

**Minutes**  
**USOC Board of Directors Meeting**  
**Los Angeles, California**  
**March 7, 2019**

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

Attending USOC staff were Rick Adams, Desiree Filippone, Mark Jones, Morane Kerek, and Kevin Penn. The minutes were recorded by Christopher McCleary, Secretary.

**1. Call to Order and Welcome; Comments from the Chair**

The Chair called the meeting to order at 7:30am Pacific Time. She welcomed Board members and attending USOC staff.

Noting that this was her first meeting as USOC Board Chair, the Chair offered a number of thoughts on Board effectiveness and operational approaches, also discussing her own goals for 2019 as Chair. She discussed the need to embrace change and focus on solutions for the Olympic and Paralympic community, using a rebalanced approach to athlete wellness and competitive excellence. She emphasized the need to lead culture change at the Board level and the opportunities for the newly populated Board and committees to do so. She challenged members of the Board to seize these opportunities.

**2. CEO Update, Organizational Realignment**

Sarah Hirshland next reviewed the day’s agenda and previewed a number of the key tasks before the Board, underlining how they interrelate and impact one another. She also gave the Board a detailed report on organizational changes in place and underway as part of her approach to streamlining and refocusing USOC staff and operations to more clearly focus on athlete services, both delivered directly and through sport support and NGB compliance. She reviewed particular challenges facing the new organizational structure and how it is suited to address them with fresh energy and perspective. She noted that more than half of her senior staff will be new in this changed structure.

Board discussion and questions followed, including as to the USOC's overall reduced headcount in recent years and the need to continue to achieve administrative efficiencies even as the organization undertakes additional work.

### **3. Advance Materials Q&A**

Sarah Hirshland referred to advance materials for the current meeting on topics including year-to-date financial results and budget planning, a development update, a high-performance update, and information on National Paralympic Committee work and plans. She invited Board member questions or discussion on any of these, as the materials' authors and subject matter experts were in attendance to provide further information.

Board discussion on these items included specific plans in the development area and National Paralympic Committee issues and opportunities. The Chair noted that in connection with USOC's role as a National Paralympic Committee in the international Paralympic community, Cheri Blauwet has agreed to serve as NPC President, and USOC Chief of Paralympic Sport Julie Dusliere as NPC Secretary General.

In response to Board member questions, USOC Chief of Sport Performance and NGB Services Rick Adams reviewed plans for athlete high performance support for the 2019 Pan Am Games and ParaPan Am Games, and the 2020 Olympic and Paralympic Games. Board members discussed the ongoing process of identifying and implementing innovative and individualized support for competing athletes.

### **4. Board Self-Assessment, Engagement**

At this point, Abby Adlerman, CEO of BoardSpan, joined the meeting.

The Chair welcomed Ms. Adlerman and opened a Board discussion on self-assessment and continuous efforts to build Board strength and engagement.

Ms. Adlerman described a just-completed exercise that BoardSpan conducted with the Board, whereby Board members offered thoughts and reactions on USOC Board performance and capabilities on a range of topics and subject matter areas, including culture and communication, engagement on important issues, strategy alignment, athlete and NGB representation, support from management, and meeting effectiveness. She thanked members of the Board for their 100% participation in the survey work.

Board discussion and questions on these and other factors followed, as Ms. Adlerman and Board members reviewed survey results included in the advance materials for the meeting. Board members exchanged thoughts on action items indicated by the survey results, reflected on the value of longitudinal study in these matters, and discussed what should be the frequency of study in the future.

Ms. Alderman also briefed the Board on high-level results of similar work recently performed by Boardspan with the boards of National Governing Bodies across the country. She reported that this work, funded by the USOC but carried out directly with almost every NGB, offered valuable insights to individual NGBs and across the NGB community. Ms. Alderman and Board members discussed specific learnings and opportunities for the USOC in providing NGBs with support and leadership in the area of governance.

With the thanks of the Board, Ms. Alderman left the meeting.

## **5. AAC Update**

USOC Athletes Advisory Council Chair Han Xiao joined the meeting by videoconference.

At the Chair's invitation, Mr. Xiao offered the Board a number of thoughts and impressions on the work and plans of the AAC, as well as its priorities and requests of the USOC.

Mr. Xiao noted that the AAC had approved a change to its Bylaws specifying that at least one of the three USOC Board representatives nominated by the AAC must represent a Paralympic sport. He asked that the USOC Board approve this AAC Bylaw change in order for it to take effect immediately.

He went on to describe the intense and demanding work of the AAC and the concomitant need for increased professional support for the organization which, led by volunteers, must stay abreast of and help lead progress in a range of substantive areas. He discussed developing thinking and ongoing AAC work in the area of athlete advocacy on important issues, and how it can be provided in a more professional and dedicated way. He underlined that AAC thinking on specifics in this area is not complete, but that there is a strong sense that progress must be made; he reported that a formal AAC resolution had been passed calling on AAC leadership to explore the issue further.

Mr. Xiao also discussed AAC perceptions related to the importance of athlete voice and input on organizational decisions at the USOC and NGB levels. Board questions and discussion with Mr. Xiao followed, delving into these issues and others such as the importance of agreeing on a clearer definition of "athlete" as used in concepts such as "athlete advocacy" and "athlete voice." Further discussion involved challenges among the NGBs and at the USOC in advancing specific issues of importance to athletes, questions about the scope of USOC and NGB responsibilities and the need for clarity on mission and purpose, and the way athletes, NGBs, and the USOC operate under the Ted Stevens Olympic and Amateur Sports Act.

He organized further thoughts into three realms of concern: Sport-specific matters, USOC matters, and global matters. Mr. Xiao and the Board discussed particular issues of athlete concern in each of these areas.

Finally, Mr. Xiao discussed a number of specific requests from the AAC for USOC action. These came in the areas of athlete use of Olympic marks in their personal marketing and sponsorship activities, support for athletes seeking to develop elite abilities in sports not generally included in the collegiate sphere, the IOC's "Rule 40" and its implementation in the US going forward, extending the USOC "NGB Best Practices" program to include AAC representatives, and reconsideration of 2018 AAC proposals for direct election and re-election of athlete representatives to the USOC Board. The Chair committed to discussing and addressing each of these matters.

At this point, and with the thanks of the Board, Mr. Xiao left the meeting.

Further Board discussion ensued, including as to Mr. Xiao's discussion points and requests, the ways in which planned USOC organizational changes may help to address them, further steps that may build upon these, and the value of working directly with the AAC and its leadership team in designing and implementing improvements. Board members stressed the importance of responding directly to Mr. Xiao's specific requests in particular.

Directors discussed further the need for dedicated AAC resources to support the all-volunteer membership and leadership structure in addressing AAC responsibilities and opportunities ahead. Directors exchanged ideas and questions about a number of specifics in these areas and Ms. Hirshland committed to further staff work on these as well.

Finally, the Board discussed prioritizing among the several areas of potential improvements identified, to ensure positive results in areas where quick results are most achievable, mindful that further developments and work going on within, for example, the Borders Commission, may inform and enable better results in other areas.

## **6. USOPP Discussion**

Kathy Carter, Chief Revenue Officer of the Los Angeles 2028 Organizing Committee for the Olympic and Paralympic Games ("LA2028") and Chief Executive Officer of US Olympic and Paralympic Properties ("USOPP"), the marketing joint venture between LA2028 and the USOC, accompanied by LA2028 Chief Operating Officer John Harper, joined the meeting.

At the Chair's invitation, Ms. Carter offered the Board information and updates on LA2028 and USOPP work and progress, as well as plans for 2019. She referred to efforts to update LA2028 budgeting on both the revenue and expense sides, to take into account learnings

regarding the first-ever 10-year Games hosting period, as well as translating previously budgeted 2024 Games dollars to a 2028 Games scenario. She also discussed the Los Angeles youth sport legacy project already underway, which is anticipated to form an important part of the pre-Games impact and post-Games legacy of the Los Angeles Games, focused on benefitting underserved children throughout the area.

Further points of discussion among Ms. Carter, Mr. Harper, and the Board included USOPP progress in organizing, planning, and launching its marketing and sales operations, providing marketing and related support for sponsors and the USOC in connection with the 2020 Olympic and Paralympic Games in Tokyo, and post-Tokyo sales plans. In that regard, Ms. Carter reviewed USOPP's planned emphasis on empowering and supporting public discourse and excitement around Team USA and the Games, rather than focusing on more traditional marketing and sponsorship emphases on protection and control.

Mr. Harper provided further detail on organizational and budget topics, detailing elements of LA2028's budget emphasis on a low-risk, solid, and achievable revenue and expense plan.

Finally, the Board and Ms. Carter and Mr. Harper discussed other LA2028 developments including venue planning and infrastructure, ongoing work in connection with the City of Los Angeles on planning and coordination in coming years, and LA2028's approach to consistent and positive engagement with government authorities at the federal and state levels.

The Board thanked Ms. Carter and Mr. Harper and wished them well in their work, and they left the meeting.

## **7. Borders Commission**

Sarah Hirshland opened a discussion on the work and status of the Borders Commission on Athlete and NGB Engagement. She underlined the Commission's independence and a concomitant limit on her information as to specifics of the Commission's thinking and plans. She discussed recent communications with the Commission Chair Lisa Borders and with its counsel and consultative resource, Davis Butler of the law firm of Butler Rikard Mersereau.

At Ms. Hirshland's invitation, USOC General Counsel Chris McCleary provided the Board with further information from those communications as to the Commission's work plan and progress, resource needs from the USOC, and other topics. He noted that the Commission planned an in-person working session for March 8, 2019, wherein the Commission would meet in person with subject matter experts and advocates including a number of the most vocal and articulate recent USOC critics, to ensure that the Commission fully understands the perspectives and concerns of these individuals. He also relayed that the Commission intends to release its second interim report shortly. Mr.

McCleary referred to Lisa Borders' recent departure from her role as CEO of Time's Up, and her continuing commitment to the Commission and its work.

Dan Doctoroff offered his further perspectives and concerns based on the Commission's final report target date of June 30, 2019 and his service as a member of the Commission. He underlined the importance of ensuring the Commission has adequate resources and support to generate the clear factual understandings and analysis needed for impactful, specific, and actionable recommendations within the anticipated time frame. Further Board discussion involved comments and questions about other efforts and developments occurring in parallel to the work of the Commission, and in particular the hope that its work product can be timely and useful to Members of Congress looking at similar questions and issues.

Finally, the Board discussed understandings and ideas about how the final work of the Commission can best be delivered to the Board for its understanding and action as appropriate, as well as to the U.S. Olympic and Paralympic community overall. Specific suggestions and questions were identified for discussion with the Commission in that regard.

## **8. Congressional Progress Report**

USOC Vice President of Government Relations Desiree Filippone provided the Board with an update on legislative developments and USOC efforts to support Congressional inquiries and reviews related to the USOC, NGBs, athlete safety matters, and related issues. She reviewed several Congressional committees and Members who continue to take a keen interest in these issues and to consider whether and where further Congressional intervention may be carried out.

She also described recent in-person meetings with a number of Congress Members and staff, participated in by Susanne Lyons, Brad Snyder, Sarah Hirshland, and Han Xiao. She reviewed topics and questions discussed and plans for further meetings in coming weeks. She noted the strong sense in a number of these interactions that Members of Congress are most interested in specific solutions to address previously identified issues and concerns rather than more fact-finding and articulation of these items. In that regard, she outlined a number of specific legislative proposals that could be offered to Members of Congress for inclusion in any planned legislative efforts affecting the U.S. Olympic and Paralympic community.

Finally, she reviewed the USOC team and resources working most directly on Congressional matters, including the Board-level working group of Beth Brooke-Marciniak, Dan Doctoroff, and Brad Snyder, which had been engaged with her on a number of the topics just discussed. She thanked them for their efforts, and in advance for the work to come.

The Chair and Ms. Hirshland added additional perspectives on their recent visits to Capitol Hill and next steps in this area, and the Board discussed particular impressions and suggestions from other Board members in this regard. Ms. Filippone promised to report back to the Board with further developments as they transpire.

## **9. Athlete Safety, USCSS Report**

USOC Vice President of Athlete Safety Wendy Guthrie, having joined the meeting for this topic, offered the Board updated information on the USOC's ongoing efforts in the area of athlete safety in general and on their interactions with and understandings from the U.S. Center for SafeSport ("USCSS") in particular.

Ms. Guthrie discussed a number of specific areas of emphasis in her interactions with USCSS senior management, including USCSS work in the areas of case management and catching up with its backlog of sexual abuse cases under investigation, non-sexual abuse matters, use of the increased funding from the USOC and NGBs, progress on its national centralized database of banned and suspended individuals, and training and educational programs. Board members exchanged thoughts and questions with Ms. Guthrie on a number of these items, in particular reflecting on the importance of the USCSS exercising its jurisdiction in cases of non-sexual abuse as well as sexual abuse.

Further Board discussion concerned USCSS's need for independence from the USOC and its countervailing calls for greater and greater levels of USOC funding. Board members offered thoughts on the relationship between the USOC and USCSS and prospects for respecting the USCSS's absolute need for independence in investigating and resolving abuse matters. This discussion also included similarities in other provider-customer relationships and how they may inform this one.

## **10. Mission and Core Principles, 2019 Strategic Priorities**

Sarah Hirshland next opened a continuation of recent Board discussions and work sessions on revising the USOC's stated mission and core principles. She described for the Board further work on these since the time of the last Board meeting including the process of seeking and securing comments and input from the AAC, the NGBC, constituent groups, and subject matter experts. She reviewed with the Board specific recommendations for a revised mission statement and integral set of core principles, as set out in advance materials for the meeting. She underlined the importance of treating the mission and core principles as elements of a whole, as they collectively set a course with enough specifics to be understandable and actionable.

Board discussion followed, including on the importance of factoring in, as applicable, the work of the Borders Commission and developments at the Congressional level, before final implementation of the proposed mission and core principle language.

After this discussion, and on a motion duly made and seconded, the Board indicated its support and approval of the new USOC mission and core principles statements in the advanced materials and asked that draft Bylaw amendments to reflect the new mission and core principles statement be posted for public comment and potential formal adoption by the Board at its next meeting.

Next, Ms. Hirshland introduced to the Board a set of 2019 strategic objectives to be used for organizational and staff evaluation. She noted that this work flowed from the themes emphasized in the new core principles. Reviewing the specifics of these objectives, she noted that they feature an increased and explicit emphasis on athlete support and protection. Board members expressed support for the 2019 strategic objective as presented.

## **11. Collegiate Sport and Engagement**

Rick Adams reviewed recent work of the USOC Collegiate Advisory Council led by Kevin White. He discussed a number of particular efforts underway by that group working with policy makers, the NCAA, and particular colleges and universities across the country. In that regard he reviewed the “Olympians Made Here” and “Paralympians Made Here” non-commercial collegiate awareness program planned for launch by the USOC in coming weeks. Referring to advance materials for the meeting, he outlined the potential benefits of this program to colleges, athletes, and the Olympic and Paralympic community overall, as it raises awareness of the powerful role collegiate athletics play in Olympic and Paralympic sport participation and achievement by U.S. athletes. Board discussion on this program focused on the importance of recognizing and celebrating this fact and of encouraging colleges and universities to participate by honoring some of their most accomplished athletes.

Mr. White added his own thoughts and reflections on this program and the Council’s other efforts and aims, saluting the time and effort contributed by members of the Council and the work and dedication of supporting USOC staff. He reinforced the importance of the relationship between collegiate athletics and Olympic and Paralympic sport in the US, noting the great prevalence of collegiate athletes on the U.S. Olympic and Paralympic teams at recent Games. Board members offered their thanks and encouragement to Mr. White and the Council in this regard.

Further Board discussion concerned athlete perspectives on the “Olympians Made Here” program, further work to do in working with athletes to ensure the fullest understanding and enjoyment of its benefits, and other Council efforts as they can help athletes in particular.



## **12. USA Gymnastics**

Sarah Hirshland opened a discussion on current developments and issues concerning USA Gymnastics. She updated the Board on USAG's new CEO, Li Li Leung and their initial conversations, and on other USAG Board and staff developments. Rick Adams discussed ongoing USOC work with USAG in the area of high-performance sport support, looking forward in particular to the 2020 Olympic Games in Tokyo. Board members discussed with Ms. Hirshland and Chris McCleary the pending de-recognition matter filed by the USOC under Section 8 of the USOC Bylaws, and the related effects of USAG's bankruptcy proceedings and the stay of claims against USAG. Mr. McCleary provided further information about the status of these proceedings and the Board discussed USAG's hopes that they will enable a relatively quick and fair resolution of the Nassar-related litigation facing USAG.

Further Board discussion concerned the USOC's readiness to support the sport of gymnastics appropriately and effectively in several scenarios that may develop under all the circumstances. Rick Adams provided the Board with specifics and plans in this regard.

## **13. International Reports**

At the Chair's invitation, a number of Board members offered the Board updates on international Olympic and Paralympic matters.

First, Anita DeFrantz, IOC Vice President and IOC Member, reported on IOC work in the area of transgender athletes and gender classifications in sport, on areas of opportunity and potential concern in connection with the 2020 Olympic Games in Tokyo, and on IOC membership and possible new IOC members to come. She also led a short Board discussion on sports and events on the program for upcoming Olympic Games.

Kikkan Randall, IOC Athletes Commission Member, discussed developments and issues in the area of anti-doping and IOC, WADA, and National Anti-Doping Organizations efforts including as they affect one another. Further Board discussion in this area followed, including as to the U.S. "Rodchenkov Act" proposal to criminalize involvement in doping schemes in international sport competitions.

Susanne Lyons added an update on upcoming Games bids internationally, reviewed a number of the international Olympic and Paralympic community roles currently played by Board members and USOC staff, and led a short Board discussion regarding prospects and possible timing for a Salt Lake Olympic Winter and Paralympic Games bid.

## **14. Executive Session, Committee Reports**

At this point, attending USOC staff other than Sarah Hirshland and Chris McCleary left the meeting.

### **14.1 Compensation Committee**

Compensation Committee Chair Bob Wood reported on the committee's work and referred to the Board discussion of 2019 strategic objectives earlier in the current meeting and the committee's work on that item.

### **14.2 Paralympic Advisory Committee**

Paralympic Advisory Committee Chair Cheri Blauwet reported on that committee's ongoing work on a comprehensive update to PAC structure and charter. She noted that these revisions will clarify the role of the PAC and its relation to Paralympic-related fundraising efforts undertaken by the U.S. Olympic and Paralympic Foundation. Board discussion on PAC specifics and opportunities followed.

Susanne Lyons again thanked Ms. Blauwet for stepping into the role of National Paralympic Committee President for the USOC and underlined the benefits of her doing so, to both the USOC and to the international Paralympic community.

### **14.3 Audit Committee**

USOC Audit Committee member Kikkan Randall reported on the committee's work and on its meeting of the previous day. She briefed the Board on committee discussions on USOC audit matters, cybersecurity threats and opportunities, litigation matters, and consideration of a change to the name of the committee to better account for its leadership on risk and finance as well as audit matters.

### **14.4 Nominating and Governance Committee**

USOC Nominating and Governance Committee Chair Robbie Bach noted that the committee gained two new members in 2019, as, pursuant to their rights to name one committee member each, the AAC named Rachael Flatt to take the seat recently vacated by Courtney Johnson, and the NGBC named Jack Gierhart to take the seat recently vacated by Paul George. He noted that Ms. Flatt and Mr. Gierhart are now at work with the rest of the Committee on identifying and seating the two At-Large members of the Athlete and NGB Engagement Committee, and that the committee would then turn to seating a new member of the USOC Ethics Committee to replace Tara Nott-Cunningham, who recently decided to step down from that committee in order to honor other personal commitments. He invited Board members to submit to the committee any recommendations for the open Ethics Committee slot.

Mr. Bach went on to outline the committee's planned work on inter-related issues concerning Board member training, evaluations, elections, and re-elections. He indicated that the committee would have a set of recommendations on these items for Board consideration after it is able to evaluate the many alternatives and opportunities before

it. Board discussion followed on these items and on possible approaches to Board member appointments, particularly as to athlete and NGB representatives on the Board.

Finally, Mr. Bach and Ms. Lyons also led a short Board discussion on committee service, logistics, and meeting scheduling in general, with an eye towards finding opportunities to ensure all committees are operating efficiently and effectively without over-burdening individual Board members.

#### **14.5 Ethics Committee**

Anita DeFrantz, Chair of the USOC Ethics Committee, updated the Board on that committee's work and on its plans to meet to discuss current projects and open items in coming weeks.

#### **14.6 Athlete and NGB Engagement Committee**

Athlete and Engagement Committee Chair Susanne Lyons discussed the initial organization and work of that committee, which launched its efforts in 2019. She briefed the Board on the previous day's formal committee meeting, which followed a telephonic committee working session the previous week. She described the committee's review of current NGB audit issues; athlete safety issues and organizational developments within the USOC; NGB matters reported by NGBC Chair Max Cobb; AAC matters reported by AAC Chair Han Xiao; and a report from the Athletes Ombudsman office. Ms. Lyons further discussed committee review of a number of current NGB compliance matters, and the possibilities that one or more of them may progress to de-recognition proceedings under Section 8 of the USOC Bylaws. Board discussion on these included questions, answers, and exchanges on possible approaches to supporting NGBs that can benefit from support, and de-recognizing NGBs that may be unable to comply with applicable USOC rules even with such support.

### **15. Administrative Items**

At the Chair's invitation, Chris McCleary covered several brief administrative items with the Board.

#### **15.1 USOC Bylaws Amendments**

Referring to advance materials for the meeting, Mr. McCleary invited further Board discussion on a proposal to amend the USOC Bylaws to move oversight of NGB audit matters from the USOC Audit Committee to the USOC Athlete and NGB Engagement Committee. He noted that no public comments on these Bylaw amendments were received.

After Board discussion on the topic and on a motion duly made and seconded, the Board approved the USOC Bylaw edits as set out in the advance materials for the meeting, to take effect immediately.

### **15.2 USOC Background Check Policies**

Referring again to advance materials for the meeting, Mr. McCleary described progress on the project of analyzing, updating, and improving USOC policies on background checks. He reported that after extensive internal and external input on these policies, proposed strengthened policies were now ready for Board consideration.

Extensive Board discussion on these policies followed, including on the importance of an absolutely clear and consistent approach in this area by the USOC in connection with its athlete-hosting operations at Olympic Training Centers and in Team USA delegation events. Board members also discussed the equal need for National Governing Bodies to bring the same consistent approach to their own background checks. Delving into specific elements of the proposed policies, Board members found that, particularly on a small number of logistical specifics involved in carrying out the proposed new policies, further vetting with athletes and NGBs was called for. Board members indicated that USOC management and staff should pursue these promptly in order to finalize the policies and submit them for formal Board approval as appropriate.

### **15.3 AAC Bylaw Change**

Referring to the day's earlier discussion with Han Xiao concerning a particular update to the AAC Bylaws and reminding the Board that USOC Board approval is needed in order to enact any such change, Mr. McCleary reviewed the specific new AAC Bylaws language proposed:

*Article VI. Specific Actions and Elections  
Section 5. Nomination of Athlete Representatives to the USOC Board*

*The AAC shall nominate athlete representatives to the Board of the USOC in a manner that meets all requirements of the USOC Bylaws and Ted Stevens Act and ensures at least one representative is a Para sport athlete and at least one is an Olympic sport athlete.*

A short Board discussion followed, after which and on a motion duly made and seconded, the Board approved the AAC Bylaws language as indicated in these minutes.

### **15.4 2020 Meeting Dates**

Next, Mr. McCleary reviewed ongoing work with Board members on appropriate timings and locations for 2020 Board meetings. Referring to advance materials for the meeting,

he reported the final dates and tentative locations, promising to report back with further location information as it develops.

### **15.5 Litigation Update**

Finally, and again referring to advance materials for the meeting, Mr. McCleary provided a briefing on recent litigation developments affecting the USOC. He thanked members of a new Board working group on litigation matters, Robbie Bach, Whitney Ping, and Bob Wood, who had been meeting regularly to consider and offer guidance on particular courses of action in these matters.

The Board also discussed potential USOC obligations of indemnity under Section 17 of the USOC Bylaws as regards several former USOC officers and directors, possible scenarios under which these obligations would apply and would not apply, and the terms (including under Section 17.2 specifically) under which the Board considers indemnity appropriate for each. While reserving judgment on each of these individuals' right to indemnity under circumstances that may yet develop, the Board agreed that provisional payment of legal expenses under Section 17.3 of the Bylaws would be appropriate in the circumstances discussed at the current meeting.

### **16. Adjournment**

The Chair thanked Board members and USOC staff for their work and focus on the many important topics before them.

There being no further business, the meeting was adjourned at approximately 3:00pm.

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



---

Christopher McCleary  
Secretary

---

April 2, 2019  
Date