

Minutes
USOC Board of Directors Telephonic Special Meeting
February 2, 2018

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place by teleconference on February 2, 2018 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Robbie Bach, Jim Benson, Scott Blackmun (USOC CEO, *ex officio*), Cheri Blauwet, Dan Doctoroff, Nina Kemppe, Susanne Lyons, Bill Marolt, Steve Mesler (attending by telephone), Dave Ogrea, Whitney Ping, Kevin White, and Robert Wood. Unable to attend were Anita DeFrantz (IOC Member, *ex officio*) and Angela Ruggiero (IOC Member, *ex officio*). Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC were Rick Adams, Mark Jones, and Morane Kerek. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 10:00am Eastern Time and thanked attending Board members and staff for their diligence and flexibility in making time for this important meeting on relatively short notice, as well as for participating in the Board briefing call held by the Board on even shorter notice, on January 21 (“The Briefing”). He noted that today’s meeting was an excellent opportunity for the Board to discuss and offer guidance to the ongoing and intensive work of a number of Board members and staff as suggested during the Briefing.

2. USAG, SafeSport Matters

USOC CEO Scott Blackmun opened the discussion by reminding Board members of the working group formed at the direction of the Board during the Briefing and dedicated to leading the USOC response to the current situation involving the decades-long criminal sexual abuse of athletes by Dr. Larry Nassar: Susanne Lyons (Chair), Robbie Bach, Whitney Ping, Dave Ogrea, Larry Probst, and Mr. Blackmun (collectively the “Working Group”). He noted that the Working Group had been supported by a number of USOC staff, led by General Counsel Chris McCleary, Chief of Sport Operations Rick Adams, and Managing Director, Communications Mark Jones.

Mr. Blackmun thanked the Working Group for its industry and diligence, with particular thanks to Ms. Lyons, who devoted an extraordinary amount of time and effort on the

project under difficult circumstances. He invited Ms. Lyons to update the Board on the ongoing work and progress of the Working Group.

Ms. Lyons began by describing the parallel projects being pursued by the Working Group and providing the Board with details on progress and open questions on each. She discussed each project in the context of Mr. Blackmun's January 24 open letter to athletes and his January 25 letter to USA Gymnastics, both of which were posted for public access by both the USOC and USA Gymnastics.

First, Ms. Lyons described tracks devoted to increased athlete outreach and support on SafeSport matters generally, starting with the Working Group's project to set up and fund a resource for athletes who are victims of SafeSport violations in the area of testing, treatment, and counseling. She also described development and launch of new avenues for direct athlete communication with the USOC, focusing in the first instance on SafeSport victims, so that US athletes have an easy and comfortable means of connecting directly with the USOC on what it can be doing better in this area. She also noted that USOC Chief of Business Operations Kevin Penn was attending Nassar criminal sentencing hearings in a Michigan state court at the time of the current Board meeting.

Further discussion centered on Working Group progress on a number of other parallel tracks, starting with direct engagement with USA Gymnastics in the area of USAG governance reform. She noted that, among other steps to be required of USAG in order for it to avoid termination of recognition proceedings, the Working Group determined finally that all current USAG Board members must resign by January 31, 2018 and that an interim USAG board must be seated by February 28, 2018. She reviewed these and other governance reform steps set out in Mr. Blackmun's subsequent January 25 letter to USAG.

Ms. Lyons reported that, in compliance with that letter, USAG complied with the January 31 deadline by accepting resignations from all current board members by that date. She noted that she and Mr. Adams had begun close work and support with USAG CEO Kerry Perry and counsel for USAG in order to timely accomplish the process of seating an interim board and implementing further governance changes that would help instill a strong new culture of athlete safety and protection at USAG. Subsequent Board discussion on this topic concerned further steps to improve the USAG as an organization and related challenges, the nature and extent of other support that the USOC could or should provide to USAG in that regard, and the means and potential effects of termination of USAG as an NGB.

The Board then discussed larger questions raised by USAG's organizational difficulties and considerations of what can and should be USOC's role in addressing them, in terms of the USOC's overall relationship with and limited authority over NGBs nationwide.

Turning to the topic of recent Congressional inquiries of the USOC and other entities in connection with SafeSport, Ms. Lyons invited Mr. McCleary to update the Board. Mr.

McCleary described letters received from members of the House of Representatives, the House Energy and Commerce Committee, and a Senate member of the Senate Commerce Committee, each seeking information and/or briefing on Safesport-related topics. Mr. McCleary described ongoing work to address these inquiries fully and to ensure full cooperation with any further House or Senate initiatives in this area.

Ms. Lyons noted the passage by both houses of the Feinstein SafeSport legislation that had been under development during much of 2017, celebrating this milestone in the progress towards a safer environment for athletes nationally, and the USOC's strong support for the legislation.

Board discussion continued on these and related efforts at the staff and board level in connection with USAG reform, communications to key stakeholders, athlete safety and SafeSport initiatives and USOC organizational plans in connection with them, and litigation and other risks attendant to these matters.

Finally, Ms. Lyons described intensive Working Group work on scoping and preparing to launch the fully independent investigation referred to in both Mr. Blackmun's athlete and USAG letters of January 24 and 25 respectively. She described the Working Group's formation of a special sub-group comprised of independent director Susanne Lyons and Robbie Bach, and athlete representative director Whitney Ping (the "Independent Investigation Subcommittee"). She noted that, in order to maximize the independence of the selection and hiring of an independent investigator, the Working Group delegated to the Independent Investigation Subcommittee the task of selecting an independent investigator, approving a specific scope for the investigation, and negotiating the principle terms of engagement with the investigator.

Ms. Lyons reported on the Independent Investigation Subcommittee's approach towards careful and extensive vetting of candidates and ensuring that final candidates are completely unrelated to and independent from the USOC, USAG, and their boards and senior management, interviews and research with each final candidate, and selection of a finalist for the work. She described the proposed scope of the investigation: To determine when individuals affiliated with USA Gymnastics or the U.S. Olympic Committee first became aware of any evidence of Dr. Nassar's abuse of athletes, what that evidence was, and what they did with it. Finally, she noted that USAG had explicitly agreed to cooperate fully with the investigation along with the USOC itself.

Board discussion followed on the investigator and assurances and arrangements of its complete independence at the outset and through the investigatory process, on options and alternatives as to investigation scope, on other terms of the investigation engagement, and on the importance of, and means for, complete USOC cooperation with the independent investigation.

After this discussion, and on a motion duly made and seconded, it was

RESOLVED, that the Board ratifies the creation of, composition of, and the work of the Working Group, including without limitation the Working Group's creation of, and delegation of certain of its activities to, the Independent Investigation Subcommittee as described during the meeting; and

RESOLVED, that the Board approves of the Independent Investigation Subcommittee's recommendation as to choice of independent investigator and principle terms of the engagement of that investigator, as described in the draft engagement terms discussed during the meeting; and

RESOLVED, that the Independent Investigation Subcommittee is authorized to enter into the recommended engagement, including by expending USOC funds as set out in the investigator's budget proposal for the investigation; and

RESOLVED, that, according to the recommendation of the Independent Investigation Subcommittee and the Working Group, the scope of the independent investigation shall be to determine when individuals affiliated with USA Gymnastics or the U.S. Olympic Committee first became aware of any evidence of Dr. Nassar's abuse of athletes, what that evidence was, and what they did with it; and

RESOLVED, that the Independent Investigation Subcommittee is authorized to oversee the work of USOC cooperation with, and support of, the investigator's work in the investigation.

The Board expressed its gratitude for the work of Ms. Lyons and the Working Group and its understanding that much work remains to be done.

3. Other Business

The Board engaged in a brief discussion of a number of other current matters, many related to the coming 2018 Olympic Winter Games in Pyeongchang, with a particular emphasis on recent developments around anti-doping and the participation of certain athletes at the Games.

4. Adjournment

There being no further business, the meeting was adjourned at approximately 12:00pm.

This document constitutes a true and correct copy of the minutes of the February 2, 2018 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

March 12, 2018
Date