

Minutes
USOPC Board of Directors Meeting
Indianapolis, Indiana
June 19, 2024

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on June 19, 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), John Naber, Dexter Paine, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Meyers Taylor. 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 Central Time.

2. Chair and CEO Welcome

- **Juneteenth Celebration**
- **Conflicts of Interest Disclosures**

At this first portion of the meeting USOPC Chief of Sport and Athlete Services Rocky Harris and Chief Strategy & Growth Officer Katie Bynum Aznavorian were in attendance.

The Chair welcomed Board members and attending USOPC staff to the meeting, noting the busy agenda to follow. He referred to the Board’s appreciation of USA Swimming, the Board’s host at a previous evening session of the U.S. Olympic Team Trials – Swimming event taking place at Lucas Oil Stadium. He and other Board members commented on the power and excitement of that event and its unrivalled setting, and on the excellent partnerships in Indianapolis that made it possible.

The Chair next referred to the fact that this Board meeting was occurring on an important holiday – Juneteenth. He reflected on observation of the holiday by the USOPC and others across the country. He and other Board members reflected on the holiday’s origin and its particular importance as a celebration of liberty, equality, and the continuous pursuit of justice in the United States. He referred Board members to informational cards provided at the meeting for their further reference and reflection.

The Chair and Sarah Hirshland provided a preview of key topics for discussion on the day. USOPC General Counsel Chris McCleary then 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.

3. Organizational Strategy, Annual Impact

3.1 AIP Highlights

- **Review of AIP Plans and Progress**
- **Paris Readiness Review**
- **Congressional Commission Report Discussion**

Sarah Hirshland opened a Board discussion on organizational strategy and the 2024 USOPC Annual Impact Plan by referring to written and video advance briefings as well as presentation materials in refreshing the Board on 2024 plans and areas of emphasis. She and other Board members reviewed key organizational performance indicators in areas of people, finance, brand and marketing, and global leadership.

Board members then turned to the detailed advance briefing covering all elements of USOPC readiness to finalize and support a successful delegation to the 2024 Olympic Games in Paris. Board discussions in this area included sport performance prospects and plans, athlete wellness at the Games, and post-retirement athlete support.

Further Board discussion explored IOC and International Federation leadership developments and prospects for US roles in these, and recent instances of International Federations creating or increasing monetary medalist payments in competitions.

After this discussion Katie Bynum Aznavorian left the meeting.

3.2 Congressional Commission Report

Turning to the March 2024 report of the US Congressional Commission on the State of US Olympics & Paralympics (the “Congressional Commission,”) Ms. Hirshland referred to advance materials for the meeting in refreshing the Board on the broad subject matters covered in the report, its specific recommendations, and further background information on the recommendations as to the future of the Team USA Athletes Commission in particular.

Ms. Hirshland and other Board members exchanged thoughts and questions on Congressional Commission recommendations generally and then in a number of specific areas, leading to a further discussion on the Team USA Athletes Commission and its governance and structure as these have changed in recent years. Board members discussed ideas about the Team USA AC’s optimal role and areas for impact on athletes, and data as to athlete perceptions on this. Further discussion focused on Team USA AC budgets and financial resources as they have grown in recent years, comparisons and contrasts between the Team USA AC and NGB-specific athlete councils, and how one might think about the concept of independence for the Team USA AC.

At this point Rocky Harris left the meeting.

4. Constituent Visits

4.1 Team USA Athletes Commission

Joining the meeting at this point were Team USA AC Chair Mark Ladwig, Executive Director Elizabeth Ramsey, Manager Meryl Fishler, and Coordinator Briana Oyler. Joining by Zoom to listen in to the session were Team USA AC leaders Greta Neimanas, Charlie Pratt, and Allison Tetrick. The Chair welcomed the TUSA AC guests and invited them to share current TUSA AC perspectives and areas of focus.

Referring to advance materials for the meeting, Elizabeth Ramsey opened the discussion by reviewing Team USA AC work in areas such as flag bearer elections, supporting US athlete candidacies in IOC and IPC Athletes Commission elections, athlete support at the Paris Games and other events, and in creating

athlete support materials for endorsements and other commercial guidelines as well as NGB athlete council elections. Ms. Ramsey and Board members also discussed clean sport and the global debate over the controversial CHINADA declination to pursue anti-doping charges against 23 Chinese swimmers who tested positive for a banned substance in 2021 and subsequent World Anti-Doping Agency (WADA) decision not to question or challenge this approach (taken together, the “Chinese Swimming Anti-Doping Matter.”) Ms. Ramsay outlined the Team USA AC approach in supporting clean athletes in that matter.

Turning to the topic of Team USA AC independence and the recommendations of the Congressional Commission in that regard, Ms. Ramsey provided the Board with insights on Team USA AC work with the Congressional Commission and in advocating for independence in general. She and Board members discussed the path of recent years among the Team USA AC, USOPC staff, and others in working to find appropriate roles, resources, and approaches to athlete support. They exchanged questions and ideas about the meaning and import of “independence” for the Team USA AC and other athlete support organizations; Team USA AC goals and aims that might be supported by greater independence and/or other means; desires for greater leverage and voice in certain matters and the concept of Team USA AC audit authority over the USOPC; and whether the current 33+% athlete share of Board and committee votes is adequate to Team USA AC aims.

Further discussion included benchmark information from other countries, perceptions of US athletes and AC representatives, professional league players associations, and potential next steps regarding the current MOU in place with the USOPC and Team USA AC.

After these discussions the Team USA Athletes Commission guests left the meeting.

Next, Olympian and USA Swimming Athletes Advisory Council member Anthony Ervin, in Indianapolis for contemporaneous USA Swimming meetings and events, joined the meeting for a brief discussion on the Chinese Swimmer Anti-Doping Matter and athlete support and leadership generally.

Mr. Ervin and Board members exchanged information and views on the Chinese Swimming Anti-Doping Matter. Mr. Ervin noted athlete concerns about confidence in the international anti-doping construct, including in light of this matter and including at the upcoming Olympic Games and Paralympic Games in Paris. He and Board members offered thoughts on how best to address these current concerns and strengthen anti-doping so that athletes in all countries are clearly held to the same standards and requirements in connection with international competition.

Finally, Mr. Ervin discussed the importance of developing and supporting strong and capable athlete leaders to serve in governance roles throughout the US Olympic & Paralympic community. He and Board members discussed thoughts on the role of the Team USA AC in that context, and how it can best be structured and supported to contribute.

With the Board’s thanks, Mr. Ervin left the meeting.

4.2 Los Angeles 2028 Organizing Committee

LA 2028 Chair Casey Wasserman and CEO Reynold Hoover joined the meeting, joined by Chief Administrative & Legal Officer Tanja Olano and Chief Operating Officer John Harper. The LA 2028 team were welcomed by the Board and Mr. Wasserman kicked off the discussion by introducing Mr. Hoover, who recently joined LA 2028. Mr. Hoover added his greetings and initial reflections on taking the role.

Mr. Wasserman then gave the Board a detailed update on key progress and developments in the planning and preparation for the 2028 Olympic Games and Paralympic Games in Los Angeles. He reviewed updated event venue plans, budget work and revenue generation, work with governmental bodies at all levels on security and other matters, staffing and expenditure plans, and taking advantage of all learning opportunities offered by the Paris Games in coming weeks.

Mr. Wasserman and Board members discussed elements in these areas as well as event risk management, volunteer and Games-time staffing, and the Games “handover” from Paris to Los Angeles set to occur at the close of the Paris Games.

With this, the LA 2028 team left the meeting with the Board’s thanks and good wishes.

Board members further discussed dynamics around the Los Angeles Games including involving the IOC, USOPC, and LA 2028, and looked ahead to challenges and opportunities for all in coming years.

5. Board Governance Items

5.1 Committee and Council Reports, Discussion

- **Certification renewals for USA Hockey, USA Rugby, USA Taekwondo**
- **Re-election of James Higa**
- **Approval of updates to Conflicts of Interest Policy**

Sarah Hirshland introduced a session on Board committee reports and discussion items, asking each Board committee and council to contribute to the session in turn.

5.1.1 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke reported on the committee’s recent work reviewing the Chinese Swimming Anti-doping Matter, holding a discussion with US Center for SafeSport CEO Ju’Riese Colon, and reviewing developments with the Team USA AC, NGB Council, and US Olympians & Paralympians Association. She also described a detailed discussion with USOPC Athlete Ombuds Kacie Wallace on the role and impact of the Office of Athlete Ombuds and relevant recommendations of the Congressional Commission. Ms. Brooke and other Board members discussed these and the distinction between an Ombuds role and the role of an advocate or attorney in any particular matter.

5.1.2 Collegiate Advisory Council

CAC member Lawrence Cunningham updated the Board on a recent council membership transition, as CAC members Sandy Barbor and Gene Smith completed their terms and Jennifer Cohen of USC and Mark Harlan from University of Utah began new terms. He described CAC work planning organized along themes of Pathway, Alignment, and Messaging. He also recounted CAC’s delving into current developments in legislation and litigation connected to collegiate athlete compensation of different kinds, including as these could affect women’s sports and Olympic & Paralympic sports in particular. He and other Board members traded information, viewpoints, and concerns in these areas as they impact athletes directly, and collegiate and NGB sport programs generally.

5.1.3 Ethics & Compliance Committee

At this point, USOPC Chief Ethics & Compliance Officer Holly Shick joined the meeting and Ethics & Compliance Committee chair Brad Snyder updated the Board on recent work of that committee. He discussed the USOPC Integrity Portal and then referred to advance materials for the meeting in describing Committee-proposed updates to the existing USOPC Conflicts of Interest Policy. He noted that the proposed amendments to this policy centered around minor clarifications and language updates along with a change from annual to biannual staff reporting. After Board discussion and on a motion duly made and seconded, **the Board approved amendments to the USOPC Conflicts of Interest Policy as set out in the advance materials for the meeting.**

Mr. Snyder outlined clarifications made to committee procedures to increase transparency and consistency, and committee recommendations on recent outside work and conflict of interest matters.

5.1.4 NGB Oversight Committee

NGB Oversight Committee Chair James Higa began his report to the Board by reviewing open NGB compliance cases of note, the current search for a new Senior Director of NGB Audit, and committee oversight of key NGB compliance matters generally.

Mr. Higa then referred to advance materials for the meeting in describing three committee recommendations for NGB certification renewals - two 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 Hockey and USA Taekwondo and a renewal with a rating of “Certified with Conditions” for USA Rugby.**

Turning to the committee’s review of USOPC work on fostering strong and consistent NGB team selection procedures, Mr. Higa and other Board members discussed key areas where athlete concerns arise (including as between ambiguous or faulty procedures and misapplication of procedures,) and the high-stakes dynamics that make concerns about selection procedures especially difficult to resolve. Finally, he reviewed the committee’s oversight of USOPC staff work on greater oversight of grants to NGBs and their application, as well as improvements in NGB survey scores for USOPC compliance work generally.

After this discussion, Ms. Shick left the meeting.

5.1.5 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine reviewed the recent work of that committee, including its review of proposed annual audited financial statements and the organization’s annual formal submission on IRS Form 990. Thanking committee members for the extra work and time that comes along with these careful reviews, he reported that the committee had formally approved both documents for filing and publication as appropriate. He and other committee members commented on the smooth process around this work and their comfort with USOPC staff leadership and support in the finance area.

Mr. Paine also described the committee’s review of year-to-date financials, cybersecurity, risk management, internal audit, litigation, and potential financial liability connected with a current surplus in hospitality assets for the Paris Games. He looked ahead to committee review and discussions to come as the USOPC explores new commercial and revenue approaches in coming months and years.

5.1.6 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet reported on committee progress on its 2024 work plan, including Board committee appointments, support for constituent appointments and elections, and early work on identifying and screening candidates for Board service. Ms. Blauwet and other Board members celebrated the recent re-election of NGBC representative Board member Dexter Paine and At Large Athlete representative Donna de Varona to new four-year terms on the Board.

Next, and referring to advance materials for the meeting, Ms. Blauwet discussed the committee's work on considering and recommending for re-election independent Board member James Higa. Mr. Higa left the meeting room and Board members discussed this recommendation. After this discussion and on a motion duly made and seconded, **the Board re-elected James Higa to a second four-year term as Board member, his second term to commence on January 1, 2025.** Mr. Higa re-joined the meeting to Board member congratulations.

Returning to the subject of new Board member searches, Ms. Blauwet noted that in the event he is elected to IOC membership on July 24 (as anticipated by many,) Board member and Chair Gene Sykes would need to transition from an independent Board seat to an IOC Member seat. Taken together with Ms. Blauwet's own independent director seat, this would mean that the NGC would be looking at candidates for two independent directors to take seats in January 2025. She and other Board members discussed plans and possibilities for the process of identifying, vetting, and recommending candidates for Board election – all this to take place during the second half of 2024.

Finally, and referring to advance materials for the meeting, Ms. Blauwet briefed the Board on plans for the committee to lead work on reviewing and considering for recommendation to the Board certain updates to the USOPC Bylaws suggested by the Congressional Commission discussed earlier in the day, as well as others suggested by the Team USA AC and other interested parties. USOPC General Counsel Chris McCleary added background on the benefits of this approach and the committee's growing leadership in the area of governance oversight, to go along with its work on nominations and appointments.

5.1.7 Paralympic Advisory Council

Paralympic Advisory Council Chair Brad Snyder updated the Board on the council's recent discussions in areas including the International Paralympic Committee's recent update of its classification system and other IPC governance developments. He reviewed consideration of how the USOPC as an NPC member of the IPC might be able to help the IPC, and the Paralympic movement generally, navigate complex revenue and commercial challenges in coming years – particularly in light of the likelihood that the US would host two sets of Paralympic Games in the next ten years. He and other Board members discussed upcoming IPC elections and how the USOPC can best support a US-based candidate, including in light of Board member Muffy Davis' decision not to pursue another term on the IPC Governing Board.

6. Board Administrative Matters

6.1 Paris Games Logistics

Sarah Hirshland referred to Board member roles as part of the Team USA delegation to the upcoming Paris Games in describing logistical and planning support available to Board members attending in person. She referred to informational materials and webinar content to be made available shortly after the meeting and encouraged Board members to take advantage of these.

6.2 Upcoming Board Meeting Dates, Other Administrative Items

Chris McCleary refreshed the Board on remaining Board meeting dates for 2024 and confirmed that the virtual meeting previously set for October 2 would be held, as discussed among staff and Board members, on October 1 instead. He also updated the Board on other upcoming logistical and Board resources to help Board members in their service.

7. Executive Session

At 4:35pm, the Board went into executive session; Sarah Hirshland and Chris McCleary left the meeting.

During this session Board Compensation Committee chair David Hagerty took the Board through the committee's recent work, including in connection with the possibility of entering into a new employment contract with Sarah Hirshland in her capacity as CEO in light of the current contract term's expiration at the end of 2024. Board members discussed key terms for such an agreement and the committee's recommendation that the organization enter into such an agreement with Ms. Hirshland at this time, with an effective date of January 1, 2025.

After this discussion and on a motion duly made and seconded, **the Board authorized Board Chair Gene Sykes to execute on behalf of the USOPC a new employment contract between the USOPC and Sarah Hirshland, including the terms recommended by the Compensation Committee as presented during the executive session.**

With this, Sarah Hirshland rejoined the meeting and the Board discussed further matters of import to the US Olympic & Paralympic community in coming years.

8. Adjournment

There being no further business, the meeting was adjourned at 6:35 pm.

This document constitutes a true and correct copy of the minutes of the June 19, 2024 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary

July 18, 2024