USRowing Association

COMPENSATION AND TALENT COMMITTEE CHARTER
Approved by the Board of Directors on March 8, 2024

I. General Statement of Purpose

The Compensation and Talent Committee of the Board of Directors (the "Compensation and Talent Committee") of USRowing Association (the "Association"), on behalf of the Board of Directors (the "Board"), discharges the Board's responsibilities relating to compensation of the Association's executives, and oversees the Association's overall compensation programs. The primary objective of the Compensation and Talent Committee is to develop and implement compensation policies and plans that are appropriate for the Association and which provide incentives that further the Association's long-term strategic plan and are consistent with the culture of the Association and the overall goal of enhancing member and athlete services and national teams performance as a sport National Governing Body or NGB. The Compensation and Talent Committee is also responsible for reviewing the performance and for ensuring the ongoing development of the Association's senior management personnel.

II. Composition

The number of individuals serving on the Compensation and Talent Committee shall be fixed by the Board from time to time but shall consist of no fewer than three (3) members, each of whom shall satisfy the independence standards of the United States Olympic and Paralympic Committee or USOPC. The Compensation and Talent Committee's structure and membership will be such that it complies with the applicable athlete representation standards of the USOPC. The members of the Compensation and Talent Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Compensation and Talent Committee to serve as Chair of the Compensation and Talent Committee.

III. Meetings

The Compensation and Talent Committee generally is to meet in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, as deemed necessary by the Compensation and Talent Committee. The Committee Chair or any two Committee members may call a Committee meeting upon at least 48 hours advance notice to all Committee members. Such advance notice may be waived in writing and will be considered waived by each Committee member attending the meeting in question without objection. A majority of the members of the Compensation and Talent Committee shall constitute a quorum for purposes of holding a meeting and the Compensation and Talent Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Compensation and Talent Committee may act by unanimous written consent.

IV. Activities

The following responsibilities are set forth as a guide for fulfilling the Compensation and Talent Committee's purposes, with the understanding that the Compensation and Talent Committee's activities may diverge as appropriate given the circumstances. The Compensation and Talent Committee's purpose and responsibilities shall be as set forth below.

A. Matters Related to Compensation of the Association's Chief Executive Officer

· Review and provide recommendations to the Board regarding the corporate goals and objectives that may be relevant to the compensation of the Association's Chief Executive Officer ("CEO") at least annually.

· Evaluate the CEO's performance in light of the goals and objectives that were set for the CEO, including the annual performance objectives for the CEO, and communicate performance feedback to the CEO in conjunction with the Board Chair.

· Recommend to the Board for its approval the CEO's compensation based on such evaluation, including discretionary awards.

· The CEO may not be present during voting or deliberation concerning his or her compensation.

B. Matters Related to Compensation of Other Senior Personnel

· Review and provide recommendations to the Board regarding the corporate goals and objectives that may be relevant to the compensation of such executive officers, any members of management that report directly to the CEO or other members of management as the Board and Committee determine appropriate (the "Other Senior Personnel") at least annually.

· Evaluate the Other Senior Personnel's performance in light of their goals and objectives, including the annual performance objectives.

· Approve the Other Senior Personnel's compensation based on such evaluation, including discretionary awards.

· Review CEO input and recommendations to the Committee on all the topics covered by this subsection B, if and as appropriate.

C. Matters Related to Development of Other Senior Personnel

· Assist the Board in developing and evaluating potential candidates for the CEO position, and oversee the development of succession plans for Other Senior Personnel.

· Review the development of Other Senior Personnel, including executive succession plans of the Association.

· Make recommendations to the Board relating to the election of the Association's executive officers.

· Review CEO input and recommendations to the Committee on all the topics covered by this subsection C, if and as appropriate.

D. Matters Related to Compensation Plans

· Establish and review annually the Association's overall management compensation philosophy.

· Review and approve annually the Association's compensation strategy to ensure that it is aligned with that philosophy and promotes member and athlete interests and supports the Association's strategic and tactical objectives. Also ensure that the strategy provides appropriate rewards and incentives for management and employees of the Association.

· Review and approve actions with respect to the adoption, amendment, administration and termination of all Association-wide incentive compensation plans (executive and non-executive) of the Association, all in accordance with the terms of such plans, including but not limited to (1) designating eligible participants, (2) determining the size, types, terms, conditions, and participant rights, (3) approving awards and agreements or instruments reflecting awards, (4) construing and interpreting plans and agreements or instruments entered into under them, (5) amending or waiving terms and conditions of outstanding awards, agreements and instruments, and (6) making recommendations regarding the foregoing to the Board for approval, to the extent such approval is necessary or appropriate.

· Review on an annual basis the Association's other benefits, perquisites, pension and other similar plans to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s).

· In connection with the foregoing, the Compensation and Talent Committee shall consider appropriate NBG benchmarks and, as appropriate, the compensation policies pursued by companies similarly situated to the Association.

E. Review of Charter

Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

F. Annual Performance

Perform an annual performance evaluation of the Compensation and Talent Committee and report to the Board on the results of such evaluation.

G. Matters Related to Human Capital and Talent Management

Review the Association's plans and actions regarding:

· Building and sustaining an inclusive and diverse workforce.
· Executing business strategy by acquiring and keeping key talent.
· Strengthening workforce engagement and productivity.
· Establishing a strong and healthy organizational culture.

V. Additional Authority

The Compensation and Talent Committee is authorized, on behalf of the Board, to do any of the following, as the Compensation and Talent Committee deems necessary or appropriate in its discretion:

A. Matters Relating to Retention and Termination of Compensation Consulting Firm or Other Outside Advisors

· Retain or obtain the advice of compensation consultants, legal counsel and/or other advisers; provided that the Compensation and Talent Committee is authorized to, and must, have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation and Talent Committee and the Association must provide for appropriate funding, as determined by the Compensation and Talent Committee, for payment of reasonable compensation to any such compensation consultant, legal counsel or other adviser.

B. Matters Related to Supplemental Benefits

· Review and approve, for the CEO and Other Senior Personnel, any employment agreements and severance arrangements, in each case, when and if appropriate, and any special or supplemental benefits.

VI. General

· The Compensation and Talent Committee shall prepare and follow an annual work plan, and make regular reports to the Board concerning areas of the Compensation and Talent Committee's responsibility and maintain minutes or other records of Compensation and Talent Committee meetings and activities.

· In discharging its role, the Compensation and Talent Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Association. The Compensation and Talent Committee shall have the authority to request that any officer or employee of the Association, the Association's outside legal counsel, the

Association's independent auditor or any other professional retained by the Association to render advice to the Association attend a meeting of the Compensation and Talent Committee or meet with any members of or advisors to the Compensation and Talent Committee.

· In carrying out its responsibilities, the Compensation and Talent Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Compensation and Talent Committee may consult. The Compensation and Talent Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's reasonable fees and other retention terms.

· The Compensation and Talent Committee may perform such other functions as may be requested by the Board from time to time.