

Minutes
USOPC Board of Directors Telephonic Meeting
August 16-17, 2019

A special telephonic meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on August 16 and 17, 2019 following notice duly given pursuant to the USOC Bylaws. Present were Susanne Lyons (Chair), Robbie Bach, Cheri Blauwet, Beth Brooke-Marciniak, Anita DeFrantz (IOC Member, *ex officio*), Sarah Hirshland (USOPC CEO, *ex officio*), Bill Marolt, Steve Mesler, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood (August 17 only.) Unable to attend was Rich Bender. Attending Board members constituted a quorum of the Board under USOC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 8:33am Mountain Time on August 16, 2019. She welcomed Board members and attending USOPC staff and noted the importance of the meeting’s principal subject: a proposed set of USOPC governance reforms and Board consideration of whether they should be posted for public comment in anticipation of further Board discussion and potential adoption.

2. Governance Reform Proposal

The Chair reviewed the several workstreams and contributors working over the past several months to identify and discuss potential points of governance reform for the USOPC. In particular she discussed important reports and/or recommendations from the Athletes’ Advisory and National Governing Bodies Councils, Congress, and the USOPC-chartered Borders Commission on Athlete and NGB Engagement. She noted that not all of these recommendations enjoy consensus among these groups but that some appeared to. She pointed out that not all the recommendations that do appear to reflect general consensus are governance-related and that not all are immediately actionable, and she underlined the importance of positive action at the Bylaws level on those that are both. The Chair also reminded the Board that non-governance recommendations were undergoing similar review and implementation in parallel.

The Chair went on to refer to advance materials for the meeting in describing a particular set of proposed Bylaw amendments that would enact a first phase of governance reform in a number of areas. She reiterated that this set of reforms would not represent the end of the process of studying and implementing the important recommendations being discussed, but that they are an important step in the process. Finally, the Chair reminded the Board that what is being discussed is not a final set of Bylaw amendments for adoption but rather a proposed set of amendments that may be published for review and comment by members of the Olympic and Paralympic community, with an aim of arriving at a final set of Bylaw amendments that would be appropriate for Board adoption and approval.

At the Chair's invitation, Sarah Hirshland added her thoughts on the proposed governance reforms to be discussed at the current meeting, and noted the value of having them published in advance of the 2019 US Olympic and Paralympic Assembly, so that members of the Olympic and Paralympic community can use that gathering as a further opportunity for discussion and interaction on the proposals.

Initial Board discussion on the topic followed, including as the logistics and practical effects of publishing a set of specific Bylaw amendments for public comment, the process that would be followed to implement changes and re-post for further comment if appropriate, and ensuring that interested parties are fully heard as to any comments or concerns they wish to make available to the Board.

Next, Board members turned to an item-by-item review and discussion on the proposed governance reform package, again referring to the set of marked Bylaws themselves and to a summary list of substantive reforms that would be published with the Bylaws for reference as part of the public comment process. Board members exchanged thoughts, questions, and concerns on matters including principles of good governance as applied to independence, constituent-elected board members, board member re-election approaches in theory and as a practical matter, board member evaluation and selection, board size and voting dynamics, and the ways the proposed reforms might affect these and other areas. Board members discussed extensively the strengths and weaknesses of both the current Board structure and the reconfiguration contemplated in the reforms, as well as the specific recommendations and findings of the several reports that have contributed importantly to consideration of governance reform generally.

Board discussion delved further into the practicalities and pros and cons of implementing a four-year term with no presumption of re-election along with direct election and re-election of Board members by the AAC, USOPA, and NGBC and the possible effects of such an approach. Board members noted that this proposal represents a fundamental change to the Board structure adopted in 2003 pursuant to governance reform recommendations from an independent commission responding to governance issues at that time, and reduces the influence of independent board members and increases the influence of stakeholder representatives. Board members discussed the importance of a diverse and engaged group of voices at the Board level, and of continuity and a shared understanding of duties and expectations for all Board members.

Next, and at the request of other Board members, the Chair and Ms. Hirshland both took the Board through their work and consideration of these issues including via discussions with members of the groups issuing the reports and recommendations involved, and with other members of the US Olympic and Paralympic community. They each expressed their considered views on the importance and value of taking the serious and complicated steps indicated in the proposed reform package.

Finally, the Chair noted the need for further Board discussion and input on the topics discussed and on other elements of the proposed reform package before consideration of public posting and comment on the specific elements of that package. She thanked Board members for their thoughts at this session and in advance for their time at the next session to come.

3. Recess

At 9:50am, the Chair put the meeting into recess until the following day.

4. Call to Order

At 9:03am Mountain Time on August 17, 2019, the Chair called the meeting back to order and thanked members of the Board for their further time and attention on the important item before them.

5. Governance Reform Proposal Continued

The Chair reviewed the previous day's session of the current meeting and invited further Board member comments and discussion on all remaining elements of the proposed reform package. She reiterated a number of key points of the previous days' discussion and invited further candor and frankness on the proposals, which would have powerful and far-reaching effects for the USOPC and the US Olympic and Paralympic community if ultimately adopted in the current or an amended form.

Further Board member discussion followed, again going through particular elements of the proposed package one by one. Board members exchanged thoughts and ideas in areas of Board member evaluation, training, and qualifications and the potential role of the USOPC Nominating and Governance Committee in these areas. Board members discussed the need for further resources, rights, and responsibilities for the USOPC AAC and its members. Other topics included ideas expressed among members of the AAC about the optimal form and organization of that group, and the potential effects of implementation of some of these.

Board members discussed the governance reform items in the area of increased NGB oversight and certification, increased oversight of the USOPC itself by Congress, clarifications and improvements to rules governing and supporting the USOPC Athlete Ombudsman Office, and the importance of implementing and making easily accessible a comprehensive USOPC whistleblower policy and process for reporting concerns. Further discussion concerned the Ted Stevens Olympic and Amateur Sports Act, current discussions and proposals for amendment of that legislation, and other potential Congressional action in this area.

Finally, the Board exchanged further views on Board member elections and re-elections, and the means by which the USOPC could ensure that the proposed model can be designed and implemented to maximize effectiveness, continuity, and diverse views combined with a cooperative spirit. With that, the Chair and Ms. Hirshland asked the Board for its support in posting the proposed governance reform elements and Bylaw amendments to allow for adequate time for key stakeholders to review and prepare to discuss during the September 2019 US Olympic and Paralympic Assembly, as well as to further advance related discussions impacting potential USOPC recommendations to Congress in coming weeks.

After this discussion, individual members of the Board each articulated their final position on whether to post the subject set of reforms and proposed Bylaw edits, and a majority of Board members indicated their support for doing so.

The Chair closed this discussion by again thanking Board members for their candor and energy on this important topic and reflected that the debate and exchange of diverse viewpoints was very helpful to the process overall. She instructed that the proposed governance reform package in the advance materials for the meeting be posted for public comment in line with the procedures set out in the USOPC Bylaws.

6. Games-Time Demonstrations

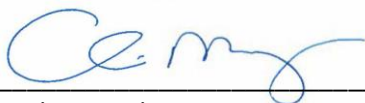
At the Chair's invitation, Sarah Hirshland reviewed with the Board two recent incidences of Team USA athletes engaging in demonstrations on issues of concern to them while on the medals podium during medal awards ceremonies at the Pan American Games in Lima, Peru. Ms. Hirshland took the Board through the applicable USOPC and PanAm Sports rules implicated in these matters, and through the USOPC's actions in communicating with these athletes and considering next steps. She described consultations with the AAC, NGBC, and PanAm Sports in this regard. She went on to discuss the larger issues raised by these matters and the importance of the USOPC being completely clear and transparent with Team USA athletes on what will be the USOPC's approach to dealing with such demonstrations in the future, and on the panoply of considerations that need to be taken into account in architecting that approach.

Board discussion on this topic followed, including as to the need to honor principles of personal freedom and freedom of expression while also honoring the rules and policies of event organizers and the International Olympic Committee. Board members discussed possibilities and alternatives for a considered and consistent USOPC approach at the Tokyo 2020 Olympic Games and beyond. There was general agreement that further work and consultation with other interested parties, not least the AAC, NGBC, and the IOC, would be appropriate. Ms. Hirshland promised to report back with progress on these issues.

7. Adjournment

There being no further business, the Chair adjourned the meeting at 10:32am.

This document constitutes a true and correct copy of the minutes of the August 16-17, 2019 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

September 13, 2019

Date