

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS OF
UNITED STATES ROWING ASSOCIATION**

September 13, 2025

Pursuant to notice duly given, a meeting of the Board of Directors of the United States Rowing Association, a Pennsylvania corporation (the “Organization”), was held at Home2 Suites, 1200 Archer Street, Philadelphia, Pennsylvania Center on September 13, 2025.

Directors present at the beginning of the meeting: Kirsten Feldman, Chair and Northeastern Region Representative; Mary Cranston, At-Large Representative; Stephen Ciraolo, Atlantic Region Representative; Grace Latz, AAC Alternate Athlete Representative; Andy Merrill, At-Large Representative; Donald R. Reynolds, Independent At-Large Representative; Taylor Ritzel, Female Athlete Representative; Marnie Stahl, Central Region Representative; Sharon Wienbar, Western Region Representative.

Also present: Andy McLane, US Rowing Foundation Vice Chair.

Ms. Feldman called the meeting to order at approximately 7:50 a.m., Eastern Time, and confirmed all parties could hear one another.

Mr. Reynolds then reviewed the history and process for identifying and appointing a Vice Chair and gave the Governance Ethics & Nominating Committee’s recommendation that the Board appoint Andy Merrill to this position. Mr. Merrill offered to leave the meeting to allow discussion, which the Board declined. Ms. Feldman gave some remarks, after which the Board, upon motion duly made and seconded, appointed Mr. Merrill as Vice Chair.

At approximately 8 a.m., joined the meeting (via video). Organization employees Amanda Kraus, Tracey Brown, Sarah May, Lori McBride, Lizzie Seedhouse, Theo Simko (via video), Jennie Trayes and Josy Verdonkschot (via video), as well as directors Dariush Aghai and Steve Pritzker (both via video), and Meg Barnette and Erin Conkle of Organization strategic planning consultant CFAR, all joined the meeting. Ms. Feldman gave some introductory remarks and reviewed the agenda for the meeting.

Ms. Kraus then did likewise and gave the Board an update on recent and ongoing work at the Organization. Discussion ensued, including of certain Board pre-read materials.

Next, Mr. Pritzker introduced the topic of the Organization’s financial results and condition. At Mr. Pritzker’s request, Ms. May reported in more detail on these matters, based on material made available before the meeting. Discussion topics included the recent reforecast of anticipated 2025 results, the upcoming insurance renewal, accounting for the Casperson

Boathouse project, the soon to begin process for developing the Organization's budget for 2026, and membership matters.

Next, Ms. McBride and Ms. Brown reviewed development matters, based on material made available before the meeting. They covered and the Board discussed, among other matters, development achievements this year, the status and structure of the US Rowing Foundation, and Casperson Boathouse project financing matters.

Mr. Verdonkschot then gave an update on high performance matters. Discussion topics included recent U19 and U23 activities and results, talent identification and individual athlete development matters. At approximately 8:45a.m., Organization employee Emily Goldsmith joined the meeting by video during this discussion.

Director Robin Prendes joined the meeting via video at approximately 8:55 a.m., at which time, Ms. Goldsmith led a discussion of safety matters, based on material made available before the meeting. She covered and the Board discussed, among other things, recent incident reports.

Ms. Goldsmith left the meeting and Inclusion & Community Impact (or "ICI") Committee liaison June Marshall joined the meeting by video at approximately 9:05 a.m. Ms. Trayes then reported on membership and community matters, based on material made available before the meeting. Discussion topics included ongoing communications and member engagement initiatives.

Next, Ms. Seedhouse reviewed awards matters, based on material made available before the meeting. After discussion and upon motion duly made and seconded, the Board approved the recommended renaming of Organization awards.

Mr. Reynolds then introduced governance matters. After brief discussion and upon motion duly made and seconded, the Board added Mr. Prendes to the Facilities Working Group. Mr. Reynolds also reported that Board/Committee self-evaluations will go out next week.

Ms. Stahl then summarized proposed Bylaw and Committee charter changes, based on material made available before the meeting. Ms. Stahl also reported on ongoing discussions regarding the structure of the High Performance and PHP Committees. After discussion and upon motion duly made and seconded, the Board approved the proposed Bylaw and Committee charter amendments. The Board also resolved to stagger the terms of members of the Athlete Council, and delegated authority to the Governance Ethics & Nominating Committee to establish detailed Board nomination procedures this fall.

Next, Ms. Trayes reported on recent developments with respect to gender policies of sport National Governing Bodies, based on material made available before the meeting. Discussion ensued, including regarding the recent executive order, resulting proposed changes to the Organization's policy, operational implications, and communications matters. Upon motion duly made and seconded, the Board approved the proposed changes to the policy substantially as discussed.

There was a break from 9:40 to 9:50 a.m., at which point Organization employee Thomas Rooks joined via video, and the CFAR representatives led a detailed strategic planning exercise, including break-out sessions in four subgroups that then reported out to the full group upon reconvening. Mr. Pritzker left the meeting, and the Board took a break from 12:00 to 12:30 p.m., and then reconvened to continue the exercise.

At approximately 1:00 p.m., the CFAR representatives and Organization staff other than Ms. Kraus, Ms. Brown and Ms. Trayes left the meeting, and the Board took a break until 1:10 p.m. At that time, ICI Committee Chair Jenny Wythcombe joined the meeting by video. Ms. Brown and Mr. McLane reported on potential additional US Rowing Foundation trustees, and Ms. Cranston reviewed the procedures for their approval.

Ms. Brown left the meeting at approximately 1:15 p.m., at which time Mr. Ciraolo introduced a discussion of ICI matters, based on material made available before the meeting. Ms. Marshall then reviewed proposed changes to the committee's charter and the process to develop those. Upon motion duly made and seconded, the Board approved the amended charter. Next, Ms. Wythcombe reported to the Board on the ICI's committee's views on how the Organization is doing on the inclusion front. Discussion topics included the committee's charter and position, how to optimize its performance and the Organization's in this area, certain recommendations of the committee. Mr. Pritzker rejoined the meeting during this discussion at approximately 1:30 p.m. The Board directed Mr. Ciraolo to coordinate a further detailed review and run that through the Governance Ethics & Nominating Committee.

Ms. Marshall, Ms. Trayes and Ms. Wythcombe left the meeting at approximately 2:05 p.m., at which time the Board continued with Ms. Kraus, discussing in some detail certain of the topics of the meeting and management performance.

Ms. Kraus left the meeting at approximately 2:40 p.m. and the Board took a break until approximately 2:45 p.m. In executive session, the Board discussed in further detail certain topics of the meeting, strategic and corporate governance matters, staffing, management performance and compensation matters, as well as communications matters. Mr. Prendes left the meeting during this discussion at approximately 3:00 p.m., Ms. Wienbar did so at approximately 3:15 p.m., Mr. Pritzker at approximately 3:45 p.m. and Mr. Aghai at approximately 3:50 p.m.

There being no further business, the meeting was duly adjourned at approximately 4:00 p.m.

Respectfully submitted,

Signed by:

Donald R. Reynolds

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Donald R. Reynolds, Secretary