

Minutes
USOPC Board of Directors Meeting
via Videoconference
June 22-23, 2023

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on June 22 and 23, 2023 via videoconference 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, Daria Schneider, Brad Snyder, Virginia Sung, and Elana Myers Taylor. Attending Board members constituted a quorum of the Board under USOPC Bylaws. The minutes were recorded by Christopher McCleary, Secretary.

June 22, 2023

USOPC staff members attending the first day’s session included Katie Bynum, Rocky Harris, Kate Hartman, Morane Kerek, Peter Navin, and Kacie Wallace.

1. Call to Order

The Chair called the meeting to order at 9:00am Mountain Time.

2. Chair and CEO Welcome

- **Moment of Inspiration**
- **Conflicts of Interest disclosures**

The Chair welcomed Board members and attending USOPC staff to the meeting. He previewed the day’s agenda and thanked Board members in advance for drawing on the recent team building and group dynamics work of the Board to ensure that the current meeting, being conducted remotely, is just as lively and engaged as in-person meetings of the Board.

Olympian and world record holder Ryan Crouser joined the meeting and Sarah Hirshland introduced Mr. Crouser, noting for the Board some of his many notable accomplishments in and out of sport. She invited him to share any thoughts and perspectives with the Board.

Mr. Crouser shared with the Board some of his perspective as an athlete and an engineer in his recent work in Shot put, including how he came to create, refine, and implement an innovative throw approach that had yielded great results in recent competition. He and Board members exchanged questions and thoughts on athletic excellence, the mindset it takes to compete and succeed at the elite level, his thoughts about post-competition career options, and most pressing needs of athletes training and competing in sports like his.

Board members congratulated and thanked Mr. Crouser and he left the meeting.

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. No such items were identified for the current meeting.

3. Mission Statement

At this point, USOPC Senior Vice President and Chief of Business Innovation Chad Sunderland and Director, Strategic Impact Kelsey Montgomery joined the meeting.

Sarah Hirshland introduced a Board discussion session on the USOPC Mission statement, and whether, when, and how it might be updated to best match organizational needs and priorities in coming years. She referred to advance materials and presentation slides for the meeting in reviewing the Mission, related Vision and Core Principle statements, and the circumstances that led to their creation in 2019.

Facilitated by Mr. Sunderland and Ms. Montgomery, Board members broke into smaller discussion groups and exchanged ideas and questions, and then returned to the main virtual meeting space to discuss some of the thoughts yielded in the small group sessions. Board members reviewed the history of USOPC mission statements in detail. Then they explored key concepts that could go into statements of mission, vision, and core principles building on existing Mission and Core Principles language. These included concepts in areas of Team USA athlete achievement, USOPC's role in international sport, means and approaches to supporting athletes at different levels of competition and the NGBs and other organizations that serve them, integrity in sport, inspiration of athletes and others, sustainability, inclusivity, collaboration, and resource allocation. Board members reflected also on the importance of not seeking to be "all things to all people."

Thanking the Board for its fruitful and engaged discussion on this topic, Mr. Sunderland promised to distill the discussion points into a tool that Board members can use for further thought and discussion.

4. Annual Impact Plan, Organizational Health Review

- Board discussion of 2023 AIP progress and plans

USOPC Senior Vice President, Chief of Security & Athlete Services Nicole Deal joined the meeting.

Referring to advance and presentation materials for the meeting, Sarah Hirshland took the Board through an analysis of USOPC progress against its nine Annual Impact Plan elements for 2023. She and other Board members discussed work status, key accomplishments, and remaining challenges in these. In particular Board members discussed one AIP element's external dependency: Finalization of the previously discussed definition of "Team USA athlete" aimed at enabling all members of the US Olympic & Paralympic community to better understand and be guided by that concept. Board members discussed plans for roll out and communication of the final approach in this area and details being finalized with each sport and NGB in order to ensure clarity for all athletes involved.

5. AIP Deep Dive: USOPC Economics

- Detailed review of USOPC economic ecosystem, issues, opportunities

Sarah Hirshland introduced USOPC Chief Financial Officer Morane Kerek and launched a detailed review of USOPC finances, economics, and economic environments in the US and across the international sport community. Ms. Hirshland reminded the Board that this is a propitious time for Board study and

discussions in this area, as it prepares to lead the USOPC through a period of opportunity and challenge as revenue models change and Games hosting opportunities come into play during the next 10-15 years.

Ms. Kerek referred to extensive advance and presentation materials in refreshing and further informing the Board on key USOPC financial information, revenue sources, US-based Games impacts, and other key financial considerations. She and Board members discussed the future of the IOC's global sponsorship program, broadcast rights arrangements, and financial arrangements between the USOPC and LA 2028. Board members exchanged thoughts and questions in these and other areas as the Board looked ahead to coming years, including through and after the Los Angeles 2028 Games and potentially a Salt Lake City Games. Board members also reviewed specific structural options that might be considered for implementation with these and other elements in mind.

After this discussion, Ms. Kerek informed the Board of her planned departure from the USOPC; Board members thanked her for long and impactful service at the USOPC, and wished her well in her coming role with the Pac 12 Conference.

6. Key Issues Discussion

USOPC Vice President, DE&I and Talent Nitra Rucker joined the meeting.

Sarah Hirshland noted that Board members had expressed interest in discussing several current issues and events in US and international sport, and invited Board members to exchange thoughts and ideas on these in turn.

First, Board members discussed current views and developments on the previously discussed topic of transgender athlete participation in elite and other areas of sport. They discussed research and public debate in this area, the USOPC's published position on the topic, policy developments among international sport federations and US NGBs, and thoughts and where and how the USOPC can best continue to seek to foster positive development and clarity for athlete participation in sport, including in relation to gender. Ms. Rucker briefed the Board on most-recent work being carried out by USOPC staff, in particular in support of IF and NGB work in this area and as all parties seek to advance scientific knowledge that can help in the future.

Next, Ms. Hirshland updated the Board on recent developments involving legislation that could impact Olympic & Paralympic sport in the US, especially in the collegiate sphere. She and other Board members exchanged information and thoughts, and she reviewed ongoing USOPC efforts to help shape legislative developments in ways that best support Team USA athletes and hopefuls.

Finally, Ms. Hirshland and other Board members discussed developing thinking at the IOC on whether and where minimum age limits should be applied to Olympic competition. Board members discussed physical and mental health impacts that may come into play when very young athletes are subject to the pressures of elite competition, and how the IOC, USOPC, and other international sport organizations can help foster a safe and supportive environment for all athletes.

Board members also discussed most-recent developments in the ongoing doping case that has prevented Team USA athletes from receiving their medals from the Team Skate event at the Beijing 2022 Games, and continuing USOPC and NGB efforts to support those athletes and speed resolution of the matter.

7. Recess

After reviewing the next day's session schedule, the Chair put the meeting into recess at 2:00pm MT.

June 23

USOPC staff members attending the day's session included Katie Bynum, Rocky Harris, Kate Hartman, Peter Navin, Kacie Wallace, and Christine Walsh.

8. Call to Order

The Chair called the day's meeting session to order at 10:00am MT.

9. AAC Visit

[Secretary's note to minutes: Hereafter Board meeting minutes will reflect the new name chosen by the USOPC Athletes Advisory Council: Team USA Athletes Commission (for brevity, "AC").]

Joining the meeting at this point were AC Chair Mark Ladwig, leadership team members Alison Tetrick and Charlie Pratt, Executive Director Elizabeth Ramsey, and Manager Meryl Fishler.

The Chair welcomed the AC visitors and invited them to engage with the Board on their perspectives and areas of focus.

Mr. Ladwig kicked off the session by referring to advance and presentation materials for the meeting in taking the Board through the AC re-branding work coming to fruition, recent AC meetings and member interactions, and other recent work. Ms. Ramsay offered further thoughts on increasing AC interaction with other international sport athletes' commissions. Mr. Ladwig also reviewed AC efforts in connection with state and federal legislation discussed by the Board at the previous day's meeting session, and interactions with the Congressional commission on the future of Olympic & Paralympic sport in the US.

Next, Mr. Ladwig took the Board through a new AC philosophy on athlete representation in USOPC governance, including as to roles for 10 Year and 10 Year+ Athletes (as set out in the USOPC Bylaws) and specific proposals for a greater 10 Year Athlete role in appointing and electing athlete representatives. AC leaders and Board members exchanged views and perspectives on these points, including as they have been impacted by USOPC governance reform in recent years, express and implied guidance from the Ted Stevens Olympic and Amateur Sports Act, the recommendations of the independent Borders Commission, and other potential principles and priorities in applying a clear and consistent approach to athlete representation in USOPC governance.

After this discussion and with the Board's thanks, the AC guests left the meeting.

10. Compensation Committee Discussion

- Board approval of staff incentive plan

At this point attending USOPC staff other than Peter Navin left the meeting, USOPC Vice President, People Operations Jessica Priem joined the meeting, and Mercer consulting representative Kevin Poff joined the meeting as well.

Compensation Committee chair David Hagerty led a Board discussion on key recent work of that committee, including as to staff compensation and potential programs and approaches to ensuring that,

as a non-profit organization and as an employer in the area of sport, the USOPC is efficient and cost-conscious and also competitive in the marketplace for top talent.

Ms. Hirshland, Mr. McCleary, Mr. Navin, and Ms. Priem left the meeting.

Board members engaged in discussion on staff compensation. After this discussion and on a motion duly made and seconded, **the Board approved the staff incentive program recommended by the Compensation Committee and set out in the advance materials for the meeting.**

11. Board Governance

11.1 Board Indemnification

Noting recent Board member questions on the topic, Sarah Hirshland invited USOPC General Counsel Chris McCleary to lead a Board discussion on the USOPC approach to indemnity for officers and directors, and related protections available.

Referring to advance and presentation materials for the meeting, Mr. McCleary refreshed the Board on the director and officer indemnity provisions of the USOPC Bylaws, and he and Board members discussed specifics on how, when, and where the indemnity would come into play in different factual scenarios.

11.2 Committee and Council Reports, Discussion

- **Board review and discussion of key committee work**
- **Board approval of new dispute resolution arbitral resource, NGB certification renewals, NGB certification status upgrade, revised NGB Compliance Standards**

Holly Shick joined the meeting.

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.

11.2.1 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke discussed recent work and meeting discussions of the committee, including in the area of the “Team USA athlete” definition, committee charter and workstreams, Office of Athlete Ombuds oversight, and USOPC support for Team USA athletes before, during, and after their competitive career in elite sport.

11.2.2 Collegiate Advisory Council

CAC member Lawrence Cunningham reported on that council’s recent meeting in Orlando, Florida and work there on matters involving Olympic & Paralympic sport in council member colleges and conferences. He and other Board members thanked USOPC staff for their support and wished a strong recovery for one staff member battling a health challenge.

11.2.3 Ethics & Compliance Committee

Ethics & Compliance Committee chair Brad Snyder briefed the Board on that committee’s plans for a quarterly meeting to be held in coming days. He discussed compliance matter results and trends, means of matter reporting, and matters involving USOPC staff, and updated the Board on some key indicators in these areas. Board members discussed the fact that some compliance matters appear to be filed and

pursued by people acting not in good faith, and potential approaches to discouraging such baseless matters while encouraging all good faith reporting and investigation.

11.2.4 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine took the Board through a number of particular committee projects and discussions pursued at two recent meetings. He reviewed the committee's review and approval of the USOPC annual report on IRS Form 990 and its annual financial audit; discussions on costs of funds raised on USOPC and USOPF philanthropic efforts; management of funds involved in the USOPC debt program; plans for stepped up work in the area of fan engagement; trends and volume of recent cyber security matters; and developments in a heightened internal audit capability within the organization.

11.2.5 NGB Oversight Committee

NGB Oversight Committee Chair James Higa described the most recent work of that committee on NGB audit matters and trends, and a document received from unidentified members of the NGB community raising concerns and suggestions for the USOPC approach in pursuing compliance investigations involving NGBs. He discussed how the committee intends to follow up on these. He then described a number of specific committee findings and recommendations in asking for Board action on these.

First, he referred to advance materials for the meeting in updating the Board on a recently completed project to identify, vet, and name a designated arbitral resource for USOPC dispute resolution matters. He refreshed the Board on the USOPC staff, Office of Athlete Ombuds, and constituent leaders' group performing this work, and noted the recommendation of that group that the Board approve New Era ADR as this designated resource.

Board members discussed the importance of an effective and efficient arbitral resource in the area of USOPC dispute resolution services and New Era's qualifications in that regard. After that discussion and on a motion duly made and seconded, **the Board approved New Era ADR as the USOPC's designated arbitral resource as provided for under 36 USC 220522.**

Next, Mr. Higa discussed two committee recommendations for NGB certification renewals, referring to advance materials for the meeting. Board members discussed these recommendations and after this discussion and on a motion duly made and seconded, **the Board approved NGB certification renewals for Artistic Swimming and USA Swimming.**

At this point, Virginia Sung left the meeting. Mr. Higa referred again to advance materials for the meeting in reporting the committee's recommendation that the certification status of USA Table Tennis be revised. After Board discussion on that recommendation and on a motion duly made and seconded, **the Board approved an upgraded certification status to "good standing" for USA Table Tennis, on the terms set out in the advance materials for the meeting.** Ms. Sung then rejoined the meeting.

Finally, Mr. Higa referred once more to advance materials for the meeting in taking the Board through a small set of language updates for the USOPC NGB Compliance Standards. After Board discussion and on a motion duly made and seconded, **the Board approved the revised NGB Compliance Standards as set out in the advance materials for the meeting.**

At Mr. Higa's invitation, USOPC Chief Ethics & Compliance Officer Holly Shick went over key NGB compliance matters currently in play. She described in particular investigation results and efforts to help NGBs facing governance challenges. She also notified the Board of a new conflict of interest reporting tool coming online to make routine reporting easier for Board members and others.

11.2.6 Nominating and Governance Committee

Nominating and Governance Committee Chair Cheri Blauwet reviewed that committee's recent work and discussions on a new Board procedures manual, which the committee hopes to have before the Board for consideration and approval during 2023; committee planning and preparation for a busy nominating year in 2024; and current work on identifying and recommending appointments for key committee roles. She also described initial discussions on a potential elections policy for the USOPC, which would be aimed at providing a consistent baseline of support and consistency in constituent election procedures. She and other Board members discussed the potential benefits of such a policy.

11.2.7 Paralympic Advisory Council

Finally, Paralympic Advisory Council Chair Cheri Blauwet updated the Board on the council's recent work and potential updates to its charter and scope of activity. She informed the Board of her plans to step down as PAC chair, and that Brad Snyder had agreed to lead the council on an interim basis. She and other Board members then turned to a discussion of Paralympic sport organization and leadership, including in instances where the IPC itself is managing certain sports on an international level as Olympic sport IFs have not been willing and/or able to lead Paralympic sport counterparts, and where the USOPC continues to lead certain Paralympic sports on a domestic level, even as it seeks to find appropriate and effective leadership for these sports among existing or potentially new NGBs.

11.3 Board Operational Item

- Board approval of new Foundation Chair

Referring to advance materials for the meeting, Chris McCleary reported that the US Olympic & Paralympic Foundation Board of Directors had proposed Geoff Yang to serve as the USOPF's new Chair and provided biographical information on Mr. Yang, for the Board's review.

Board members discussed the USOPF process that led to this proposal, Mr. Yang's strong qualifications and generous willingness to serve, and the fact that Mr. Yang had indicated that for the time being he would be unable to attend USOPC Board meetings in addition to his other duties as USOPF Chair. Board members expressed general agreement that other means could be pursued to facilitate two-way communications between Mr. Yang and the Chair and other Board members, so that this constriction on Mr. Yang's time was acceptable.

After this discussion and on a motion duly made and seconded, **the Board approved Geoff Yang for the position of USOPF Chair.**

11.4 Athlete Representation in Governance

Sarah Hirshland introduced a Board discussion on athlete representation in USOPC governance, in particular related to proposals and questions raised during the recent work of the Governance Reform Working Group in its "Phase 4" USOPC Bylaws proposals, the AC proposals discussed earlier in the day, and other views expressed by Board members.

Chris McCleary referred to advance materials for the meeting in teeing up two related elements for the discussion. First, he updated the Board on work undertaken since the Board's March 2023 request for a firm proposal for updating the election process for USOPC At Large athlete representatives on that board, and the fact that this work had not yielded constituent consensus on a specific proposal. Next, he refreshed the Board on a number of AC athlete representation proposals raised and tabled during the "Phase 4" work discussed above, which are substantively related to the AC athlete representation philosophy discussed earlier in the day's meeting.

Board members engaged in extensive discussion on these proposals and the various perspectives, questions, and concerns held by Board members and constituent group leaders on the principles that should guide athlete representation. Board members discussed whether the USOPC should not require any NGB governance approach that is not followed by the USOPC itself in exactly the same way, varying thoughts on how and where 10+ Year Athletes should be involved in USOPC governance, and the roles and functions of AC and USOPA in general.

Relatedly, Board members discussed the upcoming IOC Athletes Commission election to be held at the Olympic Games in Paris 2024, and current thoughts and plans on how and when the USOPC, working with AC, can put forward a strong candidate.

The Chair thanked Board members for their candor and thoughtful engagement on the complex questions and issues to resolve, and asked USOPC staff to follow up with further work on organizing the open issues for resolution and pursuing constructive engagement towards consensus on how to resolve them. He reflected on the strong voice and vote of 10 Year and 10+ Year athlete representatives on the USOPC board and celebrating their positive impact.

12. Adjournment

There being no further business, the meeting was adjourned at 3:00pm.

This document constitutes a true and correct copy of the minutes of the June 22-23, 2023 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary

Date 8/14/2023