

Minutes
USOPC Board of Directors Meeting
Atlanta, GA
March 16, 2023

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on March 16, 2023 in Atlanta, Georgia following notice duly given pursuant to the USOPC Bylaws. Present (except as noted below) were Gene Sykes (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, Muffy Davis (IPC Governing Board member *ex officio*), Anita DeFrantz (IOC Member *ex officio*), Donna de Varona, David Haggerty (IOC Member *ex officio*), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), Elana Myers Taylor, John Naber, Dexter Paine, Daria Schneider, Brad Snyder, and Virginia Sung. Unable to attend was Lawrence Cunningham. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending included 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 8:00am Eastern Time.

2. Chair and CEO Welcome

The Chair welcomed Board members and attending USOPC staff. He thanked Board members for their commitment and engagement at the previous day’s Board retreat session, referring to intensive team building and Board dynamics work accomplished on the day. He also thanked long-time global Olympic sponsor Coca-Cola, hosting the in-person Board meetings at its world headquarters in Atlanta.

Sarah Hirshland invited USOPC Chief Strategy & Growth Officer Katie Bynum to update the Board on latest developments in Team USA delegation plans for the 2024 Games in Paris. Referring to presentation materials Ms. Bynum reviewed plans for Team USA athlete delegation wear and for the “USA House” hospitality facility planned for the Olympic Games and Paralympic Games in Paris. She and Board members discussed these and other delegation and public-facing presence planned for the Paris Games.

Next, USOPC Chief of Sport & Athlete Services Rocky Harris gave the Board an overview on plans and preparations for training, nutrition, and other facilities to be deployed for Team USA athletes competing at the Paris Games. He, Ms. Bynum, and Board members exchanged questions and thoughts around these and around Games ticketing and competition venue plans.

Finally, USOPC General Counsel Chris McCleary reviewed the meeting agenda with the Board, asking Board members to note for the group any discussion items on which they might have an actual or apparent conflict of interest to notify to the group. Board members identified such items.

3. Annual Impact Plan, Organizational Health Review

- Board review and discussion of 2023 organizational priorities and measures

Sarah Hirshland referred to advance and presentation materials in refreshing the Board on the USOPC’s Annual Impact Planning (AIP) approach to establishing, tracking, and measuring against key organizational

priorities. She went over the 2023 AIP priorities and Q1 staff work on addressing and tracking them, and described the manner by which this information provides organizing principals for continuing consultations and updates with staff, the Board, constituent leaders, Congress (including via the annual USOPC Annual Impact Report) and others throughout the year. She invited USOPC staff leaders for each of the 2023 AIP priorities to brief the Board on their progress and key issues.

First, Katie Bynum led a Board discussion on fan engagement, especially in the areas of viewership and fan interest in Olympic and Paralympic sports during and between Games. She and Board members then turned to USOPC global stewardship efforts, including as to discussions and thought leadership on the complicated issues surrounding potential participation in the Games by athletes from Russia and Belarus given the Russian invasion of Ukraine and related sport effects. Board members exchanged detailed information and thinking gleaned from their various roles and insights in the international Olympic and Paralympic community and the Chair reported on his direct discussions with a number of international sport leaders on the matter.

Next, Sarah Hirshland updated the Board on the US Olympic & Paralympic Foundation's plans and progress on its comprehensive fundraising campaign in the run up to the 2028 Games in Los Angeles, with an eye to support of Team USA during and after that time. USOPC Chief People Officer Peter Navin briefed the Board on efforts in support of USOPC staff, including as to ongoing education and engagement overall, including taking into account the USOPC's hybrid office/remote working environment.

Rocky Harris led Board discussions on a number of AIP priorities in the area of sport performance and other athlete support. He and Board members discussed current issues and challenges in the collegiate sport environment and USOPC efforts to help meet these; developing thinking and work on the operating and sports leadership model for National Governing Bodies and the USOPC's approach to supporting NGB health and effectiveness as well as supporting Team USA athletes in sports for which no NGB is willing or able to lead; expansion of USOPC sports medicine services and capabilities; ongoing work on reviewing and optimizing USOPC resource allocation in support of athletes and the organizations that serve them; and the USOPC's growing and developing athlete service and engagement model, including enhanced and clearly targeted services for elite athletes.

Finally, Ms. Hirshland referred to advance materials for the meeting in taking the Board through a detailed review and discussion of the organization's new organizational health dashboard, the data and metrics employed by the dashboard, and current measures reflected in its first iteration. She and other Board members discussed all of these as well as the importance of employing the right data in this tool in order to help inform timely and effective decision making, and potential ways to synthesize and analyze this key organizational health information to reach further and actionable insights.

4. "Phase 4" Bylaw Revisions Process

- **Board approval of USOPC Bylaw updates**
- **Board approval of new USOPC Dispute Resolution Policy**

Sarah Hirshland reminded the Board of the work of the USOPC's multi-stakeholder Governance Reform Working Group (GRWG) towards a major set of USOPC Bylaws clarifications and improvements fueled by

ongoing learnings as the organization cements and implements previously approved governance reforms. She asked USOPC General Counsel Chris McCleary to brief the Board further on the matter.

Mr. McCleary recounted the GRWG’s work on the “Phase 4” package of updates and its recommendation that they be adopted, as discussed by the Board at its December 2022 meeting. He updated the Board on the execution and completion of the USOPC-standard public posting and comment process and referred to advance materials for the meeting in describing the suggestions received.

Board members and Mr. McCleary discussed these recommendations, proposals for immediate implementation of some of the suggested changes (clarifications not changing the substance of the GRWG’s recommended language), and a commitment to the preservation of others for future consideration. Board members and Mr. McCleary also discussed particular new Bylaws language items and their import, including by confirming that nothing in the updated Bylaws is intended to change existing constituent representative Board member election or re-election procedures, which remain to be discussed further in the case of At-Large Athlete Representative members of the Board. Board members commented on the importance of addressing constituency concerns on this last point, and an appetite for final resolution of these concerns at or before the Board’s next regular meeting. Board members also underlined key governance items they felt must be addressed further by the Board; it was generally agreed that these would be addressed directly with the next instance of Bylaw review and updating.

After this discussion and on a motion duly made and seconded, **the Board approved the amended USOPC Bylaws set out in the advance materials for the meeting, effective April 1, 2023**, with one Board member voting against this approval.

Next, Mr. McCleary again referred to advance materials for the meeting in reminding the Board that in order to fully implement the “Phase 4” package of Bylaw updates, it would also be necessary to enact a comprehensive USOPC Dispute Resolution Policy as previously presented to the Board. He reminded the Board that this new policy would cover more succinctly certain dispute resolution information and specifics removed from the Bylaws for simplification and clarification. He underlined that the proposed Dispute Resolution Policy was reviewed and approved by the GRWG along with the Bylaw updates.

After this discussion and on a motion duly made and seconded, **the Board approved the new USOPC Dispute Resolution Policy as included in the advance materials for the meeting, effective April 1, 2023**.

5. Committee and Advisory Council Reports and Discussion Items

- **Board review and discussion of committee work**
- **Board approval of NGB certification renewal, decertification, policy updates**

At this point USOPC Chief Ethics & Compliance Officer 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.

5.1 Athlete and NGB Services Committee

At Athlete and NGB Services Committee Chair Beth Brooke’s invitation, Rocky Harris provided the Board with a report on that committee’s recent work. He noted good discussion and feedback on current plans for sharpening the committee’s focus and work approach.

5.2 Collegiate Advisory Council

Rocky Harris briefed the Board on the Council's latest work under new CAC Chair Bernard Muir. He and Board members discussed developing legislation in the area of athlete name, image, and likeness (NIL) rights and proposed state legislation that could have a detrimental effect on collegiate resources for Olympic and Paralympic sports, as well as ongoing USOPC work on addressing these areas.

5.3 Compensation Committee

Compensation Committee Chair David Hagerty reported on the Committee's most recent meeting and its work on staff compensation benchmarking, performance reviews, succession planning, DEI tracking, and incentive programs.

5.4 Ethics Committee

Ethics Committee chair Brad Snyder took the Board through that committee's recent work in the area of the USOPC Integrity Portal, responses to findings in the recent external audit of the USOPC compliance team, and improvements that could be made to key organization ethics policies. On that latter point, he referred to advance materials for the meeting in reviewing a specific set of Committee-recommended updates to the USOPC Speak Up Policy and the USOPC approach on delegation events gifting. Mr. Snyder noted that these policy revisions could be employed immediately in an existing committee work.

After that discussion and on a motion duly made and seconded, **the Board approved the revised USOPC Speak Up Policy and USOPC Delegation Events Gifting Policy, both as reflected in the advance materials for the meeting, with immediate effect.**

5.5 NGB Oversight Committee

NGB Oversight Committee Chair James Higa discussed that committee's recent review of compliance and reporting statistics, updates to the USOPC's approach to arbitral resources for dispute resolution work, and progress on NGB certification matters. In the latter regard and referring to advance materials for the meeting, he reported on a specific Committee recommendation to approve one NGB certification renewal. The Board discussed this recommendation and after this discussion and on a motion duly made and seconded, **the Board approved an NGB certification renewal for the American Canoe Association as set out in the advance materials for the meeting.**

Holly Shick discussed several NGB-specific compliance matters being managed through the USOPC compliance program; a portion of that discussion pertained to USA Bobsled and Elana Myers Taylor recused herself from the room and the discussion for that portion. Ms. Shick briefed the Board in greater detail about an ongoing matter with USA Skateboarding, including as to that organization's recent failure to satisfy certain agreed-upon reform steps. She, Rocky Harris, and Board members discussed USOPC readiness to assume leadership of elite Skateboarding work in the run up to the Paris Games in 2024.

Based on this discussion and on a motion duly made and seconded, **the Board ratified USA Skateboarding's agreement to voluntarily relinquish its USOPC certification, effective upon the USOPC's receipt of written confirmation from USA Skateboarding.** *[Note to minutes: This written confirmation was received during a later portion of the day's meeting.]*

5.6 Finance Audit and Risk Committee

Finance Audit and Risk Committee chair Dexter Paine reported on that committee's most recent meeting and work and its plans to add two committee advisors as contemplated in the revised "Phase 4" Bylaws update once those revised Bylaws become effective. He reviewed Committee discussions on the USOPC's lack of exposure to bank failures then in the news, cyber security risks and measures, current litigation matters, and organizational finances year-to-date.

6. NGB Council Discussion

- Discussion with NGBC Chair and Vice-Chair on matters of key NGB focus

Joining the meeting at this point were National Governing Body Council Chair Pat Kelleher and Vice-Chair Li Li Leung. Sarah Hirshland thanked them in advance for sharing their time and thoughts with the Board, reviewing meeting attendees for the session both in-person and remote.

Mr. Kelleher started the conversation by thanking the NGB representatives serving on the Board and all Board members for the chance to discuss directly current matters of greatest NGB import. He and Ms. Leung reviewed some of these, including work supporting the Congressional Commission on the US Olympic & Paralympic Movement; developments and concerns around potential participation in international sport events by Russian and Belarussian athletes; and ongoing work on the commercial landscape for athletes, NGBs, and the USOPC in the years leading to the Los Angeles Games in 2028.

Board members and Mr. Kelleher and Ms. Leung discussed these matters and opportunities to collaborate and ensure best-possible NGB support on each. After this discussion, Mr. Kelleher and Ms. Leung left the meeting with the thanks of Board members for their leadership and candor.

Further Board discussion then focused on the means for neutral athletes and refugee athletes to participate at the Olympic Games as the IOC and international sports federations support these, and ideas for where and how the USOPC can provide or and/or coordinate support for refugee athletes directly.

6.1 Paralympic Advisory Council

Returning to USOPC Committee and Council reports session, Paralympic Advisory Council Chair Cheri Blauwet reviewed recent Council discussions on key Paralympic sport issues, including as to the evolving role of the Council as the USOPC makes strides in support and visibility for Paralympic sport, and ongoing efforts to navigate towards independent NGB oversight and support for more Paralympic sports.

7. US Center for SafeSport Discussion

- USCSS CEO discussion on SafeSport progress and key issues

US Center for SafeSport CEO Ju'Riese Colon joined the meeting and was greeted by the Chair and Board members. She referred to presentation materials in reviewing key Center accomplishments in 2022 as well as 2023 Center priorities. Board members and Ms. Colon discussed in detail reporting trends in areas of sexual and emotional/physical abuse and Center learnings and insights from these; Center use of USOPC funding; the quality and results of recent Center survey work with athletes; and Center

cooperation with the Congressional Commission discussed by the Board earlier. Board members and Ms. Colon exchanged questions and ideas in these areas and conferred further on the need for broad Center support, particularly as it seeks to extend its work to cover more cases of more types of abuse.

With the Board's thanks, Ms. Colon left the meeting.

Further Board discussion turned to further possibilities for Center support and funding, as well as changing expectations and requirements of elite athlete coaches and how members of the US Olympic & Paralympic community can help lead thought on better preparing tomorrow's coaches and athletes to do their best work in an environment of confidence and trust in athlete safety. Board members further reflected on incidences of "administrative closure" of Center cases, sometimes caused by a lack of party cooperation, and the remedies that might be sought for this.

7.1 Nominating and Governance Committee

Returning a final time to USOPC committee and council reports, Nominating and Governance Committee Chair Cheri Blauwet talked about that Committee's changing membership and staff support and its work plan for 2023. She outlined a number of upcoming committee appointments and the busy committee plan for 2024. She also discussed committee member willingness to explore more work on governance matters to add to its nominations/appointment work including via a discrete governance project discussed by the Committee: Review and help with a new USOPC Board procedures document intended to memorialize a number of Board logistical and procedural norms discussed by Board members in recent months. Board members expressed positive interest in having the NGC undertake governance work such as this in appropriate cases and asked that the Committee pursue this initial project in particular.

8. Board Operational and Administrative Items

8.1 Board Operational Items

Chris McCleary briefed the Board on a number of ongoing Board operational matters, including with regard to the recently launched USOPC effort to better organize and limit Board member work to USOPC-based platforms and email accounts. He and Board members discussed issues encountered by Board members in keeping current on Board work in these new channels, particularly given the multiple platforms and channels being managed by a number of Board members in their personal and professional lives. Mr. McCleary outlined current plans to address these issues and promised more information soon.

He also reported on upcoming Board member cyber security education and 2024 Board meeting date finalization.

8.2 Administrative Items

- Board ratification of AOC membership termination

Chris McCleary referred to advance materials for the meeting in seeking Board discussion on two Affiliate Organizations Council matters in play. First, he reviewed a voluntary termination of AOC membership by the Native American Sports Council. After this discussion and on a motion duly made and seconded, **the**

Board ratified the termination of the Native American Sports Council AOC membership, effective immediately.

Mr. McCleary also revisited earlier Board conversations about ongoing concerns that some AOC members, in particular single-sport Recognized Sport Organizations, may be confused with NGBs in terms of rights, obligations, jurisdiction of the US Center for SafeSport, and other areas. Responsive to Board member thoughts expressed in these conversations, he described developing AOC plans to explore where and how it could provide more SafeSport-related resources to AOC members, and whether and how it might introduce certain minimum RSO obligations in this regard. Board members and Mr. McCleary discussed these concepts and Board members expressed comfort with pursuing this exploratory work. Mr. McCleary promised updates on the exploration at a future Board meeting.

9. Executive Session

Attending members of USOPC staff now left the meeting.

Chris McCleary and Rocky Harris remained in the session and engaged with Board members in a privileged discussion around a current matter in litigation in the sport of Paralympic Swimming that also included a USOPC inquiry and employment action as well as a review of key USOPC policies that set out athlete rights and responsibilities where the USOPC is directly involved in supporting sport activity (e.g., USOPC delegation events, internally managed sports, Olympic & Paralympic Training Centers.)

Mr. McCleary and Mr. Harris then left the meeting session and Board members discussed further organizational matters.

10. New Business

No new business was offered for discussion.

11. Adjournment

There being no further business, the meeting was adjourned at 4:15pm ET.

This document constitutes a true and correct copy of the minutes of the March 16, 2023 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary, Secretary