

## Recommendation of the Nominating and Governance Committee

Pursuant to the USOC Bylaws, the Nominating and Governance Committee has undertaken a search for several new Board members for the USOC Board of Directors. The NGC has sought: one independent director to fill a currently vacant seat; two new independent directors; one new director from among a slate of two candidates recommended by the AAC; and one new director from among a slate of two candidates recommended by the NGBC. As part of its charge, the NGC was directed to ensure that at least one of the new directors had Paralympic sport leadership or experience.

In undertaking its search and making its recommendations outlined below, the NGC considered candidates based upon the US Olympic Committee Board Qualifications document agreed upon by the NGC and the Board of Directors and previously publicized as part of the search process. A copy of the US Olympic Committee Board Qualifications document is attached.

The NGC met several times and interviewed numerous candidates as part of this search process. Further, all recommended candidates have gone through a thorough third party background check process. The Committee wants the Board to know that it was extremely pleased by the quality of all of the candidates considered and was forced to make difficult decisions selecting among exceptional individuals.

In its review of the candidates received, the NGC sought to provide the Board with a balanced and diverse slate that, in totality, will support the Board's needs in the areas of international relations, media, revenue generation and Olympic family experience. Further, the Committee sought to ensure that all of the recommended candidates showed the highest levels of integrity, stewardship and leadership. In light of the foregoing, the Nominating and Governance Committee recommends the following slate of candidates:

- Nina Kemppel (AAC)
- Dave Ogreaan (NGBC)
- Jim Benson (independent)
- Susanne Lyons (independent)
- Robbie Bach (independent – filling vacant seat)

The Committee believes that each of these individuals will bring valuable skills and experiences that will effectively enhance the USOC Board. Further, the Committee believes that this slate of candidates collectively provides diverse perspectives, deep connections to the various constituent groups of the US Olympic Movement and critical experience in organizational structures, marketing, international relations, new media, fundraising and other revenue generation. Particularly, the Committee notes the following about each of these candidates:

- **Nina Kemppel** (AAC): A current vice-chair of the AAC, Nina Kemppel is a four-time Olympian in cross-country skiing. She recently chaired the USOC Working Group for Safe Training Environments and currently serves on the AAC Paralympic Task Force. Ms. Kemppel has been actively engaged for many years with various USOC constituent groups, including both Olympians and Paralympians. She holds degrees from the Tuck School of Business at Dartmouth (MBA) and Dartmouth College (BA), and is a principal at the Coraggio Group, a consulting firm focused on business strategy, organizational change and guiding businesses in developing new revenue streams.
- **Dave Ogreaan** (NGBC): Dave Ogreaan is the executive director of USA Hockey and has extensive experience in sports administration, fundraising, marketing and media. He has been associated with the Olympic movement for more than 30 years and is intimately familiar with both NGB and USOC operations, having served on the staff and as a volunteer of both. Further, through USA Hockey, Mr. Ogreaan oversees the operations of the US sled hockey program for the Paralympic Games, and as such has direct experience running a Paralympic sport program.

- **James M. Benson** (independent): James Benson is the past CEO of John Hancock, a former Olympic sponsor. Mr. Benson is currently CEO of Benson Botsford, LLC, a private investment firm; the founder and chairman of World T.E.A.M. Sports, an organization dedicated to providing opportunities through sport for people with disabilities; and a member of the board of directors of the Achilles International, a non-profit track club for disabled athletes. The Committee believes that Mr. Benson's passion for and experience supporting disabled athletes will provide a perspective on Paralympic sport needed on the USOC Board, and that his leadership skills will energize and support the Movement.
- **Susanne Lyons** (independent): Most recently Visa USA's chief marketing officer, Susanne Lyons is a retired senior executive with extensive global experience. Ms. Lyons has more than 25 years of expertise in marketing, business strategy, human resources and revenue generation. She has served on public, private, advisory and not-for-profit boards, and has past experience with the Olympic Movement as a key executive of a significant global Olympic sponsor.
- **Robbie Bach** (independent): Robbie Bach spent 22 years with Microsoft, recently retiring from his position as the president of the company's entertainment and devices division. Mr. Bach is an expert on digital media issues, with specific expertise on creating compelling entertainment experiences across music, gaming, video and mobile communications. In addition, Mr. Bach is a past chair and current member of the National Board of Governors for the Boys and Girls Club of America, a member of the MSOC.

The Nominating and Governance Committee is pleased that among its recommended slate of five nominees to the USOC Board of Directors are three candidates with direct experience and passion for Paralympic sport and expanded opportunities for disabled athletes. Nina Kemppe, a member of the AAC Paralympic Task Force is a respected advocate for thoughtful ways to further integrate the Olympic and Paralympic Movements. James Benson, an experienced corporate executive, is a noted leader in providing disabled athletes with sporting opportunities through World T.E.A.M. and the Achilles track club. And Dave Ogrea brings experience running a world leading Paralympic sport program through his oversight of the US' gold medal winning sled hockey team. The NGC believes that together these three individuals will bring varying perspectives on and insight into the Paralympic Movement that is much needed on the USOC Board.

## **U.S. Olympic Committee Board Qualifications**

The USOC is seeking to identify diverse leaders, as candidates, for its board of directors who believe in Olympism and recognize the transformational power of Olympic and Paralympic sport.

It is expected that all candidates offered for consideration as members of the board reflect the following:

- Vision and Leadership. The willingness and ability to provide support and guidance in areas of personal expertise. In addition, help create and shape long term strategy and policy to help the USOC achieve its mission.
- Advocacy/Stewardship. A willingness to engage personally with the USOC and maintain a sense of values and concern for the USOC and its stakeholders. Support for the continuing implementation of the organizational reforms made in 2004. The ability to promote the views, interests and goals of the USOC in order to enhance the USOC's presence both domestically and internationally, without forgetting the interests of the public and the USOC's stakeholders.
- Character/Integrity. A character that is honest, open, sincere and trustworthy. Be an individual respected for personal and professional integrity. Have no material conflicts of interest that would prohibit acting in the best interests of the USOC and its stakeholders and reflect the ability to recognize and address conflicts of interest if they arise.

In addition, all members of the USOC Board are required to respect:

- Participation. Commit to attend board and committee meetings. Diligently prepare for and actively participate in board and committee meetings, ask relevant questions, take responsibility and follow through on assignments. Be willing to take the necessary time and make the necessary effort to fulfill other board member responsibilities.
- Confidentiality. Understand and respect that certain matters may be confidential and not available for public consumption. Allow the board chair or other authorized representative to speak on behalf of the board on policy matters and on issues that may be sensitive.
- Self and Board Assessment. Undertake an assessment of the personal contributions and performance provided by the board member, as well as to participate in a review of the effectiveness and performance of the board as a whole.

The USOC is currently looking for candidates who have experience in one or more of the following broadly described areas:

- The Olympic and Paralympic Movements in the United States. Expertise in this area could include, by way of example, those with experience with National Governing Bodies (NGBs), the Athletes Advisory Council (AAC) or other USOC constituencies; anti-doping efforts in amateur sport; and/or efforts to integrate the Paralympic Movement and the Olympic Movement.
- Business and/or organizational structures. Expertise in this area could include, by way of example, those with experience relating to multiple and/or complex business models; operational practices especially in areas related to sports and sporting events; real estate expertise; and/or financial management.
- International Relations. Expertise in this area could include, by way of example, those with experience within the international Olympic Movement, including with International Federations (IFs); the international business community; and/or the NGO/international philanthropic community.
- Revenue Generation: Expertise in this area could include, by way of example, those with experience in marketing; brand monetization; fundraising and development; and/or those with effective executive level networking abilities.
- Media. Expertise in this area could include, by way of example, those with experience within traditional media companies; new media expertise; and/or experience within the technology realm more generally.

Needs of the USOC Board may change over time, and accordingly, so will the types of experience being sought.

Pursuant to the USOC bylaws, the following applies to certain positions on the USOC Board:

- Independence (Bylaws Sections 3.2, 3.4 – independent board seats): To fill one of the independent seats on the USOC Board, the individual must satisfy the independence requirement as set forth in Section 3.2 of the USOC bylaws. At any time during the two years preceding commencement of his/her term, the individual must not have had a relationship with the Olympic movement (as outlined in Section 3.2) that would cause that person to not meet the independence requirements.
- Paralympic Sport Experience (Bylaws Section 3.2 – one board seat): To fill a seat as one with experience in the Paralympic sport world, the individual must have served in a leadership capacity in the Paralympic Movement, demonstrate

knowledge in and commitment to Paralympic sport, or have participated in the Paralympic Games as a U.S. team member.