MINUTES OF MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATED ROWING ASSOCIATION

March 9, 2019

Directors present: Marcia Hooper (Chair), Joe Manion, Falesha Thrash, Nobu Ishizuka, Lisa Stone, Charlie Haight, Jamie Redman, Nick LaCava, Matt Hughes, Darlene Disney (by phone), Steven Shure (by phone), Megan O'Leary (by phone), Greg Benning (by phone).

Directors not present: Jimmy Sopko

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Brian Klausner (CFO, by phone), John Wik (Director SafeSport Programs), Andrew Lee (outside counsel), Tracy Brown (Interim Executive Director, National Rowing Foundation), Avery Wilson (USOC, guest), Mark Messing (guest), Rob Milam (guest, by phone)

The Chair called the meeting to order.

Approval of Minutes
Ms. Hooper presented the minutes of the previous meeting of the Board (January 2019) for approval. Joe Manion made a motion to approve the minutes, which was seconded by Ms. Stone and unanimously approved. The minutes were approved as presented.

Election of Officers
Mr. Manion made a motion to elect Ms. Hooper as the Chair of the Board, Mr. Ishizuka as the Secretary of the Association, and Mr. LaCava as the Treasurer of the Association. Ms. Redman seconded the motion, which passed unanimously.

Report of the CEO
Mr. McNerney presented the Board with management's priorities for 2019, beginning with the plan for completion of the strategic planning process (anticipated by the end of 2019), followed by discussion of athlete safety and well-being initiatives (including the culture of mutual respect) as the number one priority for individual members and organizations at all levels, standardization of water safety standards, establishment of an athlete-centric Team USA program known as ASCEND (Athlete Services, Career, Education and Network Development), Coaching Development(including USRowing Coaching Certification), and efforts to diversity and increase revenue sources.

Mr. McNerney then discussed performance priorities for 2019, including providing financial resources for 2019 Olympic Qualification and the Road to Tokyo 2020, high performance goals for Olympic Qualification and World Championships, launching of the ASCEND and Olympic Development Programs, provision of professional services for Team USA, integration of the Para Program into the overall high performance program, and continued improvement of athlete communications.

Mr. McNerney then described 2019 Q1 achievements in financial planning/budgeting, alignment of resources with business priorities, integration into NRF Executive and Board planning meetings, the establishment of a culture of revenue generation and improving margins, launch of

the USRowing Indoor Championships, updated sales strategies, and appointment of the Board Chair and CEO to the USOC task force evaluating the Ted Stevens Act. Mr. McNerney then described the success of the "Future of Youth Rowing" coaches conference in Saratoga, and positive feedback regarding the restructuring of the Referee Committee. He highlighted the need to continue efforts on implementation of diversity and inclusion initiatives.

Strategic Planning Session
Mr. Haight updated the Board on the work of the Strategic Planning Committee and introduced Ms. Wilson, who led a discussion of ideas for an updated mission statement for the Association.

2018 Finance Report
Mr. McNerney and Mr. Klausner presented the 2018 Finance Report, discussing revenues and expenses as of December 31, 2018, overall and from the domestic and Team USA perspectives. Mr. LaCava also presented a 2019 financial forecast and discussed a proposed 2019 revised budget approved by the Finance Committee. The directors engaged in a full and thorough discussion about the budget process. (The discussion was suspended to give directors time to review the materials in detail and the vote was to be taken on the following day to give Directors additional time to ask any other questions.)

Domestic Report
Ms. Smith presented the Domestic Report. Ms. Smith described the phase 1 RefCorps rollout and positive feedback about that rollout. Ms. Smith described successful efforts in the areas of coaching development and events, completion of Membership 2020 findings and the organization's membership goals for the future. Ms. Smith advised that the Association's Director of Coaching Development, Cam Kiosoglous had accepted a position a Drexel University starting April 1. Ms. Smith also described the potential for improvement of the Association's merchandising program.

Ms. Smith described the Association's 2019 Domestic priorities, including re-evaluating the Association's membership model, upgrading regattas to be more comprehensive events, further enhancement to the coaching development program, and implementing a robust technology platform.
Ms. Smith discussed the recently completed National Indoor Rowing Championships and described plans for upcoming national championship events and the December 2019 annual convention to be held in Philadelphia. Ms. Smith also updated the Board with highlights of the Association's activities and plans in the areas of Adaptive Rowing, diversity and inclusion, judges/referees, and coastal rowing.
SafeSport
Mr. Wik discussed USRowing's SafeSport program administration, describing his continuing focus on compliance among Organizational Members and the current status of SafeSport cases. Mr. Wik discussed new policies and procedures forthcoming from the Center for SafeSport, additional program costs, and upcoming compliance audits.
Mr. Lee then presented a description of the recent report by Ropes & Gray about abuse in the USA Gymnastics system and related congressional findings.
Safety
Ms. Smith discussed the Association's "Year of Safe Rowing" initiatives. Mr. Messing, attending as a guest, discussed a continuing need to learn about and analyze rowing accidents and rescue protocols as well as the wisdom of encouraging the use of PFDs in cold water for youth rowing.
High Performance
High Performance Director Matt Imes, and High Performance Committee Chair Rob Milam

joined the meeting by telephone to update the Board on high performance. Mr. Imes discussed the Association's 2019 objectives for Olympic-class World Rowing Championship events and presented the 2019 calendar of events. Mr. Imes updated the Board on training activities of the men's and women's senior teams, restructuring of the Para staff (including Ellen Minzner moving into the Director role), athlete identification camps (past and upcoming), and selection camps. Mr. Imes discussed 2019 Team USA international events, including U23 World Championships in Saratoga, PanAm Games in Peru, Junior World Rowing Championships in Tokyo, and World Rowing Championships in Austria.

Mr. McNerney discussed the Olympic Development Program, the Road to Tokyo 2020 and the Road to Los Angeles 2028, including preliminary budget projections.

Upon the motion of Ms. Hooper, seconded by Mr. Ishizuka and unanimously approved, the meeting was adjourned, for continuation the next morning on March 10, 2019.

MINUTES OF MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATED ROWING ASSOCIATION

March 10, 2019

Directors present: Marcia Hooper (Chair), Joe Manion, Falesha Thrash, Nobu Ishizuka, Lisa Stone, Charlie Haight, Jamie Redman, Matt Hughes, Nick LaCava (by phone), Darlene Disney (by phone), Steven Shure (by phone), Megan O'Leary (by phone), Greg Benning (by phone).

Directors not present: Jimmy Sopko

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Brian Klausner (CFO, by phone), Andrew Lee (outside counsel), Tracy Brown (Interim Executive Director, National Rowing Foundation).

The Chair called the meeting to order, in continuation of the meeting adjourned the prior day, March 9, 2019.

Revenue Generation
Mr. McNerney discussed the Association's plans for increased and diversified revenue generation, including NRF partnership and fundraising, events, sponsorships and licensing.

Communications
Ms. Smith informed the Board that plans for a new USRowing website are underway, with a focus on reaching a wider audience by improving content for broader appeal.

Jr. Lightweight Taskforce
Mr. McNerney gave an update on the Junior Lightweight Task Force. He reported that the Task Force will conclude its work and a final report issued, possibly after the Junior Nationals in June.

AAC Update
Mr. LaCava presented the AAC Update, including a description of the recent AAC national meeting in Chicago.

Surveys
Mr. Ishizuka gave a governance presentation on recently conducted Board and High Performance Committee self-assessment surveys as well as survey protocols.

Executive Session
On the motion of Ms. Hooper, seconded by Mr. Ishizuka and unanimously passed, the Board entered an executive session.

On the motion of Ms. Stone, seconded by Ms. Redman and unanimously passed, the Board exited executive session and approved three decisions made during the executive session, which included (a) approval of incentive plans proposed by the Compensation Committee, as modified during the executive session discussion (unanimous, subject to one abstention), (b) approval of expenditure for a coach for an independent, non-training center boat (unanimous), and (c) approval of certain compensation and benefits for the CEO.

Revised 2019 Budget
On the motion of Mr. Haight, seconded by Ms. Stone and unanimously approved, the Board approved the updated 2019 Budget approved by the Finance Committee on February 27, 2019.

Risk Management

Mr. McNerney led a discussion on external risks, which include Congressional oversight, future changes to the sport, FISA responses and general litigation.

Bylaws Amendment

Mr. Lee presented the Board with a proposed amendment of Article IX, Section 60 of the Bylaws, to reserve to the Association, despite the exclusive jurisdiction of the Center for SafeSport over certain matters, the right to take interim measures that the Association reasonably deems necessary to protect against imminent harm to minors or athletes. On the motion of Mr. Haight, seconded by Ms. Redman and unanimously approved, the proposed amendment was approved.

On the motion of Ms. Thrash, seconded by Ms. Hooper and unanimously approved, the meeting was adjourned.