

**UNITED STATES DISTRICT COURT FOR THE  
DISTRICT OF RHODE ISLAND**

UNITED STATES SAILING ASSOCIATION, )	)
INC., )	)
Plaintiff, )	<b>COMPLAINT</b>
vs. )	Case No. _____
AMERICAONE, INC., PAUL CAYARD, )	JURY TRIAL DEMANDED
WILLIAM RUH, and JOSE SPINA, )	
Defendants. )	
_____ )	

Plaintiff **US SAILING ASSOCIATION, INC.**, for its Complaint against defendants **AMERICAONE, INC., PAUL CAYARD, WILLIAM RUH, and JOSE SPINA**, alleges as follows:

**PRELIMINARY STATEMENT**

1. This is an action by US Sailing Association, Inc. ("US Sailing") – the National Governing Body for the Olympic sport of sailing in the United States – against Paul Cayard ("Cayard"), William "Bill" Ruh ("Ruh"), and Jose "Leandro" Spina ("Spina") (collectively, the "Individual Defendants") and AmericaOne, Inc. ("AmericaOne") (AmericaOne and the Individual Defendants, together, "Defendants").

2. Cayard, Ruh, and Spina are, respectively, a former officer, director, and employee of US Sailing, who resigned their positions with US Sailing and began working with AmericaOne, a former partner, turned competitor, of US Sailing in the development of athletes.

3. Defendants have conspired together in a variety of wrongful, tortious, and duplicitous conduct, intentionally and maliciously designed and undertaken to (i) harm, if not

destroy, US Sailing's business and reputation with its donors and financial sponsors, with competitive sailors, and within the larger sailing community and the Olympic movement, and (ii) position AmericaOne misleadingly as the de facto – and then eventual successor to US Sailing as the – National Governing Body for the sport of sailing in the United States.

4. The wrongful conduct against US Sailing by Defendants has been varied and expansive, as are the legal claims leveled by US Sailing here, which include:

- Breach of contract and promissory estoppel (i) against AmericaOne for failing – and expressly reneging on its obligations – to pay US Sailing more than \$900,000 owed under the terms of a written agreement, and failing to make good on its clear and unambiguous promise to pay such monies while US Sailing reasonably and justifiably – and now to its detriment – relied on that promise, and (ii) against Ruh on similar grounds for \$300,000 owed to US Sailing under the terms of a written agreement.
- Tortious interference with contract against Cayard and Ruh, who improperly and unlawfully induced AmericaOne to breach its aforementioned written agreement with US Sailing.
- Tortious interference with business relationships against Cayard, Ruh, and AmericaOne for improperly and unlawfully inducing or influencing other US Sailing donors and sponsors to cease their financial arrangements with and support of US Sailing, which has resulted in additional funding losses to US Sailing in excess of \$4 million.
- Misappropriation of trade secrets and unfair competition against all Defendants for their theft and misuse of US Sailing trade secrets and confidential and proprietary information to enhance their business and standing and willfully and maliciously harm US Sailing's business and reputation.
- Defamation and false light against Cayard, Ruh, and AmericaOne for the publishing and making of false, fictitious, and disparaging statements about US Sailing as part of a larger misinformation campaign to denigrate and harm US Sailing's business and reputation and disingenuously position AmericaOne as the de facto leader of Olympic-level sailing in the United States.
- Breach of duty and contract against Cayard, Ruh, and Spina for their post-employment/engagement retention and misuse of US Sailing's trade secrets and proprietary and confidential information for the benefit of themselves and AmericaOne and to the detriment and harm of US Sailing.
- Civil conspiracy against all Defendants for their coordinated and deleterious

scheme to harm US Sailing and benefit themselves through any or all of the aforementioned unlawful activities.

5. In this action, US Sailing seeks judgment against each of Defendants and (i) recovery of its damages, which are in excess of \$5 million, plus (ii) punitive damages, exemplary damages, and reimbursement of attorneys' fees and costs incurred by US Sailing in this action, all of which are available and proper remedies under US Sailing's various legal claims; and (iii) injunctive relief against each of Defendants directing them to cease their wrongful conduct against US Sailing and to return to US Sailing its trade secrets and confidential and proprietary information that Defendants unlawfully continue to possess and use.

### **JURISDICTION AND PARTIES**

6. Plaintiff US Sailing is a New York not-for-profit corporation with its principal place of business in Bristol, Rhode Island.

7. Upon information and belief, Defendant AmericaOne is a California corporation with its principal place of business in Berkeley, California.

8. Upon information and belief, Defendant Cayard is an individual domiciled in La Jolla, California. This action is brought against Cayard in his individual capacity and in his representative capacity as a Director of AmericaOne.

9. Upon information and belief, Defendant Ruh is an individual domiciled in Fort Lauderdale, Florida. This action is brought against Ruh in his individual capacity and in his representative capacity as a Director of AmericaOne.

10. Upon information and belief, Defendant Spina is an individual domiciled in Miami, Florida. This action is brought against Spina in his individual capacity and in his representative capacity as Performance Director of AmericaOne.

11. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332 because

complete diversity exists between US Sailing and Defendants and the amount in controversy between the parties exceeds \$75,000, exclusive of interest and costs.

### **VENUE**

12. Venue is proper in this district under 28 U.S.C. § 1391(b)(2) because a substantial part of the events or omissions giving rise to the claims occurred in this judicial district.

### **FACTS**

#### **A. US Sailing and Its Mission**

13. Founded in 1897, and certified by the United States Olympic & Paralympic Committee (“USOPC”), US Sailing is the National Governing Body (“NGB”) in the United States for the sport of sailing.

14. As an NGB, US Sailing’s mission is to increase sailing participation and excellence in the United States through education, competition, and equal opportunity while upholding the principles of fair play, sportsmanship and safety. To that end, through its network of members, sponsors, and local affiliates and partners, and with its comprehensive range of events, programs, and competitions, US Sailing ensures and creates opportunities to learn, train, develop, participate, and compete for nearly every level of sailor in the United States – including first-time sailors, weekend sailors, adaptive and disabled sailors, amateur racers, and members of the US Olympic Sailing and Olympic Development programs (which US Sailing manages and for which US Sailing selects and then trains the participants).

15. To operate, and to pursue its mission as a not-for-profit corporation, US Sailing requires funding from various sources, including corporate sponsors and charitable donors. Charitable donations and third-party sponsorship payments are the lifeblood of US Sailing and its

programs and are often earmarked for specific education, development, or performance initiatives, including, for example:

- a. **Project Pinnacle**, which supports athletes in pursuit of Olympic success by providing direct athlete support, coaching excellence, and the Olympic Development Program – all targeted to maximize the US Sailing team’s performance at the Olympic Games, including at the 2024 and 2028 Games (to be held, respectively, in Paris, France, and Los Angeles, California);
- b. **Community Sailing Initiatives**, which provides community-based sailing organizations across the United States with the equipment and instructional tools to get underrepresented youth into the sport of sailing; and
- c. **Project Pipeline**, which supports the best young sailors, including through the Olympic Development Program, by giving them access to the highest standards of equipment, training, and competition in order to build the foundations for Olympic-level performance in the future.

**B. AmericaOne and Project Pipeline**

16. A long-standing partner to US Sailing in the development of athletes, dating back to 2005, AmericaOne became a cornerstone partner for Project Pipeline, which was launched by US Sailing in 2015.

17. With respect to Project Pipeline, AmericaOne entered into a written agreement with US Sailing, dated April 17, 2015 (the “AmericaOne Agreement”), pursuant to which AmericaOne agreed to pay US Sailing a total of \$5 million in regular installments over the course of 10 years – from 2015 through 2024 – to fund Project Pipeline.

18. A true and correct copy of the America One Agreement is attached as Exhibit A.

19. The AmericaOne Agreement acknowledges the objectives and timeline of Project Pipeline (*i.e.*, the identification and development of young sailors with Olympic potential over a 10-year period) and the related and necessary long-term funding that AmericaOne contractually promised to provide, as follows:

In late 2013 [AmericaOne] challenged [US Sailing] to benchmark

the US Olympic Sailing effort against the countries which have been most successful during the recent Olympic Games. [US Sailing's] study concluded that the most significant deficiency in the US Olympic Sailing system is the lack of a program to identify and develop talented youth sailors who have the potential to be successful Olympic athletes.

At [AmericaOne's] request, [US Sailing has] developed a two-class ten-year strategy to create that pipeline for the US Olympic Sailing effort, which requires a budget of approximately \$7.175 million over the budget already devoted to the 2016, 2020, and 2024 Olympic Sailing Teams. This strategy is referred to as Project Pipeline and the budget is titled "Two-Class 10 Year Plan."

The AmericaOne Board is convinced that any future sustained success in Olympic Sailing depends on developing a pipeline of talent in the US and will commit \$5 million of the proposed budget.

20. In a letter dated March 1, 2023 (the "March 1, 2023 Letter"), AmericaOne advised US Sailing that it would not be making any further installment payments to US Sailing under the AmericaOne Agreement.

21. In the March 1, 2023 Letter, AmericaOne cited no contractual or other legal basis to terminate its payment obligations to US Sailing, claiming generally a "lack of confidence" in US Sailing's ability "to carry out its part of the commitment – namely, to build a pipeline for talented sailor athletes for the U.S. Olympic Sailing Program."

22. As stated in the March 1, 2023 Letter, AmericaOne has failed to make – and has reneged on its obligation to make – any of the subsequently scheduled installment payments required under the terms of the AmericaOne Agreement in an amount totaling \$935,000.

23. Under the terms of the AmericaOne Agreement, in exchange for AmericaOne's \$5 million in funding, US Sailing undertook and performed its obligations in reliance on that funding, which, when suddenly withdrawn, left the Project Pipeline and Olympic Development Program inadequately funded in 2023 and without support for 2024, with far-reaching consequences as

those programs serve as a critical bridge between US Sailing's youth and Olympic programs.

24. A true and correct copy of the March 1, 2023 Letter from AmericaOne to US Sailing is attached as Exhibit B.

**C. The Departures of Cayard, Ruh, and Spina from US Sailing**

25. On February 24, 2023 (only one week before AmericaOne declared to US Sailing that it would not make any of the remaining installment payments under the AmericaOne Agreement), Cayard resigned his at-will employment with US Sailing as the Executive Director of US Olympic Sailing, a position he had held since March 2021.

26. Throughout Cayard's tenure as Executive Director, US Sailing received complaints and negative feedback about Cayard's performance and conduct, including:

- a. from athletes who cited poor management, lack of communication, and lack of clarity;
- b. from the USOPC, which raised concerns about his ability to develop sailors and his failure to understand and respect the role and voice that athletes were required to have in the Olympic movement (*e.g.*, holding seats on NGB boards); and
- c. from staff who cited interpersonal conflicts with Cayard, which played a part in certain of them resigning their position or refusing to work with Cayard.

27. In or around the end of 2022, fundamentally failing to understand US Sailing's budgeting process, Cayard disagreed with how expenses were being allocated within US Sailing's operating budget (which was consistent with other NGBs' budgeting processes, approved by US Sailing's Board, and supported by US Sailing's auditors) and announced via email that he would no longer engage with any part of US Sailing outside the Olympic Operations Program.

28. A true and correct copy of Cayard's email to US Sailing, dated January 6, 2023, is attached as Exhibit C.

29. US Sailing's efforts to address Cayard's performance, conduct, and attitude were

rebuffed by Cayard. Consequently, in February 2023, US Sailing moved to limit Cayard's role and responsibilities only to fundraising. Cayard then failed to appear at a US Sailing meeting on February 24, 2023, to discuss this revised role; instead, Cayard resigned his employment with US Sailing that very same day.

30. Close friends with Cayard, Ruh was then a Director of US Sailing and Chair of the US Sailing Foundation (“USSF”), a not-for-profit corporation created to provide financial and other support to US Sailing. Having held these positions since November 2019, Ruh was extensively involved in US Sailing's decision to hire Cayard as US Sailing's Executive Director in March 2021.

31. After Cayard resigned, Ruh took several actions in support of Cayard and against the interests of US Sailing, including as follows:

- a. Ruh lobbied other US Sailing Directors to vote to separate US Sailing and USSF;
- b. Ruh threatened to withhold USSF funds from US Sailing if US Sailing did not relinquish its status as the NGB for sailing in the United States; and
- c. On March 7, 2023, Ruh held a vote of the USSF Board of Directors to withhold funds from US Sailing; the vote failed.

32. On March 8, 2023, Ruh resigned his positions as Chair of USSF and as a Director of US Sailing.

33. Around the time of his resignation, Ruh told US Sailing's Chief Executive Officer that US Sailing would never get any money from donors again because “we” (i.e., Ruh, Cayard, and AmericaOne) control the money and are in charge.

34. Subsequently, Ruh ceased making scheduled installment payments under his written agreement with US Sailing which provided that Ruh would pay to US Sailing a total of



\$500,000 over a period of five years (the “Ruh Funding Agreement”), of which \$300,000 remains owing and outstanding.

35. A true and correct copy of the Ruh Funding Agreement, dated April 3, 2021, is attached as Exhibit D.

36. In connection with the Cayard and Ruh resignations from US Sailing, on February 28, 2023, Spina also resigned his at-will employment with US Sailing as Performance Director, a position he had held since 2009. A true and correct copy of Spina’s resignation letter is attached as Exhibit E.

**D. Cayard, Ruh, and AmericaOne Conspire to Harm US Sailing**

37. Shortly after Cayard and Ruh resigned their respective positions with US Sailing, Cayard, Ruh, and AmericaOne began perpetrating an intensive and coordinated campaign of misinformation and other wrongful conduct designed to destroy US Sailing by decimating its funding and reputation and to position AmericaOne as the de facto, and then ultimate successor to US Sailing as the, NGB for the sport of sailing in the United States.

38. Shortly after Cayard and Spina resigned from US Sailing, and just a week before Ruh resigned his positions with US Sailing and USSF, AmericaOne sent US Sailing the March 1, 2023 Letter notifying US Sailing that AmericaOne would not deliver to US Sailing the balance of its contractually required installment payments under the AmericaOne Agreement. *See* Exhibit A; Exhibit B; *supra* at ¶¶ 20–24.

39. Shortly after Cayard and Ruh resigned their respective positions with US Sailing AmericaOne appointed Cayard and Ruh to its Board of Directors and hired Spina as its Performance Director.

40. On or about April 1, 2023, and in connection with its scheme to usurp US Sailing’s

NGB status, AmericaOne ceased functioning solely as a not-for-profit foundation and converted itself to (and began promoting itself as) an operational organization involved in high performance coaching and development of sailors and sailing teams, including in preparation for the Olympic Games.

41. After resigning his position with US Sailing, Ruh, on behalf of AmericaOne, falsely told one or more of US Sailing's donors that:

- a. US Sailing's Olympic operations were moving from US Sailing to AmericaOne;
- b. US Sailing would like all donations to go directly to athletes rather than to US Sailing; and
- c. US Sailing would like donors to send their donations directly to AmericaOne, rather than to US Sailing.

42. Separately, AmericaOne falsely told one or more of US Sailing's donors that AmericaOne was taking over the US Olympic sailing team.

43. Similarly, in or around June 2023, AmericaOne published a marketing letter from Cayard, as its Director, which contained misrepresentations and misleading statements intended to create the false impression that AmericaOne had taken over some or all of US Sailing's Olympic operations.

44. For example, the AmericaOne-Cayard marketing letter:

- a. Included an update on the July 2023 "Olympic Test Event" in Marseilles, France, without mentioning that US Sailing, not AmericaOne (or any other entity), sends US athletes to the Test Event;
- b. Included an update on the June 2023 US Youth Championship in Bristol, Rhode Island, without mentioning that US Sailing, not AmericaOne (or any other entity), produces and runs the US Youth Championship event;
- c. Included an update on the January 2024 US Olympic Trials, without mentioning that US Sailing, not AmericaOne (or any other entity), produces and runs the US Olympic Trials; and

- d. Stated that “AmericaOne has taken responsibility for financially supporting Olympic Development athletes, recently excluded by US Sailing,” which falsely suggested that US Sailing is no longer supporting Olympic athlete development.

45. A true and correct copy of AmericaOne-Cayard marketing letter is attached as Exhibit F.

46. After resigning his position with US Sailing, Cayard also made public comments disparaging US Sailing in the media. In the “Scuttlebutt News” blog published on February 24, 2023, Cayard stated:

- a. “[T]he current board of US Sailing recently restructured the Olympic Department, including my role as Executive Director. The new structure is not what I signed up for, nor something I am willing to be part of.”
- b. “The relationship with US Sailing proved to be one that I could not cope with. It pains me to admit that as I did sail around the world twice and generally feel pretty capable of dealing with adversity.”
- c. “Changing the process, culture, and support for the [Olympic] Team is an extremely difficult task . . . . Raising two or three times the amount of money ever raised in the USA, to support the goal, is also a difficult task.”
- d. Other US Sailing coaches followed his departure from US Sailing because “they simply did not believe in the reorganization promulgated by the Board.”

47. In the “Scuttlebutt News” blog published on March 16, 2023, Cayard furthered his public attacks on US Sailing, stating, among other things, that “I was warned not to make my efforts under the US Sailing umbrella . . . . Unfortunately, just two years into a 7-year project, conflicting agendas impaired the [US Sailing] Board’s vision, and the Olympic program has suffered significant damage.”

48. During their tenures with US Sailing, Cayard and Ruh had access to confidential information concerning US Sailing donors and sponsors, including contact lists and information, as well as the financial terms of specific donor and sponsorship arrangements and relationships,

which they could misuse for the benefit of AmericaOne and for purposes of harming US Sailing.

49. In their campaign of misinformation and other wrongful conduct against US Sailing, Cayard, Ruh, and/or AmericaOne interfered with and disrupted US Sailing's contractual and business relationships with donors and sponsors.

50. Intent on harming US Sailing, Cayard and Ruh induced AmericaOne to breach the AmericaOne Agreement. *See Exhibit B; supra* at ¶¶ 20–24.

51. Beginning in January 2019, Kilroy Realty, L.P. ("Kilroy Realty") became an official and primary sponsor of US Sailing pursuant to a written sponsorship agreement, with the most recent iteration of that agreement covering a three-year term beginning in 2022 and ending in 2024.

52. Influenced by Cayard and his misleading statements about, and motivation to damage, US Sailing, on or about March 1, 2023, Kilroy Realty terminated the sponsorship agreement and its related obligations to make sponsorship payments to US Sailing through 2024 – a total of \$2 million in payments remained outstanding at the time Kilroy Realty terminated the sponsorship agreement.

53. In addition, as a result of the campaign by AmericaOne, Ruh, and Cayard against US Sailing, multiple US Sailing's donors stopped making donations to US Sailing. Multiple donors have told US Sailing that they were or would be ceasing donations to US Sailing and directing their financial support elsewhere because they had been told or notified by AmericaOne, Cayard, and/or Ruh that US Sailing's Olympic Development Program was moving from US Sailing to AmericaOne.

54. As a Director of US Sailing, Ruh understood the criticality of these already allocated donor and sponsorship funds to the various US Sailing programs because US Sailing's

Board of Directors reviews and approves the US Sailing's overall budget, including for the Olympics and related preparations.

**E. USOPC Uncovers Substantial Evidence of Wrongdoing by Cayard and Ruh**

55. Founded in 1894, the USOPC serves as both the National Olympic Committee and National Paralympic Committee for the United States and is focused on protecting, supporting and empowering America's athletes via a variety of programs for both athletes and their NGBs, including US Sailing, and is responsible for fielding United States teams for the Olympic, Paralympic, Youth Olympic, Pan American and Parapan American Games, and serving as the steward of the Olympic and Paralympic movements in the United States.

56. On September 27, 2023, the USOPC sent AmericaOne a cease-and-desist letter demanding that AmericaOne stop unlawfully using the trademarks OLYMPIC and the Olympic Rings in violation of The Ted Stevens Olympic and Amateur Sports Act. A true and correct copy of USOPC's September 27, 2023 letter to AmericaOne is attached as Exhibit G.

57. AmericaOne's unlawful use of these marks was a representative element of their misinformation campaign against US Sailing and their unlawful scheme to usurp US Sailing's NGB status for the sport of sailing in the United States.

58. On October 6, 2023, the USOPC issued a report (the "USOPC Report") summarizing its findings made in connection with a compliance review and assessment of US Sailing's Olympic operations which the USPOC had commenced April 10, 2023, as a result of complaints from across the elite athlete community and for the purpose of determining whether US Sailing was supporting and promoting a culture free from retaliation within its elite athlete community and related activities. True and accurate copies of the USOPC Notice of Review and

Assessment (dated April 10, 2023) and the USPOC Report are attached as Exhibits H and I, respectively.

59. In connection with its review and assessment of US Sailing's operations, the USOPC (a) interviewed 29 individuals, including current and former athletes, current and former US Sailing and USSF Board members, current and former coaches, and staff, and other US Sailing community members, (b) reviewed materials provided by witnesses, including emails, text messages, athlete agreements, recorded video meetings, and Board meeting minutes and materials, and (c), to account for volunteer bias, ensured that any of its findings were supported by the available documentary evidence and/or corroborated by multiple sources.

60. Based on evidence collected by the USOPC during its investigation and assessment, the USPOC Report extensively addressed and confirmed the pervasive wrongdoing committed by Cayard, Ruh, and AmericaOne against US Sailing, including as follows:

- a. “[A]fter their departures [from US Sailing], Ruh and Cayard each publicly disparaged [US Sailing] . . . and/or lobbied specific donors to withhold funds from [US Sailing].”
- b. “Ruh made attempts to convince donors not to provide funding to [US Sailing] because of Cayard’s departure. Several witnesses reported that Ruh stated to them that he was directing donors not to release pledges to [US Sailing].”
- c. “While several months have passed since Cayard’s resignation [from US Sailing] . . . Cayard’s and Ruh’s efforts to undermine [US Sailing] seems to have only increased.”
- d. “Here, the evidence demonstrated that Cayard and Ruh acted with intent to harm [US Sailing’s] reputation.”
- e. “Ruh openly attempted to convince donors to withhold funds because of Cayard’s departure.”
- f. “Cayard engaged in conduct aimed at undermining [US Sailing]’s standing in the donor community. . . . [T]he USOPC is aware of at least two instances in which Cayard has made misleading statements about AmericaOne’s relationship to Olympic Sailing in an effort to obtain donors for AmericaOne.”

- g. “Cayard’s and Ruh’s actions in publicly disparaging the reputation of [US Sailing] and directing donors to provide funding to AmericaOne, rather than [US Sailing], intentionally harmed and continue to harm, the reputation and fundraising prospects of [US Sailing], as donors now have or have considered pulling pledged donations from the organization.”

61. In the aftermath of Cayard’s and Ruh’s departure from US Sailing, the intentional interference by AmericaOne, Ruh, and/or Cayard with US Sailing’s contractual and/or business relationships has caused US Sailing to lose more than \$5 million in donations and other financial support.

62. In the meantime, as early as June 2023, AmericaOne claimed that fundraising activities of its newly reorganized enterprise under the leadership of Cayard and Ruh had garnered donor commitments of \$2 million for 2023 and \$6 million in total. *See Exhibit F.*

**F. Defendants Have Misappropriated US Sailing’s Confidential and Proprietary Information**

63. In their respective roles at US Sailing, Cayard, Ruh, and Spina had access to, and did access, certain confidential and proprietary information belonging to US Sailing, including the following:

- a. a performance and training plan template (“Performance Plan”);
- b. spreadsheets of athletes, including contact, planning, and funding information (“Sailor Lists”) (together, with the Performance Plan, the “Confidential Athlete Information”); and
- c. lists and information concerning current and prospective US Sailing donors and financial sponsors and supporters (“Confidential Supporter Information”) (collectively, with the Confidential Athlete Information, “Confidential Information”).

64. The Confidential Athlete Information (in whole and in part): (i) is compilation of proprietary, non-public information and materials including analytical processes, methods, contact information, performance history, and proclivities of individual sailors, which was created and

maintained by US Sailing for its exclusive use to assess team and individual sailing performance and development, and (ii) is stored and maintained by US Sailing in its secure database and document management system and further protected from unauthorized use and disclosure by non-disclosure agreements signed by US Sailing officers, directors, and employees, including by Ruh and Cayard.

65. The Confidential Supporter Information (in whole and in part): (i) is a compilation of proprietary, non-public information and materials, including names of current and prospective donors, contact information, and the terms and conditions of financial arrangements, which was created and maintained by US Sailing for its exclusive use to sustain and grow its business and operations, and (ii) is stored and maintained by US Sailing in its secure database and document management system and further protected from unauthorized use and disclosure by non-disclosure agreements signed by US Sailing officers, directors, and employees, including by Ruh and Cayard.

66. After resigning their positions with US Sailing and joining AmericaOne, Cayard, Ruh, and/or Spina retained and misused Confidential Information belonging to US Sailing.

67. For example, in a newsletter, AmericaOne identified and promoted as its own a “Performance Plan tool” identical in nature and function to the Performance Plan, as follows:

AmericaOne uses a Performance Plan tool to manage athlete support; financial, coaching, and scheduling. The Performance Plan is a document created in collaborative effort, by the coach and the athlete, to plan their campaign, 6 months at a time. The use of this tool not only increases efficiency but also creates a positive communication path between coaches and athletes.

See Exhibit E; *supra* at ¶ 62.

68. In addition, Cayard and Ruh have used US Sailing’s Confidential Supporter Information for purposes of interfering with US Sailing’s relationships and financial arrangements with donors, sponsors, and other financial supporters.



69. Without authorization, Cayard, Ruh, and/or Spina continue to possess and are misusing US Sailing's Confidential Information for the benefit of AmericaOne and for purposes of furthering their campaign to undermine and harm US Sailing's reputation and relationships with donors, sponsors, supporters, elite athletes, and the sailing community generally.

**COUNT ONE**  
**Breach of Contract**  
**(Against AmericaOne)**

70. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 69 above.

71. The actions of AmericaOne, as set forth herein, constitute a breach of the AmericaOne Agreement.

72. In support of Project Pipeline, the AmericaOne Agreement required AmericaOne to pay US Sailing \$5 million in regularly scheduled installments during the period of 2015 through 2024.

73. Since the March 1, 2023 Letter, AmericaOne has failed to make – and has expressly reneged on its obligation to make – any of the subsequently scheduled installment payments required under the terms of the America One Agreement in an amount totaling \$935,000.

74. US Sailing has otherwise satisfied all of its relevant obligations under the AmericaOne Agreement and has relied to its detriment on AmericaOne's contractual obligation to pay in full to US Sailing a total of \$5 million through 2024.

75. As a direct and proximate result of AmericaOne's breach of the AmericaOne Agreement, US Sailing has suffered injuries.

**COUNT TWO**  
**Promissory Estoppel**  
**(Against AmericaOne)**

76. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 75 above.

77. By executing the AmericaOne Agreement, AmericaOne made a clear and unambiguous promise to US Sailing to pay a total of \$5 million to US Sailing via regularly scheduled installments during the period of 2015 through 2024.

78. US Sailing reasonably and justifiably relied on AmericaOne's clear and unambiguous promise to pay US Sailing under the AmericaOne Agreement by, among other things, devising Project Pipeline, creating and implementing programs to identify and develop sailors with Olympic-level potential, and preparing athletes and developing sailing teams for Olympic competition, including for the 2024 and 2028 Olympic Games.

79. As a result of its reasonable and justifiable reliance on AmericaOne's clear and unambiguous promise to pay \$5 million in full to US Sailing, and the wrongful failure by AmericaOne to perform and fulfill that promise, US Sailing has suffered injuries.

**COUNT THREE**  
**Breach of Contract**  
**(Against Ruh)**

80. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 79 above.

81. The actions of Ruh, as set forth herein, constitute a breach of the Ruh Funding Agreement, which required Ruh to pay US Sailing \$500,000 via regularly scheduled annual installments over a period of five years.

82. Since August 2022, Ruh has not made – and has evinced an intention not to make

– any of the subsequently scheduled installment payments required under the terms of the Ruh Funding Agreement in an amount totaling \$300,000.

83. US Sailing has otherwise satisfied all of its relevant obligations under the Ruh Funding Agreement and has relied to its detriment on Ruh’s contractual obligation to pay in full to US Sailing a total of \$500,000 over a period of five years, of which \$300,000 remains owing and outstanding.

84. As a direct and proximate result of AmericaOne’s breach of the AmericaOne Agreement, and Ruh’s breach of the Ruh Funding Agreement, US Sailing has suffered injuries.

**COUNT FOUR**  
**Promissory Estoppel**  
**(Against Ruh)**

85. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 84 above.

86. By executing the Ruh Funding Agreement, Ruh made a clear and unambiguous promise to pay a total of \$500,000 to US Sailing via regularly scheduled annual installments over a period of five years, of which \$300,000 remains owing and outstanding.

87. US Sailing reasonably and justifiably relied on Ruh’s clear and unambiguous promise to pay US Sailing by, among other things, devising Project Pipeline, creating and implementing programs to identify and develop sailors with Olympic-level potential, and preparing athletes and developing sailing teams for Olympic competition, including for the 2024 and 2028 Olympic Games.

88. As a result of its reasonable and justifiable reliance on Ruh’s clear and unambiguous promise to pay \$500,000 in full to US Sailing, and the wrongful failure by Ruh to perform and fulfill that respective promise, US Sailing has suffered injuries.

**COUNT FIVE**  
**Tortious Interference with Contract**  
**(Against Cayard and Ruh)**

89. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 88 above.

90. To support its mission, and as a non-profit corporation, US Sailing receives critical and substantial funding from donors and financial sponsors and supporters.

91. Effective April 17, 2015, AmericaOne and US Sailing entered into the AmericaOne Agreement, pursuant to which AmericaOne agreed to pay US Sailing a total of \$5 million, to be paid in regular installments over the course of 10 years – from 2015 through 2024 – to fund Project Pipeline.

92. As Executive Director of US Sailing, Cayard had knowledge of and access to confidential information concerning AmericaOne, AmericaOne’s relationship with US Sailing, and the AmericaOne Agreement.

93. As a Director of US Sailing and Chair of USSF, Ruh had knowledge of and access to confidential information concerning AmericaOne, AmericaOne’s relationship with US Sailing, and the AmericaOne Agreement.

94. After resigning their positions with US Sailing, Cayard and Ruh intentionally and improperly interfered with the AmericaOne Agreement by persuading AmericaOne not to make the balance of payments required under the AmericaOne Agreement, and instead to retain the funds and convert itself into an operational organization purportedly engaging in high performance coaching and development of sailors and sailing teams, including in preparation for the Olympic Games, in a scheme to usurp US Sailing’s NGB status for the sport of sailing in the United States.

95. In engaging in such improper interference, Cayard, and Ruh acted willfully and

maliciously.

96. As a direct and proximate cause of the interference by Cayard and Ruh with the AmericaOne Agreement, US Sailing has suffered injury and Cayard and Ruh have been unjustly enriched.

**COUNT SIX**  
**Tortious Interference with Business Relations**  
**(Against AmericaOne, Cayard, and Ruh)**

97. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 96 above.

98. To support its mission, and as a non-profit corporation, US Sailing receives critical and substantial funding from donors and financial sponsors and supporters.

99. US Sailing reasonably expected that Kilroy Realty – a primary US Sailing sponsor since 2019 – would maintain its sponsorship agreement and continue to pay to US Sailing the scheduled installments through 2024 under the terms of that agreement.

100. As Executive Director of US Sailing, Cayard had knowledge of and access to confidential information concerning Kilroy Realty’s sponsorship agreement with US Sailing.

101. After resigning his position with US Sailing, Cayard intentionally and improperly interfered with the business relationship or expectancy between US Sailing and Kilroy (as memorialized in the aforementioned sponsorship agreement).

102. Cayard (as Executive Director of US Sailing) and Ruh (as Chair of USSF and a Director of US Sailing) had knowledge of and access to confidential information concerning US Sailing’s donor relationships.

103. After resigning their respective positions with US Sailing, Cayard and Ruh (separately or together), and on behalf of AmericaOne, intentionally and improperly interfered

with the business relationship or expectancy between US Sailing and multiple donors by, among other things, falsely telling donors that the Olympic Development Program was moving from US Sailing to AmericaOne, denigrating US Sailing, and asking, instructing, or influencing donors to cease donating funds to US Sailing.

104. Through Cayard and Ruh, AmericaOne intentionally and improperly interfered with the business relationship or expectancy between US Sailing, on one hand, and Kilroy Realty and multiple donors of US Sailing, on the other hand, by, among other things, falsely telling donors that the Olympic Development Program was moving from US Sailing to AmericaOne, and by instructing, asking, or influencing Kilroy and multiple donors to cease their contractual payments and donations to US Sailing.

105. In engaging in such improper interference, AmericaOne, Cayard, and Ruh acted willfully and maliciously.

106. As a direct and proximate result of the interference by Cayard, Ruh, and AmericaOne with US Sailing's business relationships, US Sailing has suffered injury and AmericaOne, Cayard, and Ruh have been unjustly enriched.

**COUNT SEVEN**  
**R.I. Gen. Laws §§ 6-41-1, et seq. (Misappropriation of Trade Secrets)**  
**(Against All Defendants)**

107. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 106 above.

108. Without authorization, AmericaOne, Cayard, Ruh, and/or Spina possessed and misused, and continue to possess and misuse Confidential Information that (a) constitutes a trade secret of US Sailing, including, specifically, US Sailing's Confidential Athlete Information and Confidential Supporter Information, and (b) is stored and maintained by US Sailing in its secure

database and document management system and further protected from unauthorized use and disclosure by non-disclosure agreements signed by US Sailing officers, directors, and employees, including by Ruh and Cayard.

109. US Sailing's Confidential Athlete Information, which (in whole and in part) was created and is maintained by US Sailing for its exclusive use to recruit, train, and develop athletes and prepare them to compete at the Olympic Games, is a trade secret under Rhode Island law in that it: (a) constitutes information that derives independent economic value from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use; and (b) has been the subject of reasonable efforts to maintain its secrecy

110. US Sailing's Confidential Supporter Information, which (in whole or in part) was created and maintained by US Sailing for its exclusive use to sustain and grow its business and operations, is a trade secret under Rhode Island law in that it: (a) constitutes information that derives independent economic value from not being generally known to the public or to other persons who can obtain economic value from its disclosure or use; and (b) has been the subject of reasonable efforts to maintain its secrecy.

111. Cayard, Ruh, and Spina were fully aware of the trade secret, confidential, and proprietary nature of US Sailing's Confidential Information when they obtained it in the scope of their work for US Sailing, and were fully aware of their duty to maintain its secrecy and limit its use, but subsequently and without authorization, have retained and misused it for their own benefit, for the benefit of AmericaOne, and for purposes of undermining and harming US Sailing's business and reputation.

112. AmericaOne knew or had reason to know that Cayard, Ruh, and/or Spina possessed and were improperly using US Sailing's Confidential Information for AmericaOne's benefit,

including, for example, to create and implement AmericaOne's Performance Tracking tool and to secure donations and financial support for AmericaOne.

113. The misappropriation of US Sailing's trade secrets by Defendants was willful and malicious.

114. As a direct and proximate result of the misappropriation by Defendants of US Sailing's trade secrets, US Sailing has suffered injury and each of Defendants have been unjustly enriched.

115. By Defendants' ongoing misappropriation of US Sailing's trade secrets, US Sailing continues to be substantially and irreparably harmed in an amount not readily capable of determination.

**COUNT EIGHT**  
**Unfair Competition**  
**(Against All Defendants)**

116. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 115 above.

117. Defendants have unfairly competed with US Sailing as the result of the misappropriation by Cayard, Ruh, and/or Spina of Confidential Information belonging to US Sailing, including US Sailing's Confidential Athlete Information and Confidential Supporter Information, and, after their departures from US Sailing, by using that Confidential Information to further unfairly and illegitimately AmericaOne's business objectives (i.e., influence athletes and procure donors and sponsors) at the expense of, and with the intent to harm, US Sailing's business and reputation.

118. As a direct and proximate result of Defendants' unfair competition, US Sailing has suffered injury and each of Defendants has been unjustly enriched.



**COUNT NINE**  
**Defamation**  
**(Against AmericaOne, Cayard, and Ruh)**

119. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 118 above.

120. Cayard and Ruh (individually and on behalf of AmericaOne), each made multiple false and defamatory statements concerning US Sailing, including, specifically, as follows:

- a. US Sailing's Olympic operations were moving from US Sailing to AmericaOne;
- b. US Sailing would like all donations to go directly to athletes rather than to US Sailing; and
- c. US Sailing would like donors to send their donations directly to AmericaOne, rather than to US Sailing.

121. These false and defamatory statements impute conduct to US Sailing that has injured US Sailing's reputation and/or tends to degrade it in society. For example, by falsely stating that US Sailing was moving its Olympic operations to AmericaOne, Cayard and Ruh have injured US Sailing's reputation and/or degraded US Sailing's status in society.

122. Cayard and Ruh were not privileged to make any of these false and defamatory statements.

123. Cayard and Ruh made these false and defamatory statements to multiple third parties. For example, Defendants communicated these false and defamatory statements to US Sailing donors and sponsors, to the media, and to the public in AmericaOne's marketing materials.

124. Cayard and Ruh knew or should have known the false and defamatory statements were false or would create a false impression.

125. In making these false and defamatory statements, Cayard and Ruh acted with intent and malice.

126. As a proximate result of Cayard and Ruh (individually and on behalf of AmericaOne) wrongfully making false and defamatory statements to third parties, US Sailing has been injured.

**COUNT TEN**  
**R.I. Gen. Laws § 9-1-28.1(a)(4) (False Light)**  
**(Against AmericaOne, Cayard, and Ruh)**

127. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 126 above.

128. Cayard and Ruh (individually and on behalf of AmericaOne), each made multiple false or fictitious statements of fact concerning US Sailing which are identified above in paragraph 120.

129. The false or fictitious statements of fact which falsely imply that AmericaOne has been functioning as the de facto NGB and is in the process of replacing US Sailing as the NGB for the sport of sailing in the United States.

130. Cayard and Ruh made these false and fictitious statements to multiple third parties. For example, Defendants communicated these false and fictitious statements to US Sailing donors, to the media, and in AmericaOne's marketing materials.

131. The false and fictitious statements about the standing and status of both US Sailing and AmericaOne which have been made or implied would be objectionable to the ordinary person under the circumstances because, among other things, it has the potential to injure (and indeed has injured) US Sailing's reputation and diverted donations and donors away from US Sailing.

132. As a proximate result of Cayard and Ruh (individually and on behalf of AmericaOne) wrongfully making these false and fictitious statements, US Sailing has been injured.

**COUNT ELEVEN**  
**Breach of Non-Disclosure Agreement and Common Law Duty of Loyalty**  
**(Against Cayard, Ruh, and Spina)**

133. Plaintiff repeats and realleges each and every allegation in paragraphs 1 through 132 hereof, as if fully set forth herein.

134. After resigning their positions with and departing from US Sailing, each of Cayard, Ruh, and Spina owed to US Sailing a common law duty of loyalty and each of Cayard and Ruh owed to US Sailing contractual non-disclosure obligations with respect to US Sailing's trade secrets and other proprietary and confidential information.

135. Cayard, Ruh, and Spina breached their continuing common law obligations, and Cayard and Ruh breached their continuing contractual obligations by, among other things, using US Sailing's trade secrets and confidential and proprietary information to interfere with US Sailing's current and prospective business relationships for their own benefit and for the benefit of AmericaOne and to undermine and harm US Sailing's business and reputation.

136. As a direct and proximate result of the breach by Cayard, Ruh, and Spina of their respective common law duty of loyalty and contractual non-disclosure obligations, US Sailing has suffered injury.

**COUNT TWELVE**  
**Civil Conspiracy**  
**(Against All Defendants)**

137. Plaintiff repeats and incorporates herein each and every allegation contained in Paragraphs 1 through 136 above.

138. Defendants formed a civil conspiracy by agreeing to violate the law and cause harm to US Sailing by taking the actions outlined in Counts One through Eight.

139. Before Cayard became a Director of AmericaOne, Cayard and AmericaOne formed

the conspiracy.

140. Ruh joined the civil conspiracy before he became a Director of AmericaOne.

141. Spina joined the civil conspiracy before he accepted employment with AmericaOne.

142. The purpose of the civil conspiracy was (i) to harm and/or destroy US Sailing's business and reputation with its donors and financial sponsors, with competitive sailors, and within the larger sailing community and the Olympic movement, and (ii) to position AmericaOne misleadingly as the de facto – and then ultimate successor to US Sailing as the – NGB for the sport of sailing in the United States.

143. Defendants agreed on the object and course of action for accomplishing their scheme and acted with specific intent.

144. AmericaOne took acts in furtherance of the civil conspiracy, including, without limitations, ceasing to make payments under the AmericaOne Agreement, falsely telling US Sailing donors that the Olympic Development Program was moving from US Sailing to AmericaOne, and distributing marketing material that falsely suggested the same.

145. Cayard and Ruh took acts in furtherance of the civil conspiracy, including, without limitations, persuading AmericaOne to breach the AmericaOne Agreement, persuading Kilroy to cease making payments to US Sailing under its sponsorship agreement and falsely telling US Sailing donors that the Olympic Development Program was moving from US Sailing to AmericaOne.

146. Ruh took acts in furtherance of the civil conspiracy, including, without limitations, falsely telling US Sailing donors that the Olympic Development Program was moving from US Sailing.

147. Spina took acts in furtherance of the civil conspiracy, including, without limitations, retaining and using the trade secrets, confidential and proprietary information belonging to US Sailing to divert business and donors away from US Sailing and toward AmericaOne.

148. As a direct and proximate result of the civil conspiracy, US Sailing has suffered injury.

**PRAYER FOR RELIEF**

WHEREFORE, US Sailing respectfully requests that judgment be entered in its favor against Defendants:

1. Enjoining Defendants from accessing, retaining, using, or disclosing US Sailing's trade secrets or other proprietary and confidential information and materials;
2. Directing Defendants to return to US Sailing any such trade secrets or other proprietary and confidential information and materials in each of Defendants' possession, custody, or control;
3. Directing Cayard, Ruh, and Spina to abide by their ongoing contractual and/or common law obligations to US Sailing;
4. Awarding damages to US Sailing for its losses and/or for any of Defendants' unjust enrichment;
5. Awarding punitive damages to US Sailing;
6. Awarding exemplary damages to US Sailing, including under R.I. Gen. Laws §§ 6-41-1, et seq.

7. Awarding US Sailing its attorneys' fees and costs incurred in connection with this action, including under R.I. Gen. Laws § 9-1-28.1(a)(4) and/or R.I. Gen. Laws §§ 6-41-1, et seq.; and

8. Granting US Sailing such other relief as is just and equitable.

Dated: January 16, 2024

Respectfully submitted,

/s/ Geoffrey M. Raux

Geoffrey M. Raux (#9131)

*graux@foley.com*

Foley & Lardner LLP

111 Huntington Avenue

Boston, Massachusetts 02199

T: 617.342.4000

F: 617.342.4001

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90 Park Avenue

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John R. FitzGerald (*pro hac vice* forthcoming)

*jfitzgerald@foley.com*

Foley & Lardner LLP

777 East Wisconsin Avenue

Milwaukee, Wisconsin 53202

T: 414.271.2400

F: 414.297.4900

*Attorneys for Plaintiff*

# **Exhibit A**

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PAGE 01/02

AMERICAONE

c/o Leventhal/Kline Management  
127 University Avenue, Berkeley, CA 94710  
510-841-4123 ♦ fax: 510-841-4093

April 17, 2015

Mr. Benjamin Richardson, Chairman Olympic Sailing Committee  
Mr. Josh Adams, Managing Director of Olympic Sailing  
Jack Gierhart, Executive Director  
U.S. Sailing Association  
15 Maritime Drive  
P.O. Box 1260  
Portsmouth, RI 02871

Dear Jack, Ben and Josh:

AmericaOne has been a significant and involved supporter of the Olympic Sailing effort since 2005 under the leadership of Bob Billingham. In late 2013 we challenged you to benchmark the US Olympic Sailing effort against the countries which have been most successful during the recent Olympic Games. Your study concluded that the most significant deficiency in the US Olympic Sailing system is the lack of a program to identify and develop talented youth sailors who have the potential to be successful Olympic athletes.

At our request, you have developed a two-class ten-year strategy to create that pipeline for the US Olympic Sailing effort, which requires a budget of approximately \$7.175 million over the budget already devoted to the 2016, 2020 and 2024 Olympic Sailing Teams. This strategy is referred to as Project Pipeline and the budget is titled "Two-Class 10 Year Plan" provided by Josh Adams on October 14, 2014.

The AmericaOne Board is convinced that any future sustained success in Olympic Sailing depends on developing a pipeline of talent in the US and will commit \$5 million of the proposed budget.

This commitment is made on the following terms and conditions:

1. Total Project: AmericaOne commits \$5 million disbursed over 10 years.

It is our joint intention that US Sailing is able to obtain commitments from other supporters for at least an additional \$2.175 million prior to January 1, 2017. In the event US Sailing has not obtained those commitments by January 1, 2017, AmericaOne will disburse funds for Project Pipeline through December 31, 2017 in accordance with the budget and the agreed disbursement schedule, but not after that date. In-kind contributions shall be credited at the dollar amount relieved from the Two-Class 10 Year Plan budget.

2. Disbursement: AmericaOne will disburse funds quarterly in advance on the schedule attached to this letter which will be revised by AmericaOne and US Sailing's Olympic Sailing Committee in January 2017 to reflect paying out the remainder of AmericaOne's commitment evenly during the years 2017 through 2024 based on the additional commitments obtained by US Sailing at that time. In addition, AmericaOne has



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PAGE 02/02

committed \$25,000 to pay the out of pocket costs associated with obtaining the third party commitments for Project Pipeline.


3. Reporting: US Sailing's Managing Director of Olympic Sailing will provide a brief written progress report to the Board of AmericaOne on the development and implementation of Project Pipeline and success in meeting project and matching fund milestones one month prior to each of the scheduled grant payments. In addition, a designee of America One will be invited to join the Olympic Sailing Committee during the grant period.

4. Other Youth Development: Once the full Two-Class 10 Year Plan budget is funded, AmericaOne's commitment may be used to support an expansion of Project Pipeline beyond the initial Two-Class 10 Year Plan on terms mutually agreeable to AmericaOne and US Sailing. Through 2017, or until the additional \$2.175 million funding commitments for Project Pipeline have been obtained, US Sailing will continue to support youth development initiatives in its annual Olympic Sailing budget at the same level as in the 2014 Olympic Sailing budget. Those contributions up to \$255,000 by US Sailing to the Project Pipeline budget will count toward the matching funds goal of \$2.175 million.

5. Recognition: US Sailing will not issue any public statement referring to AmericaOne's support of Project Pipeline without AmericaOne's prior approval. US Sailing will cooperate with AmericaOne to recognize Bob Billingham's contribution to the US Olympic Sailing efforts at appropriate times in connection with Project Pipeline.

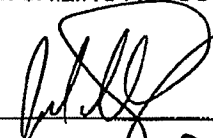
Please sign and return the enclosed copy of this letter indicating your acceptance of the grant terms.

Sincerely,

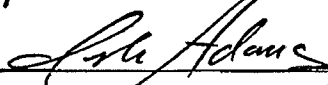
  
Lawrence Finch  
Chairman of the Board

Agreed:

U.S. SAILING ASSOCIATION

By   
Its: Executive Director

Date 4/28/15

By   
Its: Managing Director Olympic Sailing

Date 4/28/15

Project Pipeline Contributions & Disbursement Schedule 2015-2017						
Funding Sources	Total Project Pledge	2015 Contribution	2015 Quarterly	2016 Contribution	2016 Quarterly	2017 Contribution
AmericaOne	5,000,000	710,000	177,500	535,000	133,750	470,000
Terry Kohler	600,000	60,000	15,000	60,000	15,000	60,000
Mollerus Family	100,000	20,000	5,000	20,000	5,000	20,000
US Sailing	255,000	85,000	21,250	85,000	21,250	85,000
<b>Total Committed</b>	<b>5,955,000</b>	<b>875,000</b>	<b>875,000</b>	<b>700,000</b>	<b>700,000</b>	<b>635,000</b>
						<b>700,000</b>

Project Pipeline Total Fundraising Summary	
AmericaOne Pledge	5,000,000
Donor pledges to date	700,000
US Sailing Youth Development Budget	255,000
Balance to be raised	1,220,000
<b>Total Project Pipeline Budget</b>	<b>\$ 7,175,000</b>

Notes:

- 1) Disbursement schedule: AmericaOne will pay quarterly on first of month in February, May, August, and November.
- 2) AmericaOne and Managing Director of Olympic Sailing will review matching funds balance at end of 2015 and revise AmericaOne's 2016 disbursements accordingly.

AmericaOne Grant Disbursement Schedule			
Year	Amount	Cumulative Total	Quarterly Remit
2015	710,000	710,000	177,500
2016	535,000	1,245,000	133,750
2017	470,000	1,715,000	117,500
2018	470,000	2,185,000	117,500
2019	470,000	2,655,000	117,500
2020	470,000	3,125,000	117,500
2021	470,000	3,595,000	117,500
2022	470,000	4,065,000	117,500
2023	470,000	4,535,000	117,500
2024	465,000	5,000,000	116,250

Assumptions:

- 1) \$5,025,000 total commitment including \$25,000 for development costs
- 2) 10 year pay-out beginning 2015
- 3) Front load \$710,000 2015 payout
- 4) 2017 to 2024 annual pay-out of \$470,000 (less \$5,000 for a total of \$465,000 in 2024).

# **Exhibit B**

AMERICAONE

**c/o Third Plateau Social Impact Strategies  
127 University Avenue, Berkeley, CA 94710  
510-841-4123 ♦ fax: 510-841-4093**

March 1, 2023

Mr. Alan Ostfield  
Chief Executive Officer  
U.S. Sailing Association  
1 Roger Williams University Way  
Bristol, RI 02809

Dear Mr. Ostfield:

This letter serves as formal notice that the Board of Directors of AmericaOne has voted to cancel its Project Pipeline grant commitment with US Sailing, as well as all of the remaining grant payments to US Sailing outlined in that commitment. The last payment AmericaOne made for this grant, in the amount of \$117,500 on August 2, 2022, will be the final payment for the grant.

Recent developments and resignations at US Sailing, in particular the resignation of Performance Director Leandro Spina, have resulted in a lack of confidence on the AmericaOne board that US Sailing is able to carry out its part of the commitment – namely, to build a pipeline of talented sailor athletes for the U.S. Olympic Sailing program. Therefore, the board has chosen to reserve the remaining grant funds to more effectively allocate them to support the U.S. Olympic effort.

We wish US Sailing the best in its future endeavors.

Sincerely,

*Lawrence Finch*  
Lawrence Finch (Mar 3, 2023 13:13 MST)

Larry Finch  
Chair, Board of Directors


# 230301 - Project Pipeline - A1 Notice of Payment Termination FINAL

Final Audit Report

2023-03-03


Created:	2023-03-03
By:	Katherine Carraher (katherine@thirdplateau.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAvJ4GIL0qaLxw70LdZo54faHwkpHc4nEi


## "230301 - Project Pipeline - A1 Notice of Payment Termination FINAL" History


 Document created by Katherine Carraher (katherine@thirdplateau.com)  
2023-03-03 - 8:06:25 PM GMT- IP address: 68.74.113.177

 Document emailed to lgf@sigmapartners.com for signature  
2023-03-03 - 8:07:21 PM GMT

 Email viewed by lgf@sigmapartners.com  
2023-03-03 - 8:11:20 PM GMT- IP address: 66.249.84.213

 Signer lgf@sigmapartners.com entered name at signing as Lawrence Finch  
2023-03-03 - 8:13:17 PM GMT- IP address: 67.160.234.229

 Document e-signed by Lawrence Finch (lgf@sigmapartners.com)  
Signature Date: 2023-03-03 - 8:13:19 PM GMT - Time Source: server- IP address: 67.160.234.229

 Agreement completed.  
2023-03-03 - 8:13:19 PM GMT

# **Exhibit C**

**FitzGerald, Jack**

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**From:** Cayard Sailing <paul@cayardsailing.com>  
**Sent:** Friday, January 6, 2023 2:28 PM  
**To:** Richard Jepsen; Alan Ostfield  
**Cc:** William Ruh  
**Subject:** [External] Association/Team

Rich and Alan, the actions of the Association in December leave me deeply disappointed and disenfranchised.

I have zero motivation for anything Association related. If you need anything from my Team please contact Katie Allie.

I had prepared an explanation of the logic behind my conclusions as well as a proactive solution but felt it would fall on deaf ears.

Paul Cayard  
Cayard Sailing LLC

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# **Exhibit D**



### Project Pinnacle Pledge Form



1 Roger Williams University Way  
Bristol, Rhode Island 02809  
Phone: (401) 342-7900  
www.ussailingfoundation.org

Name: William and Lisa Ruh

Address: 301 Seven Isles Drive

City, State, Zip: Fort Lauderdale, FL 33301

Phone (Mobile): (858) 945-8246 (Home): \_\_\_\_\_

Email Address: WilliamRuh@ussailingfoundation.org

I prefer to use the following salutation:  Mr.  Ms.  Mr. & Mrs.  \_\_\_\_\_

please acknowledge me directly  I prefer to be anonymous

#### Gift Structure:

Total Gift Amount: \$ 500,000

My gift is a pledge to be fulfilled in (#) 5 payments of (\$) 100,000 each to be paid

annually or  quarterly beginning on (date) \_\_\_\_\_ and ending on (date) \_\_\_\_\_

#### Payment Method:

Please call me to take my credit card information over the phone.

Please charge my gift to:  Visa  MasterCard  American Express

Card #: \_\_\_\_\_ Exp. Date: \_\_\_\_\_ CVV: \_\_\_\_\_

I will contribute with a check.

Please make checks payable to: US Sailing Foundation

Mail to: Jill Nosach, US Sailing Foundation, 1 Roger Williams University Way, Bristol, RI 02809

I will wire the funds or transfer stock.

Email [lorieanderson@ussailingfoundation.org](mailto:lorieanderson@ussailingfoundation.org) for encrypted instructions.

I will contribute via my Donor Advised Fund which is held at \_\_\_\_\_

I would like to make a planned gift, via retirement account, insurance policy, bequest, or trust.  
Please call me at the # above.

Signature:  Date: 4/3/2021

Our focus is on the Horizon

# **Exhibit E**

February 28, 2023

To the US Sailing President and Board of Directors,

I don't know many of you, and I hope if you learn something about me, it is that I am passionate about athlete development.

I joined US Sailing in 2009 as an Olympic Coach with the understanding that I wanted to help create a then missing Olympic Development Program to support our best talent to transition from youth sailing into olympic class boats and help them run successful campaigns.

In 2014, Project Pipeline was created for our U19 sailors and future Olympians. I had the honor and privilege to drive the execution of the Program and the AmericaOne Foundation gave us the trust and resources to do our job.

Since 2009 I experienced many structural and leadership changes to the Olympic Program. I remained focused on Project Pipeline. Our Olympic Development Program (ODP) is evolving today at a healthy pace. We have record numbers of athletes on the Olympic Pathway, and yes, we are also winning.

When we had a leadership crisis in 2020, Paul Cayard came forward with his vision, experience and energy. He also brought a lot more people to support the new phase of rebuilding excellence in Olympic Sailing in the USA. Project Pinnacle was born.

Once again, I found myself in a unique position to make a positive impact on our athletes development and their progress to be the best in the world. I worked very closely with Paul and our staff, coaches AND athletes to build a performance driven team. We all believe in the vision. We all work extremely hard to support and guide our athletes.

We executed Phase 1 of the project with discipline and we are proud of all the progress we made. We had momentum. By restructuring our department, this Board of Directors has made decisions that will have a negative impact in the future of Olympic Sailing in the USA.

Our athletes and coaches have excellent performance plans through the Worlds in the Hague. Just 16 months out from the Paris Olympic Games, this is a crucial time for our athletes. They believe in their plans, we built them together, and they are executing them.

I resign from my position as Director of Performance in order to assist in the transition to your new leadership structure. I will find my place to continue following my passion and supporting our athletes. I remain committed to them.

In order to minimize disruption, I am glad to remain in my position through March 30.

Sincerely,  
Leandro Spina



# **Exhibit F**



## AMERICA ONE RACING

### Q2-2023 Update

#### Organization

In February of 2023, the Executive Director and top three staff members of US Olympic Sailing resigned from their positions. The Chairman of the US Sailing Foundation and four other Board members, including 2-time Olympic Silver medalist Johnny Lovell resigned from the Foundation.

The AmericaOne Foundation has been committed to supporting US Olympic Development Athletes (ODP) and the US Olympic Sailing Team since 2008, contributing over \$6M of financial resource in that time. The events of February 2023 are in no way a deterrent to the commitment of AmericaOne to its mission of supporting USA athletes, their aspirations in Sailing, and their ascent to the Olympic Podium. Recently, AmericaOne has received notable interest from others who are equally committed to the mission.

On April 1, 2023, the Board of Directors of AmericaOne voted to transition the Foundation to an operational organization. Immediately, to avoid any break in support at this critical stage in the Olympic Quadrennium, AmericaOne hired the top three, recently resigned US Sailing Olympic staff coaches, as well as back-office provider Third Plateau.

In June, the Board of Directors of AmericaOne welcomed **William Ruh** as its fifth director. Bill, an America's Cup winner with Bill Koch in 1992, brings significant experience in fundraising and personal passion for the US Olympic Team. For most of the past three years, as Chairman of the US Sailing Foundation, Bill developed significant support and worked closely with the staff who support and coach the athletes.

**Thanks to many donors**, AmericaOne has received commitments of over \$2M for 2023 and \$6M in total. Your passion for US excellence in the sport of Sailing is strong and AmericaOne is honored to serve as the pathway for your support of our dedicated athletes.

#### Operations

**Adapting** quickly to the changes of February, AmericaOne coaches were on site in Palma and Heyers in April, two critical Olympic Class regattas. Our USA athletes had mixed results with Daniella Moroz being the only podium finisher in either event. Additionally, AmericaOne staff have provided coaching at the following events during the second quarter: For US Sailing Team athletes Palma, Heyers, Marseilles Training and Test event, Hague Training, and for Olympic Development Program (ODP): Clinics at Hawaii iQ-Foil, San Diego Open, US Youth Championships clinic and regatta.



## AMERICA ONE RACING

**AmericaOne has taken responsibility** for financially supporting Olympic Development athletes, recently excluded by US Sailing. In total, AmericaOne Racing distributed \$83,000 to 18 athletes and provided 151 days of coaching in our first quarter of operation.

AmericaOne uses a **Performance Plan** tool to manage athlete support; financial, coaching, and scheduling. The **Performance Plan** is a document created in collaborative effort, by the coach and the athlete, to plan their campaign, 6 months at a time. The use of this tool not only increases efficiency but also creates a positive communication path between coaches and athletes.

### Racing

The **Olympic Test Event** will be held in Marseille, July 7-12. This is essentially a dress rehearsal of the Games with one athlete per country and the same fleet sizes as in 2024. Our coach, Charlie McKee, is on site coaching the US 49er representative, while Robert Scheidt (5-time Olympic medalists-BRA) has been on site in the pre-regatta training, coaching three of our ILCA 6 athletes, thanks to support from Quantum Racing. Any US athlete or Team who finishes on the podium at the Test event, will secure “early qualification” as the representative in that class for the USA in 2024. In classes where no USA athlete secures “early qualification” at the Olympic Test event, a US Olympic Trials will be held in the spring of 2024.

The US Youth Championship held in Bristol Rhode Island in late June, was the qualifying event, in 6 classes, for the **2023 Youth World Championship**. AmericaOne High Performance Director, Leandro Spina was on site coaching and mentoring our athletes. There were 230 competitors, all under the age of 19. This is a fantastic turnout and bodes well for the US pipeline of talent. Our Team, which will compete in Brazil in December, looks very strong!

**The World Championships**, for all 10 Olympic Sailing events, will be held in the Hague in early August. Importantly, this regatta is the **first** opportunity for countries to qualify in each of the 10 events of the Olympic Games in 2024. At the World Championships, the USA will have 3-4 entries in each class, working not only to have a great result but secure a position in the top 40% of all nations in each class. If the USA does not qualify a class in the Hague, there will be two more opportunities: 1) the Pan-American Games, in Chile, in October and, 2) a “last chance” regatta in Europe next April. AmericaOne will be supporting 18 USA athletes competing in this important World Championship with five coaches, a physiotherapist, and financial resources.

There are also many other domestic events that AmericaOne supports such as the US Opens in San Diego, Long Beach, and San Francisco where AmericaOne coaches run clinics prior to, and coach throughout the regattas.



## AMERICA ONE RACING

### Looking ahead

Developing a strong domestic sailing program is critical to the USA's success in the sport, by making **training and development efficient**. The Olympic Trials are a key piece of this domestic program, not only because the event itself, but the training that will occur in the lead up to the Trials. Having the Olympic Trials on American water offers economical access to this very important regatta, thereby increasing participation near term, and inspiring the next generation.

For the first time in 15 years, **the US Olympic Trials** will be held on US waters, in January and February of 2024 in Miami. The four months between the World Championships in August and the Olympic Trials in January, is a great opportunity to get so many things right. For athletes it's; skills, fitness, tuning, speed, tactics, etc. For the US Team it's; culture, teamwork, coaching, and applied technology. Nothing gets everyone focused quite like the Olympic Trials.

To make the most of this opportunity, AmericaOne coaches will be on site in Miami during this entire training block, providing support for many of the USA's dedicated sailors, those who will represent the USA in Marseille next summer as well as those building toward LA 2028.

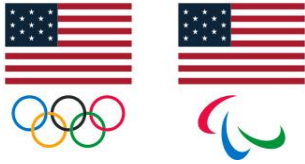
Lots of great things are happening and, of course, there is no shortage of things to do!

A handwritten signature in black ink that reads "Paul Cayard". The signature is fluid and cursive, with the first letters of "Paul" and "Cayard" being significantly larger and more prominent.

Paul Cayard  
Director, AmericaOne



# **Exhibit G**



United States  
Olympic & Paralympic  
Committee

1 Olympic Plaza  
Colorado Springs, CO 80909

September 27, 2023

**VIA E-MAIL**

Email: [paul@cayardsailing.com](mailto:paul@cayardsailing.com); [dsmith6421@gmail.com](mailto:dsmith6421@gmail.com); [wruh@ruhadvisorycorp.com](mailto:wruh@ruhadvisorycorp.com)

To Whom It May Concern:

My name is Karen Hays, and I am Senior Counsel, Intellectual Property for the United States Olympic & Paralympic Committee (“USOPC”). It has come to our attention that America One Racing has been using the marks OLYMPIC and the Olympic Rings in association with a sailing organization.

As you may know, the USOPC is a non-profit corporation chartered by Congress to coordinate, promote and govern all international amateur athletic activities in the United States. The USOPC is therefore responsible for training, entering and underwriting U.S. Teams in the Olympic Games. Since 1896, when the modern Olympic Games were revived, the USOPC and its predecessor organizations have been using certain words and symbols in connection with the United States’ participation in the Olympic Games, including the mark OLYMPIC and the Olympic Rings.

Congress has granted the USOPC the exclusive right to use and control the commercial use of the word OLYMPIC and the Olympic Rings design in the United States. See The Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. §220501 et seq. (the “Act”). (A copy of the relevant portion of the Act is enclosed.) The Act authorizes the USOPC to file a lawsuit against any unauthorized use of these marks when they are used for the purpose of trade or to induce the sale of goods or services. 36 U.S.C. §220506(c). Use of these marks in association with a sailing organization which solicits donations and funding clearly violates this federal law.

Unlike the National Olympic Committees of many other countries, the USOPC does not rely on federal funding to support all of its efforts. We raise the money we need to feed, house, and train U.S. athletes primarily by public fundraising and by licensing use of the Olympic marks to our official sponsors, suppliers, and licensees. These legitimate license fees pay to house, feed, train and otherwise support U.S. Olympic athletes, and finance this country’s participation in the Olympic Games. Our official partners, sponsors and licensees pay substantial sums for the right to use the Olympic marks, and through their Olympic sponsorships and supplies have supported U.S. athletes for years. On the other hand, America One Racing is not licensed to use our trademarks, and the organization’s unauthorized use of OLYMPIC and Olympic symbols/signs may interfere with the goodwill and legitimate promotional and marketing activities of the USOPC’s legitimate sponsors, licensees and suppliers.

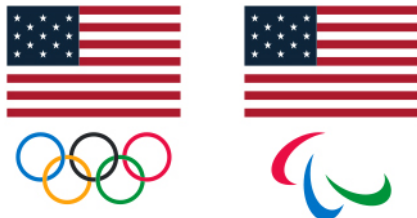
With the above in mind, we request that America One Racing discontinue all commercial use of the term OLYMPIC and the Olympic Rings.

Best,

*Karen Hays*

Karen Hays

# **Exhibit H**



UNITED STATES  
OLYMPIC & PARALYMPIC  
COMMITTEE  
1 Olympic Plaza  
Colorado Springs, CO 80909

Heidi Roche  
Sr. Compliance  
Investigator

April 10, 2023

**VIA EMAIL**

***Re: USOPC Review and Assessment of US Sailing***

Dear US Sailing Community Member:

Based on reports from across the elite athlete community of fears of retaliation for reporting concerns to US Sailing or the United States Olympic & Paralympic Committee (“USOPC”), the USOPC is conducting a compliance investigation and assessment of US Sailing’s Olympic operations to determine whether they support and promote a culture free from retaliation within US Sailing’s elite athlete community and related activities. This investigation is being conducted with the full participation of US Sailing.

The investigation will involve speaking confidentially with a selection of US Sailing elite athletes, membership, Board members and staff. For individuals who are not contacted, but who wish to speak with the USOPC Compliance team, please contact Heidi Roche ([heidi.roche@usopc.org](mailto:heidi.roche@usopc.org)).

Following the investigation, the USOPC will provide a confidential report to US Sailing detailing the findings of the investigation and an assessment of any potential compliance issues identified during the investigation relating to the topics listed above. To the extent any compliance issues are identified that require further action by US Sailing, the USOPC will advise US Sailing accordingly. In addition, the USOPC will make recommendations with respect to any impediments to a culture free from actual or perceived retaliation. To facilitate an honest discussion, without fear of retaliation, participant names will not be revealed in any report provided to US Sailing.

Thank you for taking the time to review this letter. If you have questions or want to share concerns about these matters, feel free to contact me.

Sincerely,

*Heidi M. Roche*

Heidi M. Roche

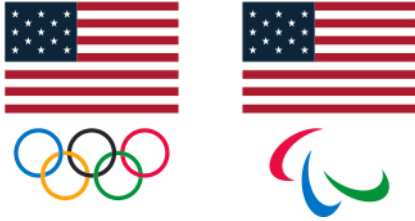


**UNITED STATES  
OLYMPIC & PARALYMPIC  
COMMITTEE**  
1 Olympic Plaza  
Colorado Springs, CO 80909

Sr. Compliance Investigator

cc: Alan Ostfield, Chief Executive Officer, US Sailing  
Richard Jepsen, Board President, US Sailing  
Maggie Shea, USOPC Athlete Representative, US Sailing  
Judge Ryan, USOPC Athlete Alternate Representative, US Sailing  
Holly Shick, Chief Ethics & Compliance Officer, USOPC  
Amanda R. Vaughn, Sr. Director, Compliance Investigations and Ethics, USOPC

# **Exhibit I**



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COMMITTEE  
1 Olympic Plaza  
Colorado Springs, CO 80909

October 6, 2023

**VIA EMAIL**

Richard Jepsen, President, Board of Directors  
Alan Ostfield, Chief Executive Officer  
US Sailing  
1 Roger Williams University Way  
Bristol, RI 02809

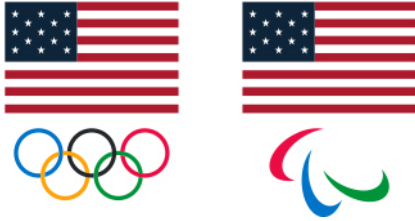
***Re: USOPC Investigation Report & Findings***

Mr. Jepsen and Mr. Ostfield:

I write regarding the United States Olympic & Paralympic Committee's ("USOPC") investigation of the United States Sailing Association's ("USSA") compliance with the Ted Stevens Olympic & Amateur Sports Act ("the Act"), the USOPC Bylaws, the USOPC's National Governing Body ("NGB") Compliance Standards and accompanying Implementation Guide, and USSA's own policies and procedures.

The investigation examined issues relating to USSA's Olympic Operations (*i.e.*, its Olympic program) and whether the organization promotes a culture free from retaliation within the USSA elite athlete community and related activities in compliance with its obligations under the Act, the USOPC Bylaws, and other policies. Through interviews with current and former USSA Board and USSA Foundation Board members, staff, coaches, athletes, and community members, and review of relevant documents, the USOPC has concluded that USSA is meeting its statutory and other obligations as an NGB and that current USSA leadership has demonstrated a clear commitment to supporting athlete excellence and well-being, including incorporating athlete voice within the organization. As described further below, however, the investigation revealed areas where USSA's practices, while not immediately violative of its obligations, create risk for USSA in creating a culture free from retaliation and from fears of retaliation going forward. Accordingly, the USOPC is making several recommendations to assist USSA in addressing these risks and fulfilling its mission to provide leadership for the sport of sailing in the United States. While the USOPC will not require adoption of these recommendations, the USOPC expects that, to the extent USSA adopts them, its Board of Directors will appropriately monitor implementation.

In addition to issuing this confidential report of findings and related recommendations, the USOPC will also issue a Community Report, including a summary of these findings, to members of the USSA community.



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Colorado Springs, CO 80909

## **PROCESS OF REVIEW AND ASSESSMENT**

As you are aware, the USOPC's investigation began on April 10, 2023, when we notified current National Team athletes and select community members of the investigation and invited them to provide their perspective on the issues under review.

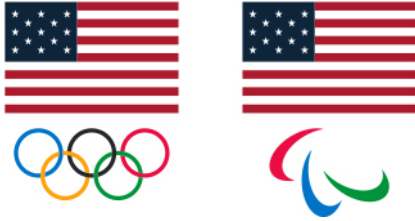
The USOPC interviewed 29 individuals, including current and former athletes, current and former USSA Board and USSA Foundation Board members, current and former coaches, and staff, and other USSA community members. To ensure proper representation of viewpoints, in addition to interviewing those who requested to speak with the USOPC, the USOPC randomly selected and solicited participation across interview groups. Eight current and former athletes either declined to be interviewed or did not respond to the USOPC's request for an interview.

To facilitate an open and honest discussion without fear of retaliation, the USOPC informed each interviewee that they will not be identified to the NGB and that their statements to the USOPC would not be attributed to them in any written report. The USOPC made an exception for staff members deemed not to have fully cooperated with the investigation.

While most current and former USSA staff were cooperative, the USOPC found that Sally Barkow and Kate Drummey were not entirely forthcoming about their interactions with the former Executive Director of US Olympic Sailing, Paul Cayard, and his conduct. Specifically, the USOPC believes that Barkow withheld information regarding her knowledge of athlete concerns during and after Cayard's departure, withheld information of her involvement and understanding of the actions by USSA's leadership and Cayard leading up to and after his departure and misrepresented her involvement in perpetuating the narrative established by Cayard and former USSA Foundation Board Chair, Bill Ruh, that a targeted Athlete Representative was to blame for Cayard's departure. Similarly, the USOPC believes that Drummey withheld information related to her sentiments towards Cayard and, as a result, downplayed the events leading to and surrounding his departure. The USOPC's assessment of these staff members' candor is based on other available evidence that contradicted their assertions. The USOPC notes that, based on other information received in the investigation, Drummey's hesitancy was likely due, in part, to her own fears of retaliation from members of the Sailing community, but the USOPC still was concerned by her lack of candor.

In making the below identified findings and corresponding recommendations, the USOPC accounted for volunteer bias (*i.e.*, the USOPC considered whether an interviewee may have a preconception, whether positive or negative, about one or more of the topics of review) and ensured any findings were supported by the available documentary evidence and/or corroborated by multiple sources. In addition to interviews, the USOPC reviewed materials





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Colorado Springs, CO 80909

provided by witnesses, including emails, text messages, athlete agreements, recorded video meetings, and Board meeting minutes and materials.

To determine whether USSA implemented and employed appropriate procedures to collect and address athlete and other concerns and to ensure those who raise concerns may do so without fear of retaliation, the USOPC evaluated USSA's practices under the Ted Stevens Act<sup>1</sup>; the USOPC Bylaws<sup>2</sup>; USSA's Bylaws<sup>3</sup>; and the USOPC's and USSA's Codes of Conduct<sup>4</sup> and Whistleblower Policies and Procedures.<sup>5</sup>

In addition, as the investigation progressed, several athletes raised concerns about perceived favoritism and retaliation in the manner in which USSA's Olympic Operations staff allocated athlete resources, including coaching, access to training camps, and social media promotion. Accordingly, the USOPC evaluated these concerns and provides its findings and related recommendations below.

## INVESTIGATION FINDINGS

At the conclusion of the investigation, the USOPC developed findings with respect to each of the topics of review. The USOPC's findings are summarized in the section below, which is followed by a section containing a series of recommendations.

### **I. Retaliation and Code of Conduct**

The Act prohibits retaliation, defined as "any adverse or discriminatory action, or the threat of an adverse or discriminatory action"<sup>6</sup> against a "protected individual," including athletes, coaches, and administrators affiliated with a national governing body, for raising concerns regarding physical, sexual, and emotional abuse.<sup>7</sup> Under the Act, adverse action includes, but is not limited to, "removal from facilities, reduced coaching or training, reduced financial support, or removal from competition,"<sup>8</sup> but more generally refers to any negative action taken against an individual.

The USOPC Speak-Up Policy further extends anti-retaliation protections to members of the Olympic and Paralympic community who raise any ethical, policy, or legal concerns in good

<sup>1</sup> 36 U.S.C. §220501 *et seq.*

<sup>2</sup> USOPC Bylaws, effective April 1, 2023.

<sup>3</sup> USSA: Bylaws (Amended May 2023).

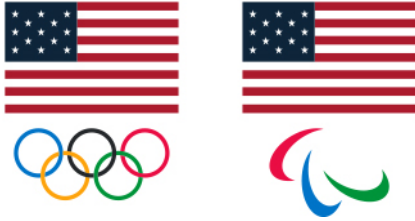
<sup>4</sup> USOPC Code of Conduct and US Sailing Association Statement of Ethics and Code of Conduct.

<sup>5</sup> USOPC Speak Up Policy, June 2021, and USSA Whistleblower and Anti-Retaliation Policy.

<sup>6</sup> 36 U.S.C. §220501(b)(11).

<sup>7</sup> *Id.* at §220501(b)(10).

<sup>8</sup> *Id.* at §220501(b)(11).



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faith.<sup>9</sup> Under the USOPC’s policy, “no USOPC or NGB staff, Board/Committee member, or volunteer may threaten, harass, discriminate against, or take any negative employment or related action” against an individual for raising such concerns or for participating in an investigation of such concerns.<sup>10</sup> Similarly, the USSA Whistleblower Policy bars “harassment, intimidation, adverse employment or livelihood consequences, or any other form of retaliation” against, among others, USSA athletes for making a good faith report of violations of the Act, the USOPC bylaws and policies, and the USSA bylaws, policies, and procedures or for “participating in any investigation by USSA or the USOPC.”<sup>11</sup>

Moreover, the US Sailing Statement of Ethics and Code of Conduct (“USSA Code of Conduct”) requires that affiliated individuals, including USSA’s Board of Directors, employees, and members,<sup>12</sup> “maintain high standards of moral and ethical conduct, which includes self-control and responsible behavior,” and “refrain from any material or intentional . . . conduct . . . which is detrimental to the image or reputation of US Sailing.”<sup>13</sup>

Applying these standards, the USOPC investigated whether the former Executive Director of US Olympic Sailing, Paul Cayard, and the former USSA Foundation Board Chair, Bill Ruh, retaliated against one of USSA’s USOPC Athlete Representatives, by encouraging a donor to pull sponsorship funding from the athlete and publicly blaming the athlete for the Cayard’s departure and resulting fallout. Where the USOPC found retaliation against the athlete or others, the USOPC further reviewed whether USSA had effective procedures to collect and address concerns raised by athletes and staff that fall outside USSA’s grievance procedures<sup>14</sup> that sufficiently protected the athlete and others from retaliatory conduct. The USOPC further reviewed whether Cayard and Ruh engaged in conduct violating their obligations as members under the USSA Code of Conduct by encouraging donors to pull their funding from USSA more generally.

Based on its review, the USOPC concluded that the weight of the evidence indicates that the Cayard and Ruh engaged in retaliatory conduct toward specific USSA athletes in response to those athletes’ raising concerns about USSA’s Olympic Operations. Moreover, the

<sup>9</sup> Speak Up Policy, *supra* note 5.

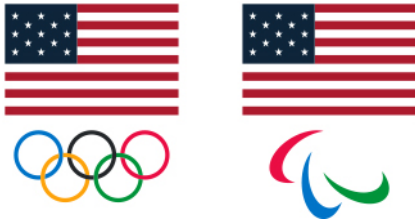
<sup>10</sup> *Id.*

<sup>11</sup> USSA Whistleblower Policy, *supra* note 5.

<sup>12</sup> USSA Code of Conduct, Section 2(A)(1) (i, ii, and iv), *supra* note 4.

<sup>13</sup> *Id.* at Section 7(v and x).

<sup>14</sup> Formal grievance procedures satisfy the Act’s requirement that NGBs “provide procedures for the prompt and equitable resolution of grievances of its members.” 36 U.S.C. §220522(14). However, the grievance procedures referenced in the Act are typically reserved for more formal allegations of misconduct or policy violations and require a more formal review process. Athletes and other community members often have concerns that do not meet the threshold for pursuing the grievance process, but still raise concerns to be addressed by NGBs. Here, the USOPC determined that the concerns raised relating to USSA staff that preceded the retaliatory conduct most appropriately fall within this latter category.



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Colorado Springs, CO 80909

investigation revealed that this conduct likely impacted the Sailing community more broadly because USSA did not have a formal process for collecting and addressing athletes' concerns regarding USSA staff in a manner that sufficiently protects reporters from subsequent targeting by individuals in the Sailing community. In addition, the USOPC found evidence that the Cayard and Ruh publicly disparaged USSA and undermined USSA's position with donors by attempting to divert donor money to a new venture with misleading representations that the new venture would be taking the place of USSA as a certified national governing body.

With respect to Cayard's and Ruh's conduct, and in accordance with its standard procedures, the USOPC will defer to USSA for a final assessment of the conduct and to determine any appropriate disciplinary action in accordance with the USSA Whistleblower and USSA Code of Conduct policies. While Cayard and Ruh are no longer employed by USSA, or serving in a governance position with USSA, respectively, to the extent they are members of USSA, they are required to "adhere to all applicable Bylaws and Regulations of USSA."<sup>15</sup>

To better understand how a deficit of formal procedures to collect and address concerns that fall outside the grievance process has worked against USSA's efforts to foster a healthy speak-up culture, the USOPC first provides here its findings with respect to the retaliatory conduct referenced above and then provides its analysis as to how, from that experience, USSA can better create a culture in which athletes and staff can report any concerns free of fear of retaliation.

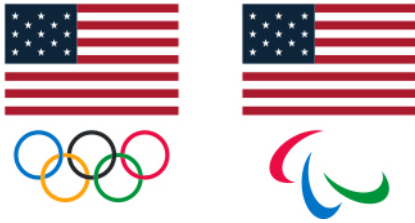
#### 1. Factual Findings Relating to Retaliation and Code of Conduct

To provide context for the USOPC's findings, the facts identified by the investigation relating to this conflict are summarized below.

##### A. *Cayard's tenure as Executive Director of US Olympic Sailing*

With involvement from Bill Ruh, USSA hired Paul Cayard as the Executive Director of US Olympic Sailing in March 2021. Prior to accepting the role, Cayard was involved with USSA on a volunteer basis and was involved in the creation of Project Pinnacle, a strategic initiative to get Sailing back on the map in advance of LA2028. As a condition of his employment, Cayard negotiated a dual reporting line to both USSA's CEO and its Board of Directors. In his role, Cayard was responsible for overseeing the Olympic Operations program and assisting with fundraising.

<sup>15</sup> US Sailing 2023 Contributing Memberships.



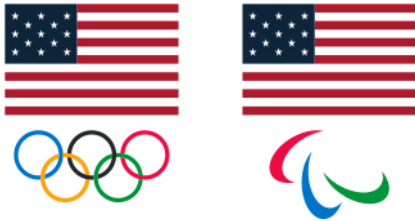
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In the fall of 2021, several months after Cayard was hired, USSA's USOPC AAC Representatives informed USSA's Board of Directors of athletes' concerns regarding poor management of the Olympic team and a lack of communication to athletes regarding expectations, athlete funding, and team selections. While the USSA Board was receptive to these concerns, one USSA Board member reported to the USOPC that the USSA Board believed the concerns were the result of growing pains under the new Olympic training program Cayard had instituted. As a result, USSA leadership, including the CEO and USSA Board Chair, attempted to work with Cayard to address the issues but did not take any further action at that time.

Concerns escalated in early 2022 following debriefs about USSA's performance at the Tokyo Olympic Games. Initially in the fall 2021, despite numerous requests from athletes to hold a debrief, the Olympic Operations staff did not hold one. The first debrief was not held until February 2022. In the initial meeting, which included athletes and Olympic Operations staff, a video of which the USOPC obtained and reviewed, some of the Olympic Operations staff were dismissive of athlete concerns relating to the team's performance. At various points, heated exchanges occurred between Cayard and individual athletes. Athletes interviewed by the USOPC reported that, after the call, several athletes who participated in the call shared with other athletes their fears of losing their funding if they continued to raise concerns. One athlete reported that a few other athletes contemplated quitting the sport after the call. After the meeting, Cayard attempted to withhold funding from one athlete, accusing the athlete of breaching the athlete's obligations to USSA by the manner in which the athlete had raised concerns on the call. Ultimately, after discussions with other USSA leadership, Cayard abandoned those efforts.

Following the debrief, USSA's CEO and individual Board members, including the former Foundation Board Chair, Bill Ruh—who also sat on the USSA Board—tried to work with Cayard to address perceived weaknesses relating to operational support in the Olympic Operations program and to provide resources to improve. To do so, they held multiple meetings with Cayard, offered to provide mentorship from Board members, and suggested that Cayard hire a Director of Operations to assist with operational objectives (*e.g.*, employee relations, business negotiations, and logistics). Cayard mostly rebuffed this latter suggestion, promoting the coach leading the Olympic Development Program (“ODP”) into the role after some delay. While, by all accounts, the coach was a good fit with ODP, witnesses reported poorer performance in the operations role. One Board member reported their belief to the USOPC that Cayard made the promotion because he was unwilling to bring any outsiders into his team.

Throughout 2022, USSA's Athlete Representatives continued their attempts to gather athlete feedback through town halls with the Olympic Operations staff in attendance. In addition, the Athlete Representatives continued efforts to gain clarity on behalf of athletes

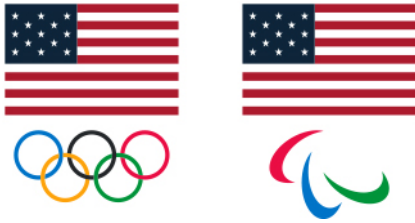


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around the Olympic Operations high performance program, the organization of the Olympic Operations staff, and a means of measuring success of the program. The USOPC notes that collection of data, including athlete feedback, and dissemination of pertinent operational information is an important responsibility of NGB leadership. While not a specific responsibility of the Athlete Representatives, in the absence of the Olympic Operations staff performing these functions, the USOPC applauds USSA's Athlete Representatives' efforts to ensure that athlete feedback was regularly communicated to USSA's leadership and to advocate for the athlete population and its informational needs. According to witness interviews and the USOPC's own engagement with USSA during this time, however, Cayard and some members of the Olympic Operations coaching staff questioned the role of athlete voice within the US Olympic and Paralympic Movement generally and USSA specifically. According to several athletes and USSA Board members, Cayard at times was reluctant to engage in town halls with athletes, questioned the presence of Athlete Representatives on USSA's Board, and resisted efforts to share details around the Olympic Operations high performance program.

At the same time, in the fall of 2022, USSA adopted a new shared services model for budget allocation that required additional funds to be reallocated from the Olympic Operations budget to USSA's overall operating costs. Based on email correspondence reviewed by the USOPC and witness statements, Cayard viewed the change as taking funds he and Ruh personally raised specifically for Olympic Operations away from the program. As a result, Cayard informed the CEO and USSA Board Chair in January 2023 that he no longer would engage with any part of USSA outside the Olympic Operations program. Based on the USOPC's review, the dispute over the reallocation appears to have stemmed from Cayard's misunderstanding of how a shared services model works and how USSA adopted it. While the reallocation was likely an unfortunate development for the Olympic Operations program, based on the USOPC's review, it was the result of advice USSA received from its outside auditor and, as a result, USSA believed that this change brought USSA in line with how many other NGBs allocate budgets. The USOPC did not find evidence that reallocation was an attempt to unduly take funds Cayard had raised for the Olympic Operations program. The Olympic Operations program is not a separate entity from USSA, but instead a department within USSA, subject to the USSA Board and CEO's supervision and to the entire organization's budgeting and accounting needs.

Finally, throughout Cayard's tenure, USSA's leadership became aware of several staff concerns regarding interpersonal conflict between Cayard and other USSA staff. Specifically, several female staff members reported difficulties working with Cayard to USSA's CEO, CFO, and/or Human Resources Director. During Cayard's tenure, three of these staff members resigned.



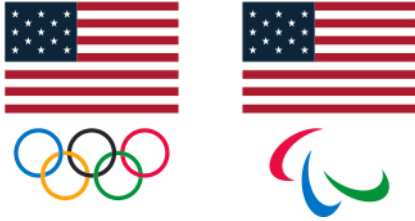
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*B. Decision to restructure Cayard's role*

As the dispute over the reallocation grew and USSA learned about rising tensions between Cayard and several staff, the USSA Board began reconsidering Cayard's role within USSA in December 2022. To do so, the USSA Board established a working group tasked with evaluating Cayard's role. To better inform the working group regarding athletes' perspectives, the USSA Board tasked the Athlete Representatives and another former athlete on the USSA Board to survey athletes. According to one USSA Board member, the Athlete Representatives had not fully shared the feedback they had been collecting throughout 2022 from athletes with the USSA Board before this point. To gather feedback, the three athlete members informally surveyed the National Team athletes. The feedback was collected and anonymously reported to the USSA Board and Foundation Board. Among other things, some athletes reported to the athlete Board members their belief that Cayard was not fit to lead the team effectively or had personality traits that fostered conflict with athletes. Alternatively, some athletes reported being afraid to speak up in fear of retribution.

In interviews with the USOPC, several athletes reported not understanding the purpose of the survey when they were contacted. In addition, several athletes informed the USOPC that they shared their personal concerns about Cayard but not their views of the program more generally. For example, in the USOPC's review, several athletes reported positive views of the Olympic training program implemented by Cayard, but, at the same time, negative views of Cayard's attitude and interpersonal skills when working with athletes. Based on information gathered through the USOPC's investigation, this mixed perspective does not appear to have been clearly communicated to the Athlete Representatives, which, in turn, meant it was not clearly communicated to the USSA Board. There was no evidence, however, that the athlete board members misled athletes in any way, ignored feedback, or tried to color it in a biased manner. Instead, the attempt to gain athlete perspectives for the USSA Board's review did not appear to be anything but well-intentioned. In any event, at least two members of the USSA Board reported that, while the athlete feedback was important, ultimately the USSA Board decided it was going to restructure Cayard's role regardless due to his conflicts with the USSA Board and other staff and organizational issues within the Olympic Operations program. Accordingly, the USOPC emphasizes that, while a part of the USSA Board's considerations, the investigation revealed that athlete feedback was certainly not the catalyst or primary driver of the USSA Board's decision with respect to Cayard's role.

Ultimately, the USSA Board determined that Cayard should continue in a fundraising-only role, a position in which several witnesses indicated he excelled. The USSA Board identified Ruh—a member of the USSA Board and the eight-person working group assigned to evaluate Cayard's role and who had a close relationship with Cayard—to communicate the restructure to Cayard.



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On February 14, 2023, following assurances from Ruh that he informed Cayard of the USSA Board's decision to restructure his role, USSA leadership officially notified Cayard and provided information relating to the basis for the decision, including a timeline of events and issues. Despite USSA leadership's attempts to salvage the relationship, Cayard disputed some of the USSA Board's findings and refused to acknowledge any involvement in the Olympic Operations programs challenges.

Then, on February 24, 2023, via email and just prior to a scheduled meeting in which the USSA Board expected Cayard to share his decision on whether he would accept the role change, Cayard informed the USSA Board that he was unaware of the USSA Board's decision to restructure his role prior to receiving the USSA Board's February 14th email. Instead, the evidence reflected that Ruh had only prepared Cayard for the February 14th meeting by sharing that the USSA Board was upset and conspiring against him. In response, the USSA Board informed Cayard that he had to attend the February 24th scheduled meeting to discuss his new role, or the USSA Board would consider his lack of response/attendance as a resignation. Cayard did not attend the call and resigned the same day.

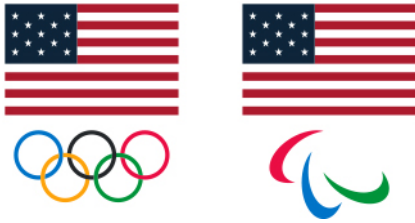
### *C. After Cayard's departure*

Following Cayard's departure, USSA experienced significant turmoil, including financial upheaval and public disparagement of one of the USSA Athlete Representatives and of USSA. The evidence demonstrated that Cayard and Ruh contributed to this upheaval in several ways.

Specifically, following Cayard's departure, Ruh—who still held a USSA and Foundation Board seat at that time—took several actions against USSA and in support of Cayard. First, he lobbied other Foundation Board members to vote to separate the Foundation from USSA. Second, he threatened to withhold Foundation funds if USSA did not relinquish its NGB status. Finally, he held a vote of the Foundation Board to withhold funds, which failed. Ruh resigned a week after the failed vote.

In addition to Ruh's efforts, the evidence gathered in the investigation demonstrated that, after their departures, Ruh and Cayard each publicly disparaged USSA, publicly blamed one of USSA's Athlete Representatives for their departures, and/or lobbied specific donors to withhold funds from USSA.

First, the evidence demonstrated that Cayard attempted to and did influence USSA's most significant donor, John Kilroy, Chairperson and CEO of Kilroy Realty, in a conversation prompted by Cayard's departure. Kilroy was the primary sponsor of USSA and one of the Athlete Representative's personal sponsors. Although there was conflicting evidence as to what Cayard said directly to the donor, the available evidence reflected that, at the very least,



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he made disparaging comments about USSA and the Athlete Representative knowing the weight and potential consequences they carried.

In addition to his conversations with donors, Cayard made several public statements disparaging USSA. In a statement posted to *Scuttlebutt News*, a popular sailing blog, on February 24, 2023, the day he resigned, Cayard stated, among other things, “Unfortunately, the current board of US Sailing recently restructured the Olympic Department, including my role as Executive Director. The new structure is not what I signed up for, nor something I am willing be part of.”<sup>16</sup> He also insinuated an adversarial relationship with USSA, stating, “The relationship with US Sailing proved to be one that I could not cope with. It pains me to admit that as I did sail around the world twice and generally feel pretty capable of dealing with adversity.”<sup>17</sup> Further, he highlighted significant fundraising accomplishments and team dynamics alluding to prior deficiencies within the USSA organization. Specifically: “Changing the processes, culture, and support for the [Olympic] Team is an extremely difficult task. . . . Raising two or three times the amount of money ever raised in the USA, to support the goal, is also a difficult task.”<sup>18</sup> While not specifically stated, witnesses indicated their understanding that these comments related directly to Cayard’s displeasure with USSA leadership and the decision to transition to a shared services model.

A few days later and following Cayard’s conversation with Kilroy, Kilroy Realty informed USSA that it would no longer sponsor USSA and informed the Athlete Representative it would no longer sponsor the athlete. Kilroy Realty told USSA that financial turmoil in the commercial real estate market prevented the company from continuing its sponsorship; however, the evidence suggests this was not the real, or entire, reason for Kilroy ending its sponsorship and that the decision was due, in part, to Cayard’s departure and belief that the Athlete Representative was to blame.

Further, in the weeks after his departure, Cayard continued to publicly question USSA’s volunteer Board’s knowledge and expertise to run a sophisticated elite Olympic program, the continued turnover and reorganization within the NGB, and the USSA Board’s desire and passion for athletes.<sup>19</sup> He also made public claims about additional coaching departures, claiming other coaches followed Cayard in resignation because “they simply did not believe in the reorganization promulgated by the Board.”<sup>20</sup>

<sup>16</sup> *Cayard Resigns from US Olympic Sailing*, SCUTTLEBUTT SAILING NEWS, <https://www.sailingscuttlebutt.com/2023/02/24/cayard-resigns-from-us-olympic-sailing/>, February 24, 2023.

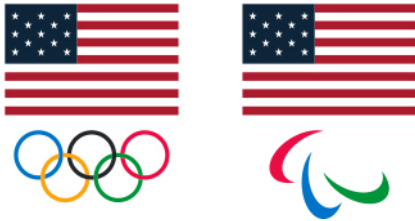
<sup>17</sup> *Id.*

<sup>18</sup> *Id.*

<sup>19</sup> *See Paul Cayard: Letting the Dust Settle*, SCUTTLEBUTT SAILING NEWS, <https://www.sailingscuttlebutt.com/2023/03/16/paul-cayard-letting-the-dust-settle/>, March 16, 2023.

<sup>20</sup> *See Id.*





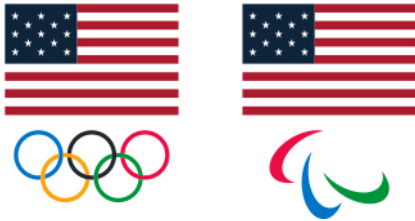
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In addition to Cayard, the evidence also demonstrated that Ruh took steps to publicly disparage one of the Athlete Representatives and direct any ire in the Sailing community relating to Cayard's departure toward the athlete. Two members of the Foundation Board informed the USOPC that, in the week after Cayard resigned, Ruh told them that the Athlete Representative had taken steps in the Boardroom to get rid of Cayard since, in Ruh's view, the athlete was not competitive. One also reported to the USOPC that Ruh claimed the targeted Athlete Representative was the only athlete who objected to Cayard. As noted above, this was false—something Ruh likely knew given his involvement in the USSA Board deliberations about Cayard. Finally, one of the Foundation Board members reported to the USOPC that Ruh objected to the involvement of currently campaigning athletes in Board matters and had repeated these sentiments to numerous donors of both USSA and the athlete. In addition to members of the Foundation Board, several athletes reported hearing “on the docks” that Ruh was spreading his views about the Athlete Representative and asserting the athlete was to blame for Cayard's departure.

The rumor mill that resulted from these actions has led to additional personal consequences for the athlete. According to several athletes, they personally—and the USOPC notes, mistakenly—believe the Athlete Representative is to blame for Cayard's departure and one athlete reported that the athlete has not been invited to social gatherings among team members as a result.

The evidence also demonstrated that Ruh made attempts to convince donors not to provide funding to USSA because of Cayard's departure. Several witnesses reported that Ruh stated to them that he was directing donors not to release pledges to USSA.

USSA did little to refute Cayard's and Ruh's statements to community members and the press regarding the athlete role in Cayard's departure or to clarify the reason for his departure. Indeed, in the USOPC's review of the available evidence, it appeared that USSA identified athlete concerns as the primary driver of the USSA Board's decision to restructure Cayard's role in the first place. To illustrate, several athletes informed the USOPC that they understood his departure to be related to athlete concerns but did not fully understand the USSA Board's decision or what specific concerns were at issue, while others thought Cayard left because he was unhappy with the USSA Board's decision to reallocate Olympic Operations program funding to restructure his role. Other athletes reported hearing that the Athlete Representative was responsible as they had raised athlete concerns to leadership in the past. Leadership did not, however, clarify that the Athlete Representative was not the sole—or even primary—responsible party for raising concerns. Athletes informed the USOPC that little information was provided to them beyond a vague decision to “restructure the team.” Without this clarity, rumors permeated the USSA community speculating about the details of Cayard's departure.



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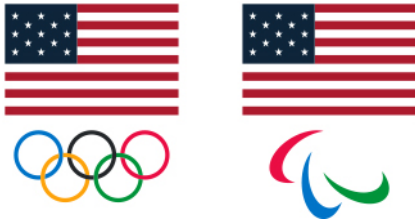
While several months have passed since Cayard's resignation, multiple witnesses reported that the rumor mill continues within the USSA community. Further, Cayard's and Ruh's efforts to undermine USSA appear to have only increased. The USOPC is aware of at least two efforts by either Cayard or Ruh to mislead potential USSA donors into believing Olympic Operations will be moving out of USSA. The USOPC believes their disparaging public statements summarized above were intended only to support this effort.

2. The Available Evidence Demonstrated that Paul Cayard and Bill Ruh Retaliated Against the Athlete Representative Because They Perceived the Athlete Representative to Be the Cause of Cayard's Departure

Based on information gathered in the investigation, Cayard's and Ruh's conduct toward the targeted Athlete Representative meets the definition of "retaliation" under the USOPC's Speak Up Policy and USSA's Whistleblower Policy.

First, the evidence reflected that Cayard and Ruh perceived the Athlete Representative as having contributed to and/or caused Cayard's forced resignation because, in their view, they reported to USSA's Board concerns regarding Cayard's implementation of USSA policies regarding resource allocation and athlete concerns regarding Cayard's treatment of athletes and management of Olympic Operations. In the USOPC's view, to the extent an athlete raised these concerns to the USSA Board, they are concerns relating to ethical and policy violations. As outlined above, it does not appear that the Athlete Representative was solely responsible for reporting athlete concerns to the USSA Board, and, moreover, it does not appear that the Athlete Representative was the catalyst for Cayard's resignation. However, the evidence demonstrates that Cayard and Ruh nonetheless identified the Athlete Representative as the responsible party.

Second, the evidence reflected that Cayard and Ruh took adverse action in response to their belief that the Athlete Representative reported ethical or policy concerns. Following Cayard's departure, the Athlete Representative experienced significant retribution because of Cayard's and Ruh's conduct. Most prominently, the evidence relating to USSA's most significant donor's conversations with Cayard and the Athlete Representative surrounding Cayard's departure demonstrates that Cayard disparaged the athlete for their involvement in his departure to a known donor of the Athlete Representative and USSA, with the apparent intention to harm both. As one of the Athlete Representative's most substantial donors, the donor's decision to pull funding from the Athlete Representative and their teammate subsequent to their conversation with Cayard was undoubtedly detrimental, as several athletes interviewed as part of the investigation noted the significant financial burden on athletes, with a cost of almost \$400,000, to run an Olympic campaign. The USOPC does not find it credible that Cayard did not understand the weight and likely consequences of his comments to the donor.



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Therefore, the USOPC concluded that both courses of conduct constitute retaliation for what Cayard and Ruh perceived as the Athlete Representative's role in reporting concerns to the USSA Board. While the USOPC Speak Up Policy applies to NGBs, consistent with its standards procedures, the USOPC will defer to USSA to take any action it deems appropriate to address the finding of retaliation by Cayard and Ruh, to the extent they are members of the USSA or are otherwise subject to USSA's policies and procedures, in accordance with the USSA Whistleblower Policy.

3. Paul Cayard and Bill Ruh Encouraged Donors to Withhold Funds from USSA and Publicly Disparaged USSA.

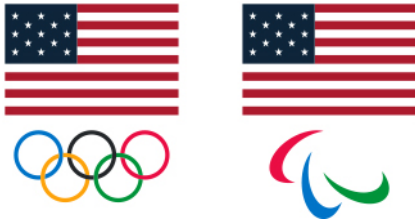
As noted above, USSA's Code of Conduct bars members from engaging in "any material or intentional . . . conduct . . . which is detrimental to the image or reputation of US Sailing."<sup>21</sup> Here, the evidence demonstrated that Cayard and Ruh both acted with intent to harm USSA's reputation.

Specifically, Ruh openly attempted to convince donors to withhold funds because of Cayard's departure. First-hand reports of Ruh's statements indicate that he did so by disparaging the Athlete Representative's role on the USSA Board. Moreover, at least two donors have reported to USSA that Ruh falsely claimed USSA's Olympic Operations was moving out of USSA and into AmericaOne, a competing organization with which Ruh and Cayard have aligned, to convince the donor to direct funding to AmericaOne instead of USSA.

The evidence also demonstrated that Cayard engaged in conduct aimed at undermining USSA's standing in the donor community. As described above, the circumstantial evidence of his conversation with USSA's most significant donor indicates that he made negative statements to the donor about USSA and the Athlete Representative's role on the USSA Board. In addition, in his public statements to *Scuttlebutt News*, Cayard made several statements detrimental to the reputation of USSA. Finally, the USOPC is aware of at least two instances in which Cayard has made misleading statements about AmericaOne's relationship to Olympic Sailing in an effort to obtain donors for AmericaOne.

Thus, Cayard's and Ruh's actions in publicly disparaging the reputation of USSA and directing donors to provide funding to AmericaOne, rather than USSA, intentionally harmed and continue to harm, the reputation and fundraising prospects of USSA, as donors now have or have considered pulling pledged donations from the organization. While Cayard and Ruh are no longer with the organization, to the extent they are still members of USSA, they are subject to the requirements of USSA's Code of Conduct. Therefore, in accordance with

<sup>21</sup> USSA Code of Conduct Section 7(v and x), [supra](#) note 13.



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its standard procedures, the USOPC will defer to USSA to make a final determination regarding Cayard's and Ruh's conduct and to take any action it deems appropriate in accordance with its policies.

4. The USSA Board's Reliance on Athlete Representatives to Gather and Share Concerns about Staff Members or Program Operations Does Not Provide Sufficient Protections Against Retaliation for Athlete Representatives.

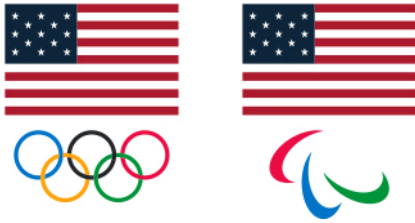
Beyond Cayard's and Ruh's conduct, the USOPC found that USSA did not have a formal process to collect and address concerns about staff or an operational structure to effectively protect those raising concerns about staff from retaliation. In the absence of established reporting processes for collecting, documenting, and resolving concerns, the evidence showed that USSA's Board instead relied heavily on its Athlete Representatives, who also serve on the USSA Board of Directors, to gather and report athlete concerns about staff. In this instance, it required the Athlete Representatives to report staff concerns in a forum that included close associates of the very staff about which they were reporting.

A. *USSA did not have formal procedures for handling athlete concerns that fell outside USSA's grievance procedures.*

Athletes interviewed in the investigation consistently reported that there was no clear procedure for reporting concerns. Instead, athletes reported to the USOPC that they would take concerns regarding program management or staff conduct to whichever staff member or coach with whom they were closest or worked most frequently. Similarly, athletes reported that there was not a dedicated staff member responsible for reviewing and managing concerns. When prompted, few athletes could articulate how, or to whom, concerns regarding management should be reported or escalated.

Beyond the staff, some athletes noted that they could report concerns to the USOPC Athlete Representatives. However, several athletes were unsure about the Athlete Representatives' role in escalating and resolving concerns. This confusion also led some athletes to believe rumors that one of the Athlete Representatives was to blame for Cayard's departure, as they were not aware of the Athlete Representatives' designated role on the USSA Board and the USSA Board's direction to the Athlete Representatives to informally survey the athlete population about Cayard. Additionally, a small group of athletes were unaware of the Athlete Representatives' role altogether.

B. *The absence of procedures for reporting concerns made the targeted Athlete Representative the face of the decision to restructure Cayard's role.*



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Without a formal reporting process to address concerns that fell outside the USSA grievance procedure, the Athlete Representatives, by conducting the survey and reporting back to the USSA Board, became the face of athlete concerns about staff to Cayard and Ruh. In this instance, it created a particularly difficult situation for one of the Athlete Representatives who was a currently competing athlete and had separate disagreements with Cayard's programmatic decisions.

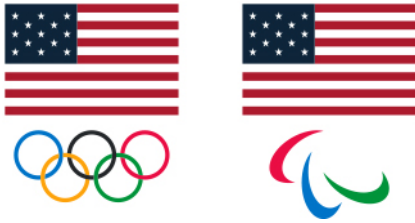
Moreover, in the USOPC's view, the confusion among athletes about the purpose of the informal survey conducted by the Athlete Representatives and a retired athlete on the USSA Board likely resulted in different understandings among community members about how the athlete population viewed Cayard's performance of his role. As described above, many athletes had nuanced views of Cayard that, unfortunately, were not clearly communicated to the Athlete Representatives or the USSA Board because of the little information athletes had about the purpose of the survey. As a result, it appears that Ruh and Cayard, and some athletes wrongly concluded that the Athlete Representatives had somehow manipulated athlete feedback to get rid of Cayard. Ruh's and Cayard's ire was directed significantly on the currently competing Athlete Representative likely because of the currently competing Athlete Representative's objection to certain resource allocations to a competing team and the fact that Ruh and Cayard previously voiced objections to currently competing athletes being involved in governance.

To better insulate Athlete Representatives—particularly competing athletes—from similar situations in the future, the USOPC will make three recommendations to USSA: first, that USSA clarify the reporting procedures within USSA for both athletes and staff when they have concerns outside the formal grievance process; second, that USSA clarify the role of the Athlete Representatives to its elite athletes; and third, that USSA identify an objective individual on staff (*i.e.*, the Staff Counsel and Compliance Manager) responsible for collecting, reviewing, responding to, and reporting up concerns about specific USSA staff.

5. The Lack of Clarity Surrounding Paul Cayard's and Bill Ruh's Departures Led Other Members of USSA to Fear Retaliation for Raising Concerns.

Finally, the evidence showed that USSA did little to communicate the circumstances surrounding Cayard's departure and did not respond to the narrative created by and pushed by him and Ruh amongst the USSA community that the Athlete Representative was to blame, which led other members of USSA to fear retaliation for raising concerns. Several athletes reported to the USOPC that they had seen what happened to the Athlete Representative and did not want the same to happen to them.

Therefore, to provide an environment in which athletes and staff are comfortable raising concerns and to insulate Athlete Representatives from retaliation for raising concerns to



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leadership on behalf of the athletes, the USOPC will recommend that, if USSA experiences the departure of a contentious staff member again, USSA provide clear and broad communication with athletes and staff regarding the departure, balancing any confidentiality requirements with respect to employment-related issues.

## II. Favoritism

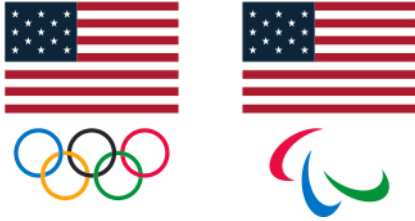
During the investigation, several athletes raised concerns about potential favoritism by the current Head of Operations of USSA and the former Olympic coaches—all of whom reported to Cayard during his tenure—in the allocation of athlete resources and social media coverage. Since favoritism toward one athlete can sometimes result from retaliation against another, or vice versa, the USOPC reviewed the allegations to determine whether USSA gave undue preferential treatment to certain athletes for reasons unrelated to merit.

Specifically, some athletes alleged that some members of the Olympic Operations staff favored athletes who followed the squad training approach, a training methodology implemented by Cayard. According to these athletes, those who did not want to, or felt it was not in their best interest to, participate in the squad training approach were not provided the same or similar funding for coaches, coach access to USSA training camps, coach boats at competition, or recognition on social media.

As an initial matter, USSA's 2023 athlete agreement expressly denies funding for personal coaches. Aside from this, the agreement is silent on the other resources about which athletes raised concerns. Absent a written policy or agreement to the contrary, there is no prohibition on establishing a policy that provides certain benefits to athletes who meet established requirements (*i.e.*, utilizing the squad coaches), provided the policy does not unfairly discriminate against athletes on prohibited grounds—for example, race or gender, or retaliate against them for reporting ethical, legal, or policy violations.

Here, the evidence demonstrated that, while not formally documented, the Olympic Operations staff did establish and follow a procedure regarding access for personal coaches to attend training camps or to utilize coach boats at events. These procedures relied on, with respect to the former, factors such as concerns about sharing confidential training information with coaches who also may work with athletes from competing countries, and, with respect to the latter, giving priority to squad coaches if boat space was limited.

Moreover, while not formally documented, the evidence demonstrated that, under Cayard, USSA's communications and Olympic Operations staff developed and followed a communications plan for recognizing athletes on USSA social media sites under which athletes participating in Cayard's squad training approach would be prioritized.



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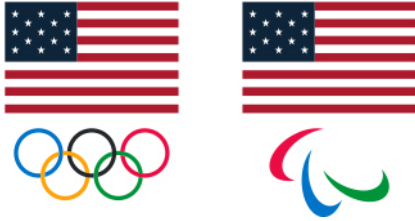
In the USOPC's view, all these criteria for allocating resources were legitimate programmatic choices that the USOPC will not second-guess. Nevertheless, although the USSA Olympic Operations staff's resource allocation approach does not appear to have been the result of undue favoritism, it does not appear to have been clearly communicated to athletes. No one could identify or provide written allocation criteria for most of the above-described resources that had been communicated to athletes and athletes did not appear to know that decisions regarding social media were made based on an athletes' participation in the squad training approach. Indeed, while one communications staff member told the USOPC there was a written copy of the communications plan, USSA was unable to find one.

Therefore, to avoid future perceptions of favoritism, the USOPC will recommend that USSA consider formalizing the qualification requirements and allocation process for coach resources in a written policy and publish and explain to athletes the available resources. Similarly, to the extent that USSA continues to develop a communications plan to articulate the Olympic Operations' social media strategy, USSA should consider publishing the policy and explain to athletes the criteria for being recognized on social media.

### **RECOMMENDATIONS**

The USOPC is responsible for ensuring that NGBs are fully complying with their obligations under the Act, the USOPC Bylaws, the NGB Compliance Standards, and other relevant policies and procedures. Consistent with its authority, the USOPC limits the imposition of required remediation to only those requirements expressly articulated in these authorities. Since the USOPC found that USSA is satisfying its compliance obligations, the USOPC is not requiring any reforms at this time. However, during the investigation, the USOPC identified recommendations to address the specific impediments described above, which the USOPC found are, or may be, interfering with the creation and maintenance of a culture that effectively supports athletes. The recommendations are meant to help USSA to rebuild trust between leadership and its elite athlete community and to ensure that similar situations do not recur. Moreover, they are aimed at ensuring USSA avoids any risks to its obligations under the above-listed authorities in the future, particularly with respect to whistleblower protections and anti-retaliation requirements.

Because recommendations do not immediately implicate USSA's certification requirements, the USOPC will not require that USSA demonstrate its implementation of them to the USOPC. The USOPC expects, however, that the USSA's Board of Directors and leadership appropriately consider the recommendations and that the USSA Board of Directors monitor implementation of adopted recommendations in accordance with its responsibility to oversee organizational operations.



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### **Recommendations Relating to Retaliation & USSA Code of Conduct**

**Recommendation No. 1:** NGBs are responsible for ensuring alleged misconduct among its membership is appropriately addressed. Since the USOPC has found that Cayard and Ruh retaliated against the Athlete Representative and encouraged donors to withhold funding and publicly disparaged USSA with the intent to harm USSA, and to the extent that both are current USSA members, the USOPC recommends that USSA review this conduct in accordance with its policies and take any action it deems appropriate pursuant to them.

### **Recommendations Relating to Reporting Processes & Communication**

The investigation revealed that USSA did not have a formal process for collecting and addressing concerns outside the USSA grievance process, which impeded USSA's ability to effectively insulate Athlete Representatives from retaliation for raising concerns to leadership on behalf of athletes. Therefore, to better insulate Athlete Representatives—particularly currently competing athletes—from similar situations in the future, the USOPC recommends the following:

**Recommendation No. 2:** USSA should establish a formal process to collect and address concerns raised by both athletes and staff that fall outside the formal grievance process. As part of the procedure, USSA should identify an objective individual on staff (for example, the Staff Counsel and Compliance Manager) responsible for collecting, reviewing, responding to, and reporting concerns about USSA staff. If the USSA Board requires athlete feedback about staff who are involved in the Olympic Operations program or who have other roles that impact athletes, it should use the designated staff member to gather that feedback.

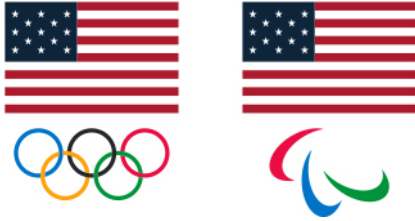
**Recommendation No. 3:** USSA leadership should clarify for its elite athlete community the role of the Athlete Representatives on the USSA Board.

**Recommendation No. 4:** To insulate Athlete Representatives from retaliation for raising concerns to leadership on behalf of athletes, USSA should provide clear and broad communication with athletes and staff regarding the departure of any contentious staff or volunteer while being mindful of confidentiality, should the organization experience similar circumstances again.

### **Recommendations Relating to Perceptions of Favoritism**

The investigation revealed that the USSA Olympic Operations staff's failure to communicate resource allocation and social media recognition criteria contributed to a perception of undue favoritism in USSA decision making. To avoid these perceptions, the USOPC recommends the following:





UNITED STATES  
OLYMPIC & PARALYMPIC  
COMMITTEE  
1 Olympic Plaza  
Colorado Springs, CO 80909

**Recommendation No. 5:** USSA should consider formalizing the allocation process for coach resources in a written policy and publish and explain to athletes the available resources provided and the qualification requirements to receive these resources.

**Recommendation No. 6:** To the extent that USSA continues to develop formal communication plans to articulate the Olympic Operations' social media strategy, USSA should consider publishing the policy and explaining to athletes how USSA will identify athletes for recognition in the media and on USSA social media sites.

### **CLOSING**

The USOPC appreciates USSA's cooperation with the investigation and prompt attention to these matters. It is our belief that through identifying the issues outlined in this letter, USSA can take additional action, beyond the steps already taken through the course of the investigation, to continue to improve the organization and to rebuild trust with its athletes and community members. The USOPC Compliance team is available to provide guidance and to assist USSA with implementing these recommendations, if adopted.

We also request that, to protect the confidentiality of the participating individuals, you consider limiting the circulation of this letter to only those who have a need to know.

If you have any questions, please do not hesitate to reach out.

Sincerely,

*Heidi M. Roche*

Heidi M. Roche  
Sr. Compliance Investigator

cc: Maggie Shea, Team USA Athletes' Commission Representative, US Sailing  
Judge Ryan, Team USA Athletes' Commission Representative, US Sailing  
Justin Sterk, Staff Counsel and Compliance Manager, US Sailing  
Sarah Hirshland, Chief Executive Officer, USOPC  
Chris McCleary, General Counsel and Chief Operating Officer, USOPC  
Rocky Harris, Chief of Sport and Athlete Services, USOPC  
Finbarr Kirwan, Chief of Olympic Sport, USOPC  
Holly Shick, Chief Ethics & Compliance Officer, USOPC  
Amanda R. Vaughn, Sr. Director, Compliance Investigations and Ethics, USOPC

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

(b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

DEFENDANTS

County of Residence of First Listed Defendant (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
2 U.S. Government Defendant
3 Federal Question (U.S. Government Not a Party)
4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Click here for: Nature of Suit Code Descriptions.

Large table with categories: CONTRACT, REAL PROPERTY, CIVIL RIGHTS, TORTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding, 2 Removed from State Court, 3 Remanded from Appellate Court, 4 Reinstated or Reopened, 5 Transferred from Another District (specify), 6 Multidistrict Litigation - Transfer, 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

Brief description of cause:

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$

CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions):

JUDGE DOCKET NUMBER

DATE SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING IFP JUDGE MAG. JUDGE

## INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

### Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
- (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
- (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.  
 United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.  
 United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.  
 Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.  
 Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If there are multiple nature of suit codes associated with the case, pick the nature of suit code that is most applicable. Click here for: [Nature of Suit Code Descriptions](#).
- V. Origin.** Place an "X" in one of the seven boxes.  
 Original Proceedings. (1) Cases which originate in the United States district courts.  
 Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441.  
 Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.  
 Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.  
 Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.  
 Multidistrict Litigation – Transfer. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407.  
 Multidistrict Litigation – Direct File. (8) Check this box when a multidistrict case is filed in the same district as the Master MDL docket. **PLEASE NOTE THAT THERE IS NOT AN ORIGIN CODE 7.** Origin Code 7 was used for historical records and is no longer relevant due to changes in statute.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.  
 Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.  
 Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

**Date and Attorney Signature.** Date and sign the civil cover sheet.