

Minutes
USOPC Board of Directors Meeting
Conducted by Telephone and Videoconference
November 9, 2020

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on November 9, 2020 via telephone and videoconference after an abbreviated notice period accepted by attending Board members pursuant to the USOPC Bylaws. Present (throughout, except as indicated) were Susanne Lyons (Chair), Robbie Bach, Rich Bender, Cheri Blauwet, Beth Brooke, 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*), Kevin White, and Robert Wood. Unable to attend was Brad Snyder. Attending Board members constituted a quorum of the Board under USOPC Bylaws.

The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 10:00am Mountain Time. She thanked Board members for their extra time and thoughts on the meeting’s sole agenda item, focusing on Board dynamics and operational approaches as the Board prepares to take a new form with many new members in January 2021.

2. Board Dynamics in 2021

Building on discussions on the topic initiated during the Board’s meeting session on October 8, members of the Board engaged in further discussion on ideas and opportunities to augment and enhance Board operational and cultural approaches as the Board prepares for its most extensive changes since 2003, consistent with the recently-enacted sets of USOPC governance reforms.

The Chair opened the discussion by reviewing with the Board the additions and adjustments that will take effect in January 2021. She noted the greater number of people and Board members new to the organization, and relayed thoughts gleaned from discussions with an outside board and governance expert, as thought-starters. Board members discussed the importance of inculcating organizational values (including as the USOPC has recently updated and deepened its thinking and resources in this area) with all Board members including new ones. They exchanged specific ideas and suggestions on steps that can be taken in the initial weeks of 2021 to help new Board members and the entire Board be acquainted, briefed, and provided with comprehensive resources as they prepare for the first regular Board meeting in March 2021.

Board members further discussed the importance of key Board behaviors and norms such as approachability and openness, mission focus, engagement and energy, regularly updated and augmented understanding of current athlete issues and concerns, building and maintaining trust and candor, a clear understanding of and comfort with fiduciary duties, and an appreciation for the value of healthy, respectful, and status quo-challenging debate.

Continued Board discussion focused on Board meeting and discussion logistics and approaches that can help support these norms, including as to agendas and the need for time to explore and debate important topics deeply, delivery and content of meeting advance materials and briefings to maximize meeting effectiveness, possible new uses of technology to enhance and simplify logistics and to provide Board members with an easily accessed and up-to-date suite of information resources, and optimizing interactions between Board members and USOPC staff to ensure that Board members have the right information and understandings of key issues in order to be strategically impactful.

Finally, several Board members reaching the end of their terms in 2020 shared thoughts and reflections on these themes, their experiences as Board members, and their hopes for the Board going forward.

3. Other Business

At the Board's invitation, Chris McCleary updated the Board on a previously-discussed USOPA leadership election matter that became the subject of a formal complaint lodged with the USOPC Chief Ethics & Compliance Officer as an ethics matter for investigation. Mr. McCleary refreshed the Board on the subject matter of that complaint, and provided details on the approach to date in addressing the matter. He informed the Board that the matter had been presented to the USOPC Ethics Committee to oversee the investigation, evaluate its results, and then make a ruling as to any needed remediation, processing the matter and all its elements as an ethics matter.

Mr. McCleary communicated the Ethics Committee's expressed wish that the Board consider and offer any thoughts on this approach, and on the appropriateness in general of the Ethics Committee working with the Chief Ethics & Compliance Officer on determining in the first instance how to approach matters of this type, consistent with the Committee's duties under Section 5.8.3 of the USOPC Bylaws.

After a brief discussion, Board members expressed general comfort with progress in the current matter and with the Ethics Committee's approach to addressing such matters in general. Board members reflected on the value of Board and Committee consultation and collaboration in this respect, particularly in any case where Board or Committee members have any concerns or suggestions in any particular instance.

Mr. McCleary indicated that the Ethics Committee Chair planned on providing the Board with a further update on the matter at the Board's next regular meeting in December 2020.

4. Wrap Up

The Chair thanked the Board again for their time, engagement, and constructive input during this special meeting, promising more information and plans to be reviewed at the Board's regular meeting in December.

5. Adjournment

There being no further business, the meeting was adjourned at 11:00am.

This document constitutes a true and correct copy of the minutes of the November 9, 2020 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

A handwritten signature in blue ink, appearing to read "C. McCleary".

Christopher McCleary
Secretary

December 18, 2020