

Minutes
USOC Board of Directors Meeting
Los Angeles, California
March 9, 2017

A meeting of the Board of Directors (the “Board”) of the United States Olympic Committee (“USOC”) took place on March 9, 2017 following notice duly given pursuant to the USOC Bylaws. Present were Larry Probst (Chair and IOC Member, *ex officio*), Robbie Bach, Scott Blackmun (USOC CEO, *ex officio*), Cheri Blauwet, Anita DeFrantz (IOC Member, *ex officio*), Dan Doctoroff, Nina Kemppel, Susanne Lyons, Bill Marolt, Steve Mesler, Dave Ogrea, Whitney Ping, Angela Ruggiero (IOC Member, *ex officio*), and Robert Wood. Unable to attend were Jim Benson and Kevin White. Attending Board members constituted a quorum of the Board under the USOC Bylaws.

Present from the USOC were Rick Adams, Alan Ashley, Lisa Baird, Jon Denney, Morane Kerek, Kevin Penn, Patrick Sandusky, Pam Sawyer, Chris Sullivan, and Michelle Stuart. The minutes were recorded by Christopher McCleary, Secretary.

1. Call to Order and Welcome

The Chair called the meeting to order at 7:59am local time and welcomed the Board, attending USOC staff, and U.S. Anti-Doping Agency (“USADA”) Board Chair Edwin Moses and CEO Travis Tygart. The Chair noted that this would be the first USOC Board meeting for the newest member of the Board, Dr. Cheri Blauwet. He welcomed Dr. Blauwet to the meeting and to Board service.

2. USADA Report

The Chair invited Mr. Moses and Mr. Tygart to provide the Board with an update on USADA work and its aspirations for global anti-doping reform.

Mr. Moses opened the discussion by reviewing his work both with USDADA and as a member of the Executive Committee of the World Anti-Doping Association (“WADA”). He noted upcoming meetings of the latter and his hopes for significant progress on anti-doping reform issues.

Mr. Tygart followed with a presentation on USADA views as to WADA’s current structure and practices, and those favored by USADA as part of global anti-doping reform. He voiced his hope that international entities in the Olympic Movement will work together transparently and cooperatively to advance global anti-doping practices and procedures without delay. He expressed confidence that National Anti-

Doping Organizations like USADA can play an important part not only in achieving reform but also as key contributors in a reformed global anti-doping system.

Board questions and discussion followed, including as to progress in current investigations following on to the 2016 McLaren reports commissioned by WADA and drug testing plans for the upcoming 2018 Olympic Winter Games in Pyeongchang. Board members exchanged ideas and alternatives with Mr. Tygart and Mr. Moses on key elements of anti-doping reform including testing and analysis, adjudication, appellate fora, and funding. Mr. Tygart underlined his belief that the USOC can and should play a direct role in reform efforts and noted that the state of USOC-USADA relations are strong and constructive, balancing the entities' overlapping goals for clean competition with their independent roles and views.

Mr. Blackmun closed the discussion by thanking Mr. Tygart and USADA for their industry-leading work and focus, and Mr. Tygart's personal commitment and energy on anti-doping.

With the thanks of the Board, Mr. Moses and Mr. Tygart left the meeting.

3. Anti-doping Reform

At the Chair's invitation, Scott Blackmun continued the Board discussion on global anti-doping reform and what the USOC can do to help advance that cause. He asked for Board guidance and input on a draft USOC anti-doping reform position paper previously offered for Board review. He noted that the paper had benefitted from review by leadership of the USOC National Governing Bodies Council ("NGBC") and Athletes Advisory Council ("AAC"). The Board directed that a final version of the document be released to the public and used to help U.S. athletes and other interested parties understand the USOC's specific view of the issue and how it may be advanced.

Board discussion focused on alternative approaches that may be taken by the USOC in seeking to support and contribute to meaningful global anti-doping reform. Turning to the draft position paper, Board members offered a number of suggestions on what should be the USOC's specific recommendations for next steps. Mr. Blackmun promised that a revised paper, reflecting these suggestions, would be offered for Board review later in the meeting.

4. Advance Materials Q & A

Next, Mr. Blackmun referred to advance materials provided to the Board on the topics of USOC 2016 financial results, year-to-date 2017 financial results, a development update, January 2017 AAC leadership election results, the LA 2024 Phase III submission, the USOC travel policy, and an update on USA House plans for the Pyeongchang Olympic Winter Games. He asked for any Board questions or discussion on these items, as the authors of each were on hand to provide further information.

The Board discussed the USOC's current Bylaws and approach to qualifications for leadership service in various elements of the USOC (e.g., as a member of the USOC Board or a USOC committee). The Board exchanged ideas and questions about whether and how the USOC should consider adding more specifics on qualifications for service in one or more areas, whether tied to particular achievements or demonstrations of character. After this discussion, Mr. Blackmun offered to create a Board-level working group to analyze this topic and offer specific proposals for further Board consideration, including as to potential disclosure requirements or prohibitions and how and where requirements might be legislated and applied. The Board expressed general assent to that plan.

5. Olympic Channel Update

USOC Chief Marketing Officer Lisa Baird updated the Board on negotiations and developments on IOC's Olympic Channel platform and the prospects for USOC-IOC coordination and cooperation on their respective digital platforms. She related a number of key points agreed among the parties and other issues yet to be resolved. Board discussion on this topic centered on balancing the need to satisfy IOC's desire to advance the Olympic Channel and NBC's related on-air programming as quickly as possible, with the need to ensure all parties have fully agreed the specific deal points necessary to allow these multi-party programs to function as intended.

6. Sponsor Program Review

Next, Ms. Baird reviewed the landscape for domestic and international sport sponsorships and the USOC's achievements in building a strong portfolio of domestic sponsors and licensees. She discussed developing trends in sport properties and marketing such as eSports, uniform sponsorships (e.g., in the NBA), and virtual reality. Ms. Baird and the Board exchanged questions and thoughts on coming challenges for the USOC in the sponsorship realm, developments in the IOC's global TOP sponsorship program and related impacts for the USOC and the U.S. Olympic Movement, and USOC marketing priorities for the coming year.

7. Diversity Program Review

At this point, USOC Director of Diversity and Inclusion Jason Thompson joined the meeting. Scott Blackmun invited Mr. Thompson and USOC Managing Director of Human Resources Pam Sawyer to brief the board on USOC progress and plans in the area of diversity and inclusion ("D&I").

Mr. Thompson made a presentation to the Board on progress in the USOC D&I program and highlights of its recent accomplishments and recognition. He reviewed

key initiatives from the 2013-2016 Olympic quadrennium including launches of a number of USOC employee resource groups, enhanced USOC employee D&I training, D&I industry awards received, support provided to NGBs and NGB/USOC D&I scorecard reporting, and the USOC's role in helping to found "DISC", the Diversity and Inclusion Sports Consortium, with other leading entities in U.S. sport.

Board questions and discussion followed, during which Mr. Thompson and the Board discussed the NGB/USOC scorecards and their strengths in benchmarking, incentivizing, and focusing efforts to improve in ways that make the most impact. Discussion also covered other ways the USOC can provide NGBs with support in the D&I area and areas where the USOC can continue to strive to improve its own internal D&I work overall.

Finally, Mr. Thompson set out for the Board USOC D&I strategies and plans for the just-begun 2017-2020 Olympic quadrennium including as to NGB support, raising awareness of D&I priorities, and specific plans to ensure that the USOC's own recruitment and hiring practices effectively keep pace with its D&I needs and goals. The Board expressed support for these plans and thanked Mr. Thompson.

8. MSOC Report

Multi-Sport Organizations Council Chair Bob Meserve joined the meeting.

The Chair and Scott Blackmun welcomed Mr. Meserve and invited him to discuss developments, issues, and opportunities facing the Multisport Organizations Council ("MSOC").

Mr. Meserve reviewed the MSOC's scope, scale, and structure. He discussed its mission and several of its major initiatives (including heavy involvement in annual Olympic Day programs). He went on to describe MSOC plans for establishing a Youth Sport Working Group, which would have an aim of increasing youth participation in sports across the U.S. during the 2017-2020 Olympic quadrennium. Board questions and discussion followed, including on specific ideas for configuring and implementing these plans, after which the Board expressed support for the MSOC Youth Sport Working Group approach.

The Chair and the Board offered their thanks to Mr. Meserve and he left the meeting.

9. SafeSport Issues

At this point the Board went into executive session, excusing all attending members of USOC staff other than Chief External Affairs Officer Patrick Sandusky and General Counsel Chris McCleary.

Scott Blackmun opened Board discussion on a number of related topics involving SafeSport matters and on related USOC efforts and plans to protect U.S. athletes in this area.

First Mr. Blackmun opened a discussion on current public discourse, litigation, U.S. Congressional interest, and media coverage regarding USA Gymnastics and USA Taekwondo and their handling of SafeSport matters in recent years. Building on Mr. Blackmun's introductory comments, Mr. Sandusky provided the Board with detailed information on media reporting on the issues and Mr. McCleary discussed Congressional questions and development of potential new legislation that would amend a number of U.S. Federal laws including the Ted Stevens Olympic and Amateur Sports Act, as well as developments involving actual potential SafeSport-related litigation.

Board discussion on these topics included exchanges of ideas and information about current and potential USOC efforts in this area. Board members discussed the recent launch of the U.S. Center for SafeSport ("USCSS"), and that entity's responsibilities and ability to address SafeSport matters and educational needs, including via its exclusive jurisdiction on a wide range of NGB SafeSport matters, its expertise in investigating and resolving such matters, and its ability to serve as a central point of information as to the identities of individuals found to have committed SafeSport violations.

Further Board member discussion involved the USOC's role in requiring and supporting NGB SafeSport efforts and standards, and possible steps that the USOC could take in cases of consistent or distinct failures in this area. After this discussion, Mr. Blackmun agreed to create a cross-functional working group to study and report back to the Board on approaches for NGB support, discipline, and decertification in appropriate cases, so that the Board may continue its efforts to ensure that the USOC is optimizing such efforts.

Next, the Board turned to the specific SafeSport-related controversy involving USA Gymnastics.

Finally, Mr. Blackmun led a discussion on the current state of governance of the U.S. Center for SafeSport. At his invitation, Chris McCleary reviewed key USCSS bylaw provisions and the USOC's defined role in USCSS governance overall. Board discussion followed as to what is the optimal ongoing relationship between the USOC and the USCSS in light of the latter's progress in establishing itself as an operating entity and its launch of investigation and resolution services. After this discussion, the Board expressed support for USOC cooperation in amending USCSS bylaws to strike the concept of the USOC's "membership" in the USCSS, with the ongoing USOC-USCSS formal relationship to be expressed as a matter of contract only.

10. IOC Athletes Commission Election

Mr. Blackmun referred to advance materials setting out the USOC's draft plan for seeking and securing a strong U.S. candidate for the upcoming IOC elections to choose new members of the IOC Athletes Commission.

USOC Board member and current chair of the IOC Athletes Commission Angela Ruggiero, whose term in the latter position ends in February 2018, provided the Board with detail and context on the role, on the nature of the election and candidate prospects, and on the USOC's best approach for fielding and offering a candidate.

Board discussion on the topic followed and it was generally agreed that the USOC should seek and offer such a candidate if the search process identifies such a candidate that is also endorsed by the USOC AAC, using the planned approach set out in advance materials for the meeting, and that any such candidate would be subject to final approval by the Board via electronic vote.

After this discussion, Board members Dave Ogreaan and Bill Marolt left the meeting.

10. Anti-Doping Position Follow-Up

At Scott Blackmun's invitation, Chris McCleary reviewed with the Board the short draft USOC position paper on global anti-doping reform, now revised to benefit from Board comments earlier in the morning. Working collectively, members of the Board offered further edits and comments to the document.

After this editing process and further discussion, the Board expressed support for USOC release of this revised document in order to emphasize the USOC's position on the importance of and means for achieving global anti-doping reform, and in order to advance the global debate on this important matter generally.

11. Committee Appointments

The Chair provided the Board with updated USOC Committee appointments, noting that Board member Dan Doctoroff had agreed to serve as chair of the Audit Committee and Robbie Bach had agreed to join that committee, and that Cheri Blauwet had agreed to join the Paralympic Advisory Committee.

12. Administrative Items

At the Chair's invitation and referring to advance materials for the meeting, Chris McCleary took the Board through several administrative matters.

12.1 Karate

First, Mr. McCleary reviewed with the Board the placement of several additional sports on the program for the 2020 Olympic Games in Tokyo. He noted that, in the case of each of these sports, a current USOC member organization is preparing to seek USOC Olympic Sport Organization status. He confirmed to the Board that one such organization had completed such preparations and been recommended by the USOC Membership Working Group to be granted this status: The USA National Karate-Do Foundation, Inc. After Board discussion and upon a motion duly made and seconded, it was

RESOLVED, that USA National Karate-Do Federation, by action of the USOC Board of Directors, and pursuant to Section 220505(b)(8) of the Ted Stevens Olympic and Amateur Sports Act and Section 8.1 of the USOC Bylaws, is transferred from the status of a Pan American Sport Organization member to the status of an Olympic Sport Organization member of the USOC. USA National Karate-Do Federation will remain recognized as the National Governing Body for the sport of Karate in the United States of America.

12.2 USA Boxing

Mr. McCleary noted that the USOC Membership Working Group (“MWG”) had received a request from USA Boxing that its probationary status be released and that it be restored to membership in good standing as a USOC NGB. Referring to advance materials for the meeting, Mr. McCleary confirmed that the MWG reviewed USA Boxing’s progress against the organizational issues that led to its probation and found that they had been adequately addressed. On that basis the MWG recommended that the Board approve USA Boxing’s request.

After Board discussion and upon a motion duly made and seconded, it was

RESOLVED, that pursuant to the Ted Stevens Olympic and Amateur Sports Act and the USOC Bylaws, USA Boxing is hereby removed from probation and returned to full recognition as an NGB.

12.3 USOC Bylaws Amendment

Next, Mr. McCleary referred to proposed edits to the USOC Bylaws, which would amend Section 19 to clarify the structure and operation of the Games Administrative Board and to create a counterpart Trials Administrative Board to provide similar services during US Olympic Trials. He noted that these amendments had been previously recommended by a member of the Board for consideration, and that the 60-day public notice period had been implemented and completed.

Upon a motion duly made and seconded, the Board voted unanimously to amend Section 19 of the USOC Bylaws as proposed and posted for public comment.

Finally, Mr. McCleary noted ongoing efforts to finalize a Board meeting schedule for 2018, thanked Board members for their input on possible dates, and asked for any further input. He promised to provide the Board with firmer dates as soon as possible.

13. Committee Reports

At the Chair's invitation, committee leaders provided reports to the Board.

13.1 Audit

Audit Committee Chair Dan Doctoroff discussed the previous day's Audit Committee meeting and the current work of that committee. He reported on the Committee's review and discussion of USOC Internal Audit, NGB Organizational Development, and Business Operations plans; its review of USOC financial reports for calendar 2016 and year to date 2017; and its discussion of ongoing litigation and other dispute resolution matters. Board discussion followed on the NGB audit process and how to make sure it is as efficient and effective as possible.

13.2 Compensation

Compensation Committee Chair Susanne Lyons updated the Board on that committee's meeting of the previous day. She indicated that the Committee identified minor USOC Bylaws edits that could be made to clarify the Committee's responsibilities and that these would be proposed for Board consideration; and that the Committee reviewed and assisted with several USOC staffing and organizational projects related to the LA 2024 bid and general efficiency improvements within the organization.

13.3 Paralympic Advisory

Paralympic Advisory Committee member Cheri Blauwet briefed the Board on the previous day's meeting of that group. Ms. Blauwet indicated that they discussed a number of possibilities and opportunities in the areas of Paralympic sport growth, athlete pipeline and development, and brand awareness, as well as potential U.S. candidates for posts in upcoming IPC leadership elections.

13.4 Ethics

Ethics Committee Chair Nina Kempel updated the Board on the ongoing work of that committee, noting its progress on several internal conflicts of interest questions and the annual disclosure process. In connection with her role as USOC representative and Board of Governors member for the Partnership for Clean Competition ("PCC"), Ms. Kempel noted ongoing work towards PCC bylaw changes that would benefit its governance structure and effectiveness, and described the PCC's upcoming biannual

anti-doping scientific conference in New York City, which event is attracting favorable attention and a capacity registered audience.

13.5 IOC Update

The Chair invited comments from Board members serving also as IOC Members on IOC developments and issues. Board discussion followed on topics related to the LA 2024 bid committee and prospects for the upcoming IOC bid review and selection process.

14. LA2024 Update

USOC staff rejoined the meeting, this time with LA 2024 bid committee (“LA2024”) Chair Casey Wasserman, and CEO Gene Sykes. Accompanying them were other members of the LA2024 team including Chief Communications officer Jeff Millman, Chief Operating Officer John Harper, and Patricia Feau.

The Chair thanked Mr. Wasserman and Mr. Sykes and the LA 2024 team for joining the meeting. He invited them to share with the Board their thoughts about progress and prospects for the LA 2024 bid.

Mr. Sykes opened the discussion by bringing the Board up to speed on competitive dynamics between the two cities remaining in competition to host the 2024 Games; the high level of community support for the LA bid and its power as a bid differentiator; LA2024’s singular focus on the 2024 (rather than 2028) Games; the political environments surrounding both bid cities, including related to LA Mayor Eric Garcetti’s recent re-election by an overwhelming vote margin; and strong support for the LA bid at the U.S. Federal Government level. He closed by reviewing recent LA2024 activities in the LA community.

Next, Mr. Wasserman reviewed sharpening LA2024 venue and operational plans designed to maximize the strengths of LA’s size and geography to enable more and better contact between the atmosphere of the Games and LA residents and visitors. Board discussion followed on these plans and on the value and importance of diversity & inclusion within the LA2024 bid, its organization, and that of any LA organizing committee for the Olympic Games that might come into being. Mr. Sykes, Mr. Wasserman, and the USOC Board also discussed LA2024’s plans and organization for financing the bid and the 2024 Games and how these plans can serve as another point of strength for the bid; LA2024’s progress in the international campaign among IOC voters; and possible approaches for enhancing and building on that campaign.

As the discussion closed Mr. Wasserman and Mr. Sykes thanked the Board for its and the USOC’s support, cooperation, and team spirit, and members of the Board praised LA2024 for putting together the strongest-ever US bid for the Games and for their great work in doing so.

14. Adjournment

There being no further business, the meeting was adjourned at approximately 3:11 pm.

This document constitutes a true and correct copy of the minutes of the March 9, 2017 meeting of the Board of Directors of the United States Olympic Committee.

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

Christopher McCleary
Secretary

March 30, 2017
Date