

Minutes
USOPC Board of Directors Meeting
Conducted by Telephone and Videoconference
May 19, 2020

A meeting of the Board of Directors (the "Board") of the United States Olympic & Paralympic Committee ("USOPC") took place on May 19, 2020 via telephone and videoconference following notice duly given pursuant to the USOPC Bylaws. Present (throughout, except as indicated) were Susanne Lyons (Chair), Robbie Bach, Rich Bender, Cheri Blauwet, Beth Brooke-Marciniak, Anita DeFrantz (IOC Member, *ex officio*), David Haggerty (IOC Member, *ex officio*), Sarah Hirshland (USOPC CEO, *ex officio*), Bill Marolt, Steve Mesler, Vivek Murthy, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood. Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff member attendees included Katie Bynum, Morane Kerek, Bobbi McPherson, Kevin Penn, and Christine Walshe. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 11:00am Mountain Time. She welcomed newest Board member Vivek Murthy to his first meeting and thanked him in advance for the time and energy he has committed to the USOPC and Team USA athletes in this new role.

The Chair confirmed to Board members that the regularly-scheduled Board meeting in June would be held remotely via videoconference, and that the same approach is planned for the December meeting. She indicated that further planning was underway for the October meeting to take place during the 2020 Olympic and Paralympic Assembly, and that she would report back on logistics for that meeting when they are finalized.

2. Organizational Financial Stability

At the Chair's invitation, Sarah Hirshland opened a Board update and discussion on USOPC plans and preparations to navigate the current health crisis and its economic impact, including but not limited to the postponement of the Tokyo Olympic and Paralympic Games.

Referring to advance materials for the meeting, she reviewed current revenue impact calculations and scenarios, noting that the analysis takes into account not only 2020 but also the entire 2021-2024 quadrennium. She noted that the current crisis could have lasting effects beyond this time period and that in any case the organization must keep

an eye on longer-term prospects and needs. She emphasized that the current analysis forms part of that larger work. Ms. Hirshland reported that the work done since the time of the Board's last special meeting confirmed the guidance that she had given at that time, namely that the organization must seek to curtail planned expenses on the order of 10-20% over the five year period under current review. She refreshed the Board on the advance notice provided to the Board and USOPC staff as to the principals and timing that would be employed in the expense reduction project, including a report on the results by the end of May.

With this background in mind, Ms. Hirshland and the rest of the Board reviewed in detail the results of the project, which would have the effect of delivering total five-year expense reductions in line with the previous guidance. She demonstrated how, as part of this plan, spending on direct support to athletes and to NGBs for their support of athletes, would grow over the current 2016-2020 quadrennium, albeit by a lesser amount than originally planned. She reported that other NGB support would generally remain flat, while USOPC general administrative expenses would be reduced.

Board discussion on this topic included scenario planning and discussion around different Tokyo Games eventualities, expense management focus on prioritizing support of athletes and the NGBs that serve them, and financial resources potentially available via the US Olympic Endowment and borrowing approaches in the event that even more difficult scenarios play out in coming months and years. Board members reviewed in detail the financial agreements in place with the Los Angeles 2028 Organizing Committee and the US Olympic and Paralympic Properties marketing joint venture being run by LA2028 and the USOPC. They discussed adjustments to the revenue share terms in place among those parties, driven by the current crisis and Games postponement and forming part of the USOPC's anticipated revenue shortfall against previously-approved budgets. Board members also discussed the individual adjustments being made to sponsor and licensee agreements set to expire in 2020, under which the USOPC is extending Tokyo Games-related benefits to the postponed Games into 2021. Ms. Hirshland outlined the ways this extension, juxtaposed with the LA2028 and USOPP agreements, presented additional revenue and contract challenges.

At this point, Cheri Blauwet joined the meeting.

Turning to USOPC people impacts of the expense cutting project and realities for the 5-year period under study, Ms. Hirshland detailed for the Board the specific combination of voluntary separations, involuntary separations, furloughs, temporary employment terminations, and job reassignments necessary to effectuate the needed cuts. Along with Kevin Penn, she explained the rationale for each element of these people impacts and plans for carrying them out in a way set to maximize transparency, fairness, respect for those most directly impacted, and the organization's continued focus on its mission.

Board members discussed these elements in detail and shared questions and ideas related to staff morale, resources available to affected staff, the reality that many NGBs are faced with similar needs and decisions and would benefit from USOPC learnings in the process, and approaches to ongoing staff communication and support in the current difficult environment. Board members noted the importance of clearly communicating that USOPC expense cuts are driven by programmatic changes and reductions necessary to focus clearly on the organization's mission and continued viability, and that people decisions are a product of that focus rather than a stand-alone cost management item.

Ms. Hirshland reviewed in detail the anticipated impacts on athletes and athlete support, on NGBs and the support USOPC offers them, and on the USOPC organization itself, as part of the program's efforts to keep the USOPC focused squarely on its mission, shedding particular programs and efforts in terms of their distance from the center of that focus. Board members reviewed and discussed each of these elements, including the importance of NGB support where it most directly affects athletes, the need to preserve existing or increased financial support for the US Center for SafeSport and its important work, and particular elements of planned direct athlete support including as to their relative importance to Team USA athletes in the 2020-2024 time period. Board members exchanged initial views on specific elements of such athlete support including "Operation Gold" success payments in non-Games years, and agreed that further Board discussion on these elements should be included in the upcoming June Board meeting.

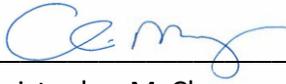
Finally, the Board reviewed plans for introduction and communication of the expense reduction program with staff, constituents, and other important stakeholders, including support and counseling resources planned and in place, small group discussions and meetings, and an all-staff "Town Hall" meeting planned for the following week after all the people transitions are completed.

As the meeting drew to a close, Board members discussed with sadness the news of a recent death by suicide of an Olympic Bobsled athlete, and the importance of continued USOPC focus on athlete support and mental health resources. Board members reflected on progress and successes in these areas and the need for continued energy and creativity in driving further improvements in order to provide further and impactful support to athletes who may be struggling with emotional or mental health difficulties.

3. Adjournment

There being no further business, the meeting was adjourned at 12:20pm.

This document constitutes a true and correct copy of the minutes of the May 19, 2020 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

June 19, 2020

Date