

Minutes
USOPC Board of Directors Meeting
Conducted by Telephone and Videoconference
June 17-18, 2020

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on June 17 and 18, 2020 via telephone and videoconference following notice duly given pursuant to the USOPC Bylaws. Present (throughout, except as indicated) 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*), Bill Marolt, Vivek Murthy, Steve Mesler, Whitney Ping, Kikkan Randall (IOC Member, *ex officio*), Brad Snyder, Kevin White, and Robert Wood. Attending Board members constituted a quorum of the Board under USOC Bylaws.

USOPC staff members joined the meeting as indicated below. The minutes were recorded by Christopher McCleary, Secretary.

June 17, 2020

USOPC staff members attending this session were Rick Adams, Katie Bynum, Bobbi McPherson, Kevin Penn, Kacie Wallace, and Christine Walshe.

1. Call to Order

The Chair called the meeting to order at 11:05am Mountain Time.

2. Chair and CEO Welcome

The Chair previewed the agenda for the two sessions of the current Board meeting, underlining the gravity of current events for Board discussion, including ongoing impacts of the COVID-19 pandemic on sport and society and social justice concerns crystallized by recent instances of police violence against African Americans, as well as important regular business and sport matters for decisioning. She noted the very heavy volume of advance materials for the meeting especially in the area of governance reform and thanked Board members for their extra time and work in preparing for the meeting and potential Board actions.

At the Chair’s invitation, Sarah Hirshland added her thanks to Board members for their extra work in recent weeks and on the important matters facing the organization. She noted ongoing efforts to ensure that Board and committee meetings are as interactive and discussion-based as possible, minimizing live staff reports in favor of advance materials study and maximizing Board member engagement on these items.

3. Operations, COVID-19 Related Items

Sarah Hirshland offered the Board an update on financial and operational plans as impacted by the current COVID-19 - driven health and economic crisis, building on recent special Board meeting discussions on these topics. Referring to advance materials for the meeting, she described year-to-date revenue and expense figures and the ways current reforecasting efforts would likely affect these; ongoing efforts to manage revenue and cash flow issues likely to arise; and fundraising efforts and results in the current environment. She noted the coming one-year anniversary of the final report from the Borders Commission on Athlete and NGB Engagement, and informed the Board that the USOPC is in contact with the Commission with information as to progress against the report's recommendations. She promised to share with the Board any Commission observations about the recommendations, progress on implementing them, and work remaining to be done.

Turning to operational matters, Ms. Hirshland reported on return-to-workplace procedures being implemented for staff, underlining that all such work is and will be driven by compliance with applicable state and local guidelines on COVID-19 safety. She also updated the Board on news from the US Center for SafeSport in its ongoing work, including as it has been affected by the current environment. She noted ongoing NGB concerns about the Center's manner of implementation policy and procedure updates, as they seek to cooperate and comply fully. Board members also discussed significant USOPC staff and organizational changes following on the recent staff reductions implemented in May.

Ms. Hirshland led a Board discussion on current issues and public debate in the area of social justice and in particular ongoing systemic racism affecting African Americans. She described extensive work to engage with and listen to Team USA athletes on these matters and to facilitate staff discussion, sharing, and learning. She reported on virtual "town hall" meetings and surveys conducted in this area and on developing plans for tangible action by the USOPC on matters it can impact directly, such as policies and procedures affecting athlete self-expression on issues of social importance. Board members expressed support for the steps taken so far, while underlining that the USOPC and other organizations will ultimately be judged by the tangible actions they take.

4. 2020 Board Assessment

Next, the Chair referred to advance materials for the meeting in reviewing the results of the Board's 2020 collective self-assessment exercise, reflecting individual Board member views on a number of Board performance areas and metrics. She led a Board discussion on areas that appear to present greatest opportunities for improvement and emphasis including succession planning and clarity on specific roles and duties of constituent representative Board members. Board members discussed efforts and available resources in these areas and exchanged ideas about further measures that can be taken. In the area of constituent Board member duties, Board members discussed educational resources that could be made available to all directors, and to the constituent groups (AAC, USOPA, NGBC) that will for the first time directly elect representatives to the USOPC Board later in 2020 for seating in 2021. Further Board discussion concerned Board member onboarding and educational resources generally and how they may be deepened and made more widely available throughout the US Olympic and Paralympic community.

5. NGB Needs and Support

Sarah Hirshland introduced a Board discussion on issues and challenges currently facing NGBs and noted that NGBC Chair Max Cobb would shortly join the meeting to share with the Board his own views on these matters.

Board members discussed particular effects of the COVID-19 crisis on NGBs, both as to their sport work generally and as to their financial condition now and in the future. Board members exchanged impressions based on their own interactions with particular NGB officials in recent weeks. USOPC Chief of Sport Performance and NGB Service Rick Adams referred to advance materials for the meeting in providing the Board with a thorough review of current NGB information on impacts, as well as a suite of USOPC efforts aimed at promoting resources available to NGBs; communications and best practice sharing among them; data collection and sharing being used to target USOPC support efforts; and the very serious organizational sustainability issues facing a number of NGBs on account of not only short-term but also longer-term economic pressures in the current environment. Board members discussed the need to balance and harmonize ongoing USOPC efforts to raise the bar for NGB compliance and certification on the one hand, with sensitivity to existential challenges facing NGBs as sport organizations on the other.

Board members further discussed COVID-19 – related pressures being brought to bear on particular NCAA member schools and collegiate sports generally, including as these may have a profound and long-lasting impact on Olympic and Paralympic sports in coming years. Board members reflected on the critical importance of collegiate sports for elite athletes in a number of these disciplines, and on structural, financial, and communications issues facing the programs and the student athletes they serve. They exchanged thoughts and questions as to ways that the USOPC might best offer support and encouragement in these areas to ensure best-possible outcomes for student athletes whether or not they become involved in Team USA directly.

Board discussion extended to fundamental organizational issues around where and how the USOPC should be involved in developmental and elite sport, in connection with NGBs, in connection with collegiate sport, and otherwise.

6. NGBC Visit with Max Cobb

At this point, NGB Council Chair Max Cobb joined the meeting.

The Chair thanked Mr. Cobb for his ongoing and extensive work in a number of roles within the US Olympic and Paralympic community, not least as Chair of the NGBC (National Governing Bodies Council.) She invited him to share his thoughts and NGB updates with the Board.

Mr. Cobb provided the Board with a comprehensive review of current NGB issues and his own observations on progress by the USOPC and NGBs themselves in addressing some of these. He reflected on the critical importance of continued cooperative work by all parties to continue to advance thinking and creative solutions to the very difficult financial and sport problems currently facing NGBs and other sport entities across the country. He updated the Board on ongoing NGB

efforts and frustrations with the US Center for SafeSport as it continues efforts to ramp up operations, particularly in the areas of policy enforcement and resolution of matters reported.

Revisiting with the Board a set of issues and concepts previously discussed during a 2019 visit with the Board, Mr. Cobb engaged with Board members on each of these issues in terms of progress made, further developments, ongoing challenges, and new ideas. These issues included governance improvements, compliance matters, approaches to athlete support at the NGB and the USOPC levels, developmental sport efforts, anti-doping matters domestic and international, and ways to seize the special opportunities created by a US-based Games on the schedule for 2028 – both in terms of elite athlete support and participation, and of growing sport participation by America’s youth in general.

With the Board’s thanks, Mr. Cobb left the meeting.

7. NGB Discussion Follow Ups

Board members further discussed the NGB challenges raised by Mr. Cobb, and continued thinking about ways and means for USOPC assistance on these. Board members revisited their discussion about USOPC work and emphasis between elite and grassroots sport activities, particularly in light of its charter under the Ted Stevens Olympic and Amateur Sports Act and the organization’s stated mission. Board members touched on larger questions presented by these sometimes competing needs, including as to alternatives for sport and organizational funding in the US and other countries. There was general agreement that these important and fundamental issues merit further focused Board discussion and work in coming meetings.

8. Recess

The meeting was put into recess at approximately 3:00pm.

June 18, 2020

USOPC staff members attending the session were Rick Adams, Katie Bynum, Kevin Penn, Bahati VanPelt, and Christine Walshe.

9. Meeting Resumption

At 9:00am Mountain time the Chair called the meeting back into session, noting the day’s initial focus on athletes and their needs in a number of areas, direct and indirect.

10. Sport Performance

The Chair introduced Rick Adams to brief the Board on Tokyo and Beijing Games planning in the area of sport performance and athlete training. Mr. Adams referred to advance materials for the meeting in updating the Board on athlete training support programs underway and planned, noting updated timing for the postponed Games and the importance of helping with specific training needs on a sport-by-sport and athlete-by-athlete basis. He reported on planned funding shifts in terms of timing and emphasis in line with these developing needs. Mr. Adams discussed

complicated and important ongoing work in the area of NGB selection procedures for the Tokyo Olympic Games and Paralympic Games, as teams and sports grapple with postponement-created issues. He underlined the need to be fair and transparent in all decisions about Team USA athlete selections, both in sports where selections had already been made and where selection procedures had yet to play out. Here too, he reported, nothing short of sport-by-sport and athlete-by-athlete attention would do in many cases. He reported that overall Tokyo Games operational plans for the US delegation had been largely adjusted and appear to be on track for the anticipated 2021 timing.

Board members and Mr. Adams discussed varying experiences and approaches in working with international federations on these issues and ongoing work with the Tokyo Games organizing committee on a host of athlete support and facilities plans needing to be updated or re-made on account of the Games postponement, as well as changing NGB needs and plans as they are currently playing out.

Mr. Adams and the Board next turned to a resumption of a previous Board discussion on challenges in the area of winter sport performance in the run up to the 2022 Olympic Winter Games in Beijing and thereafter. Referring again to advance materials, Mr. Adams briefed the Board on relevant performance data and trends and on a multi-point approach underway, working with key NGBs to address current challenges and needed changes. He thanked several Board members who had spent extra time with him and his team going through this information in depth and exchanging thoughts and questions about how the USOPC can enhance its winter sport high performance support to drive athlete readiness for competition at the Olympic Winter Games and Paralympic Games in Beijing and beyond.

Board members discussed specifics on performance trends in past Games; emphases in some sports on individual athletes and their success vs. elite athlete talent pools generally; other causes of ebbs and flows of success on the field of play over time; varying pipeline dynamics from one sport and discipline to the next and how the USOPC can best activate high-potential approaches in particular sports; NGB organizational strength as it can impact high performance over time; and training resources currently managed at the USOPC and NGB levels. Board members exchanged views and questions on winter sport athlete diversity in the US and global trends in particular sports; whether and how better coaching support and education may help; and the need for careful analysis of where the USOPC can make most impact in supporting winter sport athletes and their success.

Board discussion returned to the general topic of USOPC support for grassroots, pipeline, and elite athletes and how to approach the need to balance and target this support in a way that matches the organization's mission and purpose. Exchanging additional and diverging views on this and on theories of whether and how to target support among particular sports and disciplines, Board members agreed that further exploration and clarity was in order at both operational and strategic levels. It was generally agreed that the specific issue of winter sport development and the general issue of USOPC approach to sport support both needed additional energy and discussion in coming weeks and months. Members of the Board and attending staff agreed on near-term steps to advance this work and to revisit it at an upcoming Board meeting.

11. Athlete Needs and Support

The Chair introduced USOPC Chief of Athlete Services Bahati VanPelt to lead a Board discussion on the range of issues and challenges currently facing athletes, the means by which the USOPC is offering support, and where it can and should focus in the future.

Mr. VanPelt referred to advance materials for the meeting in describing the operation and results of ongoing athlete outreach and survey work aimed at sharpening understandings of most pressing needs and concerns. He described particular work in the previously-discussed area of social justice and athlete views of and impacts from systemic and individual racism against African Americans in the US. He also discussed assistance provided to athletes so that they can access funds and other support from ongoing governmental economic programs. Finally, he outlined efforts to help athletes connect with their local communities on these and other issues.

Moving to return-to-training and athlete health issues, Mr. VanPelt and Board members discussed athlete views on time frames and resources needed for a return to training, awareness of and use of mental health resources, and the importance of individual athletes being able to connect with one another and their communities as part of overall health and well-being. Mr. VanPelt reviewed key elements necessary to positive survey and opinion gathering engagements with athletes, including specificity, timeliness, resulting actions and follow up, and ongoing reporting and interactions. He also referred to advance materials for the meeting and their updated summary of ongoing USOPC athlete mental health resources, and progress in encouraging athlete use of these.

Turning to a continuation of previous Board discussions on an ongoing project to sharpen and implement a tiered program for delivery of services to athletes in a way that is transparent and understandable by the athlete population generally, Mr. VanPelt again referred to advance materials for the meeting in asking Board members for thoughts, questions, and discussions on the specifics of developing proposals set out in the materials. He described the valuable support of a cross-functional working group on these proposals and its preliminary conclusion that while holistic athlete support programs could be clearly and consistently defined by athlete tiers, sport performance-specific programs should be more bespoke for particular athletes and sports as appropriate. Rick Adams added supporting comments on this approach and these findings as well.

Board members discussed particular aims and impacts of the proposed plan and how the USOPC could best meet related demands on resources; approaches to setting three principle tiers and articulations for how particular athletes may move up or down among them; interactions between this USOPC approach and particular NGB approaches and how to make sure they complement one another; and the importance of clear and consistent communications of the approach to athletes and NGBs broadly – particularly as one benefit of the approach should be greater clarity and predictability for individual athletes on their athletic journeys. The discussion closed with plans for next steps and implementation at the appropriate time. Mr. VanPelt thanked the Board for its thoughts and guidance in this work.

12. Athlete Economic Opportunity

Sarah Hirshland introduced a discussion on related USOPC projects in the area of providing US athletes with greater opportunities to secure and benefit from sponsorship and licensing relationships in their individual athletic endeavors. She reminded the Board of previous discussions on these efforts, which touch both on the standing IOC and USOPC rules on athlete advertising (e.g., IOC's Rule 40 restrictions on Games-time athlete advertising), and on developing new tools and platforms that can be value-added resources for athletes in a broader way. She asked USOPC Chief Strategy & Growth Officer Katie Bynum to provide further details on this latter area.

Ms. Bynum referred to advance materials for the meeting in taking the Board through the fundamental elements of a planned technology platform that individual athletes can use in a host of ways, from seeking guidance and resources to find their own commercial relationships, to making themselves more visible to potential sponsors, to optional group licensing elements where athletes may choose to enter into a specific commercial agreement to make their likenesses available to sponsors for use in promotional or advertising materials featuring groups of athletes. She described the extensive athlete input sought to guide the development of this platform and approach, and the menu-driven features that allow each athlete to take advantage of it in whatever specific way is most helpful to them.

Board discussion on this new tool included reflections on its uniqueness among US sport organizations, work with NGBs to ensure that it does not interfere with their own marketing programs, potential points of interaction with other US sport organizations in areas where they may serve their athletes as well, approaches to ensure that the tool is an enhancement and not a detriment to existing global and domestic sponsorship programs, and connections to complementary USOPC athlete support services already in place. Board members expressed enthusiasm for the athlete-centric and innovative approach captured in this work to date.

Finally, USOC General Counsel Chris McCleary referred to brief advance materials for the meeting provided by USADA to update the Board on several key developments in the anti-doping sphere, including as to a new remote drug testing protocol being tested by USADA to enhance athlete protection including in the current COVID-19 environment.

13. LA28 Fundraising Options

Next, the Chair introduced a Board discussion on developments in the area of fundraising generally, and opportunities and approaches that might be taken in cooperation with the LA2028 organizing committee specifically. She introduced USOPC Chief Development Officer Christine Walshe to continue that discussion.

Ms. Walshe briefed the Board on a particular coordinated fundraising approach that could be implemented by the USOPC and LA2028. She referred to advance materials for the meeting in describing the specifics of this potential approach and describing discussions to date with LA2028. She took the Board through a number of options considered in terms of approach and specific elements, and reported to the Board on initial analyses of these and the preferred one of them. Board members discussed risks and opportunities in the area of fundraising generally, as presented by the particular circumstances in the run-up to a US-hosted Games in 2028, and of the

avored approach specifically. Discussion touched on individual Board member experiences and perspectives during previous US-hosted Games, and lessons learned; similarities and differences in the missions and aims of the USOPC and LA2028 and how these might affect the appropriate approach and its results; specific projections and goals for fundraising during the next two Olympic and Paralympic quadrennia; and specific plan points for further development.

Board members expressed general support for the preferred option presented by Ms. Walshe and she promised to report back on further progress at subsequent Board meetings.

14. Governance Reform

At this point, USOPC Director of Strategic Planning Avery Wilson joined the meeting.

Sarah Hirshland introduced a discussion on the several strands of USOPC governance reform currently underway, both in terms of legislation and of implementation. Referring to extensive advance materials for the meeting, she reviewed those strands currently on the table for Board discussion and consideration, underlining the significant governance and structural impact in play. She asked Chris McCleary to continue this discussion and step through its several elements.

14.1 Phase 2 Bylaw Reforms

First, Mr. McCleary refreshed the Board on the “Phase 2” package of USOPC Bylaw amendments previously submitted to the Board by the constituent representative Governance Reform Working Group, discussed by the Board, and approved for posting with a request for public comment. He and Board members discussed a number of the principle elements of these amendments and their role in the larger governance reform aims of the organization. Mr. McCleary again referred to advance materials for the meeting in sharing the response received to the public posting and request for comments process for these Phase 2 amendments, and described how those comments were addressed with the submitter.

Board members offered thoughts and comments on particular elements of this reform package and important elements of implementing them successfully, including by addressing the submitted public comment and by maintaining focus on long-time and fundamental principles of USOPC governance, including the Ted Stevens Olympic and Amateur Sports Act’s requirement of at least 20% representation of 10-Year Athletes (that is, athletes who have competed in certain events at an elite level within the previous 10 years) in all standing governance bodies.

After this discussion and on a motion duly made and seconded, the Board approved the “Phase 2” USOPC Bylaw amendments set out in the advance materials, effective immediately.

14.2 Constituent Elections

Next, Mr. McCleary and Avery Wilson reminded the Board that an important element of the “Phase 1” set of USOPC Bylaw amendments approved by the Board in November 2019 was the set of provisions that enabled direct election of constituent representative members of the Board by their constituencies. They further refreshed the Board on the requirement that each of the constituent groups – AAC, USOPA, and NGBC – codify the election procedures that would be used

in such elections in their respective bylaws, and that these procedures also be approved by the Board.

Ms. Wilson provided the Board with details on the work of the constituent representative Constituent Elections Working Group she led, architecting a largely consistent and strongly transparent set of election procedures for adoption by each of these groups and approval by the Board.

Board discussion centered on the proposed sets of election procedures in the advance materials for the meeting, the value of the working group's consensus-building approach and that group's positive interactions with the USOPC Nominating and Governance Committee including through extensive work by Committee member Rachael Flatt. Committee Chair Robbie Bach confirmed the Committee's endorsement of these election procedures as presented to the Board.

After this discussion and on a motion duly made and seconded, the Board approved the amended election procedures language in the bylaws of each of the NGBC, AAC, and USOPA as submitted in the advance materials for the meeting.

14.3 Phase 3 Bylaw Reforms

Turning back to the continued work of the Governance Reform Working Group made up of USOPC and constituent group leaders and also led by Avery Wilson, Mr. McCleary described its careful and collaborative crafting of a further "Phase 3" set of specific amendments to the USOPC Bylaws as part of the ongoing governance reform work among the USOPC and NGBs. He referred to the working group's specific proposals in that regard, set out in the advance materials for the meeting. He briefed the Board on key elements of this package of proposals, and the general view that this would be the last in the current series of proposed reforms from the working group. Mr. McCleary asked Ms. Wilson to provide the Board with further details and her views on the package.

Ms. Wilson took the Board through additional elements of the "Phase 3" package and the unanimous consensus among working group members in support of each. She underlined areas of particular value presented by the package, including as to greater Board-level oversight of NGB certification, clarified USOPC membership overall, increased athlete representation in governance at the NGB level, and new Bylaw language aimed at helping ensure that NGBs can successfully seek and secure strong candidates for these athlete governance roles.

Board discussion touched on a number of "Phase 3" elements and potential timing for their implementation at the USOPC and NGB levels as appropriate; impacts of and considerations for the addition of a new USOPC Board committee for NGB oversight; the growing importance of USOPC and NGB governance resources for new board and committee members and the USOPC Nominating and Governance Committee's work in preparing these; and the availability of certain governance candidate review resources at the NGB level as well as at the USOPC.

Further discussion covered a number of specific Board member suggestions for clarified terminology and references in the amended Bylaws, and general agreement that they should be adopted before posting the amended Bylaws for public comment. The Chair thanked the Board for its careful attention to these impactful governance improvements, as well as Avery Wilson and

the Governance Reform Working Group for their hard work in hammering them out and presenting them to the Board.

After this discussion, and on a motion duly made and seconded, the Board agreed that the “Phase 3” package of amendments to the USOPC Bylaws, as set out in the advance materials for the meeting, should be posted for public comment in line with Bylaws requirements, and that the Board should further consider the adoption of these amendments.

Further, Board members expressed agreement with the Governance Reform Working Group’s expressed wish to emphasize that the USOPC’s commitment, together with NGBs, to maintain the current 20% requirement for 10-Year Athlete representation on USOPC and NGB boards and committees is of critical importance to ensure the voice of current/recently competing athletes as part of athlete representation in governance overall, notwithstanding any lesser requirements that may in the future be incorporated into the Ted Stevens Olympic and Amateur Sports Act.

Ms. Wilson left the meeting.

14.4 NGB Certification Renewal Policy

Next, Mr. McCleary referred to advance materials for the meeting in continuing previous Board discussions on the need for a clear and transparent policy-level approach to the specifics of USOPC renewal of NGB certifications under the new Bylaws language creating the certification construct.

He refreshed the Board on the approach used in developing a proposed policy and its accompanying procedures, which drew heavily on work and input from a nationally-known external expert on compliance, audit, and corporate integrity; benchmarking with other corporate and non-profit organizations; a series of small-group working sessions with NGB and athlete leaders; close coordination with the other ongoing strands of governance reform currently underway within the USOPC; and review and endorsement by the USOPC Athlete and NGB Engagement Committee. Mr. McCleary described the fundamental elements of the certification renewal approach set out in the proposed policy and offered thoughts on how they can offer a platform for ongoing USOPC work to not only competently carry out NGC certification and compliance work, but to lead thought and action in these areas across the US Olympic and Paralympic community, including via continuous improvement and refinement efforts in consultation with other members of the community.

Board discussion on these topics and the proposed policy included thoughts about particularly important elements of review for NGB certification renewals, including as some are necessarily subjective and yet critical, such as efforts to create and maintain a culture of integrity and inclusion. Board members engaged on the interaction of the certification renewal process with other important elements of NGB compliance such as audit and compliance matters brought by the USOPC or NGB members themselves. They offered thoughts on the importance of carrying out and communicating the new certification renewal approach in a way that is consistent and understandable not only within the US Olympic and Paralympic community but also to Congress and other important stakeholders, so that they can easily seek and understand current and consistent information on each NGB’s status as a certified entity. Board members underlined the importance of careful work in practice to ensure that implementation of this new approach provides a basis to grow athlete trust and confidence in NGBs and the USOPC, and also to provide

NGBs with a workable and achievable means of demonstrating their strength as sport organizations.

After this discussion and on a motion duly made and seconded, the Board approved the NGB Certification Renewal Policy set out in the advance materials for the meeting, effective immediately, and instructed USOPC staff to prepare to fully implement the policy as contemplated, including by taking steps to communicate the policy and its approach to NGBs during 2020.

14.5 Code of Conduct and Speak Up Policy

Mr. McCleary again referred to advance materials for the meeting in describing a valuable by-product of the work on several other strands of governance reform already discussed: A proposed new USOPC Speak Up Policy and revised USOPC Code of Conduct. He went through the benefits of building on existing Code of Conduct language to create this new, dedicated USOPC Speak Up policy to clarify and create new focus on supporting a culture where all members of the US Olympic and Paralympic community, particularly athletes at all levels, feel confident and comfortable reporting concerns about USOPC or NGB conduct that may contravene applicable policies, bylaws, ethical principles, or laws. He described the proposed policy's reporting tools and support, and the categorical prohibition on retaliation against those who report in good faith. He also reviewed companion language updates and clarifications needed in the USOPC Code of Conduct in order to reflect the Speak Up Policy and other recent improvements in USOPC structure and policies generally.

Board members and Mr. McCleary discussed the importance of these clear statements of policy and their relationship to NGB-level policies to provide athletes in particular with a better understanding and comfort level with new reporting and resolution resources available to them as part of larger efforts to strengthen a culture of safety and integrity for the community as a whole; the proposed policy changes' interactions with NGB policies and procedures; and the implementation resources needed and planned for development during 2020 so that the full intent of these policies can be carried out effectively and impactfully. Mr. McCleary noted to the Board that the USOPC Ethics Committee had reviewed and approved these policies in the form now proposed for Board approval.

After this discussion and on a motion duly made and seconded, the Board approved the new USOPC Speak Up Policy and revised Code of Conduct as set out in the advance materials for the meeting, in both cases effective January 1, 2021.

14.6 NGB Audit Standards Update

Next, and again referring to advance materials for the meeting, Mr. McCleary noted that the "Phase 2" package of Bylaw amendments included certain changes to USOPC Bylaws Section 8 that need to be incorporated into the recently-developed NGB Audit Standards (previously approved by the Board at its March 2020 meeting) in order that the Audit Standards carry out the Bylaws requirements. He asked the Board to consider approving updates to the Audit Standards to accomplish this.

Brief Board discussion followed, including as to further improvements and additions that may be introduced within the Audit Standards in the future, such as in the area of mental health approaches and resources.

After this discussion and on a motion duly made and seconded, the Board approved the revised NGB Audit Standards set out in the advance materials for the meeting, and instructed USOPC staff to incorporate future USOPC Bylaw language changes impacting the Audit Standards without further Board approvals where such language changes can be incorporated verbatim and without interpretation.

14.7 Congressional Update

Finally, and referring once more to advance materials for the meeting, Sarah Hirshland provided the Board with an update on key issues and developments for the Olympic and Paralympic community that are the subject of Congressional attention and efforts. Board members discussed several of these, including the previously-discussed bill from Senators Moran and Blumenthal that would introduce a number of impactful amendments to the Ted Stevens Olympic and Amateur Sports Act and that bill's progress and prospects for passage and enactment during 2020. Board members reflected on implementation work that would follow from the bill's passage and USOPC readiness to engage in that work and support counterpart NGB efforts.

15. International Update

The Chair opened a Board exchange on current issues in the international Olympic and Paralympic community by inviting comments from a number of Board members with particular international roles.

David Haggerty briefed the Board on efforts by a number of International Federations and IF associations in the areas of governance strength and reform and sport support in the current COVID-19 environment.

Kikkan Randall then updated the Board on the ongoing work of the IOC Athletes Commission in areas of current athlete focus and concern around the world, including social justice and racism, athlete opportunities to speak out on these and other important social issues, and possible means of cooperation with national athlete organizations in the US and elsewhere.

Next, Anita DeFrantz discussed recent developments at the IOC and its Executive Board, including recently-proposed new IOC members, conduct of meetings and working groups in the current remote environment, IOC approaches to expense management for itself and Games organizing committees, and current compliance actions impacting sport organizations recognized by the IOC.

The Chair and Sarah Hirshland added their thoughts and impressions from recent work with the IOC and other sport organizations internationally, as each of these organizations, like the USOPC, grapples with unprecedented and severe challenges in the current environment. Board members discussed these items, as well as current anti-doping matters including the ongoing case involving Russian doping issues currently before the Court of Arbitration for Sport, and international and domestic views on how these issues should be resolved.

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 negotiations and the bankruptcy plan filed by USA Gymnastics related to the group of litigation cases involving USAG, 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 ongoing process related to that bankruptcy plan and on likely next steps. Further reports concerned other litigation and investigatory matters. Mr. McCleary also referred to most-recent work of the Board's working group on current litigation and its engagement in further details on the cases underway.

The Board discussed these matters, related indemnity obligations under the USOPC Bylaws, and possibilities and prospects for pursuing their resolution.

16.2 Committee and Advisory Council Reports

16.2.1 Finance Audit and Risk Committee

USOPC Audit Committee Chair Beth Brooke-Marciniak reported on the Committee's recent work and most recent meeting, during which it approved the 2019 independent auditor's report and the 2019 annual non-profit report on IRS Form 990. She reminded the Board that both of these documents are kept available for Board member review on the Board meeting and information platform. She described close work with USOPC staff on these and other matters and complimented their efforts to keep all financial matters on schedule in the current difficult and shifting economic and COVID-19 environment. She also noted recent and planned interactions with leadership from the US Olympic Endowment on its organization and investment approach.

16.2.2 Compensation Committee

Compensation Committee Chair Bob Wood discussed the Committee's recent and ongoing work with USOPC staff and leadership on navigating the difficult economic environment including via organizational staffing and structure changes previously discussed by the Board, and via planned changes to the 2020 staff incentive plan. Board members discussed specifics of both of these steps and their impact on remaining staff in the short and longer term. Board members expressed support for the Committee's approaches and the careful work in a difficult and sensitive area.

16.2.3 Nominating and Governance Committee

USOPC Nominating and Governance Committee Chair Robbie Bach discussed that committee's ongoing 2020 special projects coming out of legislated governance reform enacted by the Board in late 2019, particularly in the area of constituent elections of representatives to the Board and in providing greater educational and evaluative resources to the Board and its members generally. He reiterated the Committee's support for the constituent election procedures approved by the

Board earlier in the meeting, and described a suite of materials and resources organized by the Committee for use by the Board and by constituents in these areas. He discussed ongoing Committee work and discussions on possible further means for ensuring strong Para sport representation in USOPC governance and on a number of succession planning items. Finally, he reviewed plans for further resources and support activities to be implemented during the second half of 2020, in particular as the AAC, USOPA, and the NGBC all conduct their first direct elections of Board members for seating in January 2021.

16.2.4 Ethics Committee

Ethics Committee Chair Anita DeFrantz reported on that committee's recent meeting and ongoing work on oversight of USOPC ethics operations including staff trainings and conflicts of interest disclosures, and on new and updated ethics- and compliance-related policies discussed earlier in the meeting.

16.2.5 Athlete and NGB Engagement Committee

Athlete and NGB Engagement Committee Chair Susanne Lyons briefed the Board on the most recent meetings and ongoing work of the Committee, including as to a broad range of matters such as athlete concerns about social justice and COVID-19 issues and USOPC approaches to helping address these; recent work of the USOPC Athlete Ombuds; SafeSport and US Center for SafeSport issues; recent NGB Audit items; and endorsement of the new NGB Compliance & Oversight Committee and NGB Certification Renewal policy approaches discussed earlier in the Board's meeting. Board members discussed the very broad ambit of the Committee's current workload and benefits likely to come from removing the NGB compliance elements for addressing by the planned new, dedicated Board committee.

16.2.6 Paralympic Advisory Council

PAC Chair Cheri Blauwet reported on the Council's recent work on previously-discussed Para sport representation needs within the USOPC and its constituent groups, including as to the internally-managed USOPC Para sport organizations. She described plans for next steps in these areas, including further outreach and collaboration with constituent group leaders. Ms. Blauwet also reported on recent developments at the International Paralympic Committee, as that entity too grapples with current COVID-19 related and economic issues.

16.2.7. Collegiate Advisory Council

Finally, Kevin White reported on recent efforts of the Council on matters of importance to both collegiate and Olympic sport, including as these have been affected by COVID-19 and its related economic pressures on colleges and universities across the country. He also previewed the high level agenda for a planned Council meeting to take place soon after the current Board meeting. Board members thanked Mr. White for his energy and effort in continuing to bridge the collegiate and Olympic/Paralympic sport communities in the current difficult times facing both.

16.3 Administrative Items

16.3.1 NGB Elections Timing

Chris McCleary briefed the Board on multiple requests received from the athlete and NGB communities for USOPC guidance on timing for NGB-level elections particularly as they pertain to athlete representation and leadership positions. He described the fundamental theme common to these requests, tied to end-of-quadrennium timing for elections that is complicated by the delay of the Tokyo Olympic Games and Paralympic Games to 2021: Depending on specific governance language employed by each NGB, the timing of such elections might be called for at the end of 2020, or at the end of 2021, and depending on all the circumstances of each NGB's governing body holding these elections, it may be preferable to hold the elections in 2020 as originally planned or to defer them until 2021.

Mr. McCleary referred to advance materials for the meeting in setting out a proposed USOPC position on these issues, which allows for each NGB to make its best decision on this question without fear of USOPC sanctions based on logistical impacts (e.g., on term limits), as long as all affected constituencies, particularly including athletes, are in agreement. He noted that the IOC had taken a similar position as to international questions along the same lines. Board members discussed this proposed approach.

After this discussion and on a motion duly made and seconded, the Board endorsed the "Quadrennial Elections and the Tokyo Games Delay" guidance as set out in the advance materials for the meeting, and instructed USOPC staff to communicate this guidance to NGBs and athlete leaders.

16.3.2 Meeting Minutes

Next, Board members discussed the collection of proposed meeting minutes from recent Board meetings included in the advance materials for the meeting, noting a needed edit in section 3 of the April 23, 2020 minutes to fully capture the Board's expressed concern at that meeting about USOPC winter sport prospects and preparedness. Board members instructed Chris McCleary to make this edit before publication.

After this discussion and on a motion duly made and seconded, the Board approved the draft minutes of the March 18-19, March 21-22, April 10, April 23, and May 19, 2020 meetings of the Board, with the edit to the April 23 minutes discussed at the current meeting.

16.3.3 Board Materials Platform

Thanking the Board in advance for its patience, Mr. McCleary previewed the new Board meeting and resources technology platform, at once offering additional useful functionality and a lower cost, that is planned for implementation during July 2021.

17. Wrap Up, October Meeting Preview and Discussion

Sarah Hirshland offered the Board a preview of meeting plans and logistics for the Board's next scheduled regular meeting, along with Board communications planned for the weeks leading up

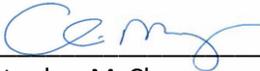
to that meeting. She thanked the Board for its thoughtful engagement and guidance on a number of important projects at the current meeting, and reiterated plans for further Board visibility on these items in future meetings.

The Chair added her thanks to the Board and to USOPC staff and leadership for their work on a range of important operational and governance reform projects, noting strong steps taken on these during the current meeting and the need for continued progress.

18. Adjournment

There being no further business, the meeting was adjourned at 3:20pm.

This document constitutes a true and correct copy of the minutes of the June 17-18, 2020 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.



Christopher McCleary
Secretary

July 20, 2020

Date