December 21, 2021

USRowing Association

PARA HIGH PERFORMANCE COMMITTEE CHARTER

I. General Statement of Purpose

The Para High Performance Committee ("PHPC") 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").

A. Purpose

The purpose of the PHPC shall be to define the plans and programs for the training and selection of teams to represent the United States in international competition at the para level only. The purpose of the PHPC shall not encompass the purposes of the High Performance Committee or the Junior High Performance Committee, each as defined by Article V of the By-Laws, which shall be governed by separate charters.

The PHPC shall provide advice, guidance and suggestions to the Para High Performance Director (the "PHPD"), as may be requested by the PHPD from time to time, concerning the development, integration and operation of all aspects of the Para National Team system. Such system encompasses para programs that include, without limitation, pre-elite athlete development, high performance camps and coaching identification and development.

B. Duties

Each member of the PHPC 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. PHPC Composition

The PHPC composition shall be in accordance with the By-Laws, as may change from time to time. The PHPC shall be composed of up to six (6) members, which number may change through amendment to this Charter.

1. Two (2) members of the PHPC shall be Athlete Members (as defined in the By-Laws; provided, however, that no such member shall be under the age of 18) ("PHPC Athlete Members"). The PHPC Athlete Members shall consist of one male PHPC Athlete Member and one female PHPC Athlete Member.
2. Up to four (4) members of the PHPC shall be non-Athlete Members ("At-Large PHPC Members"). At-Large PHPC Members shall be appointed by the Board, after nomination

by the Nominating Committee in consultation with the PHPD and the CEO, based on their expertise in high performance rowing, commitment to the sport of rowing, knowledge and experience with para rowing, and ability to make the required investment of time and energy to the PHPC and the PHPC's business. Due consideration shall be given in such appointments to principles of diversity, equity and inclusion.

3. Immediately following the election and seating of the At-Large PHPC Members, the PHPC shall nominate and elect a Chair of the PHPC, 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 PHPC, and subject to earlier removal from the role of Chair by the Board). All members of the PHPC shall be eligible to act as Chair of the PHPC.
4. The Chair of the PHPC shall convene meetings of the PHPC and shall chair all PHPC meetings. The Chair of the PHPC shall ensure that the PHPC 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 PHPC's work and responsibilities.

III. Terms

As provided in the By-Laws, the term of office for each PHPC member shall be four (4) years, to commence on January 1 immediately following his or her election, and no member of the PHPC shall serve more than three (3) consecutive terms. Two At-Large PHPC Members shall be elected every four (4) years in the December immediately following the Summer Olympics, and two At-Large PHPC Members shall be elected every four (4) years in the third December following the Summer Olympics. PHPC 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 At-Large PHPC Members). Members of the PHPC serve at the pleasure of the Board and may be removed from the PHPC in accordance with the procedures detailed in the By-Laws. Any mid-term vacancies in the PHPC shall be filled in accordance with the procedures detailed in the By-Laws.

IV. Meetings

A. General

The PHPC 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, as deemed necessary by the Chair. The PHPC shall meet regularly as determined by the Chair or as requested by the PHPD, but in no event less than six (6) times per year. The CEO and PHPD shall be entitled to observe and to participate in all meetings of the PHPC, but neither shall serve as a member of the PHPC. Minutes shall be kept at all PHPC meetings, shall be reviewed and approved by a majority vote of the PHPC following each meeting, and shall be available for review by the Board.

B. Voting

A majority of the members of the PHPC (which shall include at least one (1) PHPC Athlete Member) shall constitute a quorum for purposes of holding a meeting. The PHPC may act only by vote of a majority of the PHPC members present. In lieu of a meeting, the PHPC may act by unanimous written consent. Where no majority exists, and the PHPD does not have a conflict of interest or is otherwise unable to act with respect to the matter in question, the PHPD will vote as the tie-breaker. Where no majority exists, and the PHPD has a conflict of interest or is otherwise unable to act, the CEO (acting in consultation with the Board as he or she may deem necessary or advisable) shall be the tie-breaker.

V. Scope of PHPC Functions

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

A. Matters Related to Oversight

The Board shall have full oversight rights and responsibilities over the PHPC, including access to the PHPD, the PHPC 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 and responsibilities over the PHPD and the PHPD has oversight rights and responsibilities over the Para National Team Head Coach. The PHPC shall not have any management power or authority over the CEO, the PHPD or the Para National Team Head Coach.

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

B. Matters Requiring a Vote of the PHPC

1. Matters Related to Para National Team Selection

i. The Para National Team Head Coach, acting under the oversight of the PHPD, shall consult with the PHPC to formulate plans for the Para National Team selection procedures and present each plan to the PHPC for approval (a "Para National Team Selection Procedure"). A Para National Team Selection Procedure may not take effect without the approval of the PHPC.

ii. The PHPC shall review the implementation of, and ensure that selections are made in accordance with, the approved Para National Team Selection Procedure. The PHPC also shall review the national team selected athletes and supporting nominating material and shall approve the final national team roster. All approvals must be by majority vote of the PHPC constituting a quorum; provided, however, that in the event of a conflict of interest (as determined under the written policies of USRowing) such member shall recuse himself or herself from the vote; and, provided further, that the PHPC shall appoint a replacement if any recusal results in less than three non-conflicted voting members. In such event, if the conflicted member is a PHPC Athlete Member, the replacement appointment will be an Athlete Member or AAC Athlete Member (as defined in the By-laws; provided, however, that no such member shall be under the age of 18), as the case may be, of the same gender. If the conflicted member is the PHPC Chair, the replacement appointment will be another At-Large PHPC Member. If the Chair of the PHPC is a PHPC Athlete Member, any vacancy created by a conflict shall be filled by the PHPC in such a manner that ensures one PHPC Athlete Member of the required gender and one At-Large PHPC Member shall be included as members of the nominating group.

2. Matters related to Head Coach Employment

In the event of a vacancy in a Para National Team Head Coach position, the PHPD in consultation with and agreement of the CEO shall nominate one or more candidates for Para National Team Head Coach and present the nomination to the PHPC for feedback. None of the Board, the CEO or the PHPD will appoint a Para National Team Head Coach without PHPC consultation and feedback; provided, however, that the foregoing PHPC right to be consulted shall not include consultation rights over the compensation or other terms of employment of the Para National Team Head Coach, which are matters solely within the purview of the Board (including its Compensation Committee), the CEO, and the PHPD.

C. Additional Matters

The PHPC shall informally advise the PHPD (and, when appropriate or requested, the CEO and/or the Board) with respect to all other matters relating to high performance, Para national teams and para rowing in general, including: (i) creation of a Para High Performance Plan; (ii) implementation of the Para High Performance Plan; (iii) development of the Para National Team budget; (iv) project prioritization; (v) resource needs; (vi) development of Para rowing programs related to the Para National Team system and (vii) any other matters or proposals that the PHPD deems worthy of PHPC review, approval or advice.

VII. General

In addition to the annual report specified in the second paragraph of Section V.A., the PHPC 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 PHPC's performance of its roles and responsibilities. Such report may be written by the PHPD and reviewed by the Chair of the PHPC for submission. The PHPC shall provide copies of its Board reports to the CEO and PHPD of USRowing. The Chair of the PHPC shall report to the Chair of the Board at such times as the Chair of the Board may reasonably request.