

**Minutes**  
**USOPC Board of Directors Telephonic Meeting**  
**November 7, 2019**

A telephonic meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on November 7, 2019 following notice duly given pursuant to the USOPC Bylaws. Present were Susanne Lyons (Chair), Rich Bender, Cheri Blauwet, Beth Brooke-Marciniak, Anita DeFrantz (IOC Member, *ex officio*), Sarah Hirshland (USOPC CEO, *ex officio*), Bill Marolt, Steve Mesler, Whitney Ping, Brad Snyder, Kevin White, and Robert Wood. Unable to attend were Robbie Bach and Kikkan Randall (IOC Member, *ex officio*). Attending Board members constituted a quorum of the Board under USOC Bylaws.

Attending USOPC staff included Katie Bynum, Mark Jones, and Avery Wilson. The minutes were recorded by Christopher McCleary, Secretary.

**1. Call to Order**

The Chair called the meeting to order at 11:03am Mountain Time. She welcomed Board members and attending USOPC staff, and reviewed the advance materials for the current meeting, which set out and discussed reactions to the proposed Bylaw amendments posted for public comment in August 2019. She thanked Board members for their energy and focus on the work of considering how and whether to enact the fundamental organizational governance changes contemplated in these Bylaw amendments. She reminded the Board that the current meeting was called for this purpose in particular and invited Sarah Hirshland to open a Board discussion on that topic.

**2. USOPC Governance Reform Bylaw Proposals**

Ms. Hirshland opened the discussion by refreshing the Board on important developments since the time of the August 19, 2019 posting for public comment of an extensive set of proposed USOPC Bylaw amendments aimed at specific points of governance reform and structural and operational change for the organization. She reviewed the basic areas of reform contemplated by the amendments in the area of athlete voice and vote; NGB oversight; Board composition, evaluation, and elections; and the rights and duties of key USOPC constituent groups (Athletes Advisory Council, US Olympians and Paralympians Association, and National Governing Bodies Council.) She reminded the Board that these stemmed from the nearly 200 collected ideas, suggestions, and recommendations produced by important 2018 and 2019 work by committees in both houses of Congress, by independent investigations and commissions such as the Borders Commission on Athlete and NGB Engagement, and by other constituent working groups.

Ms. Hirshland described the calls by members of the AAC, USOPA, and NGBC and others for a close review of the package of proposed Bylaw amendments by constituent leaders in order to develop a set of recommendations to the Board that benefits from the individual and collective views of these groups. She described the Governance Reform Working Group formed in answer to these calls, and that its membership included representatives from the AAC, USOPA, NGBC, the Paralympic Advisory Council, and the USOPC Chair and CEO. She reviewed the work of that group, facilitated by USOPC Director of Strategic Planning Ashley Wilson, over several weeks and dozens of hours in collective meetings as well as individual

work and review. Ms. Hirshland and the Chair both reflected on the careful and extensive work of the Working Group and their gratitude to the Working Group and all its members.

Ms. Hirshland and Ms. Wilson then reviewed an important output of the Working Group's efforts: An extensive collection of specific item-by-item Working Group comments on the proposed Bylaw amendments. They noted that this collection of comments was captured in a memorandum to the Board from Ms. Wilson included in the meeting's advance materials. Reviewing this memo with the Board, Ms. Wilson pointed out that it organized specific amendments in the package into two categories: Those on which there was general consensus and support across the Working Group; and those on which at least one Working Group member expressed serious reservations and a desire to discuss further. She noted that the memo also included a set of additional reform ideas and concepts suggested by Working Group members during the Group's working sessions. She indicated that the memo had been reviewed by members of the Working Group and that, as to each of the items on which there were concerns raised by Working Group members, USOPC staff had offered its own recommendation on whether to adopt those amendments in whole, in part, or not at all.

Ms. Wilson answered questions about the memo and the two other documents included in the advance materials for the meeting: A complete set of USOPC Bylaws marked to show all the proposed amendments and whether they had Working Group consensus support or not; and a collection of the five other public comments received on the posted set of Bylaw amendments from other interested people.

Ms. Hirshland and Ms. Wilson indicated that as to the Working Group's new governance reform items in the memo, plans were already forming to start on a second phase of Bylaw amendment drafting and consideration with the Working Group. Ms. Hirshland discussed the likelihood that this cycle would repeat over coming months, as the USOPC and the Working Group continue to refine and recommend particular items.

Board members expressed general agreement that as to each item in the package of Bylaw amendments as set out in the advance materials, the Board should consider pursuing one of three options: Approve as-is; Approve in part and send back in part for further Working Group discussion; or Disapprove entirely.

In this context, Ms. Hirshland reviewed with the Board the amendments in the memo's first category, describing the Working Group's general consensus and support of those items. Board discussion on these items followed, as individual Board members explored questions and clarifications on the items and discussed their importance individually and as a group in order to effect positive change on the organization.

Ms. Hirshland then led the Board through discussions on each individual item in the memo's second category of amendments, summarizing the basis for Working Group members' expressed concerns. These items touched on important concepts such as annual reporting to Congress; Board composition and elections; committee composition; certification audits; hearing panel and arbitration provisions; AAC, USOPA, and NGBC leadership and operations; and other drafting issues raised by Working Group members. As to each of these items, Ms. Wilson and USOPC General Counsel Chris McCleary provided further information and answers to Board member questions as appropriate.

Going one by one through all such items, Board members discussed their own views, questions, and concerns, worked through issues with the way that the items interconnected and impacted each other, and discussed alternatives as to whether and how to implement them. During these discussions, Board

members indicated their positions on which of the three stated options should be followed for each particular item.

The Board went on to discuss the Bylaw amendment package comments received from other members of the public. In response to Board member questions, Mr. McCleary reviewed these comments and described how they were factored into the work of the Working Group as applicable, or noted for further review in the next phase of governance reform Bylaw amendments slated to get underway shortly.

After this discussion, and on a motion duly made and seconded, the Board resolved that

That portion of the USOPC Bylaw amendments posted for public comment on August 19, 2019 and recommended by USOPC staff for approval in the advance materials for the meeting is approved for publication and for adoption as of January 1, 2020, with the following additional edit made:

- The third paragraph of Section 3.2 of the USOPC Bylaws is amended to read: “The Board member types and elections set out above were legislated in 2019 and made effective in 2020; they will be implemented in the first instance via elections to take place as current Board seat terms expire, with newly-legislated Board seats serving terms starting on January 1, 2021.”;

USOPC staff is directed to publicly post these approved Bylaw amendments and prepare for their implementation as appropriate; and

That portion of the USOPC Bylaw amendments posted for public comment on August 19, 2019 not recommended by USOPC staff for approval in the advance materials for the meeting should be the subject of further USOPC staff work in conjunction with USOPC constituent groups, as contemplated in the same advance materials, and subsequent proposals to the Board as appropriate.

The Chair underlined the importance of this work by the Board and thanked Board members for their continued time and energy. Ms. Hirshland again praised the Governance Reform Working Group for its extensive work and guidance on these issues and pointed out that the enacted changes constituted the most impactful USOPC governance change in nearly 20 years. She reiterated for the Board that work on additional governance reform and structural steps would begin immediately.

### **3. Other Business**

The Chair invited Board discussion on any other timely matters.

At the prior request of Nominating and Governance Committee Chair Robbie Bach, Chris McCleary updated the Board on an ongoing problem with engagement and attendance concerning USOPC Ethics Committee member Anthony Whittemore. Mr. McCleary indicated that Mr. Whittemore had been unable to participate in most Ethics Committee meetings and efforts over the past two years and described attempts to resolve these difficulties and Board options going forward.

Board discussion followed, after which, and on a motion duly made and seconded, the Board voted to remove Anthony Whittemore from the USOPC Ethics Committee with immediate effect.

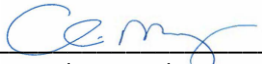
Mr. McCleary noted that the Nominating and Governance Committee would be working expeditiously to fill this Ethics Committee seat.

Finally, Sarah Hirshland updated the Board on the USOPC Olympic and Paralympic Hall of Fame induction ceremony that took place in Colorado Springs, Colorado the previous week. Ms. Hirshland discussed the 2019 inductees and their inspirational stories and accomplishments, reviewed the approach to creating and hosting the event, and offered her sense of its success and impact. The Chair added her impressions as well, and Board members discussed the value and importance of recognizing these individuals and honoring their legacy in this way. Ms. Hirshland further reviewed developing plans for the Hall of Fame going forward.

#### **4. Adjournment**

There being no further business, the meeting was adjourned at approximately 1:10pm.

This document constitutes a true and correct copy of the minutes of the November 7, 2019 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

  
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Christopher McCleary  
Secretary

December 13, 2019  
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Date