawrence Cunningham. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending the meeting were Katie Bynum, Rocky Harris, Kate Hartman, Christin McManus, 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 11:30am Mountain Time.

2. Chair and CEO Welcome, Moment of Inspiration

- **Conflicts of Interest Disclosures**
- **Visit from Team USA Athletes Anita Alvarez, Bill May**

The Chair welcomed Board members and attending USOPC staff to the meeting, noting the busy agenda to follow during the meeting’s two-day virtual schedule. At Sarah Hirshland’s invitation, USOPC General Counsel 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. Board members articulated existing relationships related to open litigation and certification matters, and there was general agreement on navigating these in the meeting.

With that, the Board was joined by Team USA Artistic Swimming standout athletes Anita Alvarez and Bill May, along with USA Artistic Swimming CEO Adam Adrasko. Ms. Hirshland and the Board welcomed the guests and Mr. Adrasko offered background on Ms. Alvarez and Mr. May and recent successes for USA Artistic Swimming, and paid tribute to recently deceased Artistic Swimming athlete and leader Judy McGowan. He invited Ms. Alvarez and Mr. May to offer their own thoughts and perspectives to the Board. Each of the athletes recounted recent international competition highlights and discussed the power of positive culture on Team USA in the sport of Artistic Swimming, for them personally and as they saw it impact others here in the US and internationally. The athlete guests and Board members discussed these topics, the importance of athlete financial support, and Board member questions about the special athletic challenges inherent in Artistic Swimming. Board members commented repeatedly on the amazing and inspiring achievements of these Artistic Swimming athletes.

With the Board’s thanks and good wishes for continued success, the USA Artistic Swimming guests departed the meeting.

3. Organizational Strategy, Annual Impact

3.1 AIP Highlights

- Review of AIP Plans and Progress
- Discussion on Congressional Commission Report

Sarah Hirshland opened a Board discussion on organizational strategy and the 2024 USOPC Annual Impact Plan by referring to written and recorded video advance briefings as well as presentation materials in refreshing the Board on 2024 plans and areas of emphasis. Board members discussed key issues identified in connection with the AIP elements, including as to team selection issues and work to improve overall performance and consistency among NGBs in this area; plans for informing, supporting, and keeping in touch with delegation athletes at the Games in Paris; the new “All for One” brand campaign premiering in 2024 and the ways it can add support and value to Team USA athletes’ experiences and personal brand work; and continued staffing efforts in the areas of DEI and athlete hiring at the USOPC and NGBs.

Turning to the recently released report of the US Congressional Commission on the State of US Olympics & Paralympics, Ms. Hirshland referred to presentation materials in briefing the Board on the broad subject matters covered in the report and the fundamental recommendations made. She and Board members discussed report content directed to Congress, to the US Center for SafeSport, and to the USOPC directly; how and where the USOPC can best contribute to ongoing public discussion on matters featured in the report; and news of Congressional hearings scheduled for coming days on the topic of SafeSport and athlete safety generally. Board members offered thoughts and reflections on key report elements in a number of areas and agreed that discussion on these and other elements of the Commission report should continue, including at the Board’s next regular meeting in June.

3.2 Salt Lake City – Utah Games Bid

- Approval of 2034 Games Bid Economic Terms

Sarah Hirshland introduced a Board review and discussion on proposed economic elements to be agreed by the USOPC and the Salt Lake City – Utah bid organization, in support of that organization’s formal bid to host the 2034 Olympic Winter Games and Paralympic Games. She refreshed the Board on the Games bid process overall and where SLC-UT is in that process at the moment. She described extensive recent work and discussions by USOPC and SLC-UT staff and leaders on key terms, which were memorialized in a term sheet created to support the subsequent finalization and execution of definitive agreements involving the USOPC, SLC-UT, the IOC, and the IPC on matters of revenue and expense as these impact each party. At her invitation, USOPC Chief of Strategy and Growth Katie Bynum referred to presentation materials in leading the Board through a detailed study of the bid approach, principles underlying negotiations, and final proposed key economic terms to be agreed between the USOPC and SLC-UT in particular.

Board members and Ms. Bynum discussed Board member thoughts and questions on key deal terms, as well as economic and other elements that can contribute to a successful bid, a great SLC-UT Games, and enhanced stability and support for Team USA in the years before, during, and after these Games.

After this discussion and on a motion duly made and seconded, **the Board approved SLC34’s submission of formal bid materials to the IOC including the contract details proposed in the advance materials for**

the meeting, and granted authority for the CEO to finalize and commit to these details with economic elements as or more favorable to the USOPC than those set out in the advance materials.

Further Board discussion focused on learnings received and still unfolding in connection with the current planning and support of the 2028 Games in Los Angeles, potential approaches for key elements of USOPC-SLC-UT cooperation in coming years in the event the bid is successful, and how Board members can support the SLC-UT bid in the meantime. Board members congratulated USOPC leadership and staff in their diligent, careful, and energetic work towards this important goal.

3.3 CAS Discussion

Joining the meeting at this point was Michael Lenard.

The Chair welcomed Mr. Lenard and reminded the Board of some of his accomplishments as an Olympian, Athletes Advisory Council member, USOPC Board member, USOPC Officer, attorney, and in his current role in the leadership of the Court of Arbitration for Sport. USOPC General Counsel and Chief Operating Officer Chris McCleary added his welcome, refreshed the Board on recent Board discussions on the background and importance of CAS and its dispute resolution work in the international sport world, and invited Mr. Lenard to share his CAS perspectives with the Board.

Mr. Lenard referred to advance and presentation materials in providing the Board with a succinct background on CAS, its formation and governance, its work broadly and in the Olympic & Paralympic world specifically, and key issues on the horizon. In the latter regard he focused in particular on the upcoming Paris Games. He also discussed issues in the published CAS Awards, announcements, and timelines involving the Valieva Russian doping matter and its aftermath with respect to awarding medals. He and Board members discussed questions and thoughts on these key issues, how CAS approaches different kinds of disputes, and other potential types of cases that could come to CAS during 2024.

The Chair and Board members thanked Mr. Lenard again for his time and thoughts, and Mr. Lenard left the meeting.

4. Recess

At 4:00pm the Chair put the meeting into recess.

March 14, 2024

USOPC staff members attending the day's session included Katie Bynum, Rocky Harris, Christin McManus, Peter Navin, and Christine Walshe.

5. Call To Order

At 11:30am, the Chair called the meeting to order and resumed the meeting.

6. Constituent Visits

6.1 US Center for SafeSport

Joining the meeting at this point were USCSS CEO Ju'Riese Colon and Board Chair April Holmes. The Chair welcomed the USCSS guests and invited them to share current USCSS perspectives and areas of focus.

Ms. Holmes opened the discussion by reflecting on the Congressional Commission’s findings related to the USCSS and its work, and offering thoughts on how the USCSS can grow and build greater collaboration including by taking these findings into account. Ms. Colon built on those comments with further perspective on related upcoming Congressional hearings, key process and procedure updates the USCSS is already working on, and her views on SafeSport reporting trends.

Ms. Colon and Board members discussed key USCSS issues including the approach to Administrative Closures of SafeSport cases, continued growth in case volume and reporting, growing and broadening education resources and efforts, the need for more USCSS funding, and challenges and opportunities in building stronger working relationships between the USCSS and NGBs in particular.

With that and the Board’s thanks, Ms. Colon and Ms. Holmes left the meeting.

6.2 NGB Council

NGB Council Chair Pat Kelleher and Vice Chair Li Li Leung joined the meeting, welcomed by the Chair. Mr. Kelleher started a discussion by confirming to the Board that the key issues and concerns raised in the NGBC’s late 2023 letter to the USOPC remain at the forefront. He noted conversations on these topics, the USOPC’s recent written response to that letter, and joint efforts to cooperatively address those concerns. He reiterated the point, also reflected in the Congressional Commission’s recent report, that many NGBs continue to face membership challenges where youth sport organizations not bound by USOPC and USCSS requirements seek to take advantage of this by offering cheaper and easier (though less safe and capable) participation.

Ms. Leung added her thoughts on some of these items and offered further insights on concepts suggested in the Congressional Commission’s report as they could impact NGBs and youth sport in particular. She and Mr. Kelleher and Board members discussed these concepts further, as well as particular NGB work on athlete safety discussions including with lawmakers and with the USCSS, and where and how each of the NGBs and the USOPC should respectively approach youth sport and growing sport participation generally.

Board members closed the discussion by thanking Mr. Kelleher and Ms. Leung for their leadership and extra work with the NGBC, and the two left the meeting.

7. Board Governance Items

7.1 Committee and Council Reports, Discussion

- **Certification renewals for US Fencing, USA Pentathlon Multisport**
- **Approval of new Elections Policy**
- **Approvals of updates to Ethics, NGB Certification, Sports Betting Policies**

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.

7.1.1 Paralympic Advisory Council

Paralympic Advisory Council Chair Brad Snyder updated the Board on the PAC’s work along three principle lines: Growing Para sport awareness, Para athlete support at delegation events and elsewhere, and the future of Para sports currently managed internally by the USOPC. He and other Board members discussed

recent efforts and prospects on all of these, and exchanged ideas and updates on potential opportunities that may come into play in the near and longer term.

7.1.2 Compensation Committee

Compensation Committee chair David Haggerty briefed the Board on the committee's recent review of final 2023 staff compensation results, DEI in USOPC hiring and staff engagement, discussions on committee strengths and opportunities for growth, and a potential new CEO employment agreement to succeed the current agreement set to expire in coming months.

7.1.3 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet reported on committee work on new USOPC Board committee appointments. She looked ahead to the committee's heavy schedule for 2024, especially in Board and committee renewals and in finding and electing a new independent Board member to succeed her as her own Board term is set to expire at the end of 2024.

As USOPC Senior Governance Advisor David Patterson joined the meeting, Ms. Blauwet referred to meeting advance materials in describing for the Board a proposed USOPC Board Elections Policy, which would compile current Team USA AC, NGBC, and USOPA procedures for electing constituent representatives to the USOPC Board into one place and allow those constituent bodies to remove duplicative language in their own formational documents. Mr. Patterson and Board members discussed the policy's development and value, constituent leader approval, and a continued open issue not addressed in the current draft policy: The procedure for electing At Large Athlete representative Board members, previously and again to be discussed by the Board. Ms. Blauwet noted that the committee recommended the new policy's enactment. After this discussion and on a motion duly made and seconded, **the Board approved the USOPC Board Elections Policy as set out in the advance materials.**

7.1.4 NGB Oversight Committee

NGB Oversight Committee Chair James Higa began his report to the Board by reviewing two open NGB compliance cases of note, the current search for a new Senior Director of NGB Audit to replace the departed audit team lead, and plans to launch a new USOPC internal compliance audit, the results of which to be published along with counterpart NGB compliance audit reports.

Mr. Higa then referred to advance materials for the meeting in describing two committee recommendations for NGB certification renewals, one for a simple renewal (certification in good standing) and one for a renewal with conditions. He shared details of the rationale and approach for these recommendations. After Board discussion and on a motion duly made and seconded, **the Board approved an NGB certification renewal with a rating of "Certified in Good Standing" for USA Fencing and a renewal with a rating of "Certified with Conditions" for USA Pentathlon Multisport.**

Next, Mr. Higa referred to advance materials for the meeting in taking the Board through the need for minor language updates to the USOPC NGB Certification Policy and confirmed the committee's support for these updates. He and Board members discussed the updates and upon a motion duly made and seconded, **the Board approved the updated USOPC NGB Certification Policy as set out in the advance materials for the meeting.**

7.1.5 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine reviewed the recent work of that committee, noting its careful review of and support for the Salt Lake City – Utah 2034 bid economics approved by the Board earlier in the current meeting. He also relayed the committee’s recommendation that recently-promoted Senior Vice President, Chief of Finance Christin McManus be formally named as USOPC Treasurer in line with her new duties. After discussion and a motion duly made and seconded, **the Board named Christin McManus Treasurer of the USOPC, effective immediately.** Board members congratulated Ms. McManus on her new USOPC roles and thanked her for her interim finance leadership work in recent months.

Mr. Paine then discussed the committee’s recent review of, and comfort with, the ongoing work of the US Olympic & Paralympic Endowment and its outside advisors, as well as other committee work completed as it looks forward to buy June meetings upcoming. In that regard, he and other Board members called out in particular the great work and valuable contributions of non-Board committee members and advisors to a number of USOPC committees.

7.1.6 Ethics & Compliance Committee

Ethics & Compliance Committee chair Brad Snyder celebrated Debra Kelly joining the committee and its important work as she fills what had been an open committee seat. He reported on committee review of ethics reporting trends and resolutions, its attention to making sure the USOPC integrity portal is optimized for purpose, and work on recent ethics matters.

Mr. Snyder then referred to advance materials for the meeting in describing Committee-proposed updates to the existing USOPC Ethics and Sports Betting Policies. He noted that the proposed amendments to these policies centered around minor clarifications and language updates and that the Committee voiced its support for all of them. After Board discussion and on a motion duly made and seconded, **the Board approved amendments to existing USOPC Ethics Policy and USOPC Sports Betting Policy, both as set out in the advance materials for the meeting.**

7.1.7 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke thanked the Nominating and Governance Committee for its work in securing new ANSC member Sandy Barbour, as she takes an open At Large seat. She described the committee’s most recent meeting that included a discussion with USADA leadership on progress and challenge in the anti-doping world domestically and internationally, and a review of ongoing USOPC work on supporting athletes throughout and after their athletic careers.

7.1.8 Collegiate Advisory Council

In CAC member Lawrence Cunningham’s absence, Sarah Hirshland updated the Board on recent and upcoming CAC discussions on roiling collegiate sport issues around athlete compensation, Name Image and Likeness rights and responsibilities, and knock-on effects to Olympic and Paralympic sport almost certain to come from legislative and policy approaches to these.

7.2 Bylaw Revisions

- Board Approval of Revised USOPC Bylaws

Sarah Hirshland renewed a Board discussion on Bylaw updates that would memorialize a revised USOPC Mission Statement and modify the USOPC Board role of the US Olympic & Paralympic Federation Chair. She invited Chris McCleary to provide further details on the proposed updates. Mr. McCleary referred to advance materials for the meeting in refreshing the Board on these, and on the public comments received. Board members discussed comments received from the Team USA AC, continuing to offer their view of how the Bylaws should deal with At Large Athlete representative elections and calling for Board action on that matter. Board members discussed the plan to address this issue at or before the December 2024 Board meeting.

After this discussion and on a motion duly made and seconded, **the Board approved the amended USOPC Bylaws set out in the advance materials for the meeting, effective April 1, 2024.**

7.3 Board Self-Assessment Review

Referring to advance materials for the meeting, the Chair discussed the results of the Board's annual self-assessment for 2023, which was facilitated by outside advisor Boardspan. He previewed a plan to have Boardspan lead discussion with USOPC and NGB leaders on Board dynamics and best practices during the USOPC annual Olympic & Paralympic Assembly meetings later in the year. He and other Board members commented on current positive Board dynamics, their origins, and opportunities for continued work on building and tending positive culture in coming months and years.

7.4 Board 2024 Workplan

Referring to the Board Procedures Manual and presentation materials, Mr. McCleary refreshed the Board on the high-level Board workplan for 2024 and underlined that further Board member input on the plan for this and future years were always welcome. He confirmed that staff would track progress against the plan, including in creating Board and committee meeting agendas. Mr. McCleary also thanked Board members for continued efforts to attend and participate in all Board committee meetings, acknowledging the extra time and effort sometimes required and underlining their value to the Board's work overall.

7.5 Administrative Items

- Approval of Updates: Background Check, Document Retention Policies

Chris McCleary referred to advance materials for the meeting in describing proposed updates to three USOPC Policies: The USOPC Background Check Policy, the USOPC NGB Background Check Policy, and the USOPC Document Retention Policy. He briefed the Board on the need to make minor nomenclature updates and amendments responsive to a recent audit of the existing background check policies, and clarify the Document Retention Policy's document preservation timelines and references to those covered by that policy (including USOPC and USOPF Board members.)

After this discussion and on a motion duly made and seconded, **the Board approved the updated USOPC Background Check Policy, NGB Background Check Policy, and Document Retention Policy, all as set out in the advance materials for the meeting.**

Mr. McCleary also updated the Board on the next iteration of ongoing cybersecurity training for the Board in line with similar staff training in place, and on Board meeting timings and logistics for upcoming 2024 and 2025 meetings. Finally, Mr. McCleary noted that the Board would shortly be provided with refresher information and materials regarding Board meeting and travel logistics, via the standing Board information platform.

8. New Business

Sarah Hirshland updated the Board on the process and results of Panam Sports' recent selection of Lima to host the 2027 Pan American and Parapan American Games, to replace the previously-chosen host, Barranquilla.

Board members also discussed recent reporting in local Colorado Springs media about Colorado Springs-based NGBs looking at and/or taking advantage of a particular sports training and competition complex in North Carolina. Board members exchanged thoughts and questions on this and what it can mean for NGBs and the communities involved, and USOPC Chief of Sport & Athlete Services Rocky Harris answered questions about his and his teams' interactions with the parties involved. He underlined the USOPC's focus on Team USA athlete support and safety in this regard. Board members exchanged further ideas and questions about building on and optimizing athlete training resources internal and external to the USOPC.

9. Executive Session

At 3:48pm, the Board went into executive session and Chris McCleary left the meeting.

10. Adjournment

There being no further business, the meeting was adjourned at 4:10 pm.

This document constitutes a true and correct copy of the minutes of the March 13-14, 2024 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary

Date April 15, 2024