

Minutes
USOPC Board of Directors Meeting
via Videoconference
March 24-25, 2022

A meeting of the Board of Directors (the “Board”) of the United States Olympic & Paralympic Committee (“USOPC”) took place on March 24 and 25, 2022 via videoconference following notice duly given pursuant to the USOPC Bylaws. Present (except as noted below) were Susanne Lyons (Chair), Rich Bender, Cheri Blauwet, Beth Brooke, Gordon Crawford (USOPF Chair *ex officio*, non-voting), Muffy Davis (IPC Governing Board member *ex officio*), Donna de Varona, David Haggerty (IOC Member *ex officio*), James Higa, Sarah Hirshland (USOPC CEO *ex officio*, non-voting), Steve Mesler, John Naber, Dexter Paine, Daria Schneider, Brad Snyder, Kevin White, and Robert Wood. Unable to attend was Anita DeFrantz (IOC Member *ex officio*). Attending Board members constituted a quorum of the Board under USOPC Bylaws.

USOPC staff members attending included Rick Adams, Katie Bynum, Peter Navin, Holly Shick, Kacie Wallace, and Christine Walshe. The minutes were recorded by Christopher McCleary, Secretary.

March 24

1. Call to Order

The Chair called the meeting to order at 9:00am Mountain Time.

2. Chair and CEO Welcome

- **Conflicts of Interest Discussion and Disclosures**

The Chair welcomed Board members and attending USOPC staff to the first of two sessions for the current Board meeting, noting particular items that were anticipated to require formal Board action during both sessions, previewing other agenda items, and encouraging all meeting attendees to think positive thoughts for Board member Anita DeFrantz, who was ill and unable to attend. The Chair also celebrated new Board member family members born since the Board’s previous regular meeting.

At the Chair’s invitation, USOPC Chief Ethics and Compliance Officer Holly Shick reviewed the meeting agenda with the Board, inviting Board members to note for the group any discussion items on which they might have an actual or apparent conflict of interest issue to address. Relevant disclosures were raised and discussed by the group. Ms. Shick also reminded Board members of the importance of ongoing conflicts of interest disclosures as Board member roles and activities change during each year, and of being explicit in public statements, interviews, and commentary that Board members speak on their own views and not on behalf of the USOPC.

STRATEGIC PRIORITY 1 – EXECUTE THE TOKYO AND BEIJING GAMES WITH EXCELLENCE

3. Beijing Outcomes

- **Review And Discussion on Sport, Athlete Support And Excellence, and Other Key Areas of Team USA Performance at the Beijing Games**

USOPC Chief of Security and Athlete Safety Nicole Deal joined the meeting as Sarah Hirshland introduced a Board discussion on Beijing Games results, learnings, and key issues. She referred to advance materials for the meeting and asked USOPC Chief of Sport Performance and NGB Services Rick Adams to begin the discussion in earnest by briefing the Board on key results in the area of Team USA’s performance on the field of play.

Mr. Adams reviewed with the Board some of the particular and unique operational, logistical, and sport challenges faced by the USA delegation and others at the Beijing Games. He cited extraordinary efforts by a host of athletes, volunteers, and staff in making the Games a success in a number of respects. He reviewed standout athlete performances and Team USA medal results at the Beijing Olympic Winter Games and the Beijing Paralympic Games in detail. He discussed key learnings from some of the particular challenges and events at the Games, including in areas of staff delegation support both on site and remotely from the US, opportunities to continue sharpening key types of athlete support at the Games, and learnings and efficiencies found in executing on two sets of Games in close succession. He and Board members reflected on opportunities to apply some of these learnings at the 2023 PanAm Games planned for Santiago, Chile.

Next, Ms. Deal updated the Board on athlete services and security operations at the Games. She focused on the vital importance of frequent and widespread communications among delegation members and other key parties. She described the benefits of the Los Angeles-based delegation entrance and outfitting program that allowed safe, secure, and positive experiences for Team USA athletes working their way into the Beijing COVID safety “bubble” of vaccination confirmation, testing, and COVID safety practices. And she reported on the positive impact of mental health support and resources for Team USA athletes and other delegation members.

Board members and Ms. Deal discussed the activation of these mental health resources and learnings from particular athlete experiences and challenges at the Games, and she and Mr. Adams commented on the need to manage and sharpen information sharing and support for Team USA athletes, who have so much coming at them during the Games. They also discussed Board member questions about other learnings and opportunities for improvement revealed at the Games, the importance of adequate Games staffing from both the USOPC and NGBs involved and of their close cooperation as delegation members, and ways to continue building a Team USA athlete culture of comfort with accepting and taking full advantage of mental health resources at times of greater stress and pressure, such as Games time.

Board members exchanged further thoughts on challenges and opportunities influenced by the realities of COVID and Beijing organizer approaches to COVID safety. Board members looked ahead to the next Olympic Games in Paris, and the contrasting challenges that may arise in that different time and place.

USOPC Athlete Ombuds Kacie Wallace and General Counsel Chris McCleary provided the Board with information and reflections on particular athlete support and legal issues arising during the Beijing Games. Ms. Wallace recounted matters that arose and were addressed through the Office and Ombuds involving team selection issues, cyber hacking, and other specific instances where the inextricable link between athlete performance and well-being was demonstrated. Mr. McCleary reviewed key areas of legal support and challenge, including athlete misconduct matters, opportunity-to-participate matters implicating USOPC rules and dispute resolution mechanisms, IOC's Rule 50 as it applies to athlete commercial activities during Games time, and significant anti-doping matters involving multiple parties and the Court of Arbitration for Sport (CAS).

USOPC Chief Strategy & Growth Officer Katie Bynum reviewed Games-related learnings and results in the area of brand strategy, athlete opportunities for marketing and sponsorship including the USOPC Athlete Marketing Program (AMP), and collaboration with the IOC, IPC, and Games broadcaster NBC to help athletes seize their Olympic and Paralympic moments to build their own brands and economic opportunities. She also briefed the Board on the strongly positive experiences and reviews of the USOPC's US-based Team USA "Friends and Family" experiential program, held in Park City, Utah. In that regard she noted growing sponsor participation and engagement, Paralympic Games visibility and engagement with athlete families and their supporters, and the interesting questions and opportunities created by this domestic program for future Games.

Board members and Ms. Bynum discussed these matters further, including as to how NGBs and International Federations see opportunities and challenges in AMP and the proliferation of sponsorship approaches and platforms related to athletes and Games; how NBC viewership losses in the US impact all parties involved and how that situation can be improved; and the need to redouble efforts at fan engagement with Team USA and the Games overall. Board members reflected on the power of LA28's approach of combining Olympic and Paralympic promotional communications as "One Celebration of Sport" in raising Paralympic awareness and engagement and on opportunities to further and better connect youth with Olympic and Paralympic sports including via experiential events.

USOPC Chief Development Officer Christine Walshe reported to the Board on US Olympic & Paralympic Foundation work during the Games. She reflected on very positive donor events held in Park City alongside the Friends & Family program, where she saw donors and prospective donors enjoy camaraderie and connection to Team USA even though they could not join the delegation in Beijing. She described other Games-time donor events in Colorado and Montana as well, and noted that the Foundation's "Winter's Edge" philanthropy campaign conducted during the Games hit its target of \$5MM raised during the Games period. She and Board members discussed plans for upcoming Foundation activities including more in-person contact with potential and current donors in coming weeks, and thinking about how to seize leading edge technology and communications platforms as competitive advantages in the competitive philanthropy space.

Finally, USOPC Chief People Officer Peter Navin reported on a number of key elements of staff support to Team USA and the US delegation for the Games, focusing on the broad range of staff involved directly and indirectly, on the ground in Beijing and in the US. He reflected on some of the skills and traits that became so important for effective staff support including versatility and flexibility, trust, and consistent focus on the larger mission in executing each matter and task. He discussed how emphasizing clear communication, coordination, and collaboration can help prepare staff for effective performance in the Games-time environment. And he discussed with the Board particular advantages of the USOPC's mission and role in athlete support and the Games in recruiting and retaining key talent, and thoughts about how to maximize these advantages.

Board members and Mr. Navin discussed Games-time and post-Games staff fatigue, pressure, and how ensuring that staff feel their powerful and direct impact on the organization's mission is a powerful counterweight to these.

Sarah Hirshland offered the Board further operational thoughts and learnings, as the organization reviews its performance at the Tokyo and Beijing Games. In particular she commented on results and opportunities in USOPC-NGB cooperation and collaboration, sharpening athlete communication and support, and optimizing staff deployment and resourcing, noting that future Team USA delegation events would soon be upon us.

The Chair thanked Ms. Hirshland, Mr. Adams, and USOPC staff generally for strong execution in difficult circumstances. She noted that it would soon be time for the Board to turn its attention to upcoming Games, but that for the moment it is important to celebrate the full achievement of USOPC 2021-22 Strategic Priority 1: Execute the Tokyo and Beijing Games with Excellence.

STRATEGIC PRIORITY 2 – ADVANCE EMPOWERMENT OF US ATHLETES

4. Integrity of Sport Discussion

- Discussion on addressing serious international issues concerning integrity in sport

The Chair opened a Board discussion on integrity in sport by noting that the international sport world, driven by recent developments and current events, seems to be in a moment of greater openness to stronger conversations on building and protecting integrity. She reflected on the opportunities this may present to the USOPC to be impactful in this area and the importance of taking a thoughtful approach in seeking to do so. At the Chair's request, Sarah Hirshland referred to presentation materials for the meeting in advancing this discussion.

Ms. Hirshland discussed recent Beijing Games tests of integrity such as the anti-doping case involving a Russian figure skater, questions about Paralympic sport classifications, the larger public debate on gender inclusion in sport, and the geopolitical crisis playing out in Ukraine. She reviewed USOPC actions in recent months and years aimed at demonstrating strong, values-based leadership – including in areas such as IOC Rule 40 and athlete economic opportunities, IOC Rule 50 and athlete freedom of expression, and

international anti-doping reform. She discussed opportunities in the current environment and the need to focus on specific aims and risk assessments in addressing these.

Ms. Hirshland and other Board members discussed these and other current events and pressures on the international sport community, risks and rewards that might pertain to particular plans of action for the USOPC, and a number of dynamics in play among key organizations involved, such as in the recent anti-doping controversy that impacted the Beijing Games generally and Team USA athletes specifically. Board members exchanged information and perspectives on the limits of IF abilities to sanction Russia in their sports, and the merits and dangers of particular sanctioning approaches including as it may impact individual athletes from Russia and their ability to train and compete. Board members also discussed the importance of being very clear about fundamental principles when speaking out or taking action in particular cases on the international stage – clear statements of strong principles stand a greater chance of being seriously considered and acted upon with consensus.

Board members further discussed the magnitude of these issues and the existential threat they present to the Olympic and Paralympic movements and their ability to serve elite athletes and the people they inspire around the world. They exchanged ideas about how to provide vocal thought leadership, and the importance of building strong coalitions behind strong shared principles and themes. They exchanged intelligence about current challenges facing other key international sport organizations in addressing some of the current issues, including the IOC, the IPC, and IFs globally.

Winding up this conversation, the Chair thanked the Board for its directional leadership and thinking on these issues and indicated that they would be the focus of staff work and further reporting and discussion at the Board's next meeting.

5. Transgender and Sport

- Discussion on Key Values and Issues Presented in the Current Public Debate Around Transgender Athletes and Sport

USOPC Director, Diversity, Equity & Inclusion Nitra Rucker joined the meeting and the Chair introduced a discussion on transgender issues in sport. Sarah Hirshland followed with comments on the timely value of Board discussion and thought on the matter, introducing Ms. Rucker for more background.

Ms. Rucker updated the Board on progress, plans, and early results for the work of a recently formed USOPC-NGB-athlete working group on transgender issues. She referred to advance materials for the meeting in summarizing early NGB survey results on NGB and IF policies in place. She and Board members discussed deliverables and timelines for the work of this group, and the importance of pursuing and framing the work in the broader context of clear USOPC fairness-related values, rather than treating the specific issue of transgender women in elite sports (the focus of much recent public debate) as the entirety of the issue to discuss.

Building on this information, Board members exchanged further perspectives and information on key values implicated including as to inclusion, fairness, and athlete safety. They noted the inescapable fact that balancing these considerations is an exercise that is best approached on a sport-by-sport basis and always taking into account developing science. Board members discussed developments in US state and

federal legislation that may affect the Olympic & Paralympic community and these key values, and how and where best the USOPC can help lead thought in these areas. Further discussion centered on the NCAA's recently-announced approach of looking to NGBs, IFs, and the IOC for guidance on a sport by sport basis, in prescribing its own approaches for collegiate sports; and the countervailing needs to make science-based determinations and also to provide sport guidance while that science is advancing.

After this discussion, Board members expressed general agreement around key values but also that further work and more specific plans for USOPC action are needed in this area. Ms. Hirshland indicated that staff work would yield more concrete possibilities for Board discussion at its next regular meeting in June.

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

6. Collegiate Pipeline

- **Discussion on Collegiate, Olympic & Paralympic Sport Landscape**
- **Board Approval of Updated Collegiate Advisory Council Charter**

At this point, USOPC Senior Director, Collegiate Partnerships Sarah Wilhelmi joined the meeting.

The Chair introduced an update and Board discussion on the importance of, and developments in, the relationship between collegiate sport and the US Olympic & Paralympic community. At her invitation, Rick Adams introduced Ms. Wilhelmi to the conversation and invited opening comments from Board member Kevin White, Chair of the USOPC Collegiate Advisory Council (CAC).

Mr. White reflected on the importance of formal and informal steps, such as the creation and operation of the CAC, in fostering a cohort of NCAA leaders in the Olympic & Paralympic space. He noted that since its founding in 2015, the CAC has been a fundamental and strongly effective element in making progress on that, and in building positive collaboration between the NCAA and the USOPC. Other Board members reflected on the value of Mr. White's collegiate background and ties as a Board member, one that would be missed (and should be in some way be addressed) as he finishes his service on the Board at the end of 2022.

At Mr. White's invitation, Ms. Wilhelmi then referred to advance materials for the meeting in further detailing accomplishments and plans of the CAC, referring to groundbreaking NCAA legislative developments, the "Olympians Made Here" and "Paralympians Made Here" campaign with NCAA member schools, and positive collaboration on navigating very serious COVID-driven pressures on collegiate sport programs. Next, she briefed the Board on proposed updates to the Charter of the CAC, clarifying its ambit and membership in particular. She and Board members discussed the benefits of these Charter updates.

After this discussion and on a motion duly made and seconded, the Board approved the revised Charter of the USOPC Collegiate Advisory Council as reflected in the advance materials for the meeting.

Ms. Wilhelmi offered further comments on other USOPC plans and efforts in promoting the strong ties between collegiate and Olympic & Paralympic sport, including via partnerships with key NCAA member schools. Board members and Ms. Wilhelmi discussed the broad benefits of such collaborations, recent

instances of collegiate sport honoring US Olympians, and the need to focus combined promotional efforts on niche channels such as sport-specific social media, harnessing the power of increasingly distributed media and content in the US.

STRATEGIC PRIORITY 4 – SERVE AS AN ENGAGED PARTNER AND INFLUENTIAL VOICE

7. Congressional Update and Discussion

- Recent developments in Governmental Affairs

Sarah Hirshland opened a discussion on matters on the horizon in the USOPC's interactions with Congress government generally. She invited USOPC General Counsel Chris McCleary to provide the Board with further information in that regard.

Mr. McCleary referred to advance materials for the meeting in briefing the Board on key communications and inquiries from Congressional members and staff in connection with the Beijing Games and issues arising in connection with these; draft legislation that may impact the US Olympic & Paralympic community; and most recent developments around the formation and launch of the Congressional Commission being formed to review the USOPC and its leadership of that community.

Board members and Mr. McCleary exchanged perspectives on these and other matters including as to Commission plans and funding, opportunities for the USOPC and others in the community to offer the Commission ideas on subject matters that might benefit from Commission study and consideration, and input on supporting the Commission generally. Board members with experience on previous governmental commissions and working groups that have offered guidance to US Olympic & Paralympic matters offered further reflections and context for the coming work of the Commission and the USOPC.

8. International Relations

- Briefings from Board Members Playing Key International Roles

The Chair opened a Board discussion on international Olympic and Paralympic topics by noting that the IOC Executive Board was in discussions on potential means of offering further support to Ukraine and athletes in and from that country. She also informed the Board of USOPC work, in cooperation with leaders in Utah to offer US-based training support and opportunities to such athletes as well. David Haggerty offered further information and perspective on IOC work and progress in the area of sport support and development, including in light of the current crisis in Ukraine.

The Chair turned to PanAm Sports topics, updating the Board on developing plans for the next PanAm Games in Santiago, Chile during 2023. She also briefed the Board on recent developments at ANOC, including its planned presidential election set for later in 2022.

Steve Mesler offered an update on the work of the USOPC NGB International Relations Task Force, including by the several working groups set up by that body. He previewed substantive output of these

working groups planned for discussion at the Board's meeting in June, especially the Level Playing Field working group, which is working on refining and prioritizing a number of items for short and longer term work. Dexter Paine provided further thoughts on the Task Force and its progress to date, noting that a number of the issues identified by its work had played out as key issues at the Beijing Games, including as to anti-doping, athlete representation in sport organization governance, and Paralympic classifications.

Cherie Blauwet discussed some of the recent work and events in play at the IPC, including in connection with membership and participation issues involving Russia and Belarus. She also described IPC progress on internal governance, strategy, and sport management issues in play within that organization. Board members exchanged views and information on the classification issues playing out at the Beijing Paralympic Games, IPC efforts to improve transparency and fairness in this area, and ways that other entities such as the USOPC might constructively engage on these issues.

At the Chair's invitation, Katie Bynum offered the Board an update on prospects and planning around a potential Salt Lake City bid to host a future Olympic Winter Games, including as to potential agreements between the USOPC and bid organizers; ongoing discussions around potential budget matters and points of coordination with LA28; and bid organizer interactions with the IOC with the support and participation of the USOPC.

Sarah Hirshland offered her perspectives on the recent work of the IOC Program Commission, including as it may impact Team USA and the Los Angeles 2028 Games. She contrasted the IOC and IPC approaches to creation and refinement of their Games sport programs over time and particular challenges and opportunities presented by each. She provided insight into some of the factors and considerations entering into the Program Commission's work and outcomes. She and other Board members discussed issues and possibilities that may come into play as the IOC settles on sport programs for upcoming Games.

9. Recess

At 2:02pm MT, the Chair put the meeting into recess for the day.

March 25

10. Call to Order

The Chair called the day's meeting session to order at 8:00am MT.

Unable to attend the March 25 session was Brad Snyder. Daria Schneider joined the session beginning with item 14 below.

USOPC staff members attending the session included Rick Adams, Katie Bynum, Peter Navin, Kevin Penn, Holly Shick, Kacie Wallace, and Christine Walshe.

STRATEGIC PRIORITY 3: SUPPORT NGB EFFECTIVENESS

11. NGBC Visit

- NGBC Leadership Discussion on Matters of Current Concern and Opportunity

Joining the meeting at this point were NGBC Chair Pat Kelleher and Vice Chair Li Leung. Welcomed by the Chair and other Board members, they offered thoughts and reflections on current issues and priorities facing NGBs.

Mr. Kelleher commented on the recently completed Beijing Olympic Winter Games and Paralympic Games, including with reference to USA Hockey's and his own experience at those Games. He noted the strong USOPC support provided to Team USA athletes and other delegation members such as USA Hockey coaches and staff. He then turned to a high-level survey of key NGB areas of concern currently being worked on between NGB and USOPC leaders before delving into several of them in particular.

First, he noted the ongoing NGB need for strong and properly allocated funding from the USOPC, particularly in the area of high-performance sport operations. He and Ms. Leung both offered thoughts on some of the difficult and recurring questions and options in play as the USOPC makes decisions on funding amounts and approaches, acknowledging that reasonable minds may differ on how to address the options in play. Board members and the NGBC guests exchanged questions and ideas on how to think about near- and long-term success on the field of play; efforts to maximize the potential of elite athletes and also to provide for the development of athletes with the potential to become elite; prospects and priorities between summer and winter sports and sport organizations; and the early work of a multi-party funding task force in place among the USOPC, NGB leaders, and athlete representatives. Further discussion touched on whether a single approach to high-performance funding can properly be applied across all or most NGBs, or whether any proper approach should be more specific to each sport and the NGB that leads it. Board members noted the importance of basing decisions in this area on data rather than subjective factors as much as possible.

Next, Ms. Leung discussed current issues and challenges among the NGBs and the US Center for SafeSport. She noted that in this area, too, a working group has been formed and is hard at work, including a number of NGB leaders and counsel. She described the fundamental principles agreed upon by that group for its work: Athletes First, Together in Service, and Communication/Transparency. She expressed the working group's hope that they and the USCSS can use these principles in addressing cooperatively some of the challenges in play. Mr. Kelleher and Ms. Leung both offered recent examples of NGB concerns with particular USCSS approaches on investigation management and reporting to Congress, and instances where NGBs appeared to be at risk of losing athlete members to competing sport organizations not subject to USCSS jurisdiction. Board members discussed areas where the USOPC can add its support to resolution of these concerns, including via direct discussions between the USOPC and the USCSS at the right levels of leadership. In that regard, the Chair and Sarah Hirshland both offered updates on their own recent discussions and learnings in that regard.

Mr. Kelleher commented on current geopolitical issues in international sport, focusing on the Russian attack on Ukraine and how and where the USOPC and NGBs, along with other domestic and international

sport organizations, can advocate for and support the victims of the attack. He and Ms. Leung and Board members also discussed the coming work of the Congressional Commission on the USOPC and US Olympic & Paralympic sport, and how the USOPC and NGBs can support the Commission. Ms. Leung offered information and perspective on USA Gymnastics' developing approach to restorative justice in connection with the Nassar sexual abuse crisis, including via a working group involving USAG, the USOPC, subject matter experts, and a number of athlete victims of sexual abuse. She expressed her hopes for healing and further organizational improvements that can come from this work, underlining that the USA Gymnastics approach will be to grow involvement among these parties and the USCSS.

The NGBC guests and Board members next discussed issues and public debate recently heating up in the area of transgender and sport, focusing on USOPC opportunities to positively impact these issues by coordinating, facilitating collaboration, and supporting NGBs' work in their respective sports, domestically and with their International Federations. They exchanged ideas and perspectives on these issues and the challenges faced by NGBs, and each of Mr. Kelleher and Ms. Leung used particulars from their respective sports as specific examples of these challenges.

The Chair thanked Mr. Kelleher and Ms. Leung for their thoughtful and informative participation in the meeting and offered congratulations on their teams' successes in Tokyo and Beijing. With that, Mr. Kelleher and Ms. Leung left the meeting.

Board members expressed further thoughts on the discussion with NGBC leaders and reflected on the positive and candid working relationship they bring to the work facing the US Olympic & Paralympic community.

12. Para Sport Governance

- Discussion on Benefits and Considerations of Moving USOPC-Managed Paralympic Sports to NGB Management

The Chair invited Cheri Blauwet to lead a Board discussion on Paralympic sport governance in the US. Ms. Blauwet updated the Board on the work and findings of a working group formed to study strategy issues and opportunities in this area and to make specific recommendations to the Board and USOPC leadership in seeking to better support Team USA Paralympic athletes and grow and promote Paralympic sport in the United States.

Ms. Blauwet noted the working group's focus and deep engagement on the USOPC approach to those Paralympic sports managed internally within the USOPC rather than by NGBs. She discussed each of these specific sports and prospects for shifting each to management by an appropriate NGB. Dexter Paine added specifics in play in the skiing International Federation, where Olympic and Paralympic sport is being combined, and counterpart progress in the US towards having US Ski & Snowboard assume leadership of Paralympic skiing sports in the US. He articulated a number of particular economic and operational factors that would go into such a leadership transfer, and Board members exchanged thoughts on these and the timing issues that might arise in this and other affected sports. Board members reflected on the reality that such changes may require a number of years in some cases.

Muffy Davis shared details of similar discussions and efforts at the IPC, which also currently leads several Paralympic sports itself rather than seeing them led by applicable IFs. She spoke about the sport of Skiing from the IPC perspective, adding further context to the information shared by Ms. Blauwet and Mr. Paine.

At Ms. Blauwet's invitation, Rick Adams offered further thoughts on Paralympic sport leadership and the plusses and minuses of direct leadership by the USOPC. He underlined that of all the involved practicalities and operational considerations, athlete experience and support must be paramount. He noted that expertise and advocacy in the area of athlete classifications within Paralympic sports is a particularly important factor in Paralympic sport leadership and must be a focus of NGB preparations before taking on Paralympic sport leadership. And he pointed out the importance of comprehensive support for USOPC staff involved in any such sport leadership changes.

Board members discussed these points and potential ways of addressing them as part of a thoughtful process to be implemented in any case where sport leadership is moved out of the USOPC and into an NGB. Board members expressed support for the concept of NGB management of Paralympic sports so long as the considerations and priorities discussed can be fully and effectively addressed in each case.

STRATEGIC PRIORITY 5 – BE GOOD STEWARDS OF OUR PEOPLE AND FINANCIAL RESOURCES

13. Transgender and Sport – Continued Discussion

- **Board Consideration of New Public Position on Transgender and Sport**
- **Directional Agreement on Further Work in this Area**

The Chair referred to the Board's discussion on transgender and sport from the previous day's meeting session and Board member interest in continued discussion. She opened the floor for that purpose.

Board members discussed whether and how the USOPC can make a positive impact on the public debate and on legislative developments at the state and federal levels by taking a strong public position on how to address these issues. Board members referred to a current high-profile case of a transgender female swimmer competing at the NCAA national championships and the urgency and energy created by that case in public debate. John Naber presented to the Board a specific statement that the USOPC could use publicly and affirmatively in that regard, offering a motion that the Board approve this statement and direct that it be used immediately.

Board members discussed the proposed statement and engaged in a detailed and extensive discussion on previous statements made, the potential impacts of the proposed statement as against maintaining the previously expressed public position for the present, and the myriad athlete and sport support considerations in play. Board members exchanged perspectives on these sometimes-conflicting considerations and how the USOPC and other sport organizations can best balance and address them in a way that respects fairness in its many facets. Board members also discussed ongoing efforts at the USOPC and among other sport organizations to advance their thinking and understandings of the issues involved in order to take thoughtful and positive steps, mindful both that science and data-based

decisions and actions are preferable and also that the science in this area is not yet well developed and will take significant time to advance materially.

Additional Board discussion explored how the proposed new statement would likely impact NGBs and their work in the area, what kinds of progress the USOPC and other entities can make in advancing understandings over what periods of time, and Board member interest in personally studying relevant information and perspectives further in order to fuel the best-informed discussion and resulting action plan.

After this discussion, Board members expressed support for further staff work on these issues, the provision to Board members of useful educational materials for individual study, a renewed Board discussion at its next regular meeting in June, and an aim of agreeing an updated public position for USOPC use after that meeting.

The Chair thanked Mr. Naber for his work on the matter, and all Board members for the thoughtful, energetic, and engaged discussion on this difficult and important subject.

14. Committee and Advisory Council Reports and Discussion Items

- Updates, Board discussion on key committee work

The Chair introduced a session on Board committee reports and discussion items, asking the Chairs of each Board committee to contribute to the session in turn.

14.1 Athlete and NGB Services Committee

Athlete and NGB Services Committee Chair Beth Brooke reported on that committee's recent work on athlete and NGB issues including athlete career cycle (developing, excelling, transition to post-competition life), SafeSport/USCSS, and Athlete Ombuds work and priorities. She described the committee's prioritization among these items and the sense that the USSCS-related efforts may be the highest current priority for Committee attention. She described a task force project being led by the Office of Athlete Ombuds on clarifying and articulating athlete rights in the US Olympic & Paralympic community, and how to communicate these most effectively. And she noted the committee's receipt of a paper setting out the NGBC's current priority action items for attention with the USOPC (discussed with NGBC leadership earlier in the day's meeting session) and the Committee's intention to be helpful with these as well. Finally, she described plans for the Committee's At-Large members to meet with AAC leadership to cooperatively discuss and sharpen understandings of current AAC priorities and goals.

14.2 Ethics Committee

Holly Shick updated the Board on the Ethics Committee's most recent work, including oversight of ongoing investigations, review of and ruling on a USOPA leadership qualification issue, review of USOPC progress against items identified in the recent risk assessment conducted by an outside expert, and recommendation of Board approval of a set of updates to the USOPC Ethics Policy, set for Board discussion later in the day's meeting session.

14.3 Finance Audit and Risk Committee

USOPC Finance Audit and Risk Committee Chair Dexter Paine referred to and displayed advance materials for the meeting setting out detailed information on final USOPC 2021 financial results and current performance against quadrennial budget plans. He noted strong revenue and expense management during these periods and previewed factors that may impact financial planning and performance in coming months and years. Committee member James Higa added information and thoughts on USOPC cybersecurity work and achievements especially during the Beijing Games, noting special risks and tasks that needed and received careful attention and handling. Finally, Mr. Paine referred to Committee review of USOPC insurance matters and investment approach, as well as planning around management of the debt instruments currently in place – all of which are slated for further Committee work in coming months. He and other Board members briefly discussed key considerations and potential approaches on these, in particular the USOPC cash management and investment approach.

14.4 Compensation Committee

Committee Chair Bob Wood reported on that committee's meeting of the previous week, during which the Committee reviewed and discussed 2021 self-assessment results, potential updates to the Committee's charter under the USOPC Bylaws, its 2022 work plan, and USOPC staff culture pulse results and trends. He noted that the Committee also reviewed plans and preparations for the planned April 1, 2022 launch of the USOPC's updated flex work approach for staff.

14.5 NGB Oversight Committee

NGB Oversight Committee Chair Cheri Blauwet reviewed the work of that committee, including at its most recent meeting where it discussed the Committee's 2021 self-assessment results, reviewed active 2021 NGB audit results, discussed ways to help streamline audit procedures, and reviewed integrity portal reports and trends. Ms. Blauwet referred to the Committee's review of particular open NGB compliance matters and a current project on internally managed sports at the USOPC. At Ms. Blauwet's invitation, Holly Shick provided the Board with further details on current NGB compliance matters and investigations as well.

14.6 Paralympic Advisory Council

Paralympic Advisory Council Chair Cheri Blauwet next updated the Board on the PAC's ongoing work around classification issues at the Tokyo and Beijing Paralympic Games, the PAC working group's progress on its project to improve Paralympic athlete support and accommodation at the Games. She indicated that the working group plans to present specific proposals in these areas in coming weeks.

14.7 Nominating and Governance Committee

Finally, Nominating and Governance Committee Chair Steve Mesler briefed the Board on the several timely projects being led by that committee on identifying candidates for the Ethics Committee's open seat, 2022 elections for constituent Board representatives, the selection process for independent Board members to take seats opening up at the end of 2022, and assistance to the Board Chair search committee in its work. He reminded Board members that further candidate suggestions for these seats are most welcome, and he and other Board members discussed sharing ideas in that regard.

15. Executive Session

- **Litigation Report and Discussion**
- **Discussion on USOPC Board Chair Search and Assembly Plans**
- **Approval of Updated USOPC Policies**

Attending members of USOPC staff now left the meeting.

15.1 Litigation Report

Chris McCleary offered the Board a privileged and confidential briefing on current litigation matters. Referring to advance materials for the meeting, he and the Board discussed the wind up of the litigation involving sexual abuse by Larry Nassar, and other ongoing matters. He noted that with the coming closure of the Nassar litigation, the USOPC would also be dropping its 2018 complaint against USA Gymnastics under Section 8 of the USOPC Bylaws, which had sought termination of USAG's membership for reasons, including some related to the litigation, that had since been resolved.

Turning to a recently-filed lawsuit involving alleged brain injuries suffered by an elite Bobsled athlete, Board member Steve Mesler indicated to the Board that discussions on this matter may involve subject matter in connection with which he might have an actual or perceived conflict of interest. He indicated his preference to navigate this issue by recusing himself from Board discussions on the merits of these matters and USOPC strategies in addressing such litigation. He left the meeting and Mr. McCleary discussed this new lawsuit with the Board. Board members exchanged initial thoughts and questions on the matter and Mr. McCleary promised further information as it develops.

After that discussion Mr. Mesler rejoined the meeting.

15.2 Board Operations Items

15.2.1 Board Chair Selection

The Chair refreshed Board members on the agreed process for the Board's 2022 project of seeking, selecting, and naming a new Board Chair to assume the Chair's seat when her term expires at the end of 2022. She discussed the ongoing work of the Board's Chair search committee, discussions held with constituent group leaders and valuable input gleaned from these, and the search committee's desire for further candidate nominations and ideas. She informed the Board of the single candidate from among current Board members. Finally, she reviewed next steps in the process, which will culminate in an election to be held among Board members.

15.2.2 Olympic & Paralympic Assembly

Sarah Hirshland reviewed plans and provisions for the coming in-person Olympic & Paralympic Assembly meetings in June 2022, which meetings will include the Board's regular June meeting as well. She noted a number of other planned Assembly meetings and events where Board member attendance will be much valued, and asked Board members to watch for further details that will be forthcoming in the weeks to come.

15.3 Administrative Items

- **Approval of Updated USOPC Ethics Policy**
- **Ratification of USA Surfing Voluntary Decertification**
- **Preview of Planned Bylaw Update Proposals for 2022**

At this point, Board member Steve Mesler referred back to the Bobsled litigation matter discussed earlier in the day's meeting session, reminding Board members that he will avoid discussing the matter and its context with other members of the Board for the reasons already discussed but also noting that as a Board member and a Bobsled athlete and Olympian, he felt it was his duty to offer the Board information he has in the matter, which it can then factor into its work and discussion as appropriate. With that foundation in place, Mr. Mesler offered the Board information and views based on his particular background and experiences, touching on culture, safety, and the experiences of himself and other elite Bobsled athletes in recent years. Board members thanked him for this briefing.

15.3.1 Policy Updates

Chris McCleary referred to advance materials for the meeting and to Holly Shick's earlier report on updates to the USOPC Ethics Policy approved by the Ethics Committee and viewed as helpful clarifications to the policy overall. He and Board members discussed that policy and the need for any such update to be approved by the Board. **After this discussion and on a motion duly made and seconded, the Board approved the updated USOPC Ethics Policy as set out in the advance materials for the meeting, with immediate effect.**

Mr. McCleary also referred to the Board's earlier discussion on NGB compliance matters in confirming that in the case of USA Surfing, that organization and the USOPC had come to an agreement on terms under which USA Surfing voluntarily accepted decertification as a USOPC NGB on account of its inability to comply with applicable certification requirements. He and Board members discussed this case and the value of a non-compliant NGB stepping away from that role voluntarily, in terms of efficiency and greater athlete certainty and support. **After this discussion an on a motion duly made and seconded, the Board ratified the voluntary decertification of USA Surfing as contemplated in the agreement between that organization and the USOPC.**

Finally, Mr. McCleary noted for the Board that, as previously planned for 2022, the USOPC would reassemble its Governance Reform Working Group to consider and recommend a final set of USOPC Bylaw amendments as indicated under the USOPC's recent governance reform efforts. He noted that items in this last phase would likely include clarifications and elaborations on certain existing elements of that governance reform work, based on learnings in the early years of its operation in practice. He promised more work and information on this at future Board meetings during 2022 and invited any thoughts and input on needed Bylaw updates at any time.

16. New Business

No new business was offered for discussion.

17. 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 March 24-25, 2022 meeting of the Board of Directors of the United States Olympic & Paralympic Committee.

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

Christopher McCleary
Secretary

5-16-22

Date