MINUTES OF THE MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

October 8, 2020

Directors present: Marcia Hooper (Chair), Darlene Disney, Greg Benning, Jamie Redman, Nick LaCava, Falesha Thrash (partial attendance), Charlie Haight, Lisa Stone, Jimmy Sopko, Nobu Ishizuka, Matt Hughes (partial attendance), Meghan O'Leary, Joe Manion.

Directors Absent: Steven Shure.

Also Present: Susan Smith (Interim CEO), Andrew Lee (outside counsel), Matt Imes (High Performance Director; partial attendance), Rob Milam (HPC Chair; partial attendance), Bob Ernst (HPC Member; partial attendance), Yaz Farooq (HPC Member; partial attendance), Charley Butt (HPC Member; partial attendance), Meghan Musnicki (HPC Member; partial attendance); Dr. August Leming (consultant; partial attendance).

The Chair called the meeting to order.

High Performance Report

The Chair introduced Dr. August Leming. Dr. Leming updated the Board on his work with Princeton TC athletes and coaches to date. A discussion with the Board, the High Performance Committee members, Mr. Imes and Ms. Smith ensued.

Dr. Leming, Mr. Imes and the High Performance Committee Members left the meeting.

Executive Session

Ms. O'Leary made a motion to enter executive session, which Ms. Thrash seconded, and which passed unanimously.

Mr. Hughes left the meeting prior to the end of the executive session.

Mr. Benning made a motion to exit executive session, which Ms. Thrash seconded, and which passed unanimously.

Nominating Committee Report

Ms. Thrash delivered an election update on behalf of the Nominating Committee. She advised that six Board positions are coming up for election, two AAC reps, two regional reps (SE and SW) and two at-large reps. Nominations are open for the AAC representative positions, which are elected by the athletes. The nomination period closes on October 21. She explained that the Nominating Committee would open the nomination period for regional representatives and at-large representatives by November 1. Ms. Thrash advised that at-large High Performance Committee member terms are scheduled to end in December and that the Nominating Committee will be considering extending the current terms in light of the rescheduling of the Tokyo Games to 2021.

Diversity, Equity & Inclusion Committee Report

Ms. O'Leary provided the Board with a report about the newly formed Diversity, Equity & Inclusion ("DEI") Committee. She explained that 16 of the DEI Committee's 17 members had attended the first meeting of the DEI Committee the prior week and that the Committee plans to meet every other week moving forward. Ms. O'Leary explained that the DEI Committee is developing goals for its first year of operation, and that she and Ms. Thrash would continue to support the DEI Committee. Deb Arenberg will be functioning as the DEI Committee's staff liaison.

CEO Update

Ms. Smith advised that she had met with the Women's National Team coaches and provided them with the organization's offers of continued employment. Ms. Smith updated the Board on certain pending grievances and SafeSport complaints. She then explained that management had closed the books for September with good membership results and that they are surveying local clubs regarding the status of reopenings. Ms. Smith reported that the golf fundraiser the organization co-hosted with the National Rowing Foundation had been a success and was projected to net receipts higher than projected.

Governance Committee

Mr. Ishizuka made a motion to approve the minutes of the Board Meetings on June 6, 2020, June 10, 2020, July 29, 2020, August 5, 2020, August 12, 2020 and September 12, 2020. Mr. Benning seconded the motion and it passed unanimously (with one abstention as to the August 5, 2020 minutes).

Mr. Benning made a motion to adjourn the meeting, which Mr. Manion seconded, and which passed unanimously.