

Minutes
Board of Directors Meeting
New York City
15 December 2015

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place on 15 December 2015 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Robbie Bach, Jim Benson, Scott Blackmun (USOC CEO, *ex officio*), Anita DeFrantz (IOC Member, *ex officio*), Dan Doctoroff, Nina Kemppel, Susanne Lyons, Bill Marolt, Steve Mesler, Dave Ogreaan, Whitney Ping, Angela Ruggiero (IOC Member, *ex officio*), Kevin White, and Robert Wood. Absent was Ursula Burns. Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC were Malia Arrington, Alan Ashley, Lisa Baird, Jon Denney, Walt Glover, Morane Kerek, Benita Fitzgerald Mosley, Patrick Sandusky, Pam Sawyer, and Michelle Stuart. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 8:58am local time and welcomed the Board and attending USOC staff. The Chair noted the impending retirement of USOC Chief Financial Officer Walter Glover and thanked him for his valuable service to the USOC. The Chair further noted that USOC’s Morane Kerek would assume the role of Chief Financial Officer upon Mr. Glover’s retirement.

2. USOC Staff Updates

Referring to advance meeting materials in these areas, Scott Blackmun invited Board questions and discussion on updates as to USOC 2015 year-to-date financial results and year-end forecast (from Walter Glover), marketing and sponsorship sales (from Chief Marketing Officer Lisa Baird), development (from Chief Development Officer Jon Denney), sport performance (from Chief of Sport Performance Alan Ashley), and current events involving good governance and anti-doping matters.

3. Athletes Advisory Council

At this point Athletes Advisory Council (“AAC”) Chair Sarah Konrad joined the meeting.

Scott Blackmun invited Ms. Konrad to brief the Board on matters of importance to the AAC. Ms. Konrad provided an overview of several AAC items, including the AAC’s progress and satisfaction with its relationship with the USOC Office of the

Ombudsman and with Kacie Wallace, the newest USOC Ombudsman. Ms. Konrad underlined the growing importance of the work of that office and its value to athletes. She also discussed the athlete services coordinator position at the Olympic Games and Paralympic Games, and the value of introducing athletes to potential employment opportunities within entities such as the USOC. Board discussion followed on the desirability of having retired Olympians and Paralympians serve as employees within the U.S. Olympic Movement.

Ms. Konrad went on to refer to current events in the anti-doping sphere and underlined that the AAC strongly supports strong and broad investigation in this area in order to allow all athletes to compete on a level playing field in international competition. Board discussion on this topic centered on the appropriate roles for USOC and USADA in the matter, and on IOC efforts to encourage independent anti-doping testing on an international level. Board members also suggested that Ms. Konrad and the AAC encourage counterparts in other countries to join in supporting progress in this area, so that issue is addressed on a multi-national level.

Finally, and referring to advance materials for the meeting, Ms. Konrad described AAC Bylaw amendments that had been drafted and approved by the AAC, and asked for USOC Board approval of the resulting amended AAC Bylaws.

Upon a motion duly made and seconded, the Board voted unanimously to approve the amended AAC bylaws in the form provided in the advance materials for the current meeting.

At this point, Ms. Konrad left the meeting.

4. Judo Hearing Panel

Scott Blackmun invited Steve Mesler to review the work and recommendations of the Section 10 hearing panel on which Mr. Mesler currently serves. Mr. Mesler described the matter involved, wherein the panel heard and considered a number of complaints about USA Judo. Board discussion followed including as to the details of the current matter, and about USOC's means of helping NGBs achieve optimal governance and financial practices generally. Current and possible future work of, and resources for, the USOC NGB Organizational Development team were discussed in that regard.

At the conclusion of the discussion, and upon a motion duly made and seconded, the Board voted unanimously to approve the recommendations of the hearing panel in the matter of Wooldridge-Thursby v. USA Judo, as set out in advance materials for the current meeting.

5. SafeSport

Scott Blackmun opened a discussion of progress and prospects for the new Center for Safe Sport entity (the “Center”) and its work going forward. Mr. Blackmun described difficulties around fundraising for the Center, and expressed the hope that the new Center board of directors would be a strong and effective body for pursuing fundraising. He asked the USOC Board to consider whether the USOC should support the continued launch of the Center with its own previously-discussed funding, prior to achieving the Center’s overall fundraising goals, in order to avoid delay in the Center’s launch and operations. He then introduced Senior Director of Ethics and Safe Sport Malia Arrington to continue the discussion.

Ms. Arrington and the Board further discussed Center board and fundraising matters, including as to ideas and suggestions as to fundraising generally, appropriate approaches to potential donors currently considering the matter, and further possible donors, domestic and international.

Subsequent Board discussion centered on potential Center leadership and the qualities needed for its first CEO, on effectively stating and promoting a clear and concise mission and priorities for the Center, and on the level of funding necessary for the Center to effectively launch and conduct operations pending further funding to be generated from ongoing Center fundraising efforts.

After this discussion, and upon a motion duly made and seconded, the Board voted unanimously to approve USOC expenditures of up to \$2,500,000 as budgeted to support the Center, with further funding to be subject to subsequent Board approval.

6. Digital Media Agreements

Scott Blackmun introduced Lisa Baird to discuss the USOC’s digital media agreement program with NGBs. Ms. Baird reviewed the program and the rationale for renewing it for another four-year period by pursuing relevant agreements with currently participating and other NGBs. She briefed the Board on relevant expense and revenue trends and asked the Board for approval to continue the program, including via needed USOC budget expenditures, during the next Olympic quadrennium (2017-2020).

After discussion, the Board expressed support for entering into 2017-2020 commitments with participating NGBs and agreed to build these expenditures into the next USOC quadrennium budget, as described in the advance materials for the current meeting.

7. Chula Vista

Scott Blackmun introduced a Board topic concerning the previously-discussed potential agreement to turn over ownership and control of the current Chula Vista US Olympic Training Center to the City of Chula Vista ("Chula Vista.") He indicated that Chula Vista had identified a preferred entity as facility operator, and that this potential choice merited careful USOC discussion and consideration.

At Mr. Blackmun's invitation, USOC Chief of Paralympic Sport and NGB Organizational Development Rick Adams summarized progress and developments in connection with the potential transaction overall, and in discussions about the potential operator (a non-profit trust ("Point Loma") to be created by Point Loma Nazarene University) specifically. He provided further background on the potential strengths and challenges of Point Loma as an operator.

Extensive Board discussion followed, including as to Point Loma plans and approaches, relevant practices of other operators of sporting facilities, and potential athlete needs and perceptions related to the Chula Vista facility generally. The Board also discussed relevant requirements and protections that can be put in place via contract language applicable to Chula Vista and to an operator such as Point Loma.

At this point, Chula Vista City Manager Gary Halbert and Assistant City Manager Kelley Bacon joined the meeting. Mr. Adams introduced them and invited them to provide a Chula Vista perspective on potential operator issues and questions. Mr. Halbert reviewed Chula Vista plans for operation and expansion of the current training center and expressed confidence in Point Loma as a potential operator. Mr. Bacon reiterated Mr. Halbert's comments and reviewed in greater detail the operator candidate review and selection process. Mr. Halbert and Ms. Bacon engaged in discussion with Board members on these issues, the specific role to be played by the facility operator and possible alternatives to Point Loma.

At this point, Joe Watkins, Chief Executive Officer of Point Loma and Executive Vice President of Point Loma Nazarene University, and attorney Keith Allen-Niesen joined the meeting. Mr. Adams introduced Mr. Watkins and Mr. Allen-Niesen and invited them to provide a Point Loma perspective on the potential operator role.

Mr. Watkins described the formation and plans of Point Loma as a separate trust, and Point Loma's intended approach as operator of the training facility. Board discussion and questions followed, during which Mr. Watkins described operating plans, willingness to abide completely by USOC rules, and Point Loma's intention to be a positive partner in ensuring the ongoing success and athlete focus of the current training center.

At this point, the Chula Vista and Point Loma representatives left the meeting.

Further Board discussion on the matter related to what practical alternatives are available as to the future of the training center and the primary importance of athlete support and service. Board members and staff went on to discuss possible approaches to generate more input and perspective from affected athletes.

After this discussion, the Board agreed generally that USOC staff should pursue such input and report back to the Board for further discussion and a Board decision on the matter.

8. 2016 Budget

At Scott Blackmun's invitation, USOC Chief Financial Officer Walter Glover described the 2016 budgeting process, and the previous day's USOC Audit Committee discussion and approval of the budget now proposed to the Board. Mr. Glover presented budget details to the Board, including with regard to the influence of the 2016 Olympic Games on budget planning and needs and the value of providing a budget contingency in order to address certain types of Games-related expenses not specifically foreseeable at this time but nevertheless possible as Games-time developments.

Board discussion focused on the budget and the contingency approach, including as to the need to balance flexibility and budget discipline. Further discussion addressed controlling Games-related expenses overall, including in an environment where such costs are likely to be driven up by external factors such as Games locations and team sizes. The Board agreed generally that further attention and planning should be devoted to this matter.

After this discussion, and upon a motion duly made and seconded, the Board voted unanimously to approve the 2016 USOC budget as presented during the meeting and via advance meeting materials, except that the Games-related contingency reserve is set at \$3,000,000.

9. Long-Term Strategic Planning

Scott Blackmun described USOC management work on the USOC strategic plan for the 2017-2020 quadrennium, being conducted as a refresh of the current quad plan. He set out 2016 timing and plans for finalization of the proposed plan, to be presented to the Board and at the USOC Assembly during 2016 and finalized and approved at the Board's December 2016 meeting.

Board discussion on this topic centered on potential long-term strategy focuses such as member and athlete support, NGB organizational development, increased use of data analytics overall, diversity at all levels, and growing youth and collegiate participation in Olympic sport disciplines. Further board discussion concerned USOC spending and projects as measured against their capacity to address the primary mission of winning medals at the Olympic level, and USOC's current and

desired role as a constructive and influential member of the international Olympic Movement.

10. Committee Reports and Executive Session

At this point, USOC staff (other than Scott Blackmun) left the room.

10.1 Nominating and Governance

At the Chair's invitation, Nominating and Governance Committee Chair Dave Ogreaan discussed the Committee's recent work and referred to the next USOC Board seat anticipated to become available – an independent seat opening in January 2017. Mr. Ogreaan described Committee discussions on optimal candidate characteristics for that seat, including diversity and “informed independence” (i.e., a person who is truly independent under the USOC Bylaw definitions of that role but who also has knowledge and perspective on the US Olympic Movement in some way).

10.2 Ethics

At the Chair's invitation, Ethics Committee Chair Nina Kemppeel updated the Board on the ongoing work of that committee. Ms. Kemppeel indicated that the Committee will be considering and finalizing an approach to Board-level conflict of interest matters early in 2016, for proposal to the full Board thereafter.

10.3 USADA

At the Chair's invitation, Robbie Bach, who leads an informal USOC Board and staff team working on the proposed renewal of the existing USOC-USADA funding and services agreement, updated the Board on negotiation status and discussions with USADA in this regard. Mr. Bach indicated that discussions are nearing resolution on certain issues around USADA non-analytic investigations, and that the parties should be able to discuss funding specifics and contract terms shortly. Board discussion ensued, particularly in the area of funding levels and rationale, and whether and how the USOC-USADA agreement should take into account the IOC's recent proposal for an international anti-doping organization and coordinated efforts.

After this discussion, and on a motion duly made and seconded, it was unanimously resolved that the CEO is authorized to execute and deliver a renewal with a term of up to six years of the Drug Testing Agreement in place between USOC and USADA, provided that such renewal agreement contains overall terms at least as favorable to the USOC as presented to the Board at its meeting of December 15, 2015.

10.4 Audit

At the Chair's invitation, Audit Committee member Whitney Ping reviewed that committee's recent work and its meeting of the previous day. Ms. Ping discussed means of surveying athletes to help calibrate athlete support spending and emphases, and internal audit results for Sailing, Triathlon, and Speed Skating. At Ms. Ping's invitation, USOC General Counsel Chris McCleary then summarized current litigation matters involving the USOC.

10.5 Compensation Committee

At the Chair's invitation, Compensation Committee Chair Susanne Lyons updated the Board on that committee's work and its meeting of the previous day. Ms. Lyons reviewed 2015 USOC performance screen results and staff compensation matters, and the planned 2016 USOC merit budget.

At this point Scott Blackmun left the room.

Ms. Lyons went on to review the Committee's discussion on USOC executive team 2015 performance, including in particular that of Mr. Blackmun. She briefed the Board on the Committee's recommendations as to Mr. Blackmun's performance review and incentive compensation. Board discussion followed on these topics and on appropriate Board guidance for Mr. Blackmun and his team as to priorities and approaches for 2016.

10.6 Paralympic Advisory Committee

At this point, Scott Blackmun rejoined the meeting.

At the Chair's invitation, Paralympic Advisory Committee Chair Jim Benson reported on the ongoing work of that committee. He discussed USOC Paralympic support and the breakdown of its spend among principal priorities, chief among them athlete and Paralympic organizational support. Mr. Benson commented on USOC Paralympic successes in both operational and fundraising efforts. Board discussion followed as to USOC sponsor interest in and benefit from Paralympic-related rights, and ongoing efforts to move Paralympic team management away from the USOC itself and towards existing NGBs.

10.7 Administrative Items

At the Chair's invitation, Board Secretary Chris McCleary reviewed several short administrative matters. First, Mr. McCleary referred to advance materials for the meeting and proposed amendments to Sections 8.7 and 9.12 of the USOC Bylaws, introducing new requirements that members comply with the policies of the new Center for Safe Sport entity, and exempting decisions by that entity from review under Section 9 of the USOC Bylaws. He noted that these amendments had been

previously recommended by a member of the Board for consideration, and that the 60-day public notice period had been implemented and completed.

Upon a motion duly made and seconded, the Board voted unanimously to amend Sections 8.7 and 9.12 of the USOC Bylaws as proposed and posted for public comment.

Mr. McCleary next led a Board discussion on concerns about timing for Games-year USOC Assembly meetings (i.e., that those meetings tend to take place very close to the end of the Paralympic Games in summer Games years), and potential approaches to making those Games-year Assembly meetings more convenient and effective for all. The Board indicated generally a preference to pursue moving those Games-year Assembly meetings to take place later during the calendar year rather than in the normal September timing.

Mr. McCleary also provided the Board with a brief update on various other administrative matters and sought input on potential dates for 2017 Board meetings.

Finally, the Board discussed the proposal outlined in the advance materials for the current meeting that USA Hockey assume leadership and control of the US Sledge Hockey Paralympic team and program.

After such discussion, and upon a motion duly made and seconded, the Board unanimously resolved that pursuant to Section 8.5 of the USOC Bylaws, the USOC Board of Directors hereby designates USA Hockey to govern the Paralympic sport of Sledge Hockey in the United States.

11. Los Angeles 2024

At this point, Casey Wasserman, Chairman of the Los Angeles 2024 bid committee ("LA 2024"), Gene Sykes, Chief Executive Officer of LA 2024, and Jeff Millman, Head of Communications for LA2024, joined the meeting, along with members of USOC staff.

The Chair introduced Mr. Wasserman and Mr. Sykes and invited them to update the Board on LA 2024 and its work to date. Mr. Sykes and Mr. Wasserman cooperated to provide an overview of LA24 board development and other operational matters, the development and output to date of the LA24 brand strategy, and athlete involvement in LA24 overall. Board discussion on these topics followed.

Mr. Sykes went on to update the Board on LA24's progress and plans towards required submissions to the IOC under Stage One of the IOC candidature process. Mr. Wasserman discussed government relations work of LA24 at all levels of government. Board discussion followed with Mr. Sykes and Mr. Wasserman on these topics and on relationships within the international Olympic Movement,

fundraising generally, and LA2024's planned next steps in operational and communications efforts. The discussion closed with comments on the importance of close cooperation and partnership between LA2024 and the USOC, and the Chair and Scott Blackmun congratulated LA2024 on its progress.

At this point, Mr. Wasserman and the LA 2024 staff left the meeting.

12. Adjournment

There being no further business, the meeting was adjourned at approximately 3:19 pm.

This document constitutes a true and correct copy of the minutes of the 15 December 2015 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

February 2, 2016
Date