USRowing Association

GOVERNANCE, ETHICS & NOMINATING COMMITTEE CHARTER
Approved by the Board of Directors on April 6, 2024

I. General Statement of Purpose

The Governance, Ethics and Nominating Committee of the Board of Directors (the "Governance, Ethics and Nominating Committee") of USRowing Association (the "Association"), on behalf of the Board of Directors (the "Board"), (A) advises the Board on governance and ethics matters, and oversees the Association's overall governance and ethics programs and grievance procedures, and (B) oversees process for identification, nomination, selection and election of members of the Board and its committees, as well as the recipients of Board awards. The primary objectives of the Governance, Ethics and Nominating Committee are (A) to develop and implement governance and ethics policies and procedures that are (1) appropriate for the Association and (2) consistent with the culture of the Association and the overall goal of enhancing member and athlete safety and services and national team performance as a sport National Governing Body or NGB, and (B) to develop and implement nomination policies and procedures that are appropriate for the Association and are consistent with the culture of the Association and its operations as an NGB.

II. Composition

The number of individuals serving on the Governance, Ethics and Nominating 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 Committee's structure and membership will be such that it complies with the applicable athlete representation standards of the USOPC. The members of the Governance, Ethics and Nominating 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 Governance, Ethics and Nominating Committee to serve as Chair of the Governance, Ethics and Nominating Committee, and it may appoint a Vice Chair for Nominations and Awards.

III. Meetings

The Governance, Ethics and Nominating 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 Governance, Ethics and Nominating 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 Governance, Ethics and Nominating Committee shall constitute a quorum for purposes of holding a meeting and the Governance, Ethics and Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Governance, Ethics and Nominating Committee may act by unanimous written consent.

IV. Activities

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

- Develop ethical and governance standards for the Association and monitor compliance with those standards.

- Oversee the implementation and enforcement of, and compliance with, the Association's Code of Conduct, grievance procedures, Conflicts of Interest Policy and other governance and ethics documents, programs and procedures.

- Render opinions on matters related to the application of the ethical standards of the Association upon the request of an individual director or the Chief Executive Officer, or on its own initiative.

- Advise the Board as requested on specific governance matters, and grievances that the Board considers.

- Review on an annual basis the Association's Bylaws, Code of Conduct, Conflicts of Interest Policy, grievance procedures, committee charters and other governance and ethics documents.

- Review the annual conflict of interest disclosure forms of directors and standing committee members and determine if a conflict of interest exists as to any particular transaction, relationship or matter involving the Association.

- Periodically review the structure, processes and practices of the Board and committees.

- Develop and implement procedures for identifying, recruiting, developing and nominating candidates to fill vacancies on the Board of Directors and all of its Board Committees, Standing Committees and advisory committees, as well as the Athlete Council.

- Screen and recommend to the Board of Directors nominees for the Board's At-Large positions.

- Maintain a skills and experience matrix for Board and committee members, appropriately taking into account input from the Board, regarding specific skill sets the Board may be seeking in candidates, such as (by way of example only and without limitation) experience or expertise in high performance, athlete development, accounting, legal, marketing and/or communications.

- Consider diversity in all its meanings in seeking to fill seats on the Board and committees that reflect the diversity of our nation and the Association's DEI goals.

- Design and oversee Board election procedures that are fair and transparent.

- Develop and implement an onboarding and orientation process to educate new members to the Board and Committees.

- Develop and implement a process that provides continuing education to all members of the Board.

- Develop and implement procedures that lead to formal yearly self-assessment of the Board's performance and to the exploration of strategies for increasing the Board's effectiveness.

- Develop and implement procedures for identifying, nominating and selecting recipients of Association awards given by on the Board of Directors, and for public announcement thereof.

- Perform an annual performance evaluation of the Governance, Ethics and Nominating Committee and report to the Board on the results of such evaluation.

V. General

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

· In discharging its role, the Governance, Ethics and Nominating 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 Governance, Ethics and Nominating 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 Governance, Ethics and Nominating Committee or meet with any members of or advisors to the Governance, Ethics and Nominating Committee.

· In carrying out its responsibilities, the Governance, Ethics and Nominating 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 Governance, Ethics and Nominating Committee may consult. The Governance, Ethics and Nominating Committee shall also have the authority to engage legal 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 Governance, Ethics and Nominating Committee may perform such other functions as may be requested by the Board from time to time.