

Minutes
USOPC Board of Directors Meeting
Stamford, CT
December 7, 2023

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on December 7, 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, David Haggerty (IOC Member *ex officio*.), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), John Naber, Dexter Paine, Brad Snyder, Virginia Sung, and Elana Myers Taylor. Unable to attend was Daria Schneider. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending the meeting were Katie Bynum, Rocky Harris, 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 8:10am Pacific Time.

2. Chair and CEO Welcome, International Topics

- **Discussions related to IOC, IPC, coming Games, CAS, refugee athletes**
- **Conflicts of Interest disclosures**

The Chair welcomed Board members and attending USOPC staff to the meeting, noting the crowded agenda and myriad and worthy items for discussion. He reiterated earlier thanks to Board meeting hosts NBC Sports, who provided helpful briefings and tours to Board members the previous day, and to Board member Donna de Varona, who hosted Board and staff members for dinner at her home the previous evening.

He launched substantive discussions by reviewing most-recent developments on several issues in international sport that may affect Team USA, including as to Russian and Belarussian athlete participation, the Israel-Hamas war, Games infrastructure for the Milan/Cortina Games in 2026, and IOC organizational plans. He and other Board members discussed the progress of the Salt Lake City – Utah bid to host the 2034 Games, USOPC and other international efforts to support refugee athletes in training and competition, and internal review and thinking about commercial models in years to come. They also reviewed possibilities for continued and greater US participation in volunteer leadership in international sport, and the status and prospects for the Valieva doping matter currently before the Court of Arbitration for Sport, including as to how and where the USOPC can help drive this matter and others like it to just conclusions. Board members discussed CAS further and expressed interest in further discussion there.

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 issue. Board members reminded the Board of existing relationships related to open litigation and certification matters, and there was general agreement on navigating these.

3. Organizational Strategy, Annual Impact

3.1 2023 Annual Impact Plan, Organizational Health Final Review

Ms. Hirshland opened a Board discussion on organizational strategy and annual impact plans by referring to advance and presentation materials and refreshing the Board on the 2023 Annual Impact Plan and progress against it. She reviewed each of the nine plan elements organized around athlete excellence, sport advancement, and community growth, and fiscal responsibility generally. Board members went on to discuss further points in areas of athlete safety and athlete support at different levels of competition. Board members congratulated USOPC staff for the year's accomplishments and there was general agreement that the organization had fully performed against the 2023 AIP.

On that last point, Mr. Haggerty set out for the Board the Committee's review of organizational performance for 2023 and its related recommendation for Board approval of a specific 2023 bonus compensation pool for distribution to USOPC staff under standing procedures. He and Board members discussed this review and the recommendation. After this discussion and on a motion duly made and seconded, **the Board approved the 2023 USOPC staff bonus compensation pool as recommended by the Compensation Committee.**

Ms. Hirshland briefed the Board further on 2023 revenue and expense management and factors coming into play. She and other Board members discussed in depth thoughts and ideas around athlete and NGB support funding and how it can best be allocated. She and USOPC Chief of Sport and Athlete Support Rocky Harris provided updates on ongoing work in this area, involving senior USOPC staff and NGB and athlete constituent leaders.

3.2 2023 AIP Deep Dive: Athlete Journey

Joining the meeting at this point were USOPC Vice President, Athlete Development & Engagement Carrie White; Senior Vice President, NGB Services & Sport Operations Denise Parker; and Senior Vice President, Chief of Security & Athlete Services Nicole Deal. Sarah Hirshland introduced them and opened a detailed discussion on 2023 Annual Impact Plan work on athlete support at each stage of a career in elite sport.

Ms. Deal refreshed the Board on new, clearer information around who are "Team USA Athletes", the tiers of athletes that receive USOPC support and what that support is. She and Board members discussed questions and thoughts on this program and how it can help more athletes understand, plan for, and take advantage of USOPC support. Ms. White added further information in this regard, as to support available to athletes on the way towards Team USA status, and athletes in their post-competition careers. There was further discussion on particular elements of athlete support and plans for the future in this area, and Ms. Deal and Ms. White left the meeting, with the Board's thanks.

3.3 2023 AIP Deep Dive: NGB Operating Model

Sarah Hirshland next introduced a detailed discussion on 2023 AIP work in the area of NGBs, their structure and health, sports managed internally by the USOPC, and developing plans for a new way of approaching and addressing needs in these areas. She and other Board members referred to advance materials for the meeting in discussing each element of this work, goals for management and leadership in particular Olympic and Paralympic sports, complications presented by international rules and US legal requirements, and ways the USOPC can meet these challenges. Rocky Harris and Denise Parker briefed

the Board on particular areas of progress and planning in the work, and prospects for further progress in 2024. With the Board's thanks, Ms. Parker departed the meeting.

3.4 2024 Annual Impact Plan

- Board approval of 2024 Annual Impact Plan and 2024 budget

Sarah Hirshland referred to advance materials for the meeting in detailing for the Board a proposed 2024 Annual Impact Plan, with special focus in areas of driving Team USA success in partnership with NGBs, serving athletes by curating a safe, fair, and inclusive environment for elite sport, inspiring Americans by expanding and engaging our community, and being good stewards of our people and financial resources. David Haggerty reported on USOPC Compensation Committee review and discussion of the 2024 AIP and the committee's recommendation that it be approved by the Board.

Board members discussed the plan and 2024 opportunities and challenges, and after this discussion and on a motion duly made and seconded, **the Board approved the USOPC 2024 Annual Impact Plan as set out in the advance materials for the meeting.**

After further Board discussion on Paralympic sport, efforts to support greater Team USA athlete success and achievement, and the importance of clear metrics for all 2024 AIP elements, Ms. Hirshland introduced USOPC Vice President, Finance Christin McManus to discuss the proposed USOPC budget for 2024.

Ms. McManus referred to advance materials for the meeting in detailing for the Board each element of the proposed budget, what assumptions and contingencies were factored into its revenue and expense projections, and how it relates to longer-term projections for the period ending in 2028. She and Board members discussed particular variables and plans on the revenue side in particular, including as to sponsorships and philanthropy.

Dexter Paine commented on the work of the USOPC Finance, Audit & Risk Committee in examining and discussing the proposed budget with Ms. Hirshland, Ms. McManus, and others, and its subsequent recommendation that the budget be approved by the Board. Board members discussed final questions and the careful planning that went into the proposed budget. After this discussion and on a motion duly made and seconded, **the Board approved the 2024 USOPC budget set out in the advance materials for the meeting.**

3.5 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 built on the day's previous discussions and referred to further advance meeting materials in taking the Board through a draft five-year USOPC strategic plan, covering the time period ending with 2028. She described the work that led to the plan, including by 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 and the relationship of this multi-year plan to the 2024 AIP.

Ms. Hirshland pointed out that Annual Impact Plans for 2025-2028 would have finalized elements benefitting from the five-year plan and that the process of creating those could impact specifics of that plan as time goes on. Board members reflected on the value of this longer-term plan and expressed

general comfort with its specifics and the recommendations of the working group, as set out in the advance materials.

3.6 USOPC Mission

- Board publication approval of updated USOPC mission statement

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, the Board discussed the merits of updating the mission and considered a specific proposal in that regard. Board members exchanged questions, thoughts, concerns, and alternatives for wording, carefully considering how each element of a mission statement can impact our community.

After this discussion and on a motion duly made and seconded, **the Board approved a new USOPC Mission Statement “Empowering the competitive excellence and well-being of Team USA athletes, championing the power of sport, and inspiring our nation” for posting in an appropriate amendment to the USOPC Bylaws for public comment in accordance with USOPC Bylaws provisions.**

4. Constituent Visits

4.1 Team USA Athletes Commission

Joining the meeting at this point were Team USA AC Chair Mark Ladwig, Team USA AC leadership team members Chuck Aoki, Charlie Pratt, and Alison Tetrick, and Team USA AC Executive Director Elizabeth Ramsey. The Chair welcomed the Team USA AC guests and invited them to share Team USA AC perspectives and areas of focus.

Ms. Ramsey opened the discussion by showing the Board an online Team USA AC video, and then turned to advance materials for the meeting in opening a discussion on key questions for the Board and the Team USA AC in charting Team USA AC's future. Board members and Team USA AC leaders discussed successful meetings and discussions in connection with the September USOPC Olympic & Paralympic Assembly, other opportunities for Board members and athletes to interact and collaborate, Team USA AC top issues for 2024, and thoughts about how to best support athlete leaders in USOPC and NGB governance positions so that they can be maximally effective and impactful.

Board members and Team USA AC leaders also discussed Ms. Ramsey's testimony at the 2023 hearing conducted by the Congressional Commission on the State of US Olympics & Paralympics, thoughts about greater independence for Team USA AC and how that might impact athletes, and resource priorities and plans for 2024.

With that and the Board's thanks, the Team USA AC leaders left the meeting.

4.2 US Anti-Doping Agency

USADA CEO Travis Tygart joined the meeting, welcomed by the Chair who thanked him for spending time with the Board to discuss USADA's ongoing work and current areas of focus, as well as Mr. Tygart's views on the anti-doping landscape. Mr. Tygart took the Board through USADA's vision and structure, strategic

imperatives, and advances in testing approaches and technologies. He reviewed the USADA TrueSport education program as well.

Mr. Tygart and Board members then engaged in a detailed discussion on anti-doping testing and concerns related to potential Paris 2024 Games participation for athletes from Russia and Belarus. Mr. Tygart briefed the Board on key statistics and plans in this area, and on USADA advocacy for greater testing and transparency in the months leading up to the Games. Further discussion touched on other international anti-doping developments and how USADA and the USOPC can be forces for positive change and advancement there, including in connection with planned revisions to the WADA Code set for 2025.

At this point and with the Board's thanks, Mr. Tygart left the meeting.

5. Board Governance Items

5.1 Athlete, USOPF Representation

- Board publication approval for change to USOPF Chair Board role

Sarah Hirshland renewed a Board discussion on athlete and USOPF representation in USOPC governance, and ideas for how to modify these based on learnings in recent years. She invited USOPC General Counsel & Chief Operating Officer Chris McCleary to report on continued work and seek Board input in these areas. Mr. McCleary started by referring to advance materials for the meeting in refreshing the Board on a proposal that the USOPC Board role of the chair of the US Olympic & Paralympic Foundation be modified, converting a non-voting Board seat into USOPC Board liaison status, whereby the USOPF chair would be welcome at Board meetings but not serve the specific fiduciary duties of a Board member. He and Board members discussed this proposal and its likely impacts, reflecting on the value of close USOPC-USOPF collaboration and communication. After this discussion and on a motion duly made and seconded, **the Board approved the change to USOPC Board Liaison for the USOPF board chair as set out in the advance materials for the meeting for posting in an appropriate amendment to the USOPC Bylaws for public comment in accordance with USOPC Bylaws provisions.**

Next, and again referring to advance materials for the meeting, Mr. McCleary renewed the ongoing Board discussion on the means by which At Large Athlete representatives to the Board are elected, and on counterpart roles for USOPA-designated members of Board committees. He and Board members discussed a specific proposal for updating these governance elements, and offered thoughts, questions, ideas, and concerns about the proposal and its potential impacts. Board members also offered a new alternative proposal in the matter, which was further discussed and contrasted by Board members. After this discussion, the Board expressed general agreement that the matter should be tabled for the time being and reconsidered by the Board no later than at its regular meeting in December 2024, by which time At Large Athlete representative elections would be due in subsequent months.

Finally, Mr. McCleary offered follow up information on larger efforts to align USOPC's own governance requirements with counterpart USOPC requirements of NGBs, specifically detailing how, with the exception of the previously-discussed At Large Athlete representative election process, full substantive alignment with these USOPC and NGB requirements would soon be in place via a combination of policy and procedure changes.

5.2 Committee and Council Reports, Discussion

- **Approval of PAC Charter revisions**
- **Approval of new Board Procedures document**
- **Certification renewals for US Sailing, USA Archery, USA National Karate-do Federation, USA Track & Field, US Rowing, USA Triathlon, USA Wrestling, and USA Volleyball**
- **Certification upgrade for National Wheelchair Basketball Association**
- **Approvals of new Sports Betting Policy, Damages for Retaliation Procedure**
- **Approvals of updates to Anti-Bribery & Anti-Corruption, Code of Conduct, Conflict of Interest, Gifts & Entertainment, and Speak Up Policies**

USOPC Chief Ethics & Compliance Officer 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 Paralympic Advisory Council

Paralympic Advisory Council Chair Brad Snyder described recent work of the council, including as to seating Mr. Snyder as Council Chair and updating the Council Charter. He went over the key elements of the Charter update, and he and other Board members commented on the value of this work. After this discussion and on a motion duly made and seconded, **the Board approved the revised Paralympic Advisory Council Charter as set out in the advance materials for the meeting.**

5.2.2 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet discussed that committee's most recent meeting and work on a search for a new ANSC committee member and the capabilities contemplated in that search. She thanked Dr. Chris Parker, whose term on the committee comes to an end in the current month, for his valuable service to the committee and the USOPC. She also looked ahead to planned committee work in 2024, especially in the area of Board elections support.

As USOPC Senior Governance Advisor David Patterson joined the meeting, Ms. Blauwet and Mr. Patterson referred to advance materials for the meeting in describing the committee's work on a new set of Board Procedures intended to document certain fundamental approaches to Board work. She and other Board members noted that this addressed a Board-identified desire to document clearly certain Board procedures for easy reference by current and future Board members. After this discussion and on a motion duly made and seconded, **the Board approved the Board Procedures manual set out in the advance materials for the meeting.** With that, Mr. Patterson left the meeting.

5.2.3 NGB Oversight Committee

NGB Oversight Committee Chair James Higa reported on that committee's most recent work and oversight of the NGB audit approach, continued work on building NGB health, and details on key NGB compliance cases currently open. He recounted recent conversations about results reporting for NGB compliance audits, and the desire of some NGBs that the USOPC publish its own internal audit results, noting that the committee would be discussing this matter further. Mr. Higa then referred to advance materials for the meeting in describing a number of committee recommendations for NGB certification renewals and for one upgrade to "Certified in Good Standing" for an already-renewed certification. He shared details of the rationale and approach for several of these recommendations.

Board members discussed these recommendations and after this discussion and on a motion duly made and seconded, **the Board approved NGB certification renewals with a rating of “Certified in Good Standing” for US Sailing, USA Archery, USA National Karate-do Federation, USRowing, USA Triathlon, USA Wrestling, and USA Volleyball, and a certification renewal with a rating of “Certified With Conditions ” for USA Track & Field, and a certification upgrade to “Certified in Good Standing” for National Wheelchair Basketball Association, all on the terms set out in the advance materials for the meeting.**

5.2.4 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine described the committee’s most recent meeting and its new committee advisors: Jeff Butler of the US Olympic & Paralympic Endowment board, and Tracey Benford and John Marren of the US Olympic & Paralympic Foundation board. He noted the value of their participation and the committee’s review of 2023 and 2024 budget plans (discussed elsewhere in the day’s Board meeting) and cyber security trends for the organization. Sarah Hirshland added that a brief cyber security educational offering would be made available to Board members in coming days.

5.2.5 Ethics & Compliance Committee

Ethics & Compliance Committee chair Brad Snyder reported on recent committee discussions and oversight including as to Integrity Portal reports from the community and their resolution, trends in Integrity Portal usage and reporters’ increasing willingness to identify themselves in order to better help investigation, and committee work on application of gift and disclosure policies.

Mr. Snyder then referred to advance materials for the meeting in describing staff and committee work in developing and recommending for Board approval a new USOPC Sports Betting Policy, built on existing language in the USOPC Code of Conduct and better aligning with the detail and approach of sport integrity policies and rules coming into play internationally. He and other Board members exchanged thoughts and questions on the proposed policy and its application. After this discussion and on a motion duly made and seconded, **the Board approved the new USOPC Sports Betting Policy as set out in the advance materials for the meeting.**

Next, Mr. Snyder refreshed the Board on the Committee’s work on, and its recommendation that the Board approve, a new USOPC procedure for considering damage awards authorized under the Ted Stevens Olympic & Amateur Sports Act in cases of retaliation for athlete safety reporting. Referring to advance materials for the meeting, he and other Board members discussed thoughts and questions about the proposed procedures and Holly Shick provided further information on reporting in the community. After Board discussion and on a motion duly made and seconded, **the Board approved the USOPC Damages for Retaliation Procedure as set out in the advance materials for the meeting.**

Finally, and again referring to advance materials for the meeting, Mr. Snyder updated the Board on Committee-proposed updates to the existing USOPC Anti-Bribery and Corruption Policy, Code of Conduct, Conflict of Interest Policy, Gifts & Entertainment Policy, Speak Up Policy, and USOPC Compliance Policy. He noted that the proposed amendments to these policies centered around clarifications and language updates to match developments during the past year, 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 Anti-Bribery & Anti-Corruption Policy, Code of Conduct, Conflict of**

Interest Policy, Gifts & Entertainment Policy, and Speak Up Policy, all as set out in the advance materials for the meeting.

5.2.6 Collegiate Advisory Council

CAC member Lawrence Cunningham discussed the Council's most recent discussions and exchanged thoughts with other Board members on most-recent developments in the ongoing public conversation about US collegiate football revenues and athlete rights and interests, and how developments in this area may affect collegiate sports in the Olympic and Paralympic spheres.

5.2.7 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke discussed the committee's meeting cadence and recent work in the areas of NGB audit process, athlete experiences at Assembly meetings, advances in USOPC support for athletes at and after the end of their elite sport competition careers, and discussions with the US Center for SafeSport.

5.2.8 Compensation Committee

Finally, Compensation Committee chair David Haggerty deferred his committee report, noting that the substance of it had been and would be covered in other parts of the day's meeting.

5.3 Administrative Items

- Approval of USOPC Supporting Athletes with an Intellectual Impairment Policy

Chris McCleary referred to advance materials for the meeting in describing a proposed new USOPC policy related to support of intellectually impaired athletes. He and Rocky Harris briefed the Board on the genesis of this policy proposal, the importance of clarity in this area of athlete support, and organizational learnings coming out of recent matters involving intellectually impaired Paralympic athletes. Board members discussed the new policy and related matters of Paralympic athlete support going forward. After this discussion and on a motion duly made and seconded, **the Board approved the new USOPC Supporting Athletes with an Intellectual Impairment Policy as set out in the advance materials for the meeting.**

Mr. McCleary then updated the Board on several logistical items coming up for Board member attention in coming weeks, related to Board self-evaluation, calendaring, and plans for the Paris Games.

6. Executive Session

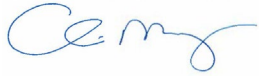
At 4:35pm, the Board went into executive session and Chris McCleary and Sarah Hirshland left the meeting.

After discussion in this session and on a motion duly made and seconded, **the Board approved the 2023 CEO annual performance evaluation and compensation set out in the advance materials for the meeting.** Ms. Hirshland then returned to the meeting for further discussion.

7. Adjournment

There being no further business, the meeting was adjourned at 5:35pm.

This document constitutes a true and correct copy of the minutes of the December 7, 2023 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

A handwritten signature in blue ink, appearing to read "C. McCleary".

Christopher McCleary, Secretary

Date: January 29, 2024