MINUTES OF THE MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

February 5, 2020

Conducted by Teleconference

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

Directors absent: none

Others present: Susan Smith (Chief Domestic Officer & Interim CEO), Andrew Lee (outside counsel), Rob Milam (Chair, High Performance Committee), Matt Imes (High Performance Director), Tom Peszek, Katelin Guregian, Bob Ernst, Yaz Farooq, Jo Hannifin (Chair, Medical Committee), Jules Zane (Sr. Manager, Referees)

The Chair called the meeting to order.

High Performance Committee Charter

Mr. Ishizuka presented a proposal to amend the High Performance Committee Charter to provide for a procedural mechanism to deal with potential conflicts of interest of coaches relating to allocations of direct athlete support (DAS) and elite athlete health insurance (EAHI) funding. Such mechanism would provide the committee Chair with discretion to manage the voting slates to isolate any conflict or perceived conflict. Mr. Ishizuka also proposed other minor changes to the charter to clarify certain provisions.

Mr. Manion made a motion to approve the proposed changes to the High Performance Committee charter, which Ms. Stone seconded, and which passed unanimously.

Rules of Rowing Update

Mr. Zane presented a proposal to update the introduction of the Rules of Rowing to specify that an event can be a registered indoor regatta without having a licensed official present by clarifying that the language in the Indoor Rules of Rowing on this issue was recommended but not required.

Mr. Haight made a motion to approve the proposed change to the Rules of Rowing rulebook, which Ms. Stone seconded, and which passed unanimously.

Appointment of USRowing Medical Director / Team Physician

Mr. Imes explained that the High Performance Committee's vote on the appointment of the Team USA Medical Director & Team Physician had resulted in a tie between votes for two candidates. Mr. Imes had recused himself and therefore was not available to cast a tie-breaking vote. Ms. Smith (Interim CEO) had also recused herself and therefore was not available to cast a tie-breaking vote. Dr. Hannifin presented a

brief history of the evolution of the USRowing medical committee and Medical Director & Team Physician selection process and answered numerous questions from the Board. Each of Dr. Hannifin, Mr. Imes, Ms. Guregian, Mr. Ernst and Ms. Farooq presented his/her views on the candidates for the position of Medical Director & Team Physician.

Ms. O'Leary made a motion to enter executive session, which Mr. Manion seconded, and which passed unanimously. Other than Mr. Lee, the non-board members left the meeting. Mr. Sopko and Mr. Manion also left the meeting during the executive session.

Ms. O'Learly made a motion to exit executive session, which Ms. Stone seconded, and which passed unanimously.

Mr. LaCava made a motion to call a vote for the appointment of the Team USA Medical Director & Team Doctor, which Ms. Stone seconded. The motion carried in favor of Dr. Collins by a majority vote with two abstentions.

Consideration of Loan

Ms. Hooper explained that a USRowing supporter who wished to remain anonymous had offered to provide USRowing with a loan on favorable terms to advance funds for the Row to Tokyo fundraising challenge. Given the early success with the Row to Tokyo Challenge, the amount uncommitted is $250,000. Jim Weinstein's recommendation was to accept the loan for $250,000.

Mr. Benning made a motion to approve the loan transaction subject to the imposition of controls on the drawing down and use of the loan, which Mr. Haight seconded and which passed unanimously.

Executive Search Firm

Ms. Hooper updated the Board on terms agreed with an executive search firm to assist in the search for a new CEO. Ms. Hooper explained that Rick Adams of USOPC had offered support for the cost of the search, though terms have not been confirmed. Ms. Hooper explained that the search firm's fee included provision for executive coaching services during the new CEO's first year of employment.

After extensive discussion of the search firm's terms, Mr. Benning made a motion to approve the engagement of the search firm, which Ms. Stone seconded, and which passed by a majority vote.

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