

Minutes
USOPC Board of Directors Telephonic Meeting
January 17, 2020

A telephonic meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on January 17, 2020 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*), Sarah Hirshland (USOPC CEO, *ex officio*), Bill Marolt, Steve Mesler, Whitney Ping, Brad Snyder, Kevin White, and Robert Wood. Unable to attend was Kikkan Randall. Attending Board members constituted a quorum of the Board under USOC Bylaws.

Attending USOPC staff included Katie Bynum, Wendy Guthrie (as indicated), and Avery Wilson (as indicated). The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order

The Chair called the meeting to order at 8:03am Mountain Time. She thanked Board members and USOPC staff for the work and attention devoted to this special meeting of the Board and the important items to be discussed, promising to make efficient use of the Board’s time at the meeting.

2. USOPC Athlete Safety Policy

Sarah Hirshland refreshed the Board on the previously-discussed update of the USOPC Athlete Safety Policy and underlined the importance of the update in order to keep the USOPC policy in line with best practices for such matters, and with the explicit requirements of the US Center for SafeSport including as reflected in the 2019 USCSS audit of the USOPC’s athlete safety operations.

At Ms. Hirshland’s invitation, USOPC Vice President of Athlete Safety Wendy Guthrie referred to advance materials for the meeting in walking the Board through the updated policy and its most substantive areas of improvement. In particular she discussed clarifications as to athlete safety responsibilities of specific USOPC departments; an improved articulation of the population of USOPC “Participants” under the USCSS Code (i.e., individuals explicitly subject to USCSS jurisdiction); new reporting and resolution procedures for athlete safety matters not subject to USCSS jurisdiction; clarified policies regarding athlete benefits as they may be affected by pending USCSS investigations and sanctions; and a formal statement of the USOPC’s Minor Athlete Abuse Prevention Policy.

At this point, Cheri Blauwet joined the meeting.

Board discussion on this matter touched on these areas of improvement and other work ongoing within the USOPC and with the USCSS to continuously improve athlete safety procedures.

Board members agreed generally to defer the Board vote on this matter for a few minutes in order to address all Board votes at a time convenient for the most Board members.

With the Board's thanks, Ms. Guthrie left the meeting.

3. Independent Board Member Candidate

Anita DeFrantz now joined the meeting.

At Sarah Hirshland's invitation, USOPC Nominating and Governance Committee Chair Robbie Bach reminded the Board of the process for searching out, vetting, and selecting a final candidate for the currently open independent director seat on the Board. Mr. Bach reviewed the work of the external search firm that supported the Committee's efforts in this regard, and learnings from the process and its result. In that regard, Board members discussed the importance of well planned and executed communications as the search plays out, to ensure that the search process is a positive one for all candidates involved.

Referring to advance materials for the meeting, Mr. Bach went on to brief the Board on the specific results of the Committee's search including its recommendation that the Board elect Vivek Murthy to fill this open seat. He reviewed Mr. Murthy's very strong credentials, in particular in the areas of health care and policy leadership, and his demonstrated focus on the well-being of individuals in policymaking. He recounted discussions Mr. Murthy had with the Committee and himself. Mr. Bach underlined the strength of the slate of finalist candidates for the role, how much the Committee enjoyed speaking with all six of the finalists identified, and the difficulty of the Committee's final decision on its recommendation. At the same time, he noted, the Committee's final nomination was unanimous and enthusiastic. He commended members of the Committee and supporting staff for energy and dedication in the process.

Board discussion on the Committee's recommendation touched on a number of areas in Mr. Murthy's background and experience, the ways they tended to complement existing strengths on the Board, and further information known to different Board members that was also pertinent to a final decision. Both the Chair and Ms. Hirshland briefed the Board on individual discussions they'd each had with Mr. Murthy.

Further Board discussion covered the strengths and backgrounds of the other finalists for the Board seat, with Mr. Bach describing the Committee's interactions with and impressions of each candidate. Board members again discussed particular areas of background and experience, including as they tended to complement or duplicate current

Board strengths and weaknesses. The Board thanked Mr. Bach and the Committee for its diligence and care in the search and vetting process.

Mr. Hirshland updated the Board on the addition of another new member: Newly-elected IOC Member David Haggarty of the International Tennis Federation. She briefed the Board on Mr. Haggarty's background in the sport of Tennis and his election as an IOC Member a few days previous. She recounted early conversations with Mr. Haggarty on plans and logistics for helping him join and participate in Board activities promptly, and noted that he planned to attend the Board's next regular meeting in March 2020.

4. Administrative Items

4.1 Board Notes

The Chair reminded Board members that they would shortly be contacted by Abby Adlerman of Boardspan to participate in another Board self-assessment; she noted that results of the assessment should be ready for discussion at the Board's March 2020 meeting.

Chris McCleary updated the Board on implementation of the new USOPC Background Check Policy, approved by the Board at its December 2019 meeting. He reminded the Board that under the terms of that policy Board member background checks would be implemented on a recurring basis, and he thanked Board members in advance for their cooperation.

4.2 December Meeting Minutes, Board Votes

Chris McCleary referred to draft Board meeting minutes from the Board's meeting of December 12 and 13, 2019, included in the advance materials for the meeting. Mr. McCleary invited discussion of these draft minutes.

Board discussion followed, after which and on a motion duly made and seconded, the Board voted to approve the December 12-13 meeting minutes as included in the advance materials for the current meeting.

Returning to the USOPC Athlete Safety Policy topic, and on a motion duly made and seconded, the Board next approved the new USOPC Athlete Safety Policy as set out in the advance materials for the meeting, effective immediately.

Finally, returning to the Nominating and Governance Committee's recommendation and on a motion duly made and seconded, the Board voted to elect Vivek Murthy to take the currently open independent Board seat, subject only to his completion of standard USOPC background checks.

4.3 Litigation Report

Mr. McCleary offered the Board a privileged and confidential update 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.

5. USOPC Governance Reform Bylaw Proposals

USOPC Director of Strategic Planning Avery Wilson joined the meeting.

Ms. Hirshland opened a discussion on USOPC governance reform by refreshing the Board on the process underway to evaluate and propose specific reforms via amendments to the USOPC Bylaws. She reminded the Board that these stemmed from the nearly 200 collected ideas, suggestions, and recommendations produced by important 2018 and 2019 work by committees in both houses of Congress, by independent investigations and commissions such as the Borders Commission on Athlete and NGB Engagement, and by other constituent working groups.

She reminded the Board of the Governance Reform Working Group formed in answer to these calls, that its membership included representatives from the AAC, USOPA, NGBC, the Paralympic Advisory Council, and the USOPC Chair and CEO, and that it was being supported by Ms. Wilson. She updated the Board on the most recent work by that group, and how it had hoped to have a specific set of further Bylaw amendments collected for Board consideration at the current meeting. Ms. Hirshland summarized the group's progress towards that goal and its conclusion that the better course would be to prepare a more fulsome set of proposed amendments for Board consideration at its March meeting.

With that in mind, Ms. Hirshland asked the Board to engage on a number of specific concepts being worked on by the Working Group, which the Working Group felt would most benefit from Board discussion and input at their current stages. With this, she asked Ms. Wilson to facilitate a Board discussion on these items.

Ms. Wilson briefed the Board on the key issue of agreeing specific election procedures for the AAC, NGBC, and USOPA to use in directly electing members of the USOPC Board pursuant to recently-enacted governance reform Bylaw revisions that became effective as of January 1, 2020. In particular, she provided the Board with a detailed proposal from USOPA representatives on the Governance Reform Working Group as to that group's election procedures. Board members and Ms. Wilson discussed the elements of this proposal in detail, exchanging thoughts, questions, concerns, and suggestions in areas such as process transparency and clarity, creation of slates of finalist candidates, and who should make up the electorate within USOPA. Further Board discussion concerned the

Governance Reform Working Group recommendations as to what athletes should be eligible to hold USOPA-elected USOPC Board seats, especially in terms of how long such athletes have been retired at the time of election; and the importance of ensuring that any nominating and governance committee naming finalist candidates for election not include current constituent group leadership among its members.

Next, Ms. Wilson led a Board discussion on Para sport representation on the USOPC Board, and differing Working Group thoughts about whether and how different elements of the USOPC Board should have prescribed Para-experience components. In that regard and by way of example, Ms. Wilson reminded the Board that the AAC had already voluntarily adopted a requirement that at least one of its three representatives on the USOPC Board be a Para athlete. She reported to the Board a number of particular views discussed by the Working Group, and Board members exchanged their own further thoughts and questions on this topic. Board members discussed the value of ensuring the inclusion of Para-experienced Board members, including as that value must be weighed along with overall Board capabilities, diversity, and subject matter expertise.

Board members discussed the valuable work of the Governance Reform Working Group and the additional value of Board members, particularly NGB and athlete representatives on the Board, communicating directly with members of the Working Group in order to be well-versed on Working Group member views and positions as the process goes on.

The Chair thanked the Board for its probing and spirited discussion on these topics and promised that she and Ms. Hirshland and Ms. Wilson would report back to the Working Group as it continues to work on these and other important governance topics.

6. AAC Discussion Update

Finally, Ms. Hirshland led a Board discussion on progress by USOPC staff and AAC leadership on drafting and finalizing a Memorandum of Understanding outlining specific commitments from the USOPC to provide greater financial and other resources to support the AAC and its mission and purpose under the Ted Stevens Olympic and Amateur Sports Act and the USOPC Bylaws. Ms. Hirshland updated the Board on the specifics of these discussions, the principle terms being drafted into the MOU, and the prospect of full execution of the MOU in coming days.

Board members discussed these elements and strong Board support for this approach to provide the AAC with greater resources along with clarity on how the resources would be deployed and managed most effectively. Ms. Hirshland reported plans to support the process by which the AAC will seek and engage a first-ever AAC Executive Director to provide direct staff support to AAC leadership.

7. Adjournment

There being no further business, the meeting was adjourned at approximately 9:35am.

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



Christopher McCleary
Secretary

February 10, 2020

Date