Minutes
USOPC Board of Directors Meeting
Los Angeles, CA
September 13, 2023

A meeting of the Board of Directors (the "Board") of the United States Olympic & Paralympic Committee ("USOPC") took place on September 13, 2023 following notice duly given pursuant to the USOPC Bylaws. Present were Gene Sykes (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, Lawrence Cunningham, Muffy Davis (IPC Governing Board member *ex officio*), Anita DeFrantz (IOC Member *ex officio*), Donna de Varona, James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), John Naber, Dexter Paine, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Myers Taylor. Unable to attend was David Haggerty (IOC Member *ex officio.).* Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending the meeting were Katie Bynum, Rocky Harris, Peter Navin, and Kacie Wallace. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 8:05am Pacific Time.

2. Chair and CEO Welcome
- Conflicts of Interest disclosures

The Chair welcomed Board members and attending USOPC staff to the meeting. He referred to the multitude of meetings, events, and other opportunities to connect at the 2023 US Olympic & Paralympic Assembly taking place along with the Board meeting, encouraging Board members to take advantage of these. Sarah Hirshland added thoughts and reflections on the previous week's hearing of the Commission on the State of US Olympics & Paralympics in Washington DC. She described key hearing themes including as to SafeSport, grassroots sport in the US, Paralympic and adaptive sport recognition and growth, and increasing independence for the Team USA Athletes' Commission. Finally, the Chair and other Board members discussed a number of international sport developments including as to clean sport generally and sport-by-sport decisions being made as to participation by Russian and Belarusian athletes.

USOPC General Counsel Chris McCleary briefly 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. Board members disclosed individual roles with the Los Angeles 2028 organizing committee, looking ahead to scheduled meeting discussions with that group.

3. Organizational Strategy, Annual Impact

3.1 2023 Annual Impact Plan, Organizational Health Review

Ms. Hirshland opened a Board discussion on strategy and annual impact plans by referring to advance and presentation materials in refreshing the Board on the 2023 Annual Impact Plan and progress against it. She briefed the Board on plan components and progress on each as well as on ongoing organizational health metrics. She and other Board members discussed these and other priorities, including in terms of how they may most directly impact Team USA athletes. Board members also discussed Paralympic sport

challenges around governance and athlete high performance support, exchanging ideas and questions on how the USOPC can best drive progress internally, with NGBs, and in the larger adaptive sport community.

Next, Ms. Hirshland and other Board members discussed recent indicators in athlete surveys and NGB health analyses, and a number of thoughts on how to support athletes and foster healthy NGBs. Finally, Board members discussed developments and prospects for USOPC revenue in coming years, and strategies to build its competitiveness in hiring and retaining best-in-class talent to navigate coming challenges and opportunities.

3.2 AIP Deep Dive: Comprehensive Campaign

USOPC Vice President, Major Gifts Gene Derkack joined the meeting with Ms. Hirshland introducing and inviting him to brief Board members on plans around the previously discussed USOPC comprehensive fundraising campaign. Mr. Derkack referred to presentation materials in providing the Board with a detailed understanding of the approach and architecture of the program, and he and Board members discussed a number of questions and thoughts about program specifics and possibilities. Topics emphasized included current and endowment goals and timings; NGB fundraising and how the USOPC can best harmonize with and amplify that; the role that Team USA athlete alumni can play; and thinking about how the campaign should leave the USOPC positioned for the future.

With the Board's good wishes, Mr. Derkack left the meeting.

3.3 AIP Deep Dive: Resource Allocation Project

Sarah Hirshland next introduced USOPC Chief of Sport and Athlete Services Rocky Harris to lead a Board discussion on work in the area of maximizing athlete support by optimizing USOPC resource allocation amongst a host of support elements. Mr. Harris referred to advance materials as he briefed the Board on the multi-stakeholder team addressing the project and its approach to date. He and Board members discussed related considerations including how to best support a strong athlete pipeline for Olympic and Paralympic sport; programs to ensure Team USA athletes understand what resources are available to them at different points in their athletic and post-athletic careers; and the utilization of in-house USOPC people resources vs. external experts and support personnel for different athletes and in different sports.

3.4 Five Year Strategic Plan

Joining the meeting at this point were USOPC SVP, Chief of Business Innovation Chad Sunderland and Director, Strategic Impact Kelsey Montgomery. Sarah Hirshland introduced them to the Board and, referring again to advance materials, updated the Board on the ongoing work of the multi-stakeholder Strategic Planning Working Group coordinated by Mr. Sunderland and Ms. Montgomery. Ms. Hirshland and other Board members discussed progress in the Working Group's work, plans to present the results of that work in upcoming Board meetings, and the relationship of this multi-year plan to the 2024 strategic plan to be approved by the Board at its next regular meeting in December.

3.5 Mission Discussion

- **Board guidance towards mission update**

Next, Ms. Hirshland referred to further advance materials for the meeting as she opened a continued Board discussion on the USOPC mission and possible updates to it. Building on the materials' summary of Board member thoughts and opinions previously offered, Mr. Sunderland, Ms. Montgomery, and Board members discussed mission concepts and specifics in detail. Board members expressed ongoing interest in working towards a formal update to the mission, taking into account key themes intended to broaden its scope. Staff promised further refinement of proposals for Board consideration.

With this guidance secured, Mr. Sunderland and Ms. Montgomery left the meeting.

4. Constituent Visits

4.1 Affiliate Organizations Council Visit

Joining the meeting at this point were AOC Chair Bob Meserve and USOPC Collegiate Partnerships Specialist Meredith Lee.

The Chair welcomed Mr. Meserve and Ms. Lee and invited Mr. Meserve to share AOC perspectives and areas of focus.

Mr. Meserve referred to advance materials for the meeting in refreshing the Board on the organization, mission, and purpose of the AOC. He and Board members discussed approaches and trends in AOC membership in its several membership categories, instances where the USOPC or AOC might proactively seek members in key sport areas, growing AOC efforts in the social media space to grow awareness and engagement, progress and plans on AOC governance and policy clarity, and particular opportunities and challenges related to AOC members in the Recognized Sport Organization category. In that latter area, Board members discussed whether and how athlete safety resources and requirements could be enhanced for AOC members generally and RSOs in particular. Finally, Ms. Lee briefed Board members on AOC plans to grow awareness and participation in Olympic & Paralympic Day each year.

With that and the Board's thanks, Mr. Meserve and Ms. Lee left the meeting, and Los Angeles 2028 CEO Kathy Carter, Chief Operating Officer John Harper, and US Olympic & Paralympic Properties Chief Operating Officer Danny Koblin joined.

4.2 Los Angeles 2028 Visit

Sarah Hirshland welcomed Ms. Carter and Messrs. Harper and Koblin to the meeting and thanked them for spending time with the Board to discuss Los Angeles Games planning progress, prospects, and key LA2028 concerns and areas of focus in the near term. Ms. Carter opened the discussion by sharing insights with the Board in areas such as the Games sport program and Games cost management generally, the Games delivery model, brand awareness work, legacy plans, and commercial opportunities. Mr. Harper added further information on the LA28 organizational structure and growth, athlete employment in the organization, and further thoughts on Games program issues and discussions. He and Board members discussed thoughts and questions in these areas, on both the Olympic and Paralympic sides.

Finally, Mr. Koblin reviewed recent branding and awareness efforts, progress against revenue targets, and Games legacy plans in the areas of environment, economy, and youth sport. He reminded the Board of LA28's emphasis on delivering legacy benefits to the community even in advance of the Games in 2028.

At this point and with the Board's thanks, Ms. Carter, Mr. Harper, and Mr. Koblin left the meeting.

4.3 National Governing Bodies Council Visit

Joining the meeting next were NGB Council Chair Pat Kelleher and Co-Chair Li Li Leung.

The Chair and other Board members welcomed Mr. Kelleher and Ms. Leung. The NGB Council guests opened the discussion by reviewing their experiences at the previous week's Congressional Commission hearings discussed by the Board earlier in the day. They went on to discuss issues and matters involving the US Center for SafeSport, NGB-athlete commercial terms, and preparations and concerns for the Olympic and Paralympic Games in Paris. Mr. Kelleher added thoughts on NGB experiences and concerns with the audit processes conducted by the USCSS and by the USOPC. He and Ms. Leung and Board members discussed NGB burdens in cooperating with and addressing these audits, ideas on how to simplify and improve them, and the current approach to audit reporting and publication. Further discussion concerned international sport issues including participation in international competitions by Russian and Belarussian athletes.

Board members thanked Mr. Kelleher and Ms. Leung for the extra work and care that goes into leading the NGB Council, and Mr. Kelleher and Ms. Leung left the meeting.

4.4 Salt Lake City Bid Committee Visit

- **Board endorsement of SLC-UT aim to finalize and formalize a Games bid**

The final constituent visit began as Salt Lake City-Utah Committee for the Games ("SLC-UT") Chair Catherine Raney-Norman and President and CEO Fraser Bullock joined the meeting along with SLC-UT Vice Chair Steve Starks and Bid Lead Darren Hughes.

The Chair welcomed the SLC-UT leaders and they opened a Board discussion on the potential Salt Lake City-Utah bid to host a future Olympic Winter Games, focusing on progress towards submitting necessary bid materials to the IOC for consideration.

Mr. Bullock reviewed SLC-UT staff and organizational design, Ms. Raney-Norman reviewed its board structure, and Mr. Starks offered comments on public and governmental support for the work and aims of the organization. Mr. Bullock detailed for the Board the upcoming steps and possibilities in the IOC's evolving process for considering Games bids. He reviewed the advanced state of SLC-UT's preparation of key bid materials organized around the theme "Elevate" as it applies to athletes, community, and sport. Ms. Raney-Norman added bid plan details around athlete experience and venues.

Board members and the SLC-UT leaders discussed these matters and other considerations that would come into play in the event that SLC-UT is awarded a 2034 Games, acknowledged as the preferred timing for both SLC-UT and the USOPC, and in the event the offer is for a 2030 Games. They discussed other strengths and opportunities for the bid and the Board's sense that SLC-UT is on track to offer a very strong and comprehensive bid in coming weeks and months. Finally Board members discussed the details and USOPC approvals still to be finalized and executed as part of a formal bid.

After this discussion and on a motion duly made and seconded, the **Board resolved that it fully endorses and supports the Salt Lake City Bid Committee's intention to offer to the IOC a formal Preferred Host Submission, and specifically supports the Chair signing and delivering the letter of support included in the advance materials for this meeting.**

With the congratulations of the Chair and other members of the Board, Ms. Raney-Norman and Messrs. Bullock, Starks, and Hughes departed the meeting.

5. Board Governance Items

5.1 Athlete Representation Discussion

- **Board guidance on updates to USOPC governance documents**
- **Board discussion and debate on key athlete representative elements in USOPC governance**

Sarah Hirshland renewed a Board discussion on athlete representation in USOPC governance, and ideas for how to modify that based on learnings in recent years. She invited USOPC GC & COO Chris McCleary to report on particular items requested at the Board's previous meeting.

Mr. McCleary started by referring to advance materials in refreshing the Board on two points for which Board members had asked for particular follow up. First, he referred to the results of consultative work on the governance and role of the US Olympic & Paralympic Association. He and Board members reflected on some of that work's recommendations for simplifying USOPA governance and a sharper focus on serving broadly as the alumni group and resource for Team USA Olympians and Paralympians.

Next, Mr. McCleary referred to further advance materials analyzing another question raised: Accepting the principle that the USOPC ought to practice in its own governance what it requires of NGBs or articulate clearly why it does not, where are there variances in current USOPC requirements and governance? Mr. McCleary and Board members discussed the results of that analysis, a number of governance concepts implicated, and some of the history behind current USOPC approaches. After this discussion Board members expressed directional support for the advance materials' specific proposals on adjustments to USOPC governing documents and on further consideration of a requirement for new Board training in the area of non-discrimination, all in order to complete alignment with NGB requirements. Mr. McCleary promised to pursue these adjustments as advised.

Finally, and building on these two additional areas of information and understanding, Mr. McCleary and Board members referred again to advance materials for the meeting in discussion specific alternatives in the area of At Large Athlete members for USOPC Board Committees and the process for electing At Large Athlete representatives to the Board. Mr. McCleary updated the Board on newest work and discussion on these areas and Board members discussed the options presented, as well as other possible permutations of them. The detailed discussion in this area delved into the principals involved in the recent USOPC governance reform work, the value of 10 Year Athlete and 10 Year+ Athlete voices in USOPC governance, and other considerations coming into play. Board members pursued informal polling to generate further insights into areas of consensus and differences and leads for further work on the topic.

After this discussion, the Board asked that the staff continue its work to refine and clarify options for adjustments to the At Large Athlete election process, for further Board consideration and advice.

5.2 Committee and Council Reports, Discussion

- **Board review and discussion of key committee work**
- **Board approval of Charitable Giving Policy and certification renewal upgrades for Lakeshore ASO and USA Weightlifting**

Holly Shick joined the meeting and 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.

5.2.1 Compensation Committee

Per committee chair David Haggerty's request, USOPC Chief People Officer Peter Navin briefed the Board on the work and most recent meeting of the Compensation Committee. He described progress on finalizing the staff compensation pool for 2024, elements of staff benefits for 2024, and planning for further committee work on the docket for the remainder of 2023.

5.2.2 NGB Oversight Committee

NGB Oversight Committee Chair James Higa started by reporting on that committee's most recent work and oversight of the NGB audit approach, and work towards improvements under a comprehensive analysis and update planned for implementation at the end of 2024 (aligning with the end of the first full cycle of NGB audits under the program.) He also described work to build NGB health and key NGB compliance cases currently open.

Mr. Higa then referred to advance materials for the meeting in describing two committee recommendations for NGB certification upgrades. Board members discussed these recommendations and after this discussion and on a motion duly made and seconded, **the Board approved NGB certification upgrades to "Certified in Good Standing" for the Lakeshore National Adaptive Sports Organization in the sports of Wheelchair Rugby and Boccia, and for USA Weightlifting.**

5.2.3 Ethics & Compliance Committee

Ethics & Compliance Committee chair Brad Snyder referred to advance materials in reporting on recent committee discussions and oversight including as to recent trends and volume for the USOPC Integrity Portal, closure of a staff ethics investigation, and relatedly, the limited instances where members of the Olympic & Paralympic community appear to have made cynical and/or frivolous use of ethics reporting and investigation resources and how best to address such instances. He also described a developing policy proposal in the area of damage awards authorized under the Ted Stevens Olympic & Amateur Sports Act in cases of retaliation. He recounted committee work on staff outside employment matters and thinking on the possibility of expanding the committee from five to six members.

Next, Mr. Snyder referred to advance materials for the meeting in taking the Board through a proposed new Charitable Giving Policy, intended to memorialize clearly USOPC expectations around organizational charitable giving, consistent with the USOPC mission and legal requirements. After Board discussion and on a motion duly made and seconded, **the Board approved the USOPC Charitable Giving Policy as set out in the advance materials for the meeting.**

5.2.4 Paralympic Advisory Council

Paralympic Advisory Council Chair Brad Snyder described plans for the upcoming meeting of that council and its continuing work on a refresh of the council's charter and near-term aims.

5.2.5 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet discussed that committee's most recent meeting and work in the area of searches for new committee members; preparations for a busy nominating year in 2024 at the Board and committee level; and progress on a first-ever USOPC Board manual for Board member reference in years to come, slated for submission to the Board before its next meeting in December.

5.2.6 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine took the Board through areas of work and oversight as reflected in its most recent meeting including 2023 financials, external audit vendor selection, work with the US Olympic & Paralympic Endowment, oversight of the USOPC's current borrowing program, litigation, risk assessments and thinking on a formalized risk management program, and cyber security. Mr. Paine informed the Board that the committee's first new advisor, Jeff Butler, joined the meeting and that up to two more advisors could be named in coming months.

5.2.7 Collegiate Advisory Council

CAC member Lawrence Cunningham commented on recent council discussions on key collegiate sport matters including developing litigation in the area of athlete rights and sources of compensation and sport conference realignment. He and other Board members discussed how these may impact Olympic & Paralympic sport specifically. He underscored the CAC's commitment to protect and grow these sports in the collegiate sphere, even in the midst of these and other powerful challenges.

5.2.8 Athlete and NGB Services Committee

Finally, Athlete and NGB Services Committee Chair Beth Brooke discussed the committee's workflow and positive working spirit. She described recent work in the area of NGB health and structure as these juxtapose with athlete support; progress and growth for the Team USA listening survey of athletes; and the impending launch of a new single-source Team USA athlete portal. She briefed the Board on plans for the portal's launch in connection with the 2023 Panam and Para Panam Games in Santiago.

5.3 Administrative Items

- Board names interim USOPC Treasurer

Chris McCleary took the Board through several administrative matters for Board attention in coming weeks, including as to the Board's annual self-assessment survey, and appointment of an interim USOPC Treasurer to serve in the absence of the recently departed USOPC CFO.

After discussing the temporary need for an interim Treasurer for the USOPC, and on a motion duly made and seconded, **the Board named USOPC GC & COO Chris McCleary as Treasurer of the USOPC, with immediate effect**.

USOPC Chief External Affairs Officer Kate Hartman joined the meeting and led Board members through a review of Assembly meeting logistics and Board member obligations and opportunities for participation in different elements of the Assembly meetings in coming days.

Finally, new US Center for SafeSport Chair April Holmes joined the meeting, greeting Board members for the first time in person. Board members congratulated and welcomed Ms. Holmes, thanking her for taking on this important service to the US Olympic & Paralympic community. Ms. Holmes offered her initial thoughts and perspectives in her new role and reinforced that all members of the community share fundamental aims of athlete safety and community strength.

6. Executive Session

At 5:30pm, the Board went into executive session and Chris McCleary, Kate Hartman, and April Holmes left the meeting.

7. Adjournment

There being no further business, the meeting was adjourned at 6:00pm.

This document constitutes a true and correct copy of the minutes of the September 13, 2023 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

Christopher McCleary, Secretary

Date 10/16/2023