

Minutes
USOC Board of Directors Meeting
Los Angeles, CA
April 18, 2018

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place on April 18, 2018 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Robbie Bach, Jim Benson, Cheri Blauwet, Anita DeFrantz (IOC Member, *ex officio*, attended by telephone), Dan Doctoroff, Nina Kemppe, Susanne Lyons (USOC Acting CEO, *ex officio*, attended by telephone), Bill Marolt, Steve Mesler, Dave Ogrea, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Kevin White, and Robert Wood. Attending Board members constituted a quorum of the Board under USOC Bylaws.

Present from the USOC were Rick Adams, Alan Ashley, Lisa Baird, Jon Denney, Kevin Penn, Patrick Sandusky, Pam Sawyer, Chris Sullivan, and Bridget Toelle. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 8:00am local time and welcomed the Board and attending USOC staff. He welcomed recent Board addition Kikkan Randall to her first regularly-scheduled Board meeting and thanked her again for joining as a Board member. The Chair noted that USOC Acting CEO Susanne Lyons was able to attend only the first portion of the day’s Board meeting by telephone from Washington DC, where she would be attending a Senate Commerce Committee hearing of athlete sexual abuse victims.

2. Advance Materials Q & A

The Chair referred to advance materials provided to the Board on the topics of USOC year-to-date 2018 financial results and 2018 financial forecast, a development update, and a Pyeongchang 2018 marketing and fan update. He asked for any Board questions or discussion on these items, as the authors of each were on hand to provide further information.

Board discussion followed on elements of the 2018 financial results and USOC staffing status and plans. At the Chair’s invitation, Audit Committee Chair Dan Doctoroff discussed plans to change the way the USOC and US Olympic and Paralympic Foundation manage grant funds between them, which had been discussed and approved by the Audit Committee at its meeting the previous day. Mr. Doctoroff referred to the Board’s recent approval of USOPF’s change to a cash-based accounting method for fundraising revenues, which would generally recognize such revenues each year in the year they are actually

received, from its previous accrual method. He then outlined two further financial changes proposed for approval by the Board.

First, and referring to advance materials for the meeting, he described a proposal that, in supporting USOPF's administrative and operational needs, the USOC make an annual grant to the USOPF rather than allowing the USOPF to use donation proceeds for those purposes.

Next, and also referring to the advance materials, USOC Chief Development Officer Jon Denney outlined a proposal, recently approved by the USOPF board of directors, that all USOPF grants to the USOC should be restricted to athlete support (i.e., excluding overhead and other USOC expenses).

Board discussion followed on both of these topics, including as to the advantages of each for USOPF donors, athletes, and the USOC. Mr. Doctoroff noted that these changes would have no net impact on the USOC's and USOPF's consolidated financials. After this discussion and on a motion duly made and seconded, the Board

RESOLVED, that the USOC should provide the US Olympic and Paralympic Foundation with a financial grant of up to \$49 Million for the period 2017-2020, which grant must be used by the USOPF exclusively for its own administrative and fundraising expenses, and that the USOC Acting CEO may execute a grant agreement with the USOPF including these terms; and

RESOLVED, that USOC should consent to a US Olympic and Paralympic Foundation Bylaws requirement that grants of donations received by the USOPF as unrestricted, from the USOPF to the USOC must be restricted to elite athlete support and programming, and that the USOC Acting CEO is authorized to provide such consent in an amendment to the service agreement between the USOPF and USOC.

3. LA28/USOC Joint Venture Update

The Chair asked USOC Chief Marketing Officer Lisa Baird to talk about USOC and LA 2028 Organizing Committee ("LA28") work on designing and creating a marketing joint venture to manage marketing and sponsorships for the entities in the run-up to the 2028 Games.

Ms. Baird outlined current discussions and plans for configuring and launching the joint venture entity and those details that remain under discussion between the USOC and LA28. Board discussion and questions on these details included staffing plans, revenue sharing details and contingencies, and other points remaining open for discussion and approval of the International Olympic Committee ("IOC"). Members of the Board underlined the importance of these points and of certainty about them as the USOC looks toward transitioning certain marketing operations to the joint venture entity in coming years.

4. Olympic and Paralympic Performance

At the Chair's invitation, USOC Chief of Sport Performance Alan Ashley provided the Board with a comprehensive report on Team USA's performance at the Pyeongchang 2018 Olympic Winter Games. Mr. Ashley reviewed the team's historic successes in particular events and also its challenges in meeting overall goals. He reflected on the strength of commitment, teamwork, and passion shown by US athletes at the Games and his pride in their conduct and performance overall. As well, he described lessons learned and opportunities ahead to help American athletes perform even better and achieve their goals at future international events.

The Board engaged in extensive questions and discussion with Mr. Ashley on these topics and on specific ideas and proposals for USOC sport performance efforts in light of Team USA's experiences and performances in Pyeongchang. Discussion included the roles of athletes and athlete representatives in the Olympic community, in National Governing Bodies ("NGBs"), and in the USOC itself. Mr. Ashley took on board several items for follow up and underlined his team's commitment to continuous improvement.

Next, USOC Chief of Sport Operations and Paralympics Rick Adams provided a similar report with regard to the Pyeongchang 2018 Paralympic Games. He reflected on American Paralympic athlete performances and successes in Pyeongchang and celebrated the team's overall performance and representation of the United States at the Paralympic Games. He reviewed Team USA's leadership in gold medals and in medals overall at those Games.

Board discussion on Paralympic performance in Pyeongchang focused on athlete support and performance topics, ideas for continued development in Paralympic sport, and the USOC's role and work in operating Paralympic NGBs in a number of disciplines.

5. US Center for SafeSport

At this point, US Center for SafeSport (the "Center") CEO Shellie Pfohl joined the meeting. The Chair and Rick Adams welcomed Ms. Pfohl and invited her to provide an update to the Board on key issues for the Center and on its progress overall.

Mr. Adams noted the Center's recent one-year anniversary and that the Center was holding meetings with NGBs the same day in Denver, Colorado to work on particular operational and substantive topics for continued improvement. He thanked Ms. Pfohl for joining the Board at the day's meeting and acknowledged that she would have to leave immediately after her talk in order to attend the other meeting.

Ms. Pfohl introduced Center Board Chair Frank Marshall who accompanied her at the meeting, and reviewed Center annual report data for 2017. She discussed case volume

and processing, resource challenges and plans, and progress against strategy and staffing objectives. She identified the Center's mission to ensure that athlete well-being is at the center of sport culture, and that athletes are safe, supported, and strengthened.

Ms. Pfohl also reviewed the Center's plan to build and promote educational resources to fully complement its investigation and resolution work. Board members engaged in extensive discussion and questions with Ms. Pfohl on key operational and strategic questions facing the Center, and the USOC's interest in them as a primary source of Center funding and given the Center's jurisdiction. With the Board, Ms. Pfohl went through further details on staffing plans, investigations workload and approaches, the impact of the recently-enacted federal Protecting Young Victims from Sexual Abuse and Safe Sport Authorization Act, interest in the Center's work among parties outside the Olympic and Paralympic community, and potential approaches for building the Center's capacity and efficiency.

Further Board discussion centered on athlete safety matters not addressed directly by the Center and how they are resolved, the wide variety of fact patterns and circumstances that arise in athlete safety cases and how those variances affect case management and resolution, and the Center's plans for using additional 2018 funding recently provided by the USOC to build and accelerate its work. Members of the Board underlined to Ms. Pfohl the importance of the Center's work and of building up its capabilities quickly in order to serve the Olympic and Paralympic community.

With the Board's thanks, Ms. Pfohl and Mr. Marshall left the meeting.

The Chair reminded members of the Board that all USOC Board members should complete and stay current on the Center's training materials in order to have a clear and full understanding of athlete safety issues as the Center articulates and addresses them.

6. Los Angeles 2028 Presentation

LA28 Chair Casey Wasserman and CEO Gene Sykes joined the meeting, accompanied by several members of LA28's senior leadership team.

The Chair welcomed the LA28 team and invited Mr. Wasserman to update the Board on recent LA28 developments and accomplishments. Mr. Wasserman thanked the Board for the opportunity to connect in LA28's home town and introduced the LA28 team accompanying him.

Mr. Wasserman described LA28's work on organizational and strategic planning projects, and its work with the USOC in designing and preparing to launch the marketing joint venture to be operated between them. Mr. Sykes noted that this work included close coordination with the IOC in order to ensure that it confirmed with IOC expectations and requirements.

Mr. Wasserman also discussed key budget planning and management issues and how LA28's approach to these anticipates the IOC's articulated "New Norm" approach to efficiency and cost savings for Olympic organizing committees generally. He reviewed plans and thinking on LA28's youth sports initiatives and the positive impact they can have on kids throughout the Los Angeles area, both before and after the 2028 Games.

Board discussion with Mr. Wasserman and Mr. Sykes followed, including on the marketing joint venture and related staffing, budget, and operational plans, on developing plans for sport venues and Games logistics, and on Games budget and contingency matters overall. Mr. Wasserman underlined LA28's extensive planning and preparedness efforts to ensure that Games budgets and programs are fully funded and carried out without creating any financial liability for the City of Los Angeles.

Board members expressed appreciation for Mr. Wasserman's and Mr. Sykes' time and thoughts, and the LA28 team left the meeting.

7. AAC Discussion

Athletes' Advisory Council ("AAC") Chair Han Xiao joined the meeting, accompanied by AAC leadership team colleague Sam Kavanagh.

Board member Steve Mesler introduced Mr. Xiao and Mr. Kavanagh and thanked them for joining the meeting and continuing valuable dialog with the Board in this way. The Chair echoed these thanks and invited them to lead a discussion on AAC issues and plans.

Mr. Xiao and Mr. Kavanagh led the Board through a discussion and review of a number of specific AAC topics of focus and concern. These included specifics around the USOC's relationship with and authority over NGBs, Paralympic athlete rights and concerns, resource allocation among Olympic and Paralympic sports and disciplines, team selection and athlete development approaches among NGBs, handling of athlete grievance matters at NGB and USOC levels, the role and resources of the USOC Ombudsman Office, and USOC athlete support and funding overall.

The Board engaged in extensive questions and discussion with Mr. Xiao and Mr. Kavanagh on each of these topics and how they are affected by fundamental concepts such as understandings of the concepts of "athletes" and "elite athletes" as those terms are used in the Olympic and Paralympic community, NGB and USOC roles in different areas of sport and athlete development, athlete representation in leadership bodies within the USOC, NGBs, and other members of the Olympic and Paralympic community, and the focus and duties of the AAC itself.

Further discussion centered on AAC interactions with Congress and other stakeholders in the Olympic and Paralympic community and AAC priorities in coming weeks and months.

Board members and Mr. Xiao and Mr. Kavanagh discussed specifics on how the AAC and the USOC can work directly together to address the specific AAC concerns articulated during the discussion, and to serve American athletes and the Olympic and Paralympic community overall.

With the thanks of the Board, Mr. Xiao and Mr. Kavanagh left the meeting.

8. CEO Search Discussion

At this point, attending USOC staff left the meeting, except for USOC Managing Director of Human Resources Pam Sawyer and General Counsel Chris McCleary, and Jim Citrin of the search firm Spencer Stuart joined by telephone.

The Chair invited Board Member and Nominating and Governance Committee Chair David Ogreaan to brief the Board on the ongoing search for a permanent USOC CEO.

Mr. Ogreaan took the Board through the plans and process now underway towards identifying and hiring the next USOC CEO. He described the multi-party search committee engaged on the task and the experienced search firm supporting that committee, Spencer Stuart. He invited Spencer Stuart's North American CEO search lead Jim Citrin to provide more background.

Mr. Citrin discussed the work accomplished in support of the search and the strong interest already indicated by strong candidates across the country. He went through key upcoming meetings, interview sessions, and other milestones in the search process.

Board discussion followed on these topics and other plan specifics, on important qualities in the person who will take this role, and on potential timing for the search and hiring process.

With the Chair's thanks, Mr. Citrin left the meeting and attending USOC staff rejoined.

9. Athlete Safety Projects Discussion

The Board turned to a discussion of the previously discussed set of related endeavors currently underway among Board members and staff, which have at their core the goal of improving athlete safety throughout the Olympic and Paralympic community. The discussion was led by the Chair, who started by noting that these endeavors are benefitting from extraordinary focus and efforts at all levels in the organization including among Board members, by thanking the Board for its work, and by underlining that the work is just beginning and will need continued commitment and industry going forward. He asked USOC Chief of Business Operations Kevin Penn to lead a discussion on progress and plans in this area.

Mr. Penn reviewed the organization of the athlete safety work overall, noted the emphasis on bringing external stakeholder, advocate, and policy maker voices into the work, and described the six parallel and intersecting workstreams involved, introducing Rick Adams to discuss the first of these.

9.1 USA Gymnastics

Mr. Adams updated the Board on ongoing work to support reform and strengthening of governance and culture of USA Gymnastics. He reviewed USAG's progress on delivering against the steps called for in the USOC's January 25, 2018 letter to USAG, plans for continued progress, and the several areas where USOC Board and staff members are directly involved in efforts to support specific and positive changes at USAG. Board discussion followed, including as to these USOC efforts, USAG's ability to serve its athletes during this time of organizational reform, and lessons that can be learned and applied to other NGB situations.

9.2 Athlete Safety Programming and Support

Next, Kevin Penn took the Board through workstreams aimed directly at building and improving USOC support and leadership of athlete safety in the Olympic and Paralympic community. He discussed the USOC's increased financial support of the Center and its work to help that entity secure other support and build its capabilities and operations. He updated the Board on the search for a new USOC director of Athlete Safety to coordinate all USOC efforts in this space. He previewed programs to build direct engagement with athletes and athlete safety advocates in building USOC programs and resources.

Board discussion on these topics followed, including as to specifics on these engagement plans and programs and on additional ways the USOC can help support the success of the Center.

9.3 Athlete Engagement & Education

Lisa Baird continued the discussion by briefing the Board on USOC efforts to build and improve the ways that athletes, their voices, and their views are built in to the USOC as an organization, its decision making and its efforts. She covered several specific communications efforts, plans to bring athlete representatives together for an in-person symposium during 2018, and coming athlete education programs. Board discussion on these topics included specific plans and options, the nature and role of the USOC Athlete Ombudsman Office and how it can best serve athletes, the nature and role of the AAC and how it can best represent athlete concerns and interests, and other ways to increase direct interaction between senior USOC officials and American athletes.

9.4 USOC Athlete and NGB Structure

Next, Chris McCleary described work and plans on a workstream specifically directed to reviewing and considering changes to the USOC as an organization in terms of the way it engages with NGBs and with athletes. Extensive Board discussion on these topics followed, including by reference to specific possibilities for USOC organizational elements to address them. The Board discussed the working group planned to be formed to lead efforts in this area, including strong external stakeholder and policy maker voices to provide distinct and independent views.

9.5 Congressional Inquiries

Mr. McCleary then reviewed ongoing work on engagement with Congress, including both addressing specific Congressional inquiries and requests for information, and stepping up USOC engagement with Congressional leaders generally. Board discussion on this topic included exchanges of ideas about specific means for Congressional communication and engagement and on the importance of ensuring ongoing collaboration in that area.

9.6 Independent Investigation

Finally, USOC Chief External Affairs Officer Patrick Sandusky updated the Board on USOC readiness to digest and react to the results of the ongoing nationwide independent investigation being conducted by experts at the law firm of Ropes & Gray. He underlined that the USOC does not yet know, nor will it attempt to influence, the timing or content of that investigation or its conclusions, other than to support the investigation in all ways possible in order that it can come to a comprehensive and definitive conclusion in whatever time it takes to complete.

10. Communications, Stakeholder Messaging

Patrick Sandusky then turned to a discussion on USOC communications plans and approaches related to the athlete safety workstreams just discussed, and to public discourse on these topics. Board questions and answers followed on particular plans and possible means of communication and on the importance of helping Olympic and Paralympic community stakeholders and the American public generally understand the USOC and its approach to athlete safety.

11. Olympic and Paralympic Performance (continued)

At the Chair's invitation, Alan Ashley engaged the Board in a discussion on another element of athlete performance and support: The USOC "Operation Gold" program of direct monetary awards to athletes who win medals at the Olympic and Paralympic Games. Mr. Ashley reviewed the current USOC program in this area and the principals underlying it. Board discussion followed, including as to financial impact and alternatives

for athlete support that could be achieved using the same funding, and as to relative award amounts for Olympic and Paralympic medal winners, respectively. After this discussion, Mr. Ashley agreed to come back to the Board with further recommendations in this area in order to ensure that the program is properly aimed and configured to support athletes in a way that strikes appropriate balances and considerations.

12. Executive Session, Committee Reports

At this point, USOC staff (other than Chris McCleary) left the meeting. At the Chair's invitation, committee leaders provided reports to the Board.

12.1 Audit

Audit Committee Chair Dan Doctoroff reported on the Committee's meeting of the previous day and its work generally. Among the items discussed, he noted the Committee's discussions on cyber security, financial reserves and the means of managing, protecting, and handling them, and possible organizational arrangements related to athlete and NGB matters generally. He indicated that further discussions and proposals were likely to come from the Committee in these areas.

12.2 Compensation

Compensation Committee Chair Bob Wood updated the Board on the Committee's ongoing work and its meeting of the previous day as well. He reviewed several recent special meetings of the Committee held to date in 2018, at which the Committee worked on CEO transition and compensation matters, among other items. Turning back to the Committee's meeting of the previous day, Mr. Wood reviewed the Committee's discussions on executive compensation, staff incentive programs, and key staff retention matters.

Finally, Mr. Wood reviewed the principle terms of employment for Susanne Lyons as Acting CEO, as approved by the Compensation Committee and agreed with Ms. Lyons. After discussion on these terms and Ms. Lyons' anticipated work and role in the coming months, and on a motion duly made and seconded, the Board ratified the terms of Ms. Lyons' employment as USOC Acting CEO as set out in Mr. Woods' report.

12.3 Nominating and Governance

Nominating and Governance Committee Chair Dave Ogreaan offered an update on the work and plans of the Committee, including its plans and projected timing for new Board member searches to be carried out and completed during 2018.

12.4 Ethics

Nina Kemppel, Chair of the Ethics Committee, provided details of that Committee's most recent meeting, conducted on April 4, 2018 by telephone. She described the Committee's discussions during that meeting, including as to normal course projects such as the USOC's annual disclosure process and progress and updates to USOC staff training in ethics issues, as well as ethical components of the athlete safety issues and projects discussed earlier by the Board. She noted that she had encouraged all members of the Committee to complete and stay current on Center athlete safety training, so that they have a clear understanding of athlete safety issues as articulated by the Center.

13. Administrative Items

The Chair invited Chris McCleary to address a number of administrative items and issues for Board discussion.

13.1 Bylaw Amendment

First, Mr. McCleary reminded the Board of its earlier discussion on USOC Bylaw amendments that could enact the proposed language created by the Qualifications to Serve working group, which completed its work in 2017. Referring to advance materials for this meeting, he informed the Board that no public comments were received as to the language, which had been proposed for consideration at the Board's previous meeting. The Board reviewed the value of proactively setting out a clear articulation of qualifications for leadership in the US Olympic and Paralympic Movements.

After this discussion, and on a motion duly made and seconded, the Board approved the USOC Bylaw amendments as indicated in the advance materials and previously provided for public viewing and comment, effective immediately.

13.2 Athlete Safety Policy Revisions

Next, and again referring to advance materials for the meeting, Mr. McCleary discussed the USOC's existing SafeSport Policy, which was last updated in 2017 to reflect the responsibilities and role of the US Center for SafeSport. Mr. McCleary noted the February 2018 enactment of the Protecting Young Victims from Sexual Abuse and Safe Sport Authorization Act of 2017 (the "Act"), and the relationship between this new federal law and athlete safety work by the USOC and other members of the US Olympic and Paralympic community. He described how the USOC SafeSport Policy could be amended to more clearly contemplate and complement the Act, and the US Center for SafeSport's request that the USOC change the name of its SafeSport Policy to the more generic and descriptive "Athlete Safety Policy". He asked the Board to consider approving revisions to the USOC's existing SafeSport Policy to accomplish these and other clarification goals.

Board discussion followed, including as to the relationships among federal law, the policies and procedures of the US Center for SafeSport, the USOC, and all the NGBs. After this discussion and on a motion duly made and seconded, the Board approved the revised USOC Athlete Safety Policy in the form presented in advance materials for the current meeting, effective immediately.

13.3 Ratification of Committee Structures

Mr. McCleary referred to a revised Board and Committee roster included in the advance materials for the meeting, which roster reflected the recent changes in Board composition and the Chair's revised Committee appointments resulting therefrom. On a motion duly made and seconded, the Board approved the new Committee appointments and rosters.

13.4 NGB Probation

Mr. McCleary reminded the Board of the recent (USOC Bylaws) Section 10 matter involving US Bowling, and the Board's previous determination, at the suggestion of the hearing panel in the matter, that US Bowling be kept on probation while it works on resolving certain governance issues indicated in that matter. He invited hearing panel chair and USOC Board member Bill Marolt to update the Board on US Bowling's progress.

Referring to advance materials for the meeting, Mr. Marolt reviewed the hearing panel's recommendation that, in light of US Bowling's agreement to comply with needed governance improvements, the Board approve a conditional reinstatement of US Bowling as a member and NGB in good standing.

Board discussion on the matter and its details followed, after which, and on a motion duly made and seconded, it was

RESOLVED, that pursuant to the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws, US Bowling Congress is hereby removed from probation and returned to full recognition as an NGB provided the revised policies, procedures and Bylaws approved by the hearing panel in the current matter become effective by April 30, 2018.

13.5 2019 Board Meeting Dates

Mr. McCleary referred to advance materials for the meeting setting out agreed USOC Board meeting dates for calendar year 2019, thanking the Board for its cooperation with calendaring and finalizing the dates and locations.

13.6 Litigation Report

Referring to reports included in advance materials for the meeting, Mr. McCleary briefed the Board on the current status of all active litigation matters wherein the USOC is a party, and of ongoing matters brought to the USOC for resolution under USOC Bylaws Sections 10 and 11.

Board discussion between the Board and Mr. McCleary followed as to these matters and related insurance elements.

13.7 Director Indemnification

Next, Mr. McCleary updated the Board on the status of a previously-discussed director indemnification matter involving now-former Board member Angela Ruggiero. He described the lawsuit now in place in the matter, which names both Ms. Ruggiero and the USOC as defendants. He also described another director indemnification question recently raised. Board discussion followed, including as to the manner and means of director indemnification under the USOC Bylaws, and related insurance elements. The Board offered thoughts and guidance on how to approach these indemnity matters and others that may arise, and Mr. McCleary promised to report back to the Board on these items and seek specific approvals as appropriate.

14. Adjournment

There being no further business, the meeting was adjourned at approximately 2:50pm.

This document constitutes a true and correct copy of the minutes of the April 18, 2018 meeting of the Board of Directors of the United States Olympic Committee.



Christopher McCleary
Secretary

May 9, 2018
Date