

Minutes
Board of Directors Meeting
Colorado Springs, Colorado
September 25, 2015

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place on September 25, 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*), Ursula Burns, Anita DeFrantz (IOC Member, *ex officio*), Nina Kempel, Susanne Lyons, Bill Marolt, Steve Mesler, Dave Ogrea, Whitney Ping, Kevin White, and Robert Wood. Participating by telephone was Dan Doctoroff. Absent was Angela Ruggiero (IOC Member, *ex officio*). Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC were Alan Ashley, Lisa Baird, Jon Denney, Walt Glover, Benita Fitzgerald Mosley, Patrick Sandusky, Michelle Stuart, and Chris Sullivan. Also present was United States Olympic and Paralympic Foundation (“USOPF”) Chairman Gordon Crawford. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 8:29am local time and welcomed the Board and guest attendees from the Los Angeles 2024 bid committee.

2. Los Angeles 2024

The Chair introduced Casey Wasserman, Chairman of the Los Angeles 2024 bid committee (“LA 2024”), and invited him to update the Board on the LA 2024 entity and its work to date.

Mr. Wasserman reported on LA 2024’s structure and key participants, including Olympian Janet Evans, who will serve as a Vice Chair and a number of key staff hires. In that regard he introduced LA 2024 staff attending this portion of the meeting: Chief Communications Officer Jeff Millman, Director of Administrative Operations Carla Garcia, and Executive Assistant to the Chairman Patricia Feau.

Mr. Wasserman went on to update the Board on LA24 fundraising progress; public and governmental support and relations; operational planning including as to matters such as insurance, office space, Games venue planning, and a Games media center; and near-term calendars and planning. He also recounted just-completed telephone and videoconferences with the USOC and IOC in connection with the IOC launch of the first phase of the 2024 Olympic Games bid process.

Mr. Wasserman and the Board discussed and exchanged ideas on these and related topics. Mr. Millman and USOC Chief Communications and Governmental Affairs Officer Patrick Sandusky commented on the strong working relationship between LA24 and the USOC.

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

3. USOC Staff Updates

Referring to advance meeting materials in these areas, the Board next engaged with USOC staff on topics including finance (with Chief Financial Officer Walter Glover), marketing and sponsorship sales (with Chief Marketing Officer Lisa Baird), and sport performance (with Chief of Sport Performance Alan Ashley.)

4. USOPF Update

USOPF Chairman Gordon Crawford described the activities and impressions of the USOPF Board of Directors, which met during and attended the USOC Assembly meetings (underway at the same time and place as the present Board meeting) for the first time. He noted that the USOPF Board found the meetings and interactions very beneficial. Mr. Crawford went on to provide a recap of USOPF's growth and progress during the past several years, noting that calendar 2015 has shown the value of the work and planning performed during 2013 and 2014.

USOC Chief Development Officer Jon Denney built upon Mr. Crawford's remarks by reviewing year to date 2015 USOPF fundraising accomplishments and projections.

Board questions and discussion followed, during which Mr. Crawford and Mr. Denney further described USOPF plans for fundraising and operational programs. The Board congratulated Mr. Crawford, Mr. Denney, and the USOPF team on their achievements.

5. World Championships Results

USOC Chief of Sport Performance Alan Ashley reviewed US athlete results in a number of 2015 world championship sporting competitions. He reminded the Board of aggressive USOC 2015 goals in this area and provided sport-by-sport updates. Mr. Ashley noted that a number of factors, varying by sport, have contributed to the USOC's underperformance against these targets. During the Board discussion that followed, Board members and Mr. Ashley exchanged questions and ideas about how the USOC can best address the circumstances and factors that have made 2015 especially challenging.

6. Multi-Sport Organizations Council

Lee Todd, Vice Chair of the Multi-Sport Organizations Council (“MSOC”) and USOC Director of Training Sites and Public Partnerships Alicia McConnell joined the meeting at this point.

Ms. McConnell introduced Mr. Todd and invited him to brief the Board on MSOC issues and topics. Mr. Todd reviewed MSOC background and organizational information, noting its importance as a national supporter of sport at the grassroots level. Mr. Todd noted the success of the Summer 2015 Special Olympics in Los Angeles, California. He discussed the growth and success of the US national “Olympic Day” in recent years, and the MSOC’s support of that collection of events. Board questions and discussion followed, during which it was noted the cooperation and coordination between the USOC and MSOC is particularly important as the USOC seeks to support continued growth of grassroots interest and enthusiasm for Olympic sport.

At 10:30am, the session went into recess while Board members attended meetings of the National Governing Bodies Council, Athletes’ Advisory Council, and Multisport Organizations Council, and Whitney Ping and Gordon Crawford left the meeting for the day.

7. Lunch Discussion

The Chair reconvened the meeting at 12:23pm for a working lunch session. US Men’s National Team basketball coach Mike Krzyzewski joined the meeting and gave a short talk about his role and experiences with Team USA and the Olympic Movement, and their importance in his personal and professional life. Mr. Krzyzewski emphasized the value of a strong culture, personal commitment, and investing personal feelings in the success of a sports organization. Board questions and discussion on these topics followed, after which Mr. Krzyzewski left the meeting.

8. SafeSport

At this point, USOC Senior Director of Ethics and Safe Sport Malia Arrington and USA Gymnastics Executive Director Steve Penny joined the meeting.

Scott Blackmun introduced Ms. Arrington and Mr. Penny and invited them to update the Board on progress of the new Center for Safe Sport entity (the “Center”), particularly in the areas of governance and fundraising.

Ms. Arrington described the work of the Center’s new Nominating and Governance Committee, on which Mr. Penny serves. That committee had considered a number of potential candidates for service on a planned expanded Center Board of Directors, intended to include nine members. Under the Center bylaws, these members are to be appointed by the Center’s sole member, the USOC. Ms. Arrington provided the USOC Board members with detailed biographical information on each of nine

individuals recommended by the Center's Nominating and Governance committee for Center Board service. Mr. Arrington then introduced Mr. Penny to describe the candidates further.

Mr. Penny described the selection process followed by the Center Nominating and Governance Committee and expressed his confidence in the slate of nine candidates recommended. Scott Blackmun closed the discussion by noting that Board members could still submit the names of individuals they wish to have considered for Center Board seats, and that Board approval of a finalized slate of nine candidates for the Center Board of directors would be sought via electronic means shortly.

Ms. Arrington then reviewed Center fundraising efforts and plans. Board discussion and questions followed, including as to potential Center Board candidates, Center fundraising prospects, and initial funding needed for the operational launch of the Center.

At this point, Mr. Penny left the meeting.

9. Chula Vista Proposal

Scott Blackmun introduced USOC Chief of Paralympic Sport and Organizational Development Rick Adams to lead a discussion on progress and plans towards a possible transaction whereby the USOC would transfer ownership of the Chula Vista Olympic Training Center ("CVOTC") to the City of Chula Vista ("Chula Vista").

Mr. Adams described progress contract discussions and positive cooperation between USOC and Chula Vista to identify and review potential candidate entities to serve as operator of the CVOTC under Chula Vista ownership. Mr. Adams described conversations among the USOC, Chula Vista, and the Easton Foundation in connection with that foundation's lease of land for the soon-to-be-opened dedicated archery facility within the CVOTC. Under that lease, USOC is lessor, and the parties face an open question of whether, in the event of the contemplated transfer to Chula Vista, Chula Vista would simply take over as lessor, or whether the parties might agree instead to transfer ownership of the archery facility to the Easton Foundation. Board questions and answers on these topics followed.

At this point, USA Track and Field athlete Craig Kinsley and USA Paralympic athlete Lex Gillette, both resident athletes at the CVOTC, joined the meeting. Mr. Adams introduced them to provide an athlete perspective on the proposed transfer to Chula Vista.

Mr. Kinsley and Mr. Gillette both provided thoughts and concerns regarding the potential transfer, centering on worries that a change in ownership might cause disruption or even degradation of the athlete experience at that facility, particularly in the areas of sports medicine and nutrition. Discussion followed among members of the Board and Mr. Kinsley and Mr. Gillette, during which ideas were exchanged on

the best ways to address these athlete concerns in the event of transfer. In that regard, it was noted that the proposed terms of the transfer would leave control of on-site sports medicine in the hands of USOC, and that these terms further require that the next operator of the CVOTC adhere to strict and specific nutrition requirements.

At this point, the Board thanked Mr. Kinsley and Mr. Gillette for their time and thoughtful comments, and the two athletes left the meeting.

10. Supplements Strategy

At this point, USOC Director of International Games Wesley Barnett, US Anti-Doping Agency (“USADA”) Chief Executive Officer Travis Tygart, and sports law attorney Howard Jacobs joined the meeting.

After an introduction by Scott Blackmun, Alan Ashley welcomed these session attendees and led a Board discussion on athlete supplements and a possible program under which the USOC would work directly with a carefully chosen supplement manufacturer to make available and/or certify certain supplements that would be tightly controlled and tested for safety, efficacy, and compliance with all applicable rules and laws.

Mr. Ashley reviewed the current quandary faced by US athletes, in which use of supplements is perceived as very important on the one hand, and being sure of safety and rules compliance is very difficult on the other. He noted that if athletes will use supplements in any case, it may be well for USOC to take a more direct role in ensuring that US athletes can find and use supplements that are safe, useful, and fully compliant with applicable rules and laws. He described preliminary discussions with a particular producer of supplements, whereby a direct relationship might be formed and certain supplements might be sold bearing some USOC endorsement/branding/promotional support. This producer would be accountable to make sure the supplements have all the necessary qualities, and the USOC would help bring awareness to these products.

Mr. Tygart joined the discussion, offering background and information on USADA’s work in supporting strong supplement testing and relevant legislation. Mr. Tygart expressed USADA’s strong confidence in its Third Party Testing Certification Guidelines, which NSF International (“NSF”) testing procedures and results meet, and noted that other sports organizations exclusively refer athletes to NSF-tested and approved products. He offered support for the concept that the USOC might take a role in promoting NSF-approved supplements for athlete use.

Mr. Jacobs then provided the Board with a legal perspective on the matter, underlining the certainty that athletes will use supplements in any case, and that it would be a great benefit to athletes to have access to a fully tested, safe, and affordable supplement option.

These presentations were followed by extensive discussion among the presenters and members of the Board, including as to athlete safety, possible alternative USOC approaches in supporting supplement safety and quality, due diligence efforts that would be necessary before approving any direct USOC involvement in supplements, and next steps for USOC management to take in investigating this possibility.

The Board indicated its general comfort with such further investigation, underlining the need for thorough and careful due diligence. Mr. Blackmun indicated that, based on such efforts, USOC management would provide the Board with a further report at a subsequent Board meeting.

11. Committee Reports and Executive Session

At this point, USOC staff, Mr. Tygart, and Mr. Jacobs left the room.

11.1 Compensation Committee

At the Chair's invitation, Compensation Committee Chair Susanne Lyons updated the Board on the committee's work and its meeting of the previous day. She went on to review in detail the terms of a proposed contract with USOC Chief Executive Officer Scott Blackmun whereby Mr. Blackmun's term in that role would be extended. She relayed the committee's recommendation that the Board approve the contract.

After Board discussion, and upon a motion duly made and seconded, the Board voted unanimously to authorize Board Chair Larry Probst to execute a contract extending USOC Chief Executive Officer Scott Blackmun's term of employment, on the terms described by Ms. Lyons.

Ms. Lyons went on to lead a short Board discussion on a USOC human resources matters, including as to employee benefits and bonuses.

11.2 Nominating and Governance

At this point, Nina Kemppele left the room.

At the Chair's invitation, Nominating and Governance Committee Chair Dave Ogrean described a current ambiguity in USOC Bylaws and records as to the current term of USOC Board service for Nina Kemppele. Certain records suggest that her term, begun in 2011 and renewed at the end of 2014, is due to expire at the end of 2016 (for a total of six years' service), while other documents and recollections suggest an intent that her term continue to the end of 2018. Noting that Ms. Kemppele is willing to serve a full eight-year term, Mr. Ogrean relayed the Nominating and Governance Committee's recommendation that the Board formally vote to confirm that longer term for Ms. Kemppele.

Upon a motion duly made and seconded, the Board unanimously

RESOLVED, THAT the Nina Kemppe's term as a member of the USOC Board of Directors will expire on December 31, 2018; AND FURTHER RESOLVED, THAT the Secretary of the Board is directed to amend all Board lists and rosters to reflect this term for Ms. Kemppe.

At this point, Ms. Kemppe re-joined the meeting.

Mr. Ogrea subsequently led a short Board discussion on ongoing Nominating and Governance Committee discussion and consideration of the best way to maintain and manage staggered terms for USOC Board members (in compliance with USOC Bylaws section 3.6.2), and on the nature of "independence" for the purpose of independent seats on the USOC Board. He indicated that the committee would report further on these topics in future meetings.

11.3 Paralympic Advisory Committee

At the Chair's invitation, Jim Benson reported on the ongoing work of the Paralympic Advisory Committee and the meetings held by that group the previous day. He noted that the committee is benefitting from strong USOC staff support and engagement from recently added committee members.

Mr. Benson led a short Board discussion on several issues faced by the Paralympic movement in the United States, including as to the level of attention it receives in general, Paralympic funding, and development of robust athlete pipelines to the TEAM USA Paralympic programs. Board members expressed comfort in concept with a flat percentage approach to determining what part of USOC funds would be directed to Paralympic support, subject to careful definitions and calculations used to reach such a percentage.

11.4 Audit

At the Chair's invitation, Audit Committee Chair Ursula Burns reviewed that committee's recent work and its meeting of the previous day. Among other items, she reviewed a number of budget matters and referred to USOC Internal Audit reports following its audits of the USA Track and Field and USA Taekwondo national governing bodies.

11.5 Ethics

At the Chair's invitation, Ethics Committee Chair Nina Kemppe updated the Board on the ongoing work of that committee. She noted that plans are in place for an updated annual disclosure process to be implemented with the next cycle, and that she is discussing with USOC staff possible improvements for employee training in the area of conflicts of interest and ethics. Finally, Ms. Kemppe discussed the value of

developing clearer, consistent principals for addressing Board-level conflicts of interest questions, and noted that the USOC Ethics Officer would be working on proposals in that area.

11.6 USADA

At the Chair's request, 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. He noted that the team had sought and secured helpful input from the National Governing Bodies Council and Athletes' Advisory Council, discussed several key matters with USADA, and expected to begin negotiation of the definitive agreement shortly. He indicated that he would have a further report for the Board at its next meeting.

11.7 Administrative Items

At the Chair's invitation, Board Secretary Chris McCleary reviewed a proposed amendment to Section 5.4.3 of the USOC Bylaws, clarifying the ambit of the USOC Compensation Committee. He noted that the amendment 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 Section 5.4.3 of the USOC Bylaws as proposed and posted for public comment.

The Board next discussed Board committee assignments. After this discussion, and with the assent of those involved, Board Chair Larry Probst removed Compensation Committee member Robbie Bach from that committee in order that he may devote further time and effort to the ongoing USADA renewal matter, and seated Robert Wood on that committee to replace Mr. Bach.

Mr. McCleary provided the Board with a brief update on various other administrative matters.

12. Adjournment

There being no further business, the meeting was adjourned at approximately 3:46pm.

This document constitutes a true and correct copy of the minutes of the September 25, 2015 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

October 22, 2015
Date