

Minutes
USOPC Board of Directors Meeting
New York, New York
December 12-13, 2019

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on December 12 and 13, 2019 following notice duly given pursuant to the USOPC Bylaws. Present (except as specifically noted below) were Susanne Lyons (Chair), Robbie Bach, 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 (by telephone), Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood (by telephone and video conference). Attending Board members constituted a quorum of the Board under USOPC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

December 12, 2019

Unable to attend this session were Whitney Ping and Kevin White. At this session the Board was joined by USOPC staff members Katie Bynum and Chris Sullivan.

0. Call To Order

The Chair called the meeting to order at 6:30pm and welcomed Board members to the working dinner session. She reflected on the just-completed Board gathering with former Board member Dan Doctoroff where Board members thanked him for his Board service, and she thanked Beth Brooke-Marciniak again for the important governance reform work she took up when Mr. Doctoroff stepped off the Board.

1. Global Landscape

Sarah Hirshland surveyed the global Olympic and Paralympic landscape topics set for Board discussion at the evening’s meeting session, underlining the importance of candid and direct Board discussion and comments on these items. She referred to advance materials for the meeting and key inter-relationships among the evening’s topics.

At this point, USOPC Chief of Bid Protocol Chris Sullivan joined the meeting by telephone.

1.1 International Relations, LA2028 Overview

Ms. Hirshland reviewed with the Board the range of roles played by USOPC Board members and staff in international sport organizations, and the ways that the USOPC has been able to help build American presence and leadership in international federations and other organizations in the international Olympic and Paralympic community. Board members discussed the value of such roles and particular individuals' experiences and accomplishments in that regard, as well as ways that the USOPC can take further steps to serve the community and global sport in general.

Mr. Sullivan provided more detail on particular efforts of the USOPC international relations team in this regard, leading a Board discussion on their results and goals for coming years. Drawing on her perspective as an IOC Member and Vice President, Anita DeFrantz offered further perspective on international roles where the USOPC could make a positive impact. Further Board discussion delved into particular sports and international federations where USOPC work and resources have benefitted athletes both domestically and internationally. In this regard, Board members also discussed the costs and benefits of hosting international sport competitions in the US, and the role the USOPC can play and has played in helping to attract and support such events. Mr. Sullivan reviewed visa and immigration issues that have impacted such events in recent years, and the USOPC's work in this area to make world-class international sport competitions more available to US athletes.

Ms. Hirshland and the Board went on to discuss Paralympic sport and competition issues in particular and issues that have arisen in attempting to attract support for and attention to such events. In this area, media coverage and reach and athlete classification were key topics.

Board members closed this discussion by reflecting on the USOPC's progress and impact in recent years and the need to be thoughtful and intentional about how and where to deploy effort and resources in coming years, always mindful of considerations around the coming US-based Olympic and Paralympic Games in 2028.

1.2 IOC, LA2028, USOPP Dynamics

Next, Ms. Hirshland led a wide-ranging discussion on the relationships between the USOPC and the Los Angeles 2028 Organizing Committee, including as to the US Olympic & Paralympic Properties ("USOPP") marketing joint venture created between them, and on the evolving multi-party relationships among these entities and the IOC. She referred Board members to the advance meeting materials on this topic and introduced USOPC Chief of Staff Katie Bynum to provide further details and information on developments in these areas.

Ms. Bynum began by updating the Board on USOPP's growth and progress during its first year of existence, and on developing dynamics in USOPP projects and approaches, including as they draw on input and support from each of the USOPC and LA2028. She and Ms. Hirshland reviewed specific points of progress and of challenge, and underlined the need for further focused effort to sharpen roles, responsibilities, and opportunities for partnership. Board members discussed issues that tend to separate the interests of the USOPC and USOPP/LA2028 in certain respects, and the importance of managing them in the larger context of a strong and stable partnership that focuses on the many points of alignment among the entities.

Ms. Hirshland led a Board review and discussion of the revenue generation goals of USOPP and their importance, and the various factors among the multi-party relationships in play that affect revenue goals and revenue potential for each of the parties and for important partners such as rightsholding broadcasters for the Games. Board members discussed USOPP progress and plans for sponsorship sales and configurations in coming months and years, as that entity prepares for its 2021 assumption of the lead in all such activities for both the USOPC and the 2028 Games under the terms of relevant agreements among the parties.

Next, the Board turned to a discussion on youth sport and LA2028 plans to launch an unprecedented youth sport participation program in the Los Angeles area as part of its Games-related activities in coming years. Board members exchanged ideas about the great value of this pursuit and of the USOPC's role in working with others to encourage sport participation at the grassroots level and among youth generally.

Ms. Hirshland provided the Board with a briefing on developments around IOC management of bids to host upcoming Games, the timing and nature of such bids, the IOC's changing thinking about appropriate geographic footprints for Olympic Games and Olympic Winter Games and the way expanded footprints can enable more cost-efficient and engaging Games, and prospects for a future US bid to host an Olympic Winter Games. Board members discussed ideas and questions about possible timing for such a US bid and about the proper approach to bidding when the time is right.

1.3 Global Challenges

Finally, Ms. Hirshland opened a Board discussion on particular challenges facing the international Olympic and Paralympic movements. She reflected again on the USOPC's role in addressing such challenges as a member of each movement, both in terms of resources it can and should bring, constructive approaches to engagement, and the need to remain focused on what will best serve athletes internationally and in the US. Ms. Hirshland identified a number of specific themes around which these challenges may be organized: Athlete Rights and Economics, Athlete Safety, Anti-Doping, Politicization of Sport, Ethics and Corruption, Gender Issues, Games Configuration, Audience Engagement, and Global Sport Calendars. Board members acknowledged that all these

areas will need continued attention from the USOPC at the Board and staff level, and that athlete mental health in particular should be emphasized within the Athlete Safety area. Recognizing that the current meeting session could never comprehensively address all these themes, and given recent international developments in the area of anti-doping, the Board turned to a discussion on that topic and on potential USOPC actions and positions in the fight against doping globally.

Susanne Lyons updated the Board on recent developments at the IOC and the World Anti-Doping Agency in the current controversy involving Russian anti-doping issues. She reported to the Board on discussions and developments in this regard at the recent Olympic Summit hosted by the IOC, and reflected on how this issue presents an instance where the interests of athlete safety, clean sport, science, and politics compete, making it difficult for the international sport community to reach a fair and prompt resolution. Ms. Lyons underlined the importance of the USOPC articulating clearly the fundamental principles upon which its positions rest, in order to be a positive participant in the debate over these matters.

Board members engaged in an extensive discussion of these principles, which included the fundamental need for a healthy and level playing field for all athletes, respect for the work and authority of WADA as the international body responsible for investigation and resolution of anti-doping matters, the importance of punishment for dopers and those who orchestrate doping programs matching the severity of their violations, and the protection of all clean and innocent athletes and their right to compete in sport. Further discussion reflected the direct experiences of athlete Board members and others in anti-doping matters and the ways these impact current views on the Russian situation and like matters, where politics sometimes threaten to interfere with application of proper anti-doping principles.

Building on these experiences and other Board member perspectives, Board members exchanged strong personal views on what should be the outcome of the current Russian doping controversy and how that outcome would tend to provide a precedent, positive or negative, for athletes and clean sport internationally. Board members considered different Board statements and positions on this matter and, led by Ms. Lyons, worked on the specifics of a position that she would articulate in public comments the next day.

Closing the discussion, Ms. Lyons noted the challenges that Board service presents in issues like this, where individual Board members are so engaged and passionate about particular viewpoints and priorities. She recognized that Board members tempered these as they honored their fiduciary duties to the USOPC, keeping organizational interests at the forefront and taking into account all material considerations in making difficult decisions. She thanked the Board for its energy and care in the current discussion and its candor in working together as a group.

2. Recess

At 9:20pm, the Chair reminded Board members of the meeting schedule for the following day and put the meeting into recess.

December 13, 2019

3. Call to Order

The Chair called the meeting out of recess at 8:02am Eastern Time. Unable to attend this session was Kevin White.

4. Chair and CEO Welcome

The Chair welcomed Board members and attending USOPC staff, who for this session included Rick Adams, Katie Bynum, Luella Chavez D'Angelo, Mark Jones, Morane Kerek, Bobbi McPherson, Kevin Penn, and Bahati VanPelt. She thanked the Board again for its engagement and candor at the previous evening's meeting session and invited the same energy and engagement at the current one.

Before launching the first discussion of the day, the Chair congratulated Anita DeFrantz for receiving the US Olympic Endowment's George F Steinbrenner Award, presented the previous day at a ceremony in New York. She added notes and congratulations to other Board members and attending staff on personal milestones as well. Finally, she reflected on some of the leading challenges and accomplishments for the USOPC during 2019 and offered her view that the organization is on a path toward greater accomplishments in its service of athletes and support for their inspiration of all.

Sarah Hirshland added her welcome and provided the Board with a preview of the current session agenda and of the several guests who would be joining the meeting for different discussions on the day.

5. Operations Update

Sarah Hirshland referred to advance materials for the current meeting in discussing a range of organizational topics, answering Board member questions in a number of these areas. She introduced new USOPC Chief of Athlete Services Bahati VanPelt and new USOPC Chief Marketing and Communications Officer Luella Chavez D'Angelo, and discussed the ongoing search for a new USOPC Chief Medical Officer. She reviewed recent work on evaluating USOPC performance against its 2019 strategic priorities, which was the subject of a Compensation Committee discussion the previous day. She reported on work with leadership of the Athletes Advisory Council on a memorandum of understanding under which the USOPC would commit substantial new support and

resources to the AAC to enable it to better reach its potential as an elected representative voice of elite athletes in USOPC governance.

Ms. Hirshland led a Board update and discussion on an in-progress project to better define and articulate the populations of athletes served by the USOPC and the means of allocating resources and support to each, in line with the mission of the organization. She set out early thinking about how to apply the concept of “protected competition” as it is set out in the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws to help organize an approach to creating tiers of athletes in terms of their relationships to such competitions - past, present, and future. Board members discussed the importance of this work and of getting clarity on these tiers and the concept of “Team USA” as it relates to particular athlete populations, and how this clarity can help NGBs align their own resource allocation strategies to address their individual athlete populations and missions.

Next, Ms. Hirshland briefed the Board on the process and results of the inaugural audit of the USOPC by the US Center for SafeSport, reviewing the USOPC’s compliance with USCSS policies and procedures. She noted that this audit was part of a USCSS pilot of its audit process, which is intended to come into more comprehensive operations in 2020 and that all NGBs were also subjects of pilot audits. Ms. Hirshland reviewed high-level results of these audits and reported that the USOPC was found to need remediative steps in order to achieve full compliance in several areas involving performance and tracking of SafeSport training and policy tracking among constituent groups for which the USOPC is responsible under the USCSS Code. She noted that such remediative steps had either been completed or were slated for completion in coming months.

At Ms. Hirshland’s invitation, USOPC Chief Financial Officer Morane Kerek reviewed work on a new form of NGB benefit and support statement set for introduction in 2020. She reviewed the elements of this new statement form and the benefits to NGBs and athletes of a clearer, simpler, but also more comprehensive summary of the range of support provided annually by the USOPC.

Ms. Kerek then provided the Board with an update on annual revenues and expenses against budget, noting that these numbers are running on or favorable to budget overall. She noted that final revenue numbers would be affected by end-of-year development activities and particular donations that may develop. Also in the area of finance, Ms. Hirshland reminded the Board that its previously approved 2017-2020 plan for USOPC funding to the USOPF to cover USOPF operating expenses during the quadrennium was nearing its end and that it is now apparent that, consistent with already-budgeted items, the USOPC needed to adjust the stated total quadrennium funding amount in order to meet 2020 obligations. Board members discussed the specifics of this funding and USOPF progress against fundraising goals. After this discussion, and on a motion duly made and seconded, the Board resolved that

WHEREAS, On or about April 18, 2018 the U.S. Olympic & Paralympic Committee Board of Directors passed a Resolution providing for a financial grant to the US Olympic and Paralympic Foundation of up to \$49 Million for the period 2017-2020, and

WHEREAS, the Board of Directors wishes to amend the resolution;

NOW, THEREFORE, BE IT RESOLVED, THAT the Board of Directors approves an amendment to this grant, up to \$50.3 million for the period 2017-2020; that such grant shall be used by the USOPF exclusively for its own administrative and fundraising expenses; and that, if necessary, the USOPC CEO may amend and execute a grant agreement with the USOPF including these terms.

6. Strategic Plan and 2020 Organizational Priorities

Next, Sarah Hirshland opened a discussion on USOPC strategic plan development over the next several years and the 2020 strategic priorities coming out of that. She referred to previous Board discussions on the topic and invited Kevin Penn to discuss the project and its status further.

Mr. Penn referred to advance materials for the meeting in thanking the Board for its collaborative and thoughtful work on these priorities, both for 2020 and for the coming 2021-2024 quadrennium. He noted that the process for developing these priorities had been more collaborative and inclusive of Board, constituent, and stakeholder voices and views than at any previous time, and that this intensive collaboration had led to greater confidence in and commitment to these priorities. Mr. Penn reviewed in detail the proposed 2020 priorities and their descriptions, taking note of Board member thoughts, comments, and questions. He explained that six principle themes would drive the priorities: Tokyo Athlete Experience, Athlete Tiering and Definitions, Athlete Safety, NGB Compliance, Stakeholder Trust, and Fiscal Strategy. He noted that these were discussed thoroughly at the previous day's Compensation Committee meeting as well. Board discussion followed on these themes and the plans arising from each.

Ms. Kerek built on this discussion and referred to the specifics in advance materials for the meeting in taking the Board through a proposed 2020 organizational budget. She reviewed the revenue and expense elements of the proposed budget and a number of key drivers of each, along with contingency plans and approaches in place. Board members discussed the budget and the organization's approach to budgeting in general, along with issues and impacts likely to develop over the next two quadrennia. Ms. Kerek and Mr. Penn noted that detailed planning was well underway for the 2021-2024 quadrennium in particular, and that further Board discussion on that topic would be forthcoming in future meetings.

After this discussion and on a motion duly made and seconded, the Board approved the 2020 USOPC budget as set out in the advance materials for the meeting.

7. USOPC Culture Assessment

Sarah Hirshland reminded the Board of ongoing work on organizational culture and values, and on how these should blend with the organization's mission and strategy to help USOPC staff, volunteers, and constituents better understand and engage with the organization in a positive and meaningful way. She introduced USOPC Chief People Officer Bobbi McPherson to take the Board through this work and plans for next steps.

Ms. McPherson referred to presentation materials for the meeting in reporting on the comprehensive culture assessment and definition project that had been underway for a number of weeks, led by her team and outside experts. She described extensive survey and focus group work at all levels within the organization, and went through a number of high-level results of the assessment taken. She noted positives in the assessment including commitment to the mission, dedication to the organization's work for athletes, and interpersonal respect among staff; and areas for improvement including a bias to avoid conflict, and a tendency to work within "silos" rather than across them. Board discussion ensued on these findings and possible courses of action to address them, as well as on the value of similar study at the NGB level.

Ms. McPherson described preliminary work on an approach to define and reinforce core organizational values aligned around four themes: Excellence, Caring, Inclusion, and Courage. Board members discussed these themes and their value, ideas for how to articulate and reinforce them in different ways, the importance of aligning performance incentives, and plans for further development and implementation.

Finally, Ms. Hirshland showed the Board how this approach to culture and values could fit with mission, vision, and strategy content to provide a truly comprehensive organizational guidepost. She and the Board discussed with Ms. McPherson the specifics of current plans for rolling out the final work product to USOPC staff and constituent groups in coming months. Board members reflected on the potential power of this work in helping people better understand and engage with the USOPC in 2020 and beyond.

8. Governance Best Practices and Considerations

At this point, Abby Adlerman, CEO of governance consultant Boardspan, Inc., joined the meeting. USOPC Athletes Advisory Council Chair Han Xiao and AAC leadership team member Nick LaCava also joined, and National Governing Bodies Council Chair Max Cobb joined the meeting by telephone.

The Chair welcomed Ms. Alderman and the other guests, and introduced a session on

board duties, including fiduciary duties, particularly as they arise in the context of constituent-based boards. She noted that recently approved USOPC governance reform steps would lead to a USOPC Board with more constituent voices, and that the importance of building a clear and agreed vision of fiduciary duties would become ever more important during this transition.

Ms. Adlerman referred to presentation materials for the meeting in taking the Board through research Boardspan had done in the area of board member roles and governance, and the dynamics of the USOPC Board in its current and coming configurations. She reviewed past USOPC Board self-assessment results and discussed plans for a 2020 self-assessment exercise to build on these. Ms. Adlerman discussed a triangular relationship among the USOPC organization, its constituents, and judgment exercised by each Board member. She noted that the mission, responsibilities, and goals of all board members should be the same, and that the means of election of any particular Board member does not change these fundamentals or that Board member's fiduciary duty to put the interests of the USOPC first in their board work, even as they bring to that work the strengths and perspectives particular to their background and election.

Building on these principles, Board members discussed the concepts of issue and constituent advocacy in the board context. Mr. Cobb noted the fundamental responsibility of a constituent-elected board member to fully and accurately articulate the views of their constituency, while also observing the board member's fiduciary duties to the organization. He indicated that further communication on this topic with the constituencies as well as their Board representatives could help develop clearer shared understandings on this point. Board members, Mr. Cobb, Mr. Xiao, and Mr. LaCava all discussed views and perspectives on these and other specifics on board service and constituent representation, agreeing on a number of points where further and deeper communications within constituent groups could be beneficial, and exploring areas where advocacy of constituent viewpoints could be more effective at the staff level rather than the board level (e.g., where particular implementation of policies is being designed and carried out at that level).

Further Board discussion concerned means and frequency of communications between constituent groups and the Board members they have nominated to the Board; effective ways to enhance those communications in both directions; and the value of formally evaluating Board members, including in this area. Mr. Xiao underlined the importance to the AAC that it understand what has been communicated to the Board about its views and preferences, and what comes of Board discussions on these, and indicated that this, rather than an obligation to advocate personally for any particular view, is among the most important duties of its representative directors on the Board.

Ms. Adlerman thanked the Board for its candor and engagement on these topics and previewed coming work from Boardspan and the USOPC Nominating and Governance Committee on a suite of tools to help the Board better navigate these topics and maximize

its performance, including in the area of agreed Board qualifications, consistent and formal Board member evaluations, and enhanced Board member training and re-election procedures.

Ms. Lyons closed the conversation by emphasizing how valuable Board member training is in these areas, particularly as to fiduciary duties and constituent service as a constituent board member, and underlined the importance that the Board successfully navigate the coming transition in its form, and emerge even stronger and more effective in 2021.

With the Board's thanks, Ms. Alderman and Max Cobb left the meeting.

9. AAC Leadership Visit

Next, the Chair invited Mr. Xiao and Mr. LaCava to update the Board on AAC issues and priorities as they have developed since the AAC's session with the Board in September 2019.

Mr. Xiao and Mr. LaCava discussed ongoing work between AAC leadership and the USOPC on the Memorandum of Understanding committing specific additional USOPC support and resources to the AAC so that it may better address its mission and goals. They noted good progress to date and the hope that the document would be finalized in coming weeks.

Mr. Xiao referred to presentation materials for the meeting in leading a discussion organized around a number of key issues for athletes: SafeSport, Mental Health, Career Planning and Retirement, Human Rights, and Coaching Methods.

On the topic of SafeSport and athlete safety, Mr. Xiao discussed issues arising with the approach taken by the USCSS on issues such as limitations on one-on-one athlete interactions in the Paralympic sphere, where such interactions can form a fundamental part of athlete support. He reviewed concerns about athlete safety in non-Olympic and Paralympic community contexts, such as collegiate sports, and encouraged the USOPC to use its voice and learnings to help in these areas. Turning to athlete mental health, Mr. Xiao described early efforts to build and launch an athlete working group focused on these issues. He and Board members discussed possible approaches to cooperation on these items in particular.

Mr. Xiao then turned to athlete career planning and retirement, noting that there had been substantial work in this area with USOPC staff, in particular Director of Athlete Outreach & Engagement Julia Clukey, building on existing USOPC resources. He noted that the AAC looked forward to further work with the USOPC Athlete Services team on these topics in coming months. He also discussed growing athlete concerns in the area of athlete human rights, and the ways they are being discussed and articulated by organizations throughout the international Olympic and Paralympic community. He

noted that the AAC joined in a specific statement asking for the IOC to recognize a particular set of stated rights. Relatedly, Mr. Xiao and Board members discussed gender issues as they arise in sport competition environments, evolving thinking about how to approach and manage these issues, and the importance of further work in this area.

Further discussion among Board members and the AAC guests explored IOC Rule 50 (as to athlete political statements while participating in the Games), and varying athlete views and priorities as to the latter issue in particular. Board members reflected on the competing importance of principles of free speech on the one hand, and avoiding politicization of sport and the Games on the other.

In the area of coaching methods, Mr. Xiao discussed the recent controversy involving whether a particular elite Athletics training program in the US involved training methods that could be physically and/or mentally harmful to athletes, particularly female athletes. He explored some of the questions raised by this controversy and discussed with Board members how the USOPC can play a role in promoting positive coaching and athlete health and safety in general. Ms. Hirshland noted ongoing work in this area, noting also that this would be an area of focus for the USOPC's next Chief Medical Officer.

Board members and the AAC guests engaged in further exchanges of ideas and perspectives on these topics and in the area of anti-doping, the current Russian controversy in particular. Mr. Xiao articulated the importance of seeing behavior change on the part of people and organizations that violate anti-doping rules, and the need to ensure that sanctions take into account any lack of such changes. They also discussed athlete views on the Rodchenkov Act, currently being considered by Congress for passage, including as it may impact athletes in the US and internationally.

Turning to athlete compensation and economic opportunities, Mr. Xiao reviewed AAC views on the updated IOC Rule 40 and the USOPC's announcement of a new implementation of that rule in the US, which includes more athlete advertising and sponsorship opportunities during Games time. Further discussion in this area concerned the need to ensure that athlete contracts (e.g., for personal appearances) with the USOPC and NGBs need to be fair and equitable in all cases, and to reflect the risks and benefits for both parties under these agreements. Ms. Hirshland described current USOPC efforts in this area and agreed with Mr. Xiao that further effort and progress would be important.

Further discussion topics addressed by the AAC guests and Board members included how athletes can and should be more involved in sport event decisions and changes (e.g., moving or cancelling particular events within a competition), AAC concerns and questions about the USOPC process for decertifying NGBs under the new USOPC Bylaws in this area, and USOPC sport investment strategy as it relates to promoting gender equity and growing Paralympic sports for the benefit of all US athletes.

Finally, Board members and Mr. Xiao discussed athlete advocacy groups currently active in the US, his and the AAC's relationships and discussions with them, and his and the AAC's views of the best way to address related athlete issues and concerns. He provided the Board with further context on these points and on AAC plans for further and more direct public communications in these areas, so that people can more clearly understand the AAC's own positions.

After this discussion the Chair thanked Mr. Xiao and Mr. LaCava for their thoughtful and probing input, and everyone for the engaged discussion. Mr. Xiao and Mr. LaCava left the meeting.

10. Governance Reforms, Congressional Actions

Next, the Chair introduced a continuation of ongoing Board discussions and work on USOPC governance reform, especially as it may be refined and adopted through amendments to the USOPC Bylaws.

Sarah Hirshland took the Board through the high-level work plan and timing for a multi-phase approach to this reform, calculated to consider in substance all of the formal recommendations for USOPC governance produced by the Congressional and independent panels over the previous year. She reminded the Board that the first phase of this work was completed by the Board at its telephonic meeting of November 11, 2019, during which the Board formally adopted a broad set of specific Bylaw amendments, since published on teamusa.org. She reviewed implementation plans and progress on these items.

At Ms. Hirshland's invitation, USOPC General Counsel Chris McCleary then updated the Board on further phases of the governance reform work. He refreshed the Board on members of the working group formed among the USOPC, the AAC, the NGBC, USOPA, and the Paralympic Advisory Council (PAC) to vet and refine specific elements of this work, and their progress on the second phase of this work. He indicated that this group hoped to have a set of proposals for the second phase in coming weeks, and that it was already making plans for further phases to be addressed during 2020.

Ms. Hirshland went on to update the Board on Congressional legislative developments. She first discussed the Rodchenkov Act and its progress towards passage by Congress. She noted international expressions of concern about particular portions of that legislation, as well as to strong expressions of support domestically from groups such as USADA. She reminded the Board that the USOPC had formally expressed support for the legislation in principle, while offering input on specific elements of the legislation.

Turning to other legislative developments, Ms. Hirshland reviewed the path and status of the Moran/Blumenthal Empowering Olympic and Amateur Athletes Act, first introduced in Congress in July 2019. She discussed the bill's progress through the committee and

amendment process and discussed potential timing for further developments, reviewing the focused efforts of the USOPC and constituent groups including the AAC and NGBC to aid in Congress' consideration of the many specific points contained in the bill, on a host of issues and opportunities for clarification and improvement.

Board discussion on specific elements of the bill followed, with Board members exchanging thoughts and questions about particular provisions, their intended effects, and possible unintended consequences. Ms. Hirshland discussed ongoing efforts to offer positive input on the legislation and the issues underlying it.

11. SafeSport and the USCSS

The Chair next introduced a discussion on SafeSport and the US Center for SafeSport in particular. She reminded the Board that while the USCSS was and must remain entirely independent of the USOPC, the USOPC had a duty as the principle USCSS client and source of funding to understand as much as it can about the USCSS's prospects for effective and comprehensive work in the critical area of athlete safety. She invited Kevin Penn to provide the Board with an update on certain USOPC analysis in this area.

Mr. Penn referred to presentation materials in taking the Board through a detailed project, commissioned by the USOPC and carried out by an outside management consulting firm, to analyze the current USCSS structure and available resources alongside its mission and duties. Mr. Penn outlined the approach of this study and its preliminary results. He reported that these conclusions demonstrate that the USCSS structure and scale, and the concomitant need for further resources, was likely to keep growing at a rapid rate in coming years. He reviewed the impact on this growth of the immense population of individuals the USCSS is being called to serve as that population is becoming clearer.

Board discussion followed on this possible mismatch between intended mission and scale of the USCSS on the one hand, and the potential growth in its operations and needs on the other. Questions and ideas were exchanged on the best approach to addressing this issue so that the USCSS could be put on a more solid path going forward. In particular, Board members discussed whether and how a combination of greater funding from a more diverse set of sources (including government funding) and a clarified and limited scope of operation could help address the issue. Board members discussed the ongoing importance of substantial USOPC financial support for the USCSS, just as it provides to USADA; they also reflected that this support may be inadequate for the USCSS given current trajectories. There was general agreement that this issue needed to be addressed by the USCSS, the USOPC, and other interested parties.

Finally, Sarah Hirshland continued the Board's earlier discussion of USCSS's pilot of NGB and USOPC audits, the results of these initial audits, and plans to incorporate the USCSS annual audits into the USCSS certification process for NGBs in the future.

12. Executive Session, Committee Reports

Attending members of USOPC staff other than Kevin Penn now left the meeting. USOPC Vice President of Security Nicole Deal joined the meeting by telephone.

12.1 Background Check Policy Update

Building on previous Board discussions on the topic and referring to presentation slides and advance materials for the meeting, Mr. Penn refreshed the Board on proposed updates to the USOPC Background Check Policy previously approved by the Board for piloted use in connection with USOPC delegation management for the 2019 PanAm Games and ParaPanAm Games in Lima. Mr. Penn reported on the results of that pilot, the learnings that came out of it, and the ways these informed the final proposed policy.

Mr. Penn and Board members discussed specific elements of the policy and its jurisdiction, including as to members of the media that visit Olympic and Paralympic Training Centers and USOPC delegation events, both of which are subject matter for the policy's requirements. On that point there was general agreement that the policy language not requiring background checks for media personnel *unless* they will have unsupervised one-on-one access to athletes should be reversed, so that the requirement is more directly stated to apply to media personnel who *will* have such access.

After further Board discussion and on a motion duly made and seconded, and subject to making this discussed adjustment as to media personnel, the Board approved adoption of the revised USOPC Background Check Policy and the USOPC Responsible Sport Organizations Policy as set out in the advance materials for the meeting, effective January 1, 2020.

At this point, Mr. Penn and Ms. Deal left the meeting.

12.2 Athlete Safety Policy

Chris McCleary provided the Board with information and background on a proposed update to the USOPC Athlete Safety Policy, and the process by which it is being vetted with leadership from the AAC and NGBC preparatory to being presented to the Board for approval and adoption. He went through the substantive updates being proposed, which would clarify USOPC definitions of individuals covered by the policy; USOPC jurisdiction over different types of athlete safety matters; staff and departmental responsibilities under the policy; update language on response and resolution and hearing procedures; and formally articulate the USOPC Minor Athlete Abuse Prevention approach in line with USCSS requirements.

Mr. McCleary indicated that the updated policy was planned to be presented to the Board in coming weeks.

12.3 Litigation Report

Chris McCleary next offered the Board a privileged and confidential briefing on current litigation matters. In particular he updated the Board on previously-discussed mediated settlement discussions related to the group of litigation cases involving USA Gymnastics, the USOPC, and a number of other entities and individuals, brought by victims and survivors of sexual abuse involving Larry Nassar and others in the sport of gymnastics. Mr. McCleary discussed the ongoing work and guidance offered by the Board's working group on current litigation and its engagement in further details on the cases underway. The Board discussed these matters and Board members asked a number of questions on specific points pertinent to the USOPC and its role in them, and on possibilities and prospects for pursuing their resolution in a way fair to everyone involved.

12.4 Board Engagement and Process Discussion

The Chair introduced a Board discussion on the best mechanics for the Board to accomplish its work, given growing demands and developing priorities. She and members of the Board discussed the current formats and timing of Board and committee meetings, and adjustments that might be made in the future to provide for more Board meeting time and efficient committee meeting time such that Board members can be maximally engaged and productive in their roles, while respecting Board members' time and travel schedules. Board members discussed the benefit of in-person Board and committee interactions and the countervailing need to manage travel time for Board and committee members.

After this discussion, there was general agreement to try out extending slightly the time of regular Board meetings, and to attempt to conduct most committee meetings at other times, using videoconference platforms wherever possible. The Board agreed to revisit these issues over the next several meetings in order to continue optimization efforts.

12.5 Committee Reports

12.5.1 Finance Audit and Risk Committee

USOPC Audit Committee Chair Beth Brooke-Marciniak reported on the work of that committee and its meeting of the previous day. She reviewed committee discussions on risk management and cyber risks in particular; budget and financial reviews including how exceptional expenses are reflected in budget reporting; insurance coverage and plans for 2020 in that area, including ongoing efforts to assist NGBs in the area of Directors and Officers coverage availability; and committee work on external audits including that of the USCSS.

12.5.2 Nominating and Governance Committee

USOPC Nominating and Governance Committee Chair Robbie Bach updated the Board on that committee's work including at meetings and working sessions in the days leading up to the current Board meeting. He reported that the committee named a new member of the USOPC Ethics committee to fill its open independent slot, and held interviews with three finalists for the currently open USOPC Board independent seat. He indicated that finalist interviews would conclude in coming weeks and the committee hoped to have its recommendation to the USOPC Board shortly thereafter. Further Board discussion on this topic concerned the process and approach for candidate identification, interviews, and other communications; and the role and performance requirements for an external search firm in these areas. Mr. Bach briefed the Board on the committee's initial discussions on launching projects to implement a number of the governance reform items adopted by the Board at its meeting in November 2019, including as to the committee's need to develop and implement consistent new USOPC approaches on Board member qualifications, training, evaluation, and re-election, and on constituent election procedures for their USOPC Board representatives. He noted that Boardspan would be able to help with some of this work and that the committee was developing plans to address all of it in coming months.

12.5.3 Paralympic Advisory Council

PAC Chair Cheri Blauwet reported on the council's ongoing work in the areas of high performance planning at the USOPC, supporting the International Paralympic Committee's efforts at governance reform, and contributing to the ongoing USOPC governance reform work, including through its participation on the constituent working group discussed earlier in the day. She also reported on the international IPC Athletes' Forum hosted by the USOPC in Colorado Springs in November 2019, which included the IPC, WADA, and athletes from around the world, and its benefits for Paralympic athletes in the US and internationally. Ms. Blauwet and other Board members also discussed issues faced by NGBs who wish to initiate or grow activities in Paralympic sport and how the USOPC can aid in identifying resources and support for them and their athletes.

12.5.4 Ethics Committee

Ethics Committee Chair Anita DeFrantz previewed that committee's meeting scheduled for the following week, including discussion items on annual disclosures and ethics training, and on potential USOPC policies in the area of matter reporting and non-retaliation. She thanked the Nominating and Governance Committee for its work and assistance in seating two new members of the Ethics committee during 2019, and looked forward to moving forward with a full committee team in 2020.

12.5.5 Athlete and NGB Engagement Committee

Athlete and Engagement Committee Chair Susanne Lyons discussed that committee's meeting of the previous day and its efforts to continue clarifying and potentially narrowing the scope of the committee's work, which she reported is developing to be very broad as the committee completes its first year in existence. She indicated that the committee is working together constructively and effectively, and that the only question is as to bandwidth given the scope and scale of worthy tasks. She reviewed committee discussions on current NGB compliance matters; governance reform steps impacting athlete and NGB engagement; potential amendments to the Ted Stevens Act contemplated by the Moran/Blumenthal legislation discussed by the Board earlier in the day's session; and an important USOPC project on clarifying and improving support to NGBs on team selection procedures. Finally, she discussed the committee's completion of the annual review process for the USOPC Athlete Ombuds.

12.5.6 Compensation Committee

Compensation Committee Chair Bob Wood reviewed the year-end work of that committee, including as addressed at its meeting of the previous day. He briefed the Board on several of these items: USOPC staff reviews and compensation matters; a 360 degree review of Sarah Hirshland and her first year-plus as USOPC CEO; and the Committee's review and recommendation as to 2019 staff merit program organizational performance metric. On the latter point, Mr. Wood described a presentation to the Committee by USOPC staff that outlined organizational performance against its quantified annual targets, and subsequent committee discussion on the topic. He reported the committee's final recommendation as to the organization performance score for purposes of the merit program. After Board discussion on this topic and on a motion duly made and seconded, the Board approved the Compensation Committee's recommendation on this point.

Finally, Mr. Wood and Sarah Hirshland discussed in more detail the results of her 360 degree evaluation for the previous year, and particular points of positive feedback and of opportunities for improvement.

At this point, Ms. Hirshland and Chris McCleary left the meeting and Board members engaged in further discussion on Ms. Hirshland's performance and review, and recommendations as to performance compensation. After this discussion, Ms. Hirshland and Mr. McCleary rejoined the meeting.

12.6 Administrative Items

12.6.1 Anti-Doping Policy Update

Referring to advance materials for the meeting, Mr. McCleary briefed the Board on proposed updates to the USOPC National Anti-Doping Policy. He discussed recent revisions to the World Anti-Doping Agency Code, to which the USOPC is a signatory and under which it is bound. He described the need to keep the USOPC policy in line with such developments, and the process by which, in collaboration both with WADA and with the US Anti-Doping Agency, the USOPC policy was amended and ready for Board consideration and approval. In particular, he noted that in recent days USOPC staff had heard from WADA that it is comfortable with the proposed revised policy.

After Board discussion on this topic and on a motion duly made and seconded, the Board voted to approve the revised USOPC National Anti-Doping Policy as incorporated in the advance materials for the current meeting, effective January 1, 2020.

12.6.2 November Meeting Minutes

Next, Mr. McCleary referred to draft Board meeting minutes from the Board's telephonic meeting of November 7, 2019, included in the advance materials for the meeting. Mr. McCleary invited discussion of these draft minutes.

Board discussion followed, after which and on a motion duly made and seconded, the Board voted to approve the November 7, 2019 meeting minutes as included in the advance materials for the current meeting.

12.6.3. Housekeeping

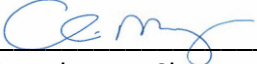
McCleary informed the Board that the process for determining 2021 Board meeting dates and locations would begin with calendar surveys of Board members in coming weeks. He added that a chart summarizing Board member areas of experience and subject matter expertise was being developed and would be submitted to Board members for finalization during the same time frame, noting that an updated tool of this kind will be useful to the Nominating and Governance Committee, and to USOPC constituent bodies, as they each identify candidates for new Board members in coming months.

Sarah Hirshland reminded the Board that a special telephonic Board meeting would be set for mid-January 2020, during which the Board would likely be asked to discuss second phase governance reform, the revised USOPC Athlete Safety Policy, and possibly one to two other short topics. She noted that the next regular meeting of the Board was set for March 2020 in Los Angeles, and she discussed potential meeting agenda items with the Board for further consideration.

13. Adjournment

There being no further business, the meeting was adjourned at approximately 3:05pm.

This document constitutes a true and correct copy of the minutes of the December 12-13, 2019 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

January 17, 2020
Date