May 2023

USRowing Association

HIGH PERFORMANCE COMMITTEE CHARTER

I. General Statement of Purpose

The High Performance Committee ("HPC") is a Standing Committee of the United States Rowing Association ("USRowing"), as defined by Article V of the By-Laws of USRowing (the "By-Laws"). The purpose of the HPC shall be to advise and support the Chief High Performance Officer (the "CHPO") of USRowing regarding the plans and program for the teams that are selected to represent the United States in international competition. The purpose of the HPC shall be specifically focused on competition at the Senior, U23 and U19 World Rowing Championships, Summer Olympic Games and Pan American Games and shall not encompass the purposes of the Para High Performance Committee, as defined by Article V of the By-Laws, which shall be governed by a separate charter. **Each member of the HPC shall be bound by the same duties of care and loyalty applicable to the Board of Directors of USRowing (the "Board"), including, but not limited to, duties relating to confidentiality, conflicts of interest and adherence to SafeSport rules and regulations set forth in written undertakings executed by such members as well as the written policies of USRowing.**

II. HPC Composition

The HPC composition shall be in accordance with the By-Laws, as may change from time to time. At present the HPC shall be composed of at least six (6) members.

1. Two (2) members of the HPC shall be Athlete Members (as defined in the By-Laws) ("HPC Athlete Members"). The HPC Athlete Members shall consist of one male HPC Athlete Member and one female HPC Athlete Member.
2. Not less than four (4) members of the HPC shall be non-Athlete Members ("At-Large HPC Members"). At-Large HPC Members shall be appointed by the Board, after nomination by the Nominating Committee in consultation with the CHPO, based on their expertise in high performance rowing, commitment to the sport of rowing, and ability to make the required investment of time and energy to the HPC and the HPC's business. Two (2) At-Large HPC Member seats shall be designated for coaches or representatives of collegiate rowing programs, one (1) At-Large HPC Member seat shall be designated for a coach or representative of a high performance club, and one (1) At-Large HPC Member shall be designated for a coach or representative of a U19 rowing program or club.
3. Immediately following the election and seating of the At-Large HPC Members, the HPC shall nominate and elect a Chair of the HPC, who shall serve in such role for a two (2) year term (subject to re-election but in no event exceeding the remainder of such person's term as a member of the HPC, and subject to earlier removal from the role of Chair by

the Board). All members of the HPC shall be eligible to act as Chair of the HPC, except HPC Athlete Members currently training at a USRowing/USOPC center or otherwise training for or named to a national team (an "Active Athlete").

4. The Chair of the HPC shall convene meetings of the HPC and shall chair all HPC meetings. The Chair of the HPC shall ensure that the HPC acts consistently with its internal rules and procedures, as well as such requirements as may be mandated by the Board. The Chair may act as a primary point of contact for outside parties with respect to matters within the scope of the HPC's work and responsibilities.
5. In the event any HPC Athlete Member is required, under applicable conflicts of interest or other rules or regulations, to recuse himself or herself from any deliberation or vote of the HPC, an appropriate member of the Athlete Council (as defined in the By-Laws) shall be appointed by the Chair of the HPC to participate in such deliberation or vote, with a view to ensuring that athlete viewpoints will be fully represented in such matters.

III. Terms

As provided in the By-Laws, the term of office for each HPC member shall be four (4) years, to commence on January 1 immediately following his or her election, and no member of the HPC shall serve more than three (3) consecutive terms. Two (or more, as the case may be) At-Large HPC Members shall be elected every four (4) years in the December immediately following the Summer Olympics, and two (or more, as the case may be) At-Large HPC Member(s) shall be elected every four (4) years in the third December following the Summer Olympics. HPC Athlete Members shall be elected by a vote of the Athlete Members of USRowing every four (4) years, in the December of the year following the Summer Olympics (*i.e.*, one year after the election of the two At-Large HPC Members). Members of the HPC serve at the pleasure of the Board and may be removed from the HPC in accordance with the procedures detailed in the By-Laws. Any mid-term vacancies in the HPC shall be filled in accordance with the procedures detailed in the By-Laws.

IV. Meetings

A. General

The HPC shall meet in person or by telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. The HPC shall meet as required upon request of the Chair of the HPC, its members, or the CHPO upon prior notice to all members. The Board Chair and CEO shall have non-voting observer status at HPC meetings. The HPC may convene a special meeting without the CHPO to discuss matters related to the CHPO's role in high performance or concerns therewith. Minutes shall be kept at all HPC meetings, shall be reviewed and approved by a majority vote of the HPC following each meeting, and shall be available for review by the Board.

B. Voting

A majority of the members of the HPC (which shall include at least one (1) HPC Athlete Member) shall constitute a quorum for purposes of holding a meeting. Actions of the HPC shall be taken by a vote of a majority of HPC members present (which shall include the tiebreaker, if

any, below). In lieu of a meeting, the HPC may act by unanimous written consent. Where no majority exists, and the CHPO does not have a conflict of interest with respect to the matter in question, the CHPO will vote as the tiebreaker. Where no majority exists, and the CHPO has a conflict of interest, the majority vote of the Board shall be the tiebreaker.

If the HPC fails to approve or act on a matter put before it by the CHPO, the CHPO shall have the right to request (and the HPC shall provide) an explanation of the HPC's reasonable minimum expectations for approval of the matter so that the CHPO has the informed ability to revise and resubmit the matter to the HPC for approval at the next HPC meeting. If at the next meeting of the HPC, (a) the CHPO revises and resubmits the matter to the HPC, (b) the CHPO reasonably believes that the revision and resubmission meets the reasonable minimum expectations as explained by the HPC at the prior meeting, and (c) the HPC nonetheless again fails to approve or act on the matter as revised and resubmitted, then (d) the CHPO will have the right to appeal the matter to the Board for review and the Board shall have the right, in its discretion, to approve the matter on behalf of the HPC.

V. Scope of HPC Functions

The following responsibilities are set forth as a guide for fulfilling the HPC's purposes, with the understanding that the HPC's activities shall not be limited solely to such matters, as circumstances may require.

A. Matters Related to Oversight

The HPC shall operate under the direction and control of the Board. The Board shall have full oversight rights over the HPC, including access to the CHPO, the HPC members and all information necessary or advisable for the exercise of its oversight function. For the avoidance of doubt, it is understood that the CEO has oversight rights over the CHPO and the CHPO has oversight rights over the high performance program, including its coaches and staff. The HPC shall not have any power to control the activities of the CEO or the CHPO.

Notwithstanding the foregoing, the CHPO shall (i) regularly communicate with the Chair of the HPC, (ii) consult regularly with the HPC and (iii) consult at least weekly with the CEO and will take into consideration the views of the Chair of the HPC, the HPC and the CEO. The HPC shall assist (x) the CEO in evaluating performance matters related to the CHPO and (y) the CHPO in evaluating performance matters related to the high performance program coaches and staff, and shall provide the Board an annual written summary of such performance of the CHPO and the high performance program coaches and staff, as evaluated, assessed and conveyed to it by the CEO and CHPO, respectively. The HPC shall report promptly any concerns or issues to the Board if and when such concerns or issues arise. The HPC shall not be expected or required to provide any formal performance evaluations of the CEO or the CHPO except as specifically requested by the Board.

B. Matters Requiring a Vote of the HPC

1. **Matters Related to National Team Selection**
   The CHPO shall consult with the HPC to formulate plans for the Senior, U23 and U19 national team selection procedures and present each plan to the HPC for approval ("National Team Selection Procedures") by majority vote of the HPC in accordance with Section IV.B., after which such procedures shall be posted publicly. In the event of a conflict of interest (as set forth in the written policies of USRowing and finally determined, if requested, by the Ethics and Governance Committee of the Board) the conflicted party shall recuse himself or herself from the vote. If such recusal results in a lack of quorum, such party shall be replaced by a member of the Athlete Council of the same gender. The HPC shall be consulted on any issues arising from approved National Team Selection Procedures that may require future amendments.

2. **Matters Related to Athlete Support**

   i. The CHPO shall consult with the HPC to formulate procedures and methodology for distribution of Direct Athlete Support (DAS) and Elite Athlete Health Insurance (EAHI), to the extent that these programs or any successor USOPC programs remain in place and present such procedures and methodology to the HPC for approval by majority vote in accordance with Section IV.B., after which such procedures shall be posted publicly.

   ii. For each and all relevant periods of DAS and EAHI allocation the CHPO, if and when called for in the procedures, shall nominate a slate of athlete candidates to receive such support. The specific athletes to receive DAS and EAHI shall be approved by majority vote of the HPC in accordance with Section IV.B. In the event of a conflict of interest (as set forth in the written policies of USRowing and finally determined, if requested, by the Ethics and Governance Committee of the Board) the conflicted party shall recuse himself or herself from the vote. In order to address any conflict of interest issues that may arise, the Chair of the HPC shall have the discretion to conduct votes approving DAS or EAHI either pursuant to a single unified slate of athletes, multiple slates, individual slates, or any combination of the foregoing. If at the time of such vote any HPC Athlete Member is an Active Athlete, in matters relating to the Senior National Team he or she shall be replaced by a member of the Athlete Council of the same gender who is not an Active Athlete. In such event, the HPC Athlete Member shall have non-voting observer status and shall be consulted on DAS and EAHI matters.

3. **Matters Related to CHPO Employment**

   In the event of a vacancy in the CHPO position, the CEO shall nominate one or more candidates for CHPO and present the nominations to the HPC for approval by majority vote in accordance with Section IV.B. Neither the Board nor the CEO will appoint a CHPO without HPC approval; provided, however, that the

foregoing HPC right to approve the appointment of the CHPO shall not include approval rights over the compensation or other terms of employment of the CHPO, which are matters solely within the purview of the Board (including its Compensation Committee) and the CEO. To the extent that the employment agreement, if any, of the CHPO requires HPC approval over any matter, the HPC shall vote on such matters upon request by the CEO or the Board.

4. Matters related to Employment of Coaches

With respect to hiring decisions of the CHPO that require approval of the Board pursuant to the Board Delegation of Authority, the CHPO shall nominate one or more candidates and present the nomination(s) to the HPC for approval by majority vote in accordance with Section IV.B.; provided, however, that the foregoing HPC right to approve the appointment of such candidate shall not include approval rights over the compensation or other terms of employment of the candidate, which are matters solely within the purview of the Board (including its Compensation Committee), the CEO, and the CHPO. To the extent that the employment agreement, if any, of such candidate requires HPC approval over any matter, the HPC shall vote on such matters upon request by the CHPO, the CEO or the Board.

C. Additional Matters

The HPC shall informally advise the CHPO (and, when appropriate or requested, the CEO and/or Board) with respect to all other matters relating to high performance and national teams, including: (i) creation of the High Performance Plan that is presented annually to the USOPC; (ii) implementation of such High Performance Plan; (iii) development of the national team budget; (iv) project prioritization; (v) resource needs; and (vi) any other matters or proposals that the CHPO deems worthy of HPC review, approval or advice.

VI. General

In addition to the annual reports specified in the second paragraph of Section V.A., the HPC shall report its activities to the Board in writing on a quarterly basis, including such detail as the Board may reasonably require to assess and confirm the HPC's performance of its roles and responsibilities. The HPC shall provide copies of its Board reports to the CEO of USRowing. The Chair of the HPC shall report to the Chair of the Board at such times as the Chair of the Board may reasonably request.