

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

**February 24, 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 on February 24, 2025, via videoconference.

Directors present at the beginning of the meeting: Kirsten Feldman, Chair and Northeastern Region Representative; Dariush Aghai, Athlete Representative; Stephen Ciraolo, Atlantic Region Representative; Grace Latz, AAC Alternate Athlete Representative; Andy Merrill, At-Large Representative; Robin Prendes, AAC Athlete; Representative; Steven Pritzker, At-Large Representative; Donald R. Reynolds, Independent At-Large Representative; Taylor Ritzel, Female Athlete Representative; Sharon Wienbar, Western Region Representative.

Directors absent: Mary Cranston, At-Large Representative; Marnie Stahl, Central Region Representative.

Ms. Feldman called the meeting to order at approximately 2:00 p.m., Eastern Time, and confirmed all parties could hear one another. She then reviewed the agenda for the meeting.

Ms. Wienbar introduced the topic of Organization CEO Amanda Kraus’s review and compensation, based on material made available before the meeting. Discussion topics included the process undertaken by the Compensation Committee, Ms. Kraus’ achievement against 2024 performance metrics, her base salary, and comparisons to the most recent available peer data. After detailed discussion, the Board approved the proposals, delegating authority to Ms. Wienbar and Mr. Pritzker to bring Ms. Kraus’s compensation closer to peer data taking into account the timing and constraints of our annual budget.

Mr. Reynolds then raised the topic of updates to the Athlete Council Charter to bring it into alignment with recent Organization and USOPC Bylaw changes, as proposed by the Governance, Ethics & Nominating (“GEN”) Committee and circulated for review in advance of the meeting. After brief discussion and upon motion duly made and seconded, the Board approved the changes.

Messrs. Aghai and Pritzker left the meeting at approximately 2:45 p.m., at which time Mr. Reynolds reviewed the process undertaken by the GEN Committee with respect to the appointment of an At-Large director to be seated for a four-year term beginning March 1, 2025. After discussion, the Board approved the recommended candidate, Steven Pritzker, to serve in that seat.

Mr. Reynolds then raised the topic of the annual election of Board officers. After discussion and a determination there was no need to ask Ms. Feldman or Mr. Reynolds to leave the meeting,

the Board re-elected Ms. Feldman as Chair, Mr. Pritzker as Treasurer and Mr. Reynolds as Secretary. The Board also, after discussion and upon motion duly made and seconded, approved continuing with the existing structure of Board Committee membership.

Further discussion of governance matters ensued, including of potential individuals who might add value as invited guests at future Board meetings, and the Board directed the GEN Committee or a subset of it to review overall Organization governance, including the size and structure of the Board, and nominating processes.

Ms. Feldman then gave some closing remarks, including regarding membership matters and communications, lessons she learned from her recent re-election as the Northeastern Region Representative, and strategic matters for the Organization to focus on going forward.

There being no further business, the meeting was duly adjourned at approximately 3:15 p.m.

Respectfully submitted,

Signed by:  
  
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Donald R. Reynolds, Secretary