USRowing Association

INTERNATIONAL RELATIONS COMMITTEE CHARTER

Approved by the Board of Directors on April 6, 2024

I. General Statement of Purpose

The International Relations Committee ("IRC") is a working group established by the United States Rowing Association ("USRowing"). The purpose of the IRC shall be to: support the ongoing implementation, review, and maintenance of USRowing's international relations strategy; identify and develop, from the U.S. rowing community, future World Rowing Federation ("World Rowing") leaders, as well as leaders for other international organizations as applicable and as needed to further USRowing's strategic objectives; and build a strong international network to both position USRowing as a leading national federation in various aspects of the sport, and to create a strong support network in international relations. The IRC has no power to speak or make decisions on behalf of USRowing, or otherwise act in violation of the provisions of the Ted Stevens Act or USRowing or U.S. Olympic and Paralympic Committee rules regarding athlete representation on committees.

Each member of the IRC shall be bound by the same duties of care, 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 applicable to the Board of Directors of USRowing (the "Board").

II. Composition

Each U.S. resident that is a member (including co-opted members) of a board or commission of World Rowing (the "WR Committee Members") shall be eligible for membership on the IRC, and the Board may also appoint other members of the IRC. Each WR Committee Member shall serve on the IRC for a term concurrent with his or her term on the relevant World Rowing board or commission, and other members of the IRC shall serve on the IRC for 4-year terms, provided that all members of the IRC serve in such capacity at the pleasure of the Board, which may remove any member of the IRC at any time in its sole discretion.

III. Internal Governance

A. Chair

The IRC shall nominate and elect a Chair of the IRC, who shall serve in such role for a 1-year term (subject to re-election but in no event exceeding the remainder of such person's term as a member of the IRC, and subject to earlier removal from the role of Chair by the Board). All members of the IRC shall be eligible to act as Chair of the IRC.

The role of the Chair of the IRC is to convene and chair all IRC meetings. The Chair of the IRC shall in consultation with the other members of the IRC, and subject to any input from the Board or its Governance Committee, set the agenda for IRC meetings. The Chair of the IRC shall ensure that the IRC 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 IRC's work and responsibilities, subject to the last sentence of the first paragraph above under "General Statement of Purpose."

B. Other Officers and Titles

The IRC may give appoint IRC members to other IRC officer positions or give them other titles to reflect their position and/or role appropriately to the international rowing community.

C. Board Liaison(s)

The Board may appoint one or more of its members to serve as liaison to the IRC. The IRC must invite all such liaisons to all of its meetings and provide them with all information provided to members of the IRC at the same time it is provided to the latter.

IV. Meetings

A. General

The IRC 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 IRC Chair or any 3 members of the IRC may call meetings of the IRC by giving all other members and any Board liaison at least 48 hours' advance notice thereof, which advance notice may be waived in writing or by attendance at the relevant meeting without objection. Minutes shall be kept at all IRC meetings, shall be reviewed and approved by a majority vote of the IRC following each meeting, and shall be available for review by the Board and its Governance Committee.

B. Voting

A majority of the members of the IRC shall constitute a quorum for purposes of holding a meeting. Actions of the IRC within its powers shall be taken by a vote of a majority of IRC members present. In lieu of a meeting, the IRC may act by unanimous written consent.

V. Scope of Functions

A. Matters Related to Oversight

The IRC shall operate under the direction and control of the Board. The Board shall have full oversight rights over the IRC, including access to the IRC members and all information necessary or advisable for the exercise of its oversight function.

The IRC shall report promptly any concerns or issues to the Governance Committee of the Board if and when such concerns or issues arise.

B. Role

The role of the IRC is to:

i. support the ongoing implementation, review, and maintenance of USRowing's international relations strategy;
ii. identify and develop U.S. candidates for appointment to and service on World Rowing and other international rowing bodies;
iii. make recommendations of nominees to the USRowing CEO for vacancies on such bodies;
iv. create a consistent two-way channel of communication between Americans in international rowing leadership positions and USRowing;
v. build a strong international network to both position USRowing as a leading national federation in various aspects of the sport, and to create a strong support network in international relations;
vi. support U.S. members of World Rowing and other international rowing bodies, including seeking grant money and making recommendations to the USRowing CEO regarding allocation of any financial support available; and
vii. support any USRowing international relations related projects and policies.

C. Review of Charter

The IRC shall review and reassess the adequacy of this Charter annually and submit any proposed changes to the Governance Committee of the Board for consideration.

D. Annual Performance

The IRC shall conduct an annual performance evaluation of the IRC and its officers, including seeking input from the Board and USRowing staff and any other relevant outside parties, and report to the Board's Governance Committee on the results of such evaluation.

VI. General

The IRC shall prepare and follow an annual work plan, provide regular reports to the Governance Committee of the Board concerning its activities, and maintain minutes or other records of IRC meetings and activities.

In carrying out its responsibilities, the IRC may rely upon advice and information that it receives in its discussions and communications with USRowing and such experts, advisors and professionals with whom the IRC may consult.

The IRC may perform such other functions as may be requested by the USRowing CEO or the Board, as the case may be, from time to time.