

Minutes
USOC Board of Directors Telephonic Special Meeting
February 25, 2018

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place by teleconference on February 25, 2018 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Jim Benson, Scott Blackmun (USOC CEO, *ex officio*), Cheri Blauwet, Dan Doctoroff, Nina Kemppel, Susanne Lyons, Bill Marolt, Steve Mesler, Dave Ogreaan, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Kevin White, and Robert Wood. Unable to attend were Robbie Bach and Anita DeFrantz (IOC Member, *ex officio*). Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC was Patrick Sandusky. Also attending were advisors from Covington and Burling and Edelman. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 4:00pm Mountain Time. He thanked members of the Board for their time and attention at the current meeting and over recent weeks as the USOC continues to pursue its work on important USA Gymnastics reform and SafeSport matters.

The Chair welcomed the newest member of the USOC Board of Directors, Olympian Kikkan Randall, who joined the Board the day before upon her election to the IOC Athletes Commission and consequent IOC Membership. He thanked Ms. Randall for joining the current meeting on such short notice, and congratulated her on her new positions in the international and US Olympic communities as well as on her spectacular success at the just-completed 2018 Olympic Winter Games in Pyeongchang. Ms. Randall thanked the Chair and indicated that she was pleased to attend the current meeting but would abstain from voting, owing to her very recent introduction to the Board and its current work.

2. Scott Blackmun

The Chair invited USOC CEO Scott Blackmun to address the Board on his health and ability to lead the USOC going forward.

Mr. Blackmun thanked the Chair and updated the Board on his treatment for prostate cancer. He also reflected on the challenges currently facing the USOC and its work in

leading positive change in the areas of USA Gymnastics reform, athlete safety generally and SafeSport specifically, athlete voice and representation in the Olympic community, and working on governance and structure changes to allow the USOC to take a more direct role in oversight and management of US National Governing Bodies in these areas (collectively, the “Reform Project”). Mr. Blackmun underlined his desire and ability to address each of these challenges with full focus and energy, and his recognition that doing so simultaneously would be difficult.

Board discussion followed, including as to the importance and demands of each of these two challenges and questions about whether one person can effectively manage both simultaneously. Board members expressed appreciation for Mr. Blackmun’s eight years of service as USOC CEO, his integrity, industry, and humility, and in particular the progress he had led in the area of SafeSport over this time. Board members further reflected on the two major challenges discussed by Mr. Blackmun. After this discussion the Board agreed that it is in the best interests of the USOC, given its current needs and Scott’s health situation, to seek new leadership.

The Chair asked Susanne Lyons, chair of the Board Working Group addressing the Reform Project, to discuss possible approaches to introducing publicly the USOC’s next steps on the Reform Project and a departure by Mr. Blackmun. Ms. Lyons and representatives from Edelman discussed potential approaches and timings. Board discussion followed, after which a series of steps were generally agreed to accomplish needed preparations and communications.

At this point, Mr. Blackmun left the meeting, as did Patrick Sandusky and the representatives from Edelman.

Further Board discussion followed, including as to the terms under which Mr. Blackmun and the Board might agree upon Mr. Blackmun’s separation from the USOC. A number of relevant considerations and elements pertaining to any such arrangement were discussed, including the terms of Mr. Blackmun’s current USOC employment contract, needs of the USOC overall, and the need to reach such an arrangement promptly in order to keep organizational focus on important priorities such as the Reform Project.

At Ms. Lyons’ invitation and referring to advance materials for the meeting, USOC General Counsel Chris McCleary provided the Board with details of the proposed terms of a separation agreement that had been provisionally discussed between members of the USOC Board and Mr. Blackmun. Ms. Lyons indicated that these terms had been carefully reviewed and discussed by the USOC Compensation Committee, and that that Committee recommended that the Board approve them.

Subsequent Board discussion focused on the need to ensure that any such separation agreement is fair and equitable to both parties under all the circumstances, appropriate

to the facts of the current situation, and consistent with the USOC's mission and resources. After this discussion, and upon a motion duly made and seconded, it was

RESOLVED, that the Chair is authorized to execute a separation agreement with Scott Blackmun on substantially the same terms as set out in the advance materials for the current meeting, subject to his satisfaction with final terms for timing and manner of distribution of the separation payment to Mr. Blackmun thereunder.

3. CEO Succession and Stability

The Chair introduced a Board discussion on the need for stability and strong leadership in the USOC CEO position going forward. Board members discussed the need to promptly launch a comprehensive search for USOC's next CEO.

At the Chair's request, Susanne Lyons left the meeting.

Thereafter, the Chair led a Board discussion on the advisability of engaging an acting officeholder to carry out the duties of USOC CEO during the pendency of the search for a permanent CEO. Board members reflected on the qualities and skills required for this posting. There was general agreement among Board members that Susanne Lyons would be an ideal candidate.

After this discussion, and upon a motion duly made and seconded, the Board voted to appoint Susanne Lyons as acting CEO of the USOC, to remain in that position until a permanent CEO is identified, engaged, and begins work.

At this point, Susanne Lyons and Scott Blackmun rejoined the meeting.

4. AAC Engagement

The Chair led a Board discussion on a letter the Board recently received from the leadership team of the USOC Athletes' Advisory Council ("AAC") addressing subjects strongly related to the Reform Project including athlete safety, athlete focus and voices in USOC actions and decisions, and USOC structure and governance vis-à-vis NGBs. Subsequent Board discussion focused on the importance of seeking and securing input on these matters from athletes generally and the AAC specifically, including as to the particular questions set out in the letter.

Further Board discussion concerned the best ways of working on these issues and making sure that full athlete and AAC input is a part of those efforts. After this discussion there was general agreement that the Chair should reply to the AAC leadership team's letter with thanks and an invitation to cooperate in structuring and conducting comprehensive working meetings among USOC leadership and staff, AAC members, and other athletes,

aimed at agreeing next steps in these important matters. Board members agreed that these working meetings should be funded by the USOC and take place shortly after the conclusion of the 2018 Paralympic Games.

4. Reform Project Funding

Finally, the Chair introduced a Board discussion on key elements of the Reform Project that need direct and immediate USOC funding. Board members discussed in particular those elements of the Reform Project that include substantial new financial support for the US Center for Safe Sport, new funding for Nassar victim and survivor resources, and expenditures on external advisors in Reform Project work. Board members recognized the importance of these efforts but also that funds directed towards them, particularly where those funds are not already budgeted, must be used judiciously and effectively.

Susanne Lyons and other members of the Board Working Group on the Reform Project also described for the Board key contextual points for several items under consideration for the Reform Project and that further unbudgeted funding may be sought in the future. Board members exchanged ideas and questions on the funding requests and what they may accomplish for the US Olympic community and athletes across the country.

As Ms. Lyons invitation and referring to advance materials, Chris McCleary set out specific funding requests for new USCSS support during calendar 2018, a one-time expenditure in support of survivors and victims of Nassar's sexual abuse, and fees of external advisors on Reform Project matters.

After further Board discussion and upon a motion duly made and seconded, the Board that

WHEREAS comprehensive, and coordinated USOC actions are needed to address urgent issues and Olympic community needs in the area of Safe Sport, support for victims of sexual abuse, and reform work with USA Gymnastics, and

WHEREAS during the current meeting the Board has discussed several important elements of this overall work, including as to victim and survivor support, additional funding for the US Center for Safe Sport, related outside support and advisors, and the need for immediate funding authorization for these elements, it is

RESOLVED, that USOC management is authorized to support such work as discussed during the current meeting of the Board including via expenditures of funds in the amounts set out in the advance materials for the meeting and related adjustments to previously-approved budgets.

3. Adjournment

There being no further business, the meeting was adjourned at approximately 5:55pm.

This document constitutes a true and correct copy of the minutes of the February 25, 2018 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

March 12, 2018
Date