

**Minutes**  
**USOPC Board of Directors Meeting**  
**Colorado Springs, Colorado**  
**September 11-13, 2019**

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on September 11, 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, Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood. Attending Board members constituted a quorum of the Board under USOC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

**September 11, 2019**

At this session the Board was joined by USOPC staff members Katie Bynum and Kevin Penn.

**1. Working Dinner**

Unable to attend the September 11 session were Whitney Ping and Kevin White. Bob Wood attended by telephone.

The Chair called the meeting to order at 6:50pm and welcomed Board members to the working dinner session. She offered thoughts on the current state of the USOPC and its efforts to meet the challenges so much discussed at the US Olympic and Paralympic Assembly meetings a year earlier. She thanked the Board for its diligence and patience as the organization strives to meet these challenges and to make impactful and positive change in the community.

The Chair noted the value of the Board engaging on time sensitive topics in advance of the Assembly beginning in earnest the following day, and invited USOPC CEO Sarah Hirshland to open the work of the current meeting session.

**1.1 Mission and Core Principles Discussion**

Referring to advance materials for the current meeting, Ms. Hirshland opened a discussion on a revised form of USOPC Mission and Core Principles. She reviewed with the Board the multi-stage process used to develop the new language, which benefitted

from substantial input from Board members, the Athletes Advisory and National Governing Bodies Councils, USOPC staff, and other members of the Olympic and Paralympic community. She referred in particular to the work of the multi-party Strategic Planning Working Group in this regard. She noted that feedback received from among these sources on earlier drafts of the language, which had previously been presented to the Board, led to further discussions and adjustments and culminated in the current proposal. USOPC Chief of Business Operations Kevin Penn added further detail and answered Board member questions as well.

The Board engaged in extensive discussion on the particulars of the mission statement and on each of the core principles included in the proposal, reviewing their origins and intentions, the degrees of change they represent from the current USOPC mission and related statements, the goals for these new materials overall, and specific wording and phrasing decisions (including the reference to “Team USA athletes” and the need to clarify a community-wide understanding of that term) as they may impact each of these. Board members exchanged contrasting views and perspectives on a number of these points as well as on the appropriate approach to organizational mission statements in general. Board members agreed that this topic merited this close examination and debate as it is fundamental to setting a tone and direction for the USOPC as it attacks current challenges and engages on future ones.

After this discussion and on a motion duly made and seconded, the Board voted to formally adopt the revised USOPC Mission and Core Principles included in the advance materials for the current meeting.

## **1.2 2019 USOPC Assembly Briefing and Discussion**

Next, Ms. Hirshland provided the Board with an overview of the current US Olympic and Paralympic Assembly, and the roles of Board members in the many meetings and discussions planned for the following days in connection with this annual event.

Referring to scheduling materials provided to each Board member, Ms. Hirshland previewed key topics involved in a number of specific Assembly elements and meetings, and asked USOPC Chief of Staff Katie Bynum to take the Board through Assembly timings and plans in greater detail.

Ms. Bynum referred to presentation slides in briefing the Board on plans, scheduling, and logistics for the Assembly and for Board members’ participation in many aspects of the gathering. She and Ms. Hirshland answered a number of Board member questions and thanked Board members in advance for their time and enthusiastic engagement in the coming days’ events.

Turning to a briefing on certain substantive matters likely to be discussed by a number of parties during the Assembly meetings, Ms. Hirshland updated the Board on these matters

and invited Board discussion. That discussion focused in particular on current understandings of a potential AAC proposal to create a separate non-profit entity that would provide certain services to AAC members and other athletes. Board discussions on this topic were directed to understanding as much as possible about such an entity and the AAC's approach in creating it, examining what might be the strengths and weaknesses of that approach, and agreeing how the Board can best and most usefully contribute to discussions on these plans in coming days.

### **1.3 Recess**

At 9:15pm, the Chair reminded Board members of the meeting schedule for the following day and put the meeting into recess.

## **September 12, 2019**

### **2. Call to Order**

The Chair called the meeting out of recess at 1:05pm Mountain Time. She welcomed Board members and attending USOPC staff, who for the September 12 session included Katie Bynum, Mark Jones, and Kevin Penn.

The Chair previewed the agenda items for the current session and encouraged candid and positive discussions with the day's planned guest speakers. She and other Board members exchanged thoughts and impressions of that morning's Town Hall session, which was open to all Assembly attendees, and its first-ever inclusion of an address from each of Han Xiao as Chair of the AAC and Max Cobb as Chair of the NGBC.

Sarah Hirshland provided the Board with an update on Assembly meeting developments to that point, including by reporting that the AAC had elected two new leadership team members: Moushaumi Robinson and Nick LaCava. The Chair noted that AAC Chair Han Xiao had been encouraged to include the entire AAC leadership team in the day's scheduled AAC presentation and discussion, and that they planned on joining.

Finally, the Chair noted positive and growing Board member philanthropic participation in the USOPC, thanking Board members for this further and valuable support.

### **3. NGBC Visit**

Joining the meeting at this point was National Governing Bodies Council Chair Max Cobb.

The Chair welcomed Mr. Cobb and invited him to update the Board on the work of the NGBC and issues of importance to that group.

Mr. Cobb referred to handout materials he provided to Board members at the meeting in taking the Board through a number of key themes and matters of particular focus for the NGBC and NGB's in general. He discussed NGB needs and priorities in terms of three themes: Service, Governance, and Sport. He led discussions on how and where the USOPC may best be able to help NGB's in these key areas, and on his impressions of a number of elements in the USOPC package of proposed governance reform currently posted for public comment.

Mr. Cobb also discussed the international competitive environment in sport among Olympic and Paralympic disciplines, and different approaches to coordinating and enhancing efforts across sports. In particular, Mr. Cobb and Board members discussed how USOPC financial and other NGB support might best be deployed in this regard. Further discussion involved current developments in the area of anti-doping both domestic and international, and current challenges and opportunities in the area of SafeSport and athlete safety. Further discussion relationships between USOPC funding and support for NGB's and developing USOPC compliance requirements for NGB's.

Further discussion included alternative approaches to direct financial support for athletes, athlete mental health resources and support, and other athlete needs and how best to address them at the NGB level and at the USOPC level. Board members and Mr. Cobb closed by discussing alternatives for USOPC-NGB cooperation in the hopes of providing best possible support and outcomes for athletes across all NGB's.

With the Board's thanks, Mr. Cobb left the meeting and the leadership team of the Athletes Advisory Council joined.

#### **4. AAC Visit**

The Chair welcomed Athletes Advisory Council Chair Han Xiao and other members of the AAC leadership team: Sam Kavanagh, Nick LaCava, Cody Mattern, Moushaumi Robinson, and Bree Schaff. She invited Mr. Xiao to offer his thoughts on the work of the AAC and issues of importance to that group, including related to the developing AAC proposal to create a separate non-profit entity to provide support to the AAC and athletes generally. She underlined the Board's interest in understanding as much as possible about that proposal.

Mr. Xiao started by providing a high-level summary of the aims of the new entity proposal, noting that it is intended to address particular challenges faced by the AAC and its leadership and that the proposal had been under study for several months. He discussed the AAC's desire to be more active and to bring more value to athletes and its perception that greater independence and a clearer relationship with the USOPC can help with that. He referred to instances where AAC leadership believed perceptions of a too-close relationship with the USOPC was interfering with athlete connections and service. Referring to draft new entity bylaw documents provided in advance of the

meeting, he indicated that the specifics of the proposed new entity's structure were based on evaluations of particular aims and risks and that they were open to suggestions and further adjustment.

Board discussion with Mr. Xiao and other members of the AAC leadership team explored issues underlying the new entity proposal including increased trust and perceptions of independence, and AAC leadership bandwidth. Board members and AAC leaders discussed a number of specifics set out in the new entity's draft bylaws, and AAC leaders offered their thoughts on these and other issues including their wish to connect more directly with athletes and others who feel mistrustful of the USOPC. Further discussion concerned shared beliefs that the AAC and its leadership need professional development and dedicated and capable professional staffing resources in order to serve athletes in a more trusted and impactful way and in order to make volunteer service in AAC leadership roles less time consuming. Meeting participants discussed and debated different ways of providing such professional support. This discussion included contrasting concepts of creating and empowering the proposed new entity on the one hand, and focusing on making the AAC itself stronger and more capable in order to build athlete involvement and communication throughout the community on the other. Board members expressed support for USOPC provision of some of the new resources discussed, in support of the latter approach.

Offering further thoughts on prospects for the proposed new entity, AAC leaders discussed exploratory efforts on fund-raising by such an entity and the desire that the USOPC provide funding for staffing and at least initial funding for the operation and support of the entity. Further discussion and questions further explored areas of general agreement on the underlying dynamics and goals that gave rise to the new entity proposal. Board members and AAC leaders agreed that these underlying goals were important, no matter the final means of addressing them. AAC leaders stressed the importance of independence and resources dedicated 100% to athlete service and advocacy. Members of the Board reflected on the need to ensure that elected athlete representatives continue to lead the AAC and the provision of athlete services it coordinates.

Further discussion centered on issues around athlete services and representation at the NGB level and the need for further support for AAC activities at that level. AAC leaders stressed the need for action in the areas discussed and for athlete confidence that once provided, commitments, resources, and support will not later be withdrawn.

After this discussion the Chair thanked members of AAC leadership and Board members for the probing, candid, and frank discussions of the current session and stressed the importance of seizing the momentum of the discussion to drive effective solutions.

At this point, and with the Board's thanks, Mr. Xiao and the AAC leadership team left the meeting.

## 5. USCSS Visit

The Board was joined by US Center for SafeSport CEO Ju'Riese Colon and USCSS Board Chair Frank Marshall. Ms. Colon and Mr. Marshall were welcomed by the Chair and the Board.

Also joining the meeting at this time was USOPC Vice President of Athlete Safety Wendy Guthrie.

At the Chair's invitation and referring to presentation slides at the meeting, Ms. Colon briefed the Board on the work of the Center and her own first weeks as its CEO. She discussed her impressions of the particular structure of the Olympic and Paralympic community and the place of the Center in that environment. She noted the strength of her current team at the Center and the need to build it further to meet current and future demands.

Ms. Colon went on to discuss data concerning volumes and types of Center work and in particular management of investigations. In this discussion she referred to an underlying theme: Abuse Prevention plus Education plus Accountability equals Well-Being. She discussed growing Center work and focus on the education elements of this equation as well as the accountability elements. Board discussion with Ms. Colon explored caseload and case processing data and ideas about how to increase throughput and improve time-to-resolution performance. Ms. Colon also discussed work ongoing to improve the Center's ability to track and report relevant data for these areas, allowing for more informed and effective management going forward.

Next, Ms. Colon reviewed a number of coming Center projects intended to increase communications about investigations with affected parties, increase NGB auditing and education, and grow staff in key areas. With these in mind, she discussed the Center's budgeting plans and needs for further funding in order to fully realize its goals. Board members engaged in further discussion and exchanges of ideas with Ms. Colon on funding sources overall and on USOPC and NGB funding to the Center in particular, including as to the Center's approach to assigning particular funding requirements to particular NGBs. Board members also discussed ongoing concerns that the Center is inadequately funded to meet the scope set for it by Congress, even with significantly increased funding from the USOPC.

Finally, Ms. Colon, Mr. Marshall, and Board members discussed the Center's mission and duties as set out by itself, in federal legislation, and by agreement with the USOPC. In particular Ms. Hirshland referred to an analysis on these issues being developed by industry experts and funded by the USOPC in its capacity as an important customer and source of funding to the Center. She and Ms. Colon expressed their anticipation of the

output of this work and its potential ability to help the Center in its planning and in working with affected and interested parties on all sides.

The Chair noted the need for the Center and the USOPC to continue to seek ways to work effectively together, as the success of the Center is an aim for all members of the Olympic and Paralympic community. With that, the Board thanked Ms. Colon and Mr. Marshall and wished them both well as they both left the meeting.

## **6. Governance Reform Discussion**

Next, the Chair led a continuation of Board discussion on the USOPC's proposed initial package of governance reform, including the Bylaw amendments currently posted for public comment; on the AAC's discussed proposal for a new independent non-profit entity; and on how these and other potential points of governance and structural reform in the Olympic and Paralympic community might best be implemented to better serve athletes and meet current and future challenges.

Board members exchanged ideas and views on the specifics of all these proposals and topics and how the Board can help to drive useful and productive discussions on them with other interested members of the Olympic and Paralympic community, including the AAC, the NGBC, USOPA, and the MSOC, all of whom were conducting their own discussion sessions during the current Assembly. In particular a subset of Board members discussed plans for information sharing and discussion at the portion of AAC meetings to which they had been invited to attend the following day.

## **7. Recess**

At 6:05pm, the Chair previewed the meeting schedule for the following day and put the meeting into recess.

**September 13, 2019**

## **8. Call to Order**

Bob Wood attended the September 13 session of the current Board meeting by telephone.

The Chair called the meeting out of recess at 10:45am Mountain Time. She welcomed Board members and attending USOPC staff, who for the September 13 session included Katie Bynum, Mark Jones, Morane Kerek, and Kevin Penn. .

Next, Board members briefly discussed developments at the other Assembly meetings they joined during that morning, including meetings of the AAC, NGBC, and USOPA. Board members shared their learnings from these meetings for the benefit of the other Board

members. As well, Board members compared impressions from “Breakfast Roundtable” sessions conducted that morning, whereby each Board member hosted a table open to other Assembly attendees from the AAC, NGBC, USOPA, and MSOC in order to engage in small group discussions on matters of importance and interest to those attendees. Board members agreed that these sessions had positive value and impact and the need for USOPC follow up on some of the learnings gleaned from them. Board members expressed general agreement that similar small group discussions should form part of subsequent Assembly meetings.

## **9. Operations Update**

Sarah Hirshland referred to advance materials for the current meeting in discussing a range of organizational topics, starting with staffing changes and searches for key senior roles in the organization and her approach to ensuring that diversity is appropriately prioritized in staffing in a comprehensive and sustainable way.

Ms. Hirshland then turned to a discussion on progress against the 2019 USOPC strategic plan, especially as it relates to athlete engagement and athlete safety. Board members and Ms. Hirshland discussed resources and approaches in the area of athlete support generally and athlete mental health support in particular. She also reported on ongoing USOPC work to secure and provide resources for NGB use in improving their own governance and board member performance.

Further Board discussion concerned USOPC current and forecasted financials, USOPC culture and a cultural assessment project underway, and communications around these and other projects to help members of the Olympic and Paralympic community have a clearer sense of USOPC efforts, emphases, and progress.

## **10. 2020-2024 Strategic Plan**

Next, Sarah Hirshland opened a discussion on USOPC work on its strategic plan for the 2021-2024 Olympic and Paralympic quadrennium. 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 refreshing the Board on the stakeholder and other groups included in developing the plan, the steps and iterations completed to date, and the current state of the project, discussing a number of particular organizing principles and the supporting specifics for each. In doing so, he emphasized the plan’s four organizing principles – Athletes First, Partner Success, USOPC Commitment to Excellence, and Global Leadership on the Road to 2028 – and progress on the specific elements dedicated to each.

Board discussion followed on these particulars and on larger questions about the intersections among the USOPC Mission and Core Principles, this quadrennial Strategic



Plan, and USOPC culture and values. Mr. Penn indicated that another report on the Strategic Plan would be planned for the Board's meeting in December 2019.

Next, USOPC Chief Financial Officer Morane Kerek, referring to presentation slides for the meeting, took the Board through 2021-2024 financial plans and how they relate to and may be affected by the proposed Strategic Plan. Board discussion on these specifics followed, including as to revenue and expense projections for that quadrennium and the one to follow, and the ways these projections will be affected by projected USOPC shares of domestic and global sponsorship revenues and from philanthropic support. The discussion extended to the USOPC's approach to resource allocation overall and the manner and means of communicating this approach to members of the Olympic and Paralympic community in a way that increases understanding and feedback, in particular from athlete members of the community.

After this discussion, Ms. Kerek and Mr. Penn left the meeting.

## **11. Sport Performance Report**

At this point, Rich Bender left the meeting room and rejoined the meeting by telephone, and USOPC Chief of Sport Performance and NGB Services Rick Adams, along with Chief of Paralympic Sport Julie Dusliere and Vice President of Summer Sport Finbarr Kirwan, joined the meeting.

At the Chair's invitation, Mr. Adams opened a Board report and discussion on USOPC sport performance, in particular in connection with the recently-completed 2019 Pan American and Parapan Am Games and in looking forward to the 2020 Olympic and Paralympic Games in Tokyo. Referring to presentation slides, Mr. Adams went through operations and sport results from the Pan American Games recently held in Lima. Mr. Adams and Board members discussed athlete experiences, conditions, and achievements, and learnings from all of these.

Ms. Dusliere provided a similar report for the just-completed Parapan Am Games and briefed the Board on the successful implementation of the USOPC Background Check Policy, which for the first time included athlete members of the Pan American and Parapan Am Games delegations who were more than 18 years old. She also reported the happy news that US Paralympic Swimmer Ileana Rodriguez was re-elected to her Athlete Representative seat on the Americas Paralympic Committee.

Next, Mr. Kirwan provided the Board with information related to athlete and team preparations for the 2020 Olympic and Paralympic Games in Tokyo. He and Board members discussed increasing use of technology in helping US athletes train and prepare for the Games, including with an eye to anticipated high heat and humidity during Games time in Tokyo. Mr. Kirwan cited the value of the US Olympic and Paralympic Foundation's

Tech and Innovation fund in helping drive development and implementation of leading edge athlete resources for Olympic and Paralympic hopefuls.

Further Board discussion on sport performance centered on recent developments and prospects in a number of specific sports and disciplines, and in the several sports appearing on the Olympic program for the first time at the Tokyo Games.

After this discussion, Julie Dusliere and Finbarr Kerwin left the meeting.

## **12. USADA Visit**

At this point, USADA CEO Travis Tygart joined the meeting, accompanied by USADA Board Chair Emeritus Edwin Moses, new USADA Board Chair Phillip Dunn, and USADA Chief Science Officer Matt Fedoryk. Max Cobb also joined the meeting for this discussion.

The Chair welcomed the USADA team and Mr. Tygart referred to presentation slides in briefing the Board on USADA's work and matters of particular importance in the international anti-doping arena. He discussed the ongoing processing of individual athlete cases resulting from the recent international investigation of the Russian anti-doping system, on new leadership and governance topics at the World Anti-Doping Agency (WADA), and on prospective opportunities for the USOPC to participate meaningfully and positively in the international anti-doping sphere.

Turning to domestic matters, Board members and Mr. Tygart discussed the Rodchenkov Act bill currently being considered by Congress, and specifics about how its enactment may impact the Olympic and Paralympic movement as a legal matter and in practice.

Matt Fedoryk then provided the Board with a briefing on USADA preparations and work connected to the 2020 Olympic and Paralympic Games in Tokyo. He described a task force among USADA and other National Anti-Doping Organizations to promote and coordinate anti-doping testing in the months leading up to the Games internationally. Showing samples to Board members, he also updated the Board on two examples of advancing technology in the anti-doping area, both of which are designed to make the testing process faster and easier for athletes. Dr. Fedoryk described USADA's work and role in helping to advance these technologies and help them become widely available.

Turning back to an international topic, Mr. Tygart discussed the current cycle of discussions on and updates to the WADA Code, and USADA's and the USOPC's respective participation in that process. In particular he discussed USADA interest in amendments to the WADA Code that would better account for differences among recreational and performance enhancing drugs, and for the minute amounts of certain drugs that may now be detected in athlete samples given current drug testing technology. He noted that in some cases this new phenomenon could lead to an increase in positive test result for non-doping athletes. Further Board discussion with Mr. Tygart considered the concept of

whereabouts violations under the WADA Code, including as that concept was applied in a recent US case. Mr. Tygart noted that planned clarifications in the revised WADA Code would help all parties understand and apply the rules in this area more easily.

Edwin Moses reflected on his term as USADA Board Chair as it transitions to Emeritus status. Mr. Moses reviewed his work and impact with USADA and on the international anti-doping stage, and on interactions and impressions of WADA and its approach to key issues. He underlined his hope that USADA and the USOPC can continue to work on positive progress in international anti-doping matters so that all athletes have the benefit of anti-doping protections on a level now in place under USADA in the United States. Board members expressed their appreciation for Mr. Moses' service with USADA and in anti-doping matters generally.

Finally, new USADA Chair Phillip Dunn offered his thoughts as he begins service in this role, and invited open communication and positive cooperation between USADA and the USOPC with an aim of protecting clean athletes in the US and everywhere.

With the Board's thanks and good wishes, Mr. Tygart and the other USADA representatives left the meeting. Mr. Cobb also left at this point.

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

Attending members of USOPC staff other than Kevin Penn now left the meeting.

#### **13.1 Background Check Policy Update**

Building on previous Board discussions on the topic and referring to presentation slides, Kevin 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 and a number of learnings that came out of it.

In particular, Mr. Penn reviewed the policy's applicability to athletes 18 years and older in connection with these Games, the instances where a background check revealed a criminal record, and the manner by which these instances were resolved. Board discussion covered policy specifics and the strengths and the limits of background checks in general. Mr. Penn also updated the Board on ongoing efforts to prepare for implementation of the same updated background check approach among the NGBs in their own policies, noting that some NGBs were fully prepared to implementation of this approach while others continued to prepare for successful implementation.

Based on the items discussed, Mr. Penn detailed a proposal that the pilot previously approved by the Board be extended through the end of 2019 so that the USOPC could continue to build experience applying the new policy approach and implement discussed

adjustments in order to make the policy more efficient and effective. He also reported on plans to encourage NGBs to launch their own modified background check policies as soon as they are able, with a plan to seek USOPC Board approval of an NGB requirement in this regard at its meeting of December 2019. Board discussion followed on the elements of these proposals and the importance of driving the planned changes forward while also ensuring that implementation is effective and efficient for athletes and everyone impacted.

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

WHEREAS, on April 15, 2019, the USOPC Board of Directors passed a resolution to approve the adoption and implementation of the updated USOPC Background Check Policy and Procedures as a time-limited pilot, which began on April 15, 2019 and was scheduled to end on September 12, 2019; and

WHEREAS, the resolution required USOPC management to report back to the USOPC Board of Directors with the results of the pilot at the Board's meeting of September 13, 2019; and

WHEREAS, USOPC management has reported its findings from the pilot to the USOPC Board of Directors and recommended that the USOPC conduct additional work to gain further insight into the policy and procedures, especially as they relate to USOPC delegations for upcoming international events and the operations of the Olympic & Paralympic Training Centers;

NOW, in order therefore to enable USOPC management to obtain additional data and feedback concerning the USOPC Background Check Policy and Procedures, it is hereby

RESOLVED, that the pilot of the USOPC Background Check Policy and Procedures is extended, with revisions, from September 13, 2019 through December 31, 2019, on the terms as set out in the advance materials of the meeting; and it is further

RESOLVED, that USOPC management should report back with results from the entire pilot period at the USOPC Board of Directors' meeting in December 2019.

The Chair noted the extensive work on this matter at both Board and staff levels over several months, and thanked everyone involved for the thought and care that has gone into the process.

With this, Mr. Penn left the meeting room.

As well, Bill Marolt left the meeting room and rejoined the meeting by telephone.

## **13.2 Litigation Report**

At this point, Mitch Kamin of the law firm Covington & Burling joined the meeting and Chris McCleary and Mr. Kamin offered the Board a privileged and confidential briefing on current litigation matters.

First, Mr. McCleary updated the Board on the status of certain litigation indemnity matters involving specific former Board members and staff, previously discussed by the Board. Board members expressed continued comfort with the applicability of the USOPC Bylaw-driven indemnity approach to these individuals and asked Mr. McCleary to report back as these matters develop.

Mr. McCleary reviewed several other specific matters with the Board before turning to a deeper discussion on 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. Kamin provided the Board with a detailed report on the status of these cases, including as they have been affected by USA Gymnastics' December 2018 filing for bankruptcy in order to facilitate an ordered and comprehensive platform for potential settlement discussions in the cases as a group. Mr. Kamin, Mr. McCleary, and the Board discussed these matters and Board members asked a number of questions on specific points pertinent to the USOPC and its role in these matters, and on possibilities and prospects for pursuing their resolution in a way fair to everyone involved.

After this discussion, Mr. Kamin and Rich Bender left the meeting.

## **13.3 Legislative Update**

Next, and referring to presentation slides for the meeting, Sarah Hirshland reviewed the current status of a number of bills and other legislative activity related to the USOPC and the US Olympic and Paralympic community. She and Board members discussed specifics of these bills and the potential effects of each, and possibilities for the USOPC to play a positive and helpful role in their consideration and configuration. Ms. Hirshland noted that she would make another of her recurring visits to Washington DC to speak with Congressional members and staff on these and other topics.

## **13.4 Committee Reports**

### **13.4.1 Athlete and NGB Engagement Committee**

Athlete and Engagement Committee Chair Susanne Lyons reviewed the Committee's recent work and meetings in the days leading up to the current Board meeting. She described the Committee's developing capabilities and dynamics as it completes its first several months of existence, including as to the valuable diversity of backgrounds,

viewpoints, and expertise inherent in its membership. She briefed the Board on recent Committee discussions on the AAC's work and planning on the possible launch of a separate non-profit entity; NGB developments generally and NGB concerns about SafeSport issues and progress of the US Center for SafeSport specifically; NGB athlete selection procedures and an ongoing USOPC task force project to strengthen the means by which they are developed and approved; and in-Games athlete protest demonstrations (e.g., on a medals podium during medals ceremonies) and views on appropriate policies and procedures to address these. Board discussion on that latter topic reflected varied and contrasting views received by a number of Board members from across the Olympic and Paralympic community and from members of the public at large. Board members discussed plans for clarifying and then clearly communicating the USOPC's approach on these issues and the importance, particularly to athletes, of USOPC's doing so.

#### **13.4.2 Audit Committee**

USOPC Audit Committee Chair Beth Brooke-Marciniak reported on that committee's ongoing work and in particular on its meeting of the previous day. She described the Committee's in-depth discussion on the US Olympic Endowment, its services for the USOPC and for NGB's, and governance issues and opportunities related to its role overall. She also summarized Committee discussions on expense and reserve management, on possibilities and plans for further development of elite athlete insurance and other benefits, and on insurance matters and efforts relating to both the USOPC and NGB's. She indicated that the Committee asked for further work on these projects and that she anticipated more developments for Board discussion at future meetings. Finally, she noted that the Committee approved Grant Thornton as USOPC's independent auditor for another one-year term.

#### **13.4.3 Compensation Committee**

Compensation Committee Chair Bob Wood reviewed the committee's meeting of the previous day. He indicated that the Committee studied the USOPC total rewards strategy for staff compensation including via benchmark data for other similar entities, and discussed possible means for making sure the USOPC is competitive and efficient in the provision of staff compensation and benefits, focusing on particular types of benefits most meaningful to staff. He described the Committee's discussion on current employment markets in Colorado Springs and other areas where the USOPC has operations, succession planning, focus on encouraging high-performers, and progress made already in the HR sphere by recently hired USOPC Chief People Officer Bobbi McPherson.

#### **13.4.4 Ethics Committee**

Ethics Committee Chair Anita DeFrantz reported on the recent work and meetings of that committee, including a discussion held by a portion of the Ethics Committee two days before. She noted that this discussion was intended to be a formal meeting of the Committee but that for a combination of reasons the meeting did not achieve a quorum, and she discussed efforts underway to ensure that the Committee is fully comprised with active and available members. She reviewed the recent discussion's scope, and Committee members' oversight of USOPC ethics operations at the staff level, which appeared to be on track and operating smoothly.

#### **13.4.5 Nominating and Governance Committee**

USOPC Nominating and Governance Committee Chair Robbie Bach updated the Board on that committee's work in the preceding days and weeks. He reported that the Committee had provisionally named a new athlete representative member for the USOPC Ethics Committee, Bobsled athlete Curt Tomasevicz, and expressed the hope that Curt would be able to join the Ethics Committee at its next meeting. He also indicated that the Nominating and Governance Committee also had a new Committee member on deck to join in January 2020 when current Committee member Shelley O'Brien completes her term. He noted that this MSOC-named Committee member was Dr. Christopher Parker, President and CEO of MSOC member organization the National Junior College Athletic Association. Mr. Bach went on to brief the Board on the Committee's ongoing work to identify and nominate a candidate to fill the USOPC independent Board seat previously held by Dan Doctoroff, and led a discussion of particular areas of likely Committee focus under proposed USOPC governance reforms, particularly in the areas of Board member evaluations, training, qualifications, and elections. He described early-stage project plans for addressing these and other matters in coming months.

### **13.5 Administrative Items**

#### **13.5.1 USOPC Bylaws Amendments**

Referring to advance materials for the meeting, Mr. McCleary invited Board discussion on a specific set of USOPC Bylaw edits proposed to clarify the composition and operations of the USOPC Athlete and NGB Engagement Committee including by formally adding a member of that committee to be appointed by the US Olympians and Paralympians Association, and to adjust the name of the USOPC Audit Committee to better contemplate the scope of work of that committee. Mr. McCleary noted that this set of Bylaw edits, discussed by the Board at its previous regular meeting, had been posted for public comment for more than 60 days and that no comments were received.

Board members briefly discussed these proposed edits and, after this discussion and on a motion duly made and seconded, the Board approved the Bylaw edits included in the

advance materials for the meeting under the Administrative Items section for adoption and posting, effective immediately.

### **13.5.2 August Meeting Minutes**

Next, Mr. McCleary referred to draft Board meeting minutes from the Board's telephonic meeting of August 16 and 17, 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 August 16-17, 2019 meeting minutes as included in the advance materials for the current meeting.

### **13.5.3 Athlete Safety Policy Update**

Finally, and referring to advance materials for the meeting, Mr. McCleary briefed the Board on the results of an effort to simplify and clarify the USOPC NGB Athlete Safety Policy, responsive to input received by NGBs, the US Center for SafeSport, and other members of the Olympic and Paralympic community, noting that the substance the changes were to cut out content that is duplicative of or conflicting with Center rules, and to introduce clear communications standards for NGBs with the USOPC itself in athlete safety matters. Board members discussed the update and the importance of clear guidance for NGBs in this area that is entirely consistent with the Center's own rules and its oversight role in this area.

After this discussion and on a motion duly made and seconded, the Board voted to approve the revised USOPC NGB and HPMO Athlete Safety Policy as incorporated in the advance materials for the current meeting.

### **13.5.4 Governance Reform Update - AAC**

Steve Mesler reported his recently-gained understanding that at concurrent AAC meetings taking place as part of the current Assembly meetings, the AAC had authorized its leadership to work with the USOPC Board and staff in an attempt to come to agreement on the specifics of how a number of the USOPC's proposed governance reforms may be implemented in order to give the AAC greater authority, resources, and duties as a part of its work overall. Board discussion followed, including on the importance of continuing the open and direct engagement with AAC leadership that had been in evidence during the current Assembly meetings, including in this effort to jointly agree how to make the AAC stronger, better supported, and even more effective in its service of US athletes. Board members also discussed the value of ongoing direct interaction between the Board and AAC leadership, and asked that USOPC leadership pursue further opportunities for this.



### **13.5.5 USOPC CEO Review**

At this point, Sarah Hirshland and Chris McCleary left the meeting room, and Board members discussed plans for the design and implementation of Ms. Hirshland's first-year performance review as USOPC CEO. The Chair also led a short discussion of Board member impressions of Ms. Hirshland's performance to date. After this discussion, Ms. Hirshland and attending USOPC staff were invited to return to the meeting room for the balance of the meeting.

### **14. December Meeting**

Referring to presentation slides for the meeting, the Chair next previewed anticipated topics and areas of focus for the Board's regular meeting in December 2019, and Board members discussed these and other potential items for that meeting. Board members also continued a previous discussion on certain NGB culture and compliance matters slated for further discussion at that meeting, and the importance of ensuring that the USOPC continues to drive improvements in areas previously discussed as lacking. Ms. Hirshland reported on these efforts and their progress.

At this point, the Chair and Ms. Hirshland left the meeting to honor another obligation, the Chair asking Robbie Bach to lead the Board on the remaining scheduled topic and then to adjourn the meeting.

### **15. Collegiate and Paralympic Council Reports**

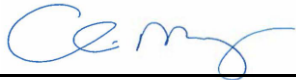
At Mr. Bach's invitation, Paralympic Advisory Council Chair Cheri Blauwet offered an update on the work and the next day's planned meeting of that Council. She discussed Council progress on philanthropy, IPC matters, cooperation with the Los Angeles 2028 Organizing Committee, and Paralympic sport issues connected with current and potential proposals for USOPC governance reform. PAC member Brian Snyder offered his additional thoughts about recent developments with the Council and resulting positive momentum in its work.

Next, Collegiate Advisory Council Chair Kevin White updated the Board on recent accomplishments of that body, and on its meeting of the previous day. Mr. White noted the energy and focus brought by members of the Council and by its USOPC staff support, led by USOPC Director, Collegiate Partnerships Sarah Wilhelmi. He described ongoing work in the area of NCAA legislation as it affects Olympic and Paralympic athletes, on the successful launch of the "Olympians and Paralympians Made Here" collegiate program, and on other efforts to strengthen the important relationship among the NCAA, NCAA colleges, and the Olympic and Paralympic community. Board members discussed the importance of this work in bringing greater support and recognition to many athletes across the country.

**16. Adjournment**

There being no further business, the meeting was adjourned at approximately 4:50pm.

This document constitutes a true and correct copy of the minutes of the September 11-13, 2019 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



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Christopher McCleary

Secretary

October 15, 2019

Date