

Minutes
USOPC Board of Directors Meeting
Conducted via Telephone and Videoconference
March 18-19, 2020

A meeting of the Board of Directors (the "Board") of the United States Olympic & Paralympic Committee ("USOPC") took place on March 18 and 19, 2020 via telephone and videoconference following notice duly given pursuant to the USOPC Bylaws. Present (throughout except as noted below) were Susanne Lyons (Chair), Robbie Bach, Rich Bender, Cheri Blauwet, Beth Brooke-Marciniak, Anita DeFrantz (IOC Member, *ex officio*), David Haggerty (IOC Member, *ex officio*), Sarah Hirshland (USOPC CEO, *ex officio*), Steve Mesler, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood. Unable to attend were Bill Marolt and Vivek Murthy. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

March 18, 2020

At this session the Board was joined by USOPC staff members Rick Adams, Katie Bynum, Moran Kerek, Jon Mason, Bobbi McPherson, Kevin Penn, Kacie Wallace, and Christine Walshe.

1. Call To Order and Welcome

The Chair called the meeting to order at 1:00pm and welcomed Board members and attending USOPC staff. She thanked all participants in advance for their cooperation and patience as the current meeting is held remotely and relying heavily on all Board members' use of online platforms for advance materials, discussion, and reports from staff. Sarah Hirshland offered meeting logistical suggestions to help all Board members participate and benefit fully from the meeting.

2. COVID-19 Update and Discussion

At this point, USOPC Chief Medical Officer Jonathan Finnoff joined the meeting.

The Chair noted that, though the Board has a host of important items for engagement at the current meeting, all Board members would benefit from an initial focus on the currently developing international health crisis involving the COVID-19 virus. She previewed a discussion of the ways this health crisis was impacting international sport and plans for the Tokyo 2020 Olympic Games and Paralympic Games. She noted that

while the USOPC continues to prioritize preserving the opportunity for American athletes to compete in Tokyo, it must value athlete safety and wellness above all. She referred to extensive scenario planning and investigation underway, and invited further details on these from Sarah Hirshland.

Ms. Hirshland underlined the constantly-shifting realities around the COVID-19 situation including as it impacts athletes and sport in the US and around the world. She reported that within the USOPC, work on other important matters and business-as-usual priorities were not being sacrificed to the COVID-19 crisis, but that focused work on the crisis was also being pursued with energy and focus thanks to extraordinary work being done throughout the organization. She emphasized the need for the USOPC to remain nimble and to adjust, day-by-day.

Referring to presentation materials for the meeting, Ms. Hirshland went on to brief the Board on the initial USOPC approach on managing COVID-19 related items, including by applying a consistent set of principles: Athlete safety is #1; Athlete training support; Fact-based decision making; using technology to coordinate in new ways; and engaging constituent groups at every stage. She reported on steps taken to date at USOPC staff locations and training centers, including to protect current athlete residents at the training centers. She set out the current schedule of recurring communications with athletes, NGBs, staff, donors, commercial partners, and Congress, and detailed the cross-functional internal team leading those communications efforts. She discussed the roles played to date at the Board and committee level and among senior staff, and the focus on relying on public health authorities for specific behavior instructions and limitations as part of the fact-based approach.

Board members discussed the importance of helping athletes understand the potential risks that may come with different approaches to training in the current environment, even where authorities have not yet implemented strong social distancing rules. They exchanged information and viewpoints on the pressures faced by elite athletes as they receive changing and sometimes conflicting messaging, and seek to make good decisions about whether and how to train. Board members also discussed the need for enhanced mental health resources for athletes in the current environment, and Ms. Hirshland and USOPC Chief of Athlete Services Bahati VanPelt reported on new and increased USOPC resources being offered out in that area. Further discussion among Board members and Mr. VanPelt involved specifics on particular athlete groups targeted for elements of USOPC athlete communications and support, the best means of connecting with them, and USOPC coordination with NGBs in that regard.

USOPC Chief of People & Culture Bobbi McPherson reported on specific programs and communications aimed at USOPC staff during the current crisis, including in the areas of income replacement for workers who cannot continue their normal work from home, health resources and referrals, technology support for remote work environments, and extended mental health resources.

Next, Ms. Hirshland led a discussion on potential economic consequences arising from the COVID-19 crisis, focusing on the ways these may affect the USOPC and NGBs and their respective ability to support athletes. At her invitation, USOPC CFO Morane Kerek provided information on scenario planning, possible approaches to revenue preservation or protection, means of access to funds that could possibly be drawn upon based on cashflow needs, and the likely overall economic impact of Games cancellation or postponement on the US Olympic and Paralympic community. Board discussion in this area included specific information gathering with NGBs on their individual circumstances and developing plans to provide guidance and coordination among NGBs as they face event and membership disruptions and other economic pressures.

Building on this discussion, the Chair led a discussion on potential organizational derailers presented by possible scenarios in weeks and months to come including the ways they may affect both 2020 and the 2021-2024 quadrennium. Board members exchanged ideas and questions on a range of concerns cited as meriting further work and planning. Topics discussed included the previously-discussed organizational and NGB financial considerations; athlete and employee well-being and mental health; athlete opportunities to train safely; anti-doping operations and out-of-competition testing in the US and internationally; potential virus impact on key staff and leadership; and longer-term impacts of all of these. Board members reflected on moral and ethical aims that go further than strict legal duties in these areas.

Board members went on to discuss the importance and urgency of further communication and clarity from the IOC about its own thinking and plans for the Tokyo Games and otherwise. Board members shared insights on this topic and IOC work ongoing, based on their specific interactions and learnings. They agreed on steps to be taken to encourage more transparency and athlete-focused communication from the IOC.

Turning to USOPC and NGB communications, the Board engaged on ideas and plans for helping athletes consider how best to stay safe in the current environment and answering questions on whether and how training can go on in a way that's safe for themselves and others; on assisting NGBs wrestling with decisions about whether to keep, cancel, or postpone camps, competitions, and training operations; and on keeping up communications among domestic and international sport organizations in order to help create resources and communications that can best help athletes.

3. Operations Update

Sarah Hirshland referred to advance materials for the current meeting in launching a discussion on a number of ongoing operational topics, answering Board member questions in a number of these areas. This discussion included updated organizational 2020 strategic objectives, AAC support and resources, athlete wellness efforts and anti-

doping work. Board members discussed in particular the AAC's launch of its hiring process for a professional Executive Director, the work of its membership and leadership team, and prospects for building stronger and more consistent support and cooperation with the AAC generally.

4. Los Angeles 2028 Discussion

Ms. Hirshland turned to a Board discussion on several key items relating to the USOPC's work and cooperation with the Los Angeles 2028 Organizing Committee ("LA2028") and US Olympic and Paralympic Properties ("USOPP"), the marketing joint venture created between them. She introduced USOPC Chief of Staff Katie Bynum to lead this discussion and to describe some of the ongoing organizational work with LA2028 and USOPP in areas including brand strategy, athlete marketing, overall support models, and fundraising.

Ms. Bynum went through each of these area in detail, updating the Board on developing LA2028 and USOPP planning and preparations and growing efforts for greater cooperation and coordination with the USOPC on several particular projects to seize near-term and longer-term opportunities to use the prospect of the 2028 Games in Los Angeles to drive athlete support between now and 2028.

5. Los Angeles 2028 Visit

At this point, LA2028 Chair Casey Wasserman joined the meeting, accompanied by LA2028 and USOPP teammates Dave Mingey, John Harper, Kathy Carter, and Peter Zeytoonjian. The Chair welcomed the visitors and invited them to update the Board on key issues from the LA2028 perspective.

Mr. Wasserman opened the update by sharing views on his teams' efforts to grapple with COVID-19-related issues and threats. He described timing and plans for important revenue-generation operations and efforts, branding work, and fundraising plans. Sarah Hirshland and Mr. Wasserman described good cooperation among LA2028, USOPP, and USOPC in addressing these issues and other ideas and opportunities for athlete support in the current time of uncertainty. Mr. Wasserman and members of his team offered further thoughts on Games scenario planning and possible approaches to providing for safe and sustainable competitions.

Board discussion followed, focusing on these topics and LA2028 plans for launch of its LA-based youth sports program, as well as further detail on ongoing LA2028 strategic plans overall. Ms. Carter added detail from the USOPP perspective, and discussed developing plans for revenue generation and sponsorship activations in Tokyo, including as both are impacted by the current uncertain environment. Mr. Mingey and Mr. Zeytoonjian provided further details on Games-related planning for Tokyo and beyond, as the USOPP originally envisioned and as may be affected by potential changes to the Tokyo Games.

With the Board's thanks, the LA2028 and USOPP visitors left the meeting.

6. Recess

At 5:00pm, the Chair thanked Board members and staff for the interactive and valuable session in the remote setting, reminded Board members of the meeting schedule for the following day, and put the meeting into recess.

March 19, 2020

At this session USOPC staff members Rick Adams, Katie Bynum, Jon Mason, Bobbi McPherson, and Kacie Wallace joined the meeting.

7. Call To Order

At 9:00am, the Chair called the meeting to order for the day's session. She took the opportunity to officially welcome the Board's newest member, ITF President and IOC Member David Haggerty. She described his background and areas of expertise and thanked him for bring these to the Board with his positive spirit and energy. Mr. Haggerty thanked the Chair and Board members for their support and underlined his appreciation for the opportunity to contribute.

Noting that slight adjustments to the previously-published agenda would likely be necessitated by the press of business and time limitations, Ms. Hirshland launched the day's agenda items.

8. Operations Update

Building on the previous day's start, Ms. Hirshland provided the Board with further information on ongoing USOPC operational matters. She covered final 2019 financial results and briefed the Board on athlete safety and US Center for SafeSport matters including NGB and USOPC progress on addressing 2019 USCSS audit findings and recommendations, plans for 2020 audits, and USCSS progress against its backlog of matters for investigation. Board discussion included these matters and possible economic impacts of the current environment on the USCSS and its capabilities and growth.

As Ms. Hirshland's invitation, USOPC General Counsel Chris McCleary updated the Board on previously-discussed projects to architect, build, and launch enhanced NGB compliance and NGB certification processes and procedures within the USOPC. He reported on developments and progress on the USOPC's initiative to create a dedicated internal team to lead NGB and other compliance matters, to be led by a new USOPC Chief of Ethics & Compliance who would report directly to the USOPC CEO. He reviewed initial

plans for structure and resources to be dedicated to this team and discussed expert advice and benchmarking information being dedicated to ensuring that the new team is configured to be effective and efficient.

Next, Mr. McCleary reported on developments and progress on the USOPC's related initiative to configure and implement its new NGB Certification approach and process. He reminded the Board that this new approach and process were legislated as USOPC responsibilities as part of the Board's November 2019 package of USOPC Bylaw amendments in the area of governance reform, and that NGB Certification was planned for formal launch in January 2021. He reviewed initial plans and progress for design, constituent consultation, and finalization, and promised further detail in coming months.

Ms. Hirshland updated the Board on the new "NGB Hub" online resource for operational and organizational information sharing to, from, and among NGBs. She noted that the NGB Hub was already seeing significant visits and usage in best practices efforts among NGBs and in information sharing on COVID-19 and related issues in particular. Board members discussed the value and timeliness of having such a tool online and functioning well.

Finally, Ms. Hirshland provide the Board with updated information on organizational mission, strategy, and cultural advancement under the "Journey Towards Excellence" program. She described recently-completed all-staff interactions and work sessions on these important organizational resources, and progress building consensus and support for them. She outlined a new staff performance management system being rolled out to help bring these values and touchpoints to life in that tangible way. She reminded the Board of the four organizational core value expressions supporting all this work: Pursue Excellence, Lead Courageously, Serve Others, and Foster Belonging.

Board discussion on these items explored the values and themes and ways to help USOPC staff and leaders to live them consistently.

9. Tokyo 2020 – Operations Preview

At this point, USOPC Senior Director, Games Operations Rebecca Crawford and Director, Events and Logistics Lisa Kangley joined the meeting.

At Ms. Hirshland's invitation, USOPC Chief of Sport Performance and NGB Services Rick Adams opened a Tokyo 2020 operational update, including plans in place in case the Tokyo Games are able to take place as scheduled. Mr. Adams indicated that USOPC on-the-ground operations in Tokyo are on track to support Team USA at the Games and introduced Ms. Crawford to provide more operational detail.

Ms. Crawford briefed the Board on developments and plans for competition and training

venues, the athletes' village, food and medical services for athletes, and plans to support Board members on-site as they join the US delegation in Tokyo.

Mr. Adams introduced Ms. Kangley to provide more information as to hospitality, meeting, and other support in place for the US delegation, sponsors, donors, and others in Tokyo during the Games. She reviewed updated specifics on the USA House plans and facilities at the Tokyo American Club.

Board discussion and questions focused on planned athlete support and facilities in particular.

After this discussion, Ms. Crawford and Ms. Kangley left the meeting and USOPC Vice President, Summer Sport Finbarr Kirwan and Chief of Paralympic Sport Julie Dussliere joined. Bob Wood also joined the meeting at this point.

10. Tokyo 2020 – Athletes and Sport

Rick Adams briefed the Board on sport performance readiness for the Tokyo 2020 Games, focusing on estimates for delegation team and staff members and scenario planning around possible Games adjustments relating to COVID-19. Mr. Adams also discussed selection procedures for the summer sport NGBs in the run up to Tokyo, including as COVID-19-related delays and adjustments were already impacting these. He described USOPC efforts to support quick, careful, and fair adjustments as necessary in order to keep athletes safe and ensure selections are fair and driven by the right measures. He also referred to extensive work of the USOPC Office of Athlete Ombuds in this area, and USOPC Athlete Ombuds Kacie Wallace added further detail on how she and her team are helping organizations and individuals focus on principles of athlete safety, transparency, consistency, and fairness. Mr. Adams and Ms. Wallace discussed interactions with IFs and NGBs in working on these issues and seeking to ensure integrity in the process even as it has to be adjusted and re-adjusted based on developments as they arise.

Mr. Adams went on to discuss winter sport training and development progress with an eye towards the 2022 Olympic Winter Games in Beijing. He noted performance gaps and vulnerabilities identified in a number of these sports and described a special winter NGB workshop held in recent weeks where USOPC and NGB staff worked closely to identify possible solutions, best practices, and efforts to improve the situation.

Next, Mr. Adams introduced Mr. Kirwan to provide further detail on sport and training preparations for the Tokyo Games. Mr. Kirwan underlined the USOPC sport performance team's reliance on health and governmental authorities in planning and decision making, and its focus on remaining agile and focused on athlete wellness and safety as circumstances develop.

At Mr. Adams' invitation, Ms. Dussliere provided the Board with an update on the same subject matter areas as to the US Paralympic Team in Tokyo.

Board discussion on these topics followed, including as to performance expectations as they may be impacted under different Games scenarios, information about training approaches and preparations undertaken by other countries, and special projects aimed at supporting US athletes who appear to be on the cusp of competing at the podium level to improve their chances of that highest-level success.

Mr. Kirwan and Ms. Dussliere left the meeting.

Next, Sarah Hirshland introduced USOPC Chief of Athlete Services Bahati VanPelt to update the Board on plans to support US athletes' overall journey and experience at the Tokyo Games, reminding the Board of the USOPC's commitment to extend its comprehensive athletes-first approach to athlete experiences at delegation events. Mr. VanPelt described coordinated efforts to support athletes before, during, and after the Games. He described athlete survey and other data indicating specific areas of need and concern that can be addressed, at least in part, by focused USOPC efforts, and specific examples of those efforts as they are being planned and implemented.

Board discussion in this area focused on athlete support in the areas of physical and mental health, and first-ever USOPC resources being made available in Tokyo in the mental health area specifically. Board members reflected on the importance of such support before, during, and after the Games and Mr. VanPelt described how current plans address all three time periods.

11. Governance Reform

USOPC Director of Strategic Planning Avery Wilson joined the meeting.

At the Chair's invitation, Chris McCleary opened a discussion on progress against organizational governance reform goals, in particular the ongoing multi-stage process of working internally and with the constituent-based Governance Reform Working Group on comprehensive USOPC Bylaws updates legislating important elements of governance reform items recommended by the several independent investigations and reports published during 2019.

Referring to advance materials for the meeting, Mr. McCleary led a detailed Board discussion of the second phase of such Bylaw amendments, agreed upon by the working group and proposed for Board consideration and posting for further public comment. Board members and Mr. McCleary discussed particular elements of this set of amendments, including as to a requirement that each NGB institute its own athletes advisory council along the lines of the USOPC AAC, which would extend the work of many NGBs that already have one in place. Other discussion items included election procedures

for the constituent-elected Board seats contemplated in phase one of the Bylaw amendment work, and the ongoing work of another constituent working group to generate and finalize such procedures for approval by each of the affected constituent groups and the Board before elections take place beginning in coming months.

Ms. Wilson continued this discussion, walking the Board through each main topic in the phase two Bylaw amendments proposed for consideration, and answering Board member questions on a number of these. Board members also discussed ideas for further review and possible updating of the NGB decertification process contemplated in Section 8 of the Bylaws, out-of-scope for the current reform project but targeted for further work after the current three-phase plans are completed.

After this discussion, Board members agreed that the phase 2 Bylaw amendments set out in the advance materials for the meeting should be posted for public comment and possible future Board approval, in line with the procedures set out in the current Bylaws.

12. Congressional Update

At this point, Avery Wilson left the meeting and USOPC Vice President, Government Relations Desiree Fiippone joined.

Sarah Hirshland referred to advance materials for the meeting in opening a discussion on recent developments on Capitol Hill, noting that these materials were completed before much of the current COVID-19 developments and governmental steps in that regard. She invited Ms. Fiippone to provide further information.

Ms. Fiippone discussed progress and prospects for the Morane/Blumenthal Senate Olympic and Paralympic reform legislation previously discussed by the Board. Ms. Fiippone noted that progress on the bill had been slowed by competing legislative priorities in the current environment, and that it faced hurdles raised by two Senators at the bill neared a Senate vote. Board members discussed the particulars of these issues, and likely paths and timing for the bill as it navigates Senate and House passage.

Further Board discussion concerned the proposed "Rodchenkov Act" concerning anti-doping and international events, and its current posture in the House and Senate.

Finally, Ms. Fiippone and Board members discussed recent comments from some members of Congress demanding a move of the 2022 Olympic Winter Games out of China, based on human rights concerns in that country. Board members discussed these concerns and countervailing dangers to restricting athletes' opportunity to compete at the Olympics and Paralympics in a scenario where such positioning could lead to calls for the US to boycott a Games in China. In that regard, Board members further discussed the distress and harm suffered by US athletes in the last instance of such a boycott, in 1980,

and possible measures to support and encourage thoughtful and positive debate on current issues.

13. Team USA Athlete Definition

Desiree Filippone left the meeting and USOPC Director, Athlete Outreach and Engagement Julia Clukey joined.

Sarah Hirshland introduced a Board discussion on ongoing staff work aimed at sharpening the definitions around "Team USA athletes" and how the USOPC should organize and direct its provision of athlete support in light of these clarified definitions. Bahati VanPelt elaborated on the topic by describing the purpose of this work - to better serve and communicate with athletes on what the USOPC provides and to whom. He described the extensive athlete survey and data collection behind the work to date and the intended deliverables: clear articulations of athlete tiers, a differentiated matrix of services provided to each tier, a technology platform to support athlete access and information on these, and a communications strategy to ensure that athletes have easy access to all pertinent information and resources as appropriate.

Kacie Wallace continued the discussion by delving into the principles underlying the work and how they are driven by the concept of "protected competitions" at the heart of athlete services duties of the USOPC under the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws. She described how that concept drives further conceptions of athlete resources, athlete representation in governance and decision making, and team selection. Ms. Wallace reviewed the athlete tiers proposed under the project.

Next, Ms. Clukey went into more detail with the Board on how the proposed tiers would be applied in particular circumstances and athlete profiles. Board members and Ms. Wallace and Ms. Clukey discussed specific elements of the proposed approach and how they would pertain to athlete rights under the Ted Stevens Act; athlete resources from the USOPC (as opposed to NGB-provided resources); alternate approaches to assigning athletes among the tiers taking into account the organization's overall mission and athlete needs; the need for increased clarity so that all athletes can better understand the rights and resources available to them and what it would take to move to a higher tier; and early support for the project from both the AAC and the NGBC.

Finally, Ms. Clukey reviewed planned next steps in the project and Mr. VanPelt indicated that the team would be back to the Board with further progress and a formal proposal in coming months.

14. International Update

Sarah Hirshland opened a Board exchange on current issues in the international Olympic and Paralympic community by briefing the Board on developments concerning the

possibility of a future Salt Lake City bid to host the Olympic Winter Games, and thinking on the matter as it is developing among Salt Lake City officials, the IOC, and others.

Kikkan Randall reported on recent work of the IOC Athletes Commission, in cooperation with counterparts among National Olympic Committees and International Federations, particularly in the area of IOC Rule 40 and athlete sponsorship and marketing opportunities generally. She and other Board members discussed the USOPC's implementation plans for Rule 40 in connection with the Tokyo Games, and the plans' impact internationally.

David Haggerty offered insights on IF-based work and discussions around the COVID-19 crisis in different parts of the world and its impact on sport.

Anita DeFrantz and Cheri Blauwet provided further information and views based on their work with the IOC and IPC respectively, including in the area of US representatives on athlete and other sport leadership bodies at different levels in the community.

15. IOC Rules 40 and 50

Sarah Hirshland introduced a deeper Board update and discussion on IOC Rules 40 and 50 and on the planned approaches to be taken by the USOPC in connection with the Tokyo Games as regards each of them.

First, Julia Clukey refreshed the Board on that planned USOPC approach to implement IOC Rule 40 in connection with the Tokyo Games, including as that approach provides athletes and their personal sponsors with increased marketing opportunities during Games time. She described ongoing efforts to communicate the approach to affected athletes so that they understand how to take advantage of these opportunities. Ms. Clukey indicated that athletes and their personal sponsors were beginning to activate the new USOPC tools for Rule 40 waivers and offered that in some cases athletes and their sponsors will be interested in seeing the new approach play out in practice before taking a position on whether they are a meaningful improvement over more traditional approaches.

Turning to IOC Rule 50, Bahati VanPelt took the Board through a detailed set of materials and information on the USOPC's developing plans for communication, education, enforcement, and athlete support around IOC Rule 50 and in particular its prohibition of on-site political or other demonstration by athletes participating in the Games. Mr. VanPelt reviewed the fundamental balance sought by the planned approach, valuing both personal rights of free expression and respect for fellow athletes. With this balance in mind, he noted, the approach seeks to create clarity on exactly where a Games participant must respect the rights of fellow athletes by refraining from drawing attention away from them with personal demonstrations, and where a Games participant can engage in free expression on matters of personal importance. He reviewed planned resources that

would make it even easier for athletes to speak out and be heard in this context, including via social media resources provided by the USOPC.

Board discussion on this topic examined this balance and the tools intended to help US athletes achieve it; input received from athletes generally and the AAC in particular; specifics on planned athlete communications in support of the approach and the importance of ensuring that athletes fully understand their rights, obligations, and the support available to them; and issues around IOC and NOC enforcement of IOC Rule 50 in practice at the Games.

On the topic of sanctions and enforcement, Mr. VanPelt reviewed in detail the elements of likely IOC and USOPC roles in a situation where an athlete violates Rule 50, the need for the USOPC to provide as much clarity as possible to athletes, in advance of the Games, of what sanctions are likely and how they would be implemented as well as how athletes may appeal sanctions to the Court of Arbitration for Sport.

16. Executive Session, Committee Reports

Attending members of USOPC staff now left the meeting.

16.1 Litigation Report

Chris McCleary offered the Board a privileged and confidential briefing on current litigation matters. In particular he updated the Board on previously-discussed mediated settlement discussions related to the group of litigation cases involving USA Gymnastics, the USOPC, and a number of other entities and individuals, brought by victims and survivors of sexual abuse involving Larry Nassar and others in the sport of gymnastics. Mr. McCleary discussed the bankruptcy plan recently filed by USA Gymnastics in that regard, and on likely next steps in the process. Further reports concerned other litigation matters and USOPC efforts to keep interested governmental officials apprised of developments and USOPC approaches, as appropriate. Mr. McCleary also reviewed the ongoing work and guidance offered by the Board's working group on current litigation and its engagement in further details on the cases underway.

The Board discussed these matters and Board members asked a number of questions on specific points pertinent to the USOPC and its role in them, and on possibilities and prospects for pursuing their resolution in a way fair to everyone involved.

16.2 Committee Reports

16.2.1 Finance Audit and Risk Committee

USOPC Audit Committee Chair Beth Brooke-Marciniak reported on that committee's work on reviewing the particulars of USOPC's financial situation and how it may be affected by

different scenarios involving COVID-19, its impact on sport and the domestic and global economy, and the Tokyo Games. She described further committee work on cybersecurity issues and planning, insurance matters impacting the USOPC and NGBs, and USOPC investment policies. Ms. Brooke-Marciniak noted that the committee was working well and proactively, particularly in light of all the current circumstances.

16.2.2 Compensation Committee

Compensation Committee Chair Bob Wood discussed that committee's work and most recent meeting, focusing in particular on compensation review projects, incentive plans and approaches, and the potential for further committee work in USOPC scenario planning that may be necessary in coming weeks and months.

16.2.3 Nominating and Governance Committee

USOPC Nominating and Governance Committee Chair Robbie Bach updated the Board on that committee's ongoing special projects in the areas of Board member support and constituent elections procedures and support, triggered by the significant Bylaw amendments already enacted by the Board in phase one of the previously-discussed governance reform project. In particular he described resources that the committee was creating and would provide in each case where a constituent group will be electing a new USOPC Board member, beginning with elections to take place in 2020 for Board member seating in 2021. Finally, he refreshed the Board on the outline of new and ongoing duties of the committee under all the governance changes, and committee planning for how to ensure it can meet those challenges.

16.2.4 Ethics Committee

Ethics Committee Chair Anita DeFrantz updated the Board on the recent work of that committee and that its most recent meeting had to be rescheduled from early March to early April, at which time the committee would discuss USOPC governance reform and the committee's potential roles under evolving USOPC structure.

16.2.5 Athlete and NGB Engagement Committee

Athlete and Engagement Committee Chair Susanne Lyons briefed the Board on the most recent work and meetings of the committee, wherein it focused significantly on COVID-19-related issues and way the USOPC can be helpful to both athletes and the NGBs that support them as developments unfold. She noted the value of recent work by USOPC Chief Medical Officer Jonathan Finnoff in offering guidance and thought leadership across the US Olympic and Paralympic community, and the likely growing importance of that work in coming weeks. She described the committee's detailed review of a finalized set of revised NGB Audit Standards, included in the advance materials for the meeting and developed by the USOPC Audit and Organizational Advancement team in close

consultation with NGB and athlete constituent representatives. She indicated the committee's support of the new Audit Standards and recommendation that they be approved by the Board. Ms. Lyons reported further on the Committee's work on athlete mental health resources available and coming on line; the USOPC team selection procedure project aimed at helping NGBs design and implement clear, consistent, and fair procedures across the board and in light of current COVID-19-related issues; and Rule 40 and Rule 50 matters discussed earlier by the Board in the day's meeting session.

Finally, she and other ANEC members at the meeting noted the general sense among committee members that all these items and areas of work were important and worthwhile, but also that the committee's ambit is likely too broad under all the circumstances - it was stretching committee member time and resources too thin. She and the other committee members at the meeting indicated their interest in developments around the planned new NGB certification program and how the Board committee element of that program might help resolve this workload issue.

16.2.6 Paralympic Advisory Council

PAC Chair Cheri Blauwet reported on that council's work on specific selection and classification issues for the Tokyo Paralympic Games, on plans for Paralympic Trials to be held this summer by the internally managed Paralympic sport organizations, and in support of ongoing IPC governance reform work. Finally, she and Mr. Bach discussed recent thinking on the council and within the Nominating and Governance Committee on Para sport representation in USOPC and NGB governance, and the value of further discussion and attention to ensuring that it is legislated in to relevant Bylaws and policies to ensure that it doesn't flag in coming years.

16.2.7. Collegiate Advisory Council

Finally, Kevin White described recent work and conversations of the council and COVID-19-related delays and difficulties facing the council's members and their educational institutions. Board member discussion in this area underlined the valuable work of the council in supporting collegiate sport and NCAA advances in the area of Olympic and Paralympic sport generally, and discussions with the NCAA on further areas of potential cooperation, for example anti-doping, going forward.

16.3 Administrative Items

16.3.1 NGB Audit Standards

Building on Ms. Lyons' previous discussion on the topic during the ANEC report, Chris McCleary reviewed a particular NGB Certification element based upon existing USOPC policies and practices around NGB Audit and Organizational Advancement. He noted that enhanced NGB Audit subject matter and practices would be an important element of the

new NGB Certification approach, and that NGBs should be afforded substantial advance notice and implementation support to prepare for a 2021 rollout of this element in particular. With that in mind and referring to advance materials for the meeting, he reviewed a proposed set of NGB Audit Standards that would serve as the center of this process, and described the specific procedures being built around these standards. He described the extensive work and review conducted in connection with these proposed standards led by USOPC Vice President of NGB Audit and Organizational Advancement Bridget Toelle, including with a constituent working group involving representatives of the AAC, NGBC, and USOPA.

Board discussion followed, as to the importance of audits as a foundational element of the NGB Certification process, particular questions and thoughts about the substance of the proposed Audit Standards, and the value of making them available to NGBs with as much advance notice as possible.

After this discussion, and on a motion duly made and seconded, the Board approved the USOPC NGB Audit Standards in the form included in the advance materials for the meeting.

16.3.2 2021 Board Meeting Dates

Thanking the Board for its assistance in planning and aligning calendars, Mr. McCleary referred to advance materials for the meeting in updating the Board on plans and logistics for upcoming regular Board meetings in 2020 and 2021.

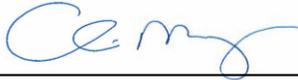
16.4 Current Events

At this point, Chris McCleary left the meeting and the Board held a continued discussion on COVID-19-related developments and next steps for the USOPC. Board members exchanged views and ideas on topics including athlete communications and what position to take vis-à-vis the IOC approach on this.

17. Adjournment

There being no further business, the meeting was adjourned at approximately 5:10pm.

This document constitutes a true and correct copy of the minutes of the March 18-19, 2020 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

June 19, 2020

Date