

**Board of Directors Meeting Minutes
Colorado Springs, Colorado
October 10-11, 2013**

A meeting of the board of directors (the “Board”) of the United States Olympic Committee (“USOC”) occurred on October 10 and October 11, 2013, with the first day’s session commencing at 2:30 p.m. local time, following notice duly given pursuant to the bylaws. The following members of the Board were present in person for the first day’s session: Larry Probst (Chair), Robbie Bach, Jim Benson, Scott Blackmun (CEO), Bob Bowsby, Ursula Burns, Anita DeFrantz, John Hendricks, Nina Kemppel, Susanne Lyons, Bill Marolt and Dave Ogrea. Mary McCagg and Angela Ruggiero participated by telephone. The above present members constitute a quorum of the Board under the Section 3.16 of the bylaws. Jim Easton and Whitney Ping were unable to attend the session.

Present for various portions of both day’s sessions from USOC management were: Rick Adams, Malia Arrington, Alan Ashley, Lisa Baird, Jon Denny, Rana Dershowitz, Walt Glover, Charlie Huebner, Benita Fitzgerald Mosley, Michelle Mostert, Patrick Sandusky and Michelle Stuart.

The minutes were recorded by Rana Dershowitz, Secretary.

Session One

1. Call to Order and Welcome

The Chair called the meeting to order and welcomed the Board. He congratulated Anita DeFrantz on her election to the IOC Executive Board. The Board then congratulated the Chair on his appointment to the IOC.

2. Financial Report

Walt Glover, Chief Financial Officer, reported to the Board on the USOC’s financial results. Mr. Glover advised the Board that the USOC continues to forecast that it will end the year favorable to budget with regard to revenue and at budget regarding expenses. He explained to the Board certain extraordinary items that are reflected in the financials, particularly with regard to the capital campaign for the Colorado Springs Olympic Training Center. Mr. Glover indicated that cash flow projections continue to be favorable. A question was raised regarding the decrease in usage of the national medical network shown in the financial projections and a discussion regarding the matter ensued.

3. Marketing Report

Lisa Baird, Chief Marketing Officer, presented the Board with the current USOC brand architecture and messaging guidelines. Susanne Lyons commented on how complex a process the development of a brand architecture is and how well it was done.

Robbie Bach commented on how effective a job marketing has done in getting value out of both the Team USA and the Flag Five Rings marks. The Board further commended staff's work at effectively making the point that the USOC does not receive federal funding as part of the messaging guidelines. A discussion occurred regarding NGB logo usage and ways to create symmetry and consistency across NGBs.

Mrs. Baird next reported to the Board on the highlights of the Road to Sochi marketing campaign. Mrs. Baird discussed the USOC's digital plans in the lead up to the Games as well. She also provided the Board with details of the plans around the Paralympic Games broadcast, noting that it will effectively extend the Games window for the USOC through at least March.

She next talked to the Board regarding plans for USA House in Sochi, as well as certain other hospitality efforts around the Games. The Board discussed the budget and certain budget risks around the plans.

Mrs. Baird updated the Board on the planned delegation apparel and explained the process that had been used to develop the apparel for this Games as compared to the past. She explained that the USOC is now taking significantly more athlete input, particularly as to the types of apparel desired, comfort and climate needs. A discussion occurred regarding the sourcing of the USOC's products.

The discussion next turned to IOC Rules 40 and 50. Mrs. Baird explained the philosophy behind the rules and their practical effects in connection with athlete marketing. She confirmed to the Board the USOC's efforts to enforce the rules in a manner that is least disruptive to athletes. It was noted that a global discussion is occurring around these rules and how best to strike a balance between overall revenue for the movement and athletes' marketing interests.

4. Sochi Sport Assessment

Alan Ashley, Chief of Sport Performance, reported to the Board on the USOC's plans, projections and expectations on the field of play in Sochi. Mr. Ashley talked to the Board about his assessment of medal market share and showed the Board comparisons of results in 2009 versus 2013. Mr. Ashley spoke to the Board about some of the opportunities and challenges that will be faced in Sochi.

5. Propaganda Law

Patrick Sandusky, Chief Communications and Public Affairs Officer, spoke to the Board regarding some of the realities that will be faced in Sochi on the communications front, and engaged the Board in a discussion regarding our strategies to address concerns, particularly with regard to the Russian law regarding "promotion of non-traditional sexual relationships to minors". The IOC's position on the situation was outlined for the Board. Mr. Sandusky explained that every U.S. athlete goes through the Ambassador program at which they are educated about the existing rules. A robust discussion then

occurred regarding how best to set expectations and manage dynamics which may arise. The Board confirmed its guidance that the Games are about the athletes' ability to participate on the field of play and that the USOC should continue to operate in a manner consistent with past practice.

The discussion turned to the USOC's Code of Conduct. The Board confirmed a desire to take a leadership role by specifying in the USOC's Code of Conduct that the USOC will not tolerate discrimination on the basis of sexual orientation, among other things. Rana Dershowitz was directed to prepare specific language to be included in the Code for consideration by the Board.

The Board was also reminded that, as always, all press related inquiries should be directed to Patrick Sandusky or Scott Blackmun.

At this time the Board took a five minute break.

6. High Performance Funding

Mr. Ashley next spoke to the Board about 2014 summer sport high performance funding allocations. He highlighted for the Board that summer sport funding is generally flat as compared to 2013 to ensure sufficient resources for Sochi as well as Paralympics.

7. NCAA

Mr. Ashley next spoke to the Board about the impact of NCAA sports on the USOC's sport pipeline. He highlighted for the Board the high percentage of Olympians who came through the NCAA pipeline as well as the number of top coaches developed through the collegiate ranks. Bob Bowsby gave the Board his perspective on the possibility of structural changes within the NCAA. A discussion ensued regarding the interplay between the NCAA and the Olympic Movement.

8. Development Report

Jon Denney, Chief of Development provided the Board with a brief description of his background and experience prior to joining the USOC. Mr. Denney shared his initial impressions, short term goals and a preliminary overview of his longer term staffing and expansion plan with the Board. He expressed his appreciation for the support he feels from the organization and noted that a solid foundation is already in place from the good work has been done to date.

Mr. Denney reported to the Board on Development's revenue results to date as compared to budget, particularly detailing major gifts and the capital campaign as well as projections for year end. Mr. Denney next updated the Board on efforts regarding Trustees for the new US Olympic and Paralympic Foundation and presented his vision for the new Foundation.

Next Mr. Denney provided the Board with a preliminary preview into his staffing and resource plan for Development to enable the effort to grow at the levels expected by the Board. He noted four basic areas of focus in the plan, including: prospect development; principle gifts; major gifts; and donor relations and stewardship. He indicated that he would be providing a more detailed plan to the Board in December. The Board pushed Mr. Denney on the biggest challenges he perceives in achieving his plan and a discussion ensued.

At this time, 5:25, the Board adjourned for the day.

Session Two

The Chair called the Board meeting to order for the second day's session at 12:30 p.m. MST. The following members of the Board were present in person for session two of the meeting: Larry Probst (Chair), Robbie Bach, Jim Benson, Scott Blackmun (CEO), Bob Bowsby, Ursula Burns, Anita DeFrantz, John Hendricks, Nina Kemppel, Susanne Lyons, Bill Marolt, Dave Ogreaan, Whitney Ping and Angela Ruggiero. Mary McCagg participated by telephone. The above present members constitute a quorum of the Board under Section 3.16 of the bylaws. Jim Easton was unable to attend the session.

9. OTC Report

Rick Adams, Chief of Sport Operations and NGB Relations, updated the Board on operations at the Olympic Training Centers. Mr. Adams began by reporting to the Board on the status of the Colorado Springs OTC renovations, presenting a time line for the remaining pieces of the project. He noted that all renovations will be complete by August 2014. He explained the different elements and some of the changes it will have on OTC operations, including security, sport science and tracking.

Mr. Adams next discussed his strategy to enhance the USOC's ability to generate revenue at the OTCs. He provided the Board with insight into the various revenue streams that are being explored, including collegiate markets, NGB programs, international markets, corporate markets, community clubs and USOC initiatives. The goal of these programs is to raise revenue without undermining high performance efforts, while at the same time enhancing engagement with the community and the American population. The Board expressed its support for the direction.

10. Athlete Career Development Pilot Program

Benita Fitzgerald Mosley, Chief of Organizational Excellence, reported to the Board on her strategy to enhance athlete career and education opportunities. Mrs. Mosley advised that the USOC has obtained approximately fifty percent of the needed funding for the program as contemplated and that she will soon be starting the staff hiring process.

The Board engaged in a discussion regarding the types of metrics that should be used to assess success for the program and staff committed to provide proposed metrics as part of the budget approval process. The discussion then turned to the funding mechanisms for the program.

11. Safe Sport Working Group Recommendation

Malia Arrington, Director of Ethics and Safe Sport, presented the Board with the recommendations of the Safe Sport Working Group on investigations and adjudications. She explained the deliverable the group was tasked with and walked the Board through the process the Working Group had used to develop its recommendations. She noted that the Group had heard from a number of outside experts and had received guidance and feedback from the whole NGB family.

Ms. Arrington then walked the Board through the Working Group's recommendations, advising the Board that the Working Group recommends that case management for sexual misconduct cases should be consolidated under a new, independent entity with an independent board of directors. The new entity would focus on sexual misconduct (and any related behaviors) and have the authority to investigate, make findings and issue disciplinary measures. The entity would be focused on an investigation-based procedure rather than a criminal type process. While due process must be respected, with the process contemplating the possibility of a hearing before the AAA upon request, the primary goal of the structure is to ensure that as much accurate information is collected as possible. Further, Ms. Arrington explained, in order to ensure consistency and efficiency, the Group believes that NGB participation should be required through the USOC's Bylaws.

Ms. Arrington next reported to the Board on certain key areas the Working Group believed required further development, noting that the first and foremost issue which must be addressed is how to ensure long term funding of the new entity. She also discussed with the Board how the Group contemplated the new entity would interplay with the existing SafeSport efforts of the USOC and the NGB community, noting that while USOC efforts might shift to the new entity, NGBs will still need to be actively engaged in, and committed to, education and prevention.

Noting the significant further work that must be undertaken, Mr. Blackmun then requested guidance from the Board regarding the preliminary direction being proposed. The Board discussed some of the challenges and benefits inherent in developing the proposal. Following the discussion, Board of Directors unanimously confirmed its acceptance of the report of the Working Group and expressed its agreement that a new, independent, third party entity must be given the responsibility and power to oversee the handling of sexual misconduct issues for the Olympic family. The Board further indicated its belief that more work needs to be undertaken to determine how best to implement the concept, including the creation, funding, oversight and operation of the new entity.

12. Strategic Planning

Mr. Blackmun proposed to the Board that the USOC shift its long term strategic planning process such that a refresh of the strategic plan will be undertaken after every Games, rather than every four years. The Board expressed its support for this idea.

Mrs. Mosley then walked the Board through the proposed 2014 Operating Plan. Staff business leaders explained certain of the operational initiatives to the Board. Discussion ensued regarding a number of the items of focus. Following the discussion, the Board approved the 2014 Operating Plan as presented.

13. Olympic Day

Mr. Sandusky reported to the Board on the history of, and plans for, Olympic Day. He noted that the program has grown substantially over the past four years and provided the Board with his recommendation that the budget for Olympic Day remain consistent, but that direction for the effort be shifted to enable it to become multisport and community outreach program rather than a communication and international relations effort. As part of this shift, staff is recommending that the MSOs be tasked with taking a greater leadership role in implementing Olympic Day efforts.

14. Olympic Museum

Mr. Sandusky next updated the Board on the City of Colorado Springs' efforts around the creation of a US Olympic Museum. He advised the Board that the City has made a request to the State for economic development funds and that request is currently under review at the State level. The proposal covers a variety of City plans beyond the museum alone. If approved, the State would provide \$80M, however the total project costs contemplated by the City are roughly \$200M, with the rest of the funding coming from private sources.

At this time the Board took a 10 minute break.

15. Olympic Games Bid Working Group Report

Mr. Blackmun next gave the Board an update on the work of the Bid Working Group. He reminded the Board of the guiding principles underling the USOC's assessments of whether to bid and as well as the bid assessment related deliverables contemplated for the year. Mr. Blackmun reported to the Board on the steps taken to date, the plans for the remainder of the year and the current thinking of the Working Group. Chris Sullivan, Chief Bid and Protocol Officer, provided his insight of the current status to the Board as well. The Board discussed the strategy, including some of the international dynamics around the decision process.

At this time USOC staff, other than Secretary Rana Dershowitz were asked to depart the meeting.

16. International Relations Update

Mr. Blackmun noted that the USOC has been very successful in implementing its international relations strategic plan over the last several years, reminding the Board of the metrics initially set out and the achievements obtained against those metrics. Angela Ruggiero reported to the Board on plans to bring the Entourage Commission to Miami in mid-2014, as part of a first of its kind conference. Anita Defrantz reported to the Board on the activities of the Executive Board, noting that President Bach has requested that the Executive Board evaluate certain long term initiatives.

17. Committee Reports

A. Nominating and Governance Committee

John Hendricks, Chair of the Nominating and Governance Committee reported to the Board on the activities of the Committee, noting that it had met on Thursday October 10, 2013. He explained that the Committee is engaged in an effort to fill two positions on the Ethics Committee by the end of the year. Mr. Hendricks reported his intent to seek Board guidance on candidates prior to a final determination being made. Mr. Hendricks noted that the Committee had also discussed its work plan for 2014, noting that three members of the USOC Board will be completing their board terms in 2014. The discussion then turned to the effects of Mr. Probst's appointment to the IOC on the composition of the USOC Board.

B. Audit Committee Report

Ursula Burns, Chair of the Audit Committee, reported to the Board on the activities of the Audit Committee, noting that it had met on October 10, 2013 as well. Ms. Burns reported that the Committee had received and reviewed the same financial reports the Board had received earlier in the meeting and had looked at certain federal funding issues. She reported that the Committee had discussed the USA Judo audit as well as the current practice of having USOC audit staff involved in certain NGB election oversight activities. The Committee also discussed the shift in tone of the audit group, with a new focus on help and support as opposed to policing and oversight. She noted that the Committee had received a litigation report from the USOC General Counsel, and engaged in a discussion regarding compliance with the Foreign Corrupt Practices Act, requesting that finance take the lead to ensure that the USOC is taking FCPA compliance matters seriously.

Ms. Burns next presented the Board with a proposed policy regarding acceptance of restricted gifts that the Audit Committee supported the Board adopting. She explained that the policy would require that for any restricted gift offered to the USOC involving a program not already in the existing USOC budget, the proposal would have to be reviewed by the Audit Committee and the Board before acceptance. Further, the Compensation Committee would then be engaged to determine how the budget effects

would be reflected in the USOC's performance screen. Following her explanation, a motion made to approve the policy. The motion passed unanimously.

C. Compensation Committee

Susanne Lyons, Chair of the Compensation Committee, reported to the Board regarding the activities of the Compensation Committee. The Compensation Committee too, had met on October 10, 2013. Ms. Lyons reported that Ms. Blackmun's contract extension has now been finalized and approved. Ms. Lyons reported that the Committee had received an assessment from the Human Resources department regarding the USOC's benefits plans, confirming that they are competitive and are routinely being reevaluated. In addition, the Committee had reviewed the USOC's wellness program and discussed the effects of the Affordable Care Act on the USOC's operations. Ms. Lyons reported that the Committee had next discussed senior executive performance and the evaluation process as well as succession plans across the entire senior leadership team. Finally, the Committee had engaged in a preliminary discussion around merit funding, salary ranges and pay grades for 2014.

D. Paralympic Advisory Committee

Jim Benson, Chair of the Paralympic Advisory Committee updated the Board regarding the activities of the PAC, which had met on October 10, 2013 as well. He noted that there are three new members of the PAC who joined the meeting: David Steele, Mike Peters and Jon McCullough. Mr. Benson reported that the PAC had heard from Jon Denney particularly as to Paralympic development opportunities and noted that a PAC member had suggested that all PAC members should contribute to the USOC at some level. Ms. Benson advised that the PAC had received a report on the Paralympic Broadcast plans as well as the USOC's Gateway to Gold talent identification program. Julie O'Neill had reported to the Committee on the USOC's ongoing efforts to integrate Paralympic and Olympic high performance activities, as well as on US Paralympic elite performance to date. Mr. Benson noted for the Board that Scott Blackmun had joined the PAC meeting to discuss the USOC's strategic plan and particularly how the Paralympic efforts fit in to it. The PAC engaged in a discussion regarding the benefits and challenges of federal funding of Paralympic efforts. Following this discussion, the PAC's recommendation to the USOC Board is that efforts should be made to transition away from the majority of federal funding to ensure that the USOC is able to focus on its mission specific activities. Mr. Benson reported that the PAC had received a report from Ann Cody on the international Paralympic Movement as well as Ms. Cody's efforts to be elected as an IPC Vice President. It was generally confirmed by the Committee that efforts need to be made to work collaboratively with the IPC to reduce and simplify the classification system and create consistency on the sport programs over time.

E. Ethics Committee

Mary McCagg provided the Board with a brief update on the Ethics Committee's activities, noting that there have not been many ethics issues to address. She reminded the Board that the Ethics Committee had formally approved the policy on Board interaction with Bid Cities as discussed at the last Board meeting, and noted that the annual disclosure process would be commencing shortly.

18. USADA

Robbie Bach reported to the Board on his visit with USADA leadership and participation in a portion of a USADA board meeting. Mr. Bach provided the Board with his perspective on USADA and explained that he had discussed with USADA leadership ways that the USOC and USADA might work together outside the testing realm. A discussion ensued regarding certain of USADA's processes, the challenges that will face the movement around anti-doping efforts going forward and the best ways to effectively fight doping in sport. Mr. Bach explained that his goal with USADA is to ensure appropriate high level engagement between the two entities so that when it is time to discuss USADA's next funding agreement, it is a discussion rather than a negotiation. Mr. Bach reported that he had requested that USADA's CEO Travis Tygart present at the Q1 2014 USOC board meeting.

19. USA Taekwondo

Susanne Lyons, USOC Board representative to the USA Taekwondo Section 10 Hearing Panel, reported to the Board on the efforts of the Panel and its recommendations. She noted that in the last six weeks the NGB has undertaken a complete rewrite of their bylaws and have moved to develop an independent board of directors. Ms. Lyons provided the Board with the Hearing Panel's perspective on the NGB, noting that the Panel believes that while there is certainly still work to be done, with the efforts taken to date, the NGB is on the right path. She spoke about the improvements that have been made in governance, financial controls, membership, sport performance and the NGB's ability to address grievances. Ms. Lyons advised that in light of these improvements, the Hearing Panel is recommending that the USOC Board lift USAT's probation, return USAT to full NGB status and continue USAT's membership in the USOC. A discussion occurred among the Board. Following the discussion a motion was made to approve the hearing panel's recommendation. The motion passed unanimously. Ms. Lyons commended the work of the Hearing Panel (made up of Glenn Merry, Sarah Konrad and Susanne) as well as the support work of Gary Johansen and Lucy Denley.

20. New Business

The Board engaged in a brief discussion about USOC facilities.

21. Administrative Items

A. Code of Conduct

As directed at the first day's session of the Board, Ms. Dershowitz provided the Board with proposed language revising the USOC's Code of Conduct. The specific revisions were approved unanimously.

B. USOC Bylaws

Ms. Dershowitz explained to the Board that the USOC's Bylaws currently contain a category for "Armed Services Members", however, the definition of the membership category lists only Army, Navy, Air Force and Marines. Noting that there are additional armed services recognized by the US government, Ms. Dershowitz sought Board approval to commence the process to propose changes to the Bylaws expanding the definition to be more inclusive. The Board unanimously approved the request.

C. Russian Branch Resolution

Ms. Dershowitz next advised the Board that in order to engage in certain planned activities in connection with the Sochi 2014 Olympic and Paralympic Games, the USOC is obligated to open a branch office in Russia and Board action is required to enable that effort. Ms. Dershowitz presented the Board with a draft resolution effectuating the necessary steps. The Board unanimously voted to adopt the resolution as presented.

D. Women's Canoe

Ms. Dershowitz shared with the Board a letter that had been received requesting USOC support in connection with an effort to gain Olympic program status for certain women's canoe disciplines. The Board discussed the effort noting that decisions regarding the Olympic program are made at the international level and require global assessments of the appropriate balance across gender, international involvement and sport program limitations.

E. Other Business

The Board engaged in a brief discussion regarding the status of relations across the US Olympic Movement, with Ms. Burns commenting on how different the tone appeared even from the prior year's assembly. The Board generally expressed its view that solid foundations have now been laid with all of the US constituent groups. The Board noted positively that while there will not always be uniformity of opinion, there is respect and engagement across all of the groups.

22. Adjournment

There being no further business, the meeting was adjourned at approximately 4:30 p.m. MST.

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



Rana Dershowitz
Secretary

November 4, 2013
Date