MINUTES OF MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

June 7, 2019

Sarasota, Florida

Directors present: Marcia Hooper (Chair), Joe Manion, Nobu Ishizuka, Lisa Stone, Matt Hughes, Darlene Disney (by telephone), Megan O'Leary (by telephone), Jamie Redman (by telephone), Greg Benning, Jimmy Sopko (by telephone).

Directors absent: Falesha Thrash, Charlie Haight, Nick LaCava, Steven Shure.

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Andrew Lee (outside counsel), Brian Klausner (by telephone).

The Chair called the meeting to order.

CEO Update

Mr. McNerney introduced a new agenda format for the board meeting that followed the four main pillars of the draft strategic plan, namely, to (1) Achieve Financial Sustainability, (2) Promote the Relevance and Growth of the Sport of Rowing, (3) Focus on Athlete Safety & Well-Being, and (4) Enhance & Sustain Competitive Excellence.

(1) Mr. McNerney advised that operations year to date were running behind the 2019 approved budget. He reported his staff had begun its work on a revised the 2019 financial plan for the full year. , Mr. McNerney also reported that he had begun work on the 2020 budget with focus on the 2020 "Road to Tokyo". He reported that the high performance staff had begun working on identifying their longer term budget priorities for Paris 2024 and LA 2028. Mr. McNerney also discussed efforts to improve financial reporting and resource alignment with business priorities, as well as the establishment of a culture of revenue generation / improving margins among staff. Mr. McNerney discussed the continuing collaboration with the NRF and the implementation of sales strategies for USRowing products. Mr. McNerney updated the Board on licensing strategies.
(2) Mr. McNerney discussed potential future revisions to the USRowing Indoor Championships format. Mr. McNerney continued by discussing positive feedback about diversity and inclusion initiatives, and the success of U15/U17 National Championships. Mr. McNerney also outlined wide engagement with USOPC on multiple levels, including his and Marcia Hooper's active involvement in supporting the USOPC Task Force evaluation of the Ted Stevens Act and the USOPC's Strategic Planning process and John Wik's work with the Center for SafeSport, along with Mr. McNerney's engagement with FISA on the future of Olympic rowing. Mr. McNerney then discussed efforts to develop a long-term media rights strategy.
(3) Mr. McNerney updated the Board on USRowing's leadership role in safety and well-being issues, including sexual misconduct, bullying, racism. Mr. McNerney described High Performance planning and new initiatives focused on supporting athletes both on and off the water. Mr. McNerney advised that coaching certification had launched with a focus on professionalizing rowing coaches at all levels. Mr. McNerney continued by discussing the evolution of USRowing rules and policies to accommodate intellectually

and physically disabled athletes in appropriate events. He also discussed the improvement of services to referees which has improved morale and resulted in increased recruitment of candidates.

(4) Mr. McNerney updated the Board on the status of the A.S.C.E.N.D. program to support professional development opportunities for elite athletes and described resources to support World Cup 2 competition for an expanded team as part of preparations for Olympic qualifying. Mr. McNerney also explained that the Sports Medicine Committee had been realigned to support a broader focus on Sports Science, as well as continued medical and mental health support of Team USA athletes. Mr. McNerney also informed the Board that an athlete-centric plan was under development for Paris 2024 and Los Angeles 2028 and that efforts would continue to focus on expanding the U23 program to identify and retain athletes from a broader collegiate pool and on fully integrating the Paralympic program into the overall fabric of the USRowing High Performance program.

Financial Management Update

Mr. McNerney presented the financial update with results through April, with Brian Klausner joining by phone. He advised that the 2018 audit was completed in May 2019. He also described revisions to the reporting structure to established more streamlined financial reporting in key areas, including Events, Membership, ODP, Grants, Sponsorship and Licensing. Mr. McNerney informed the Board that the organization will be upgrading its accounting system, and will also transition to digital management of internal workflow, with eventual integration into a new accounting platform. Mr. McNerney presented an updated 2019 financial forecast and stated he felt the organization would meet the revised year-end budget expectations. Mr. McNerney also discussed the 2020 budget planning process, including high performance priorities and the framework and proposed budget for the "Road to Tokyo".

Membership Update

Ms. Smith updated the Board on membership matters, including membership metrics, potential strategies for membership categories and benefits, and strategies for driving renewals. She identified an issue that in the past that inflated the membership numbers and dues and as a consequence membership numbers and dues were likely to be down year over year and below budget. She addressed questions from the Board on these issues. Ms. Smith also updated the Board on the technology roadmap to integrate membership, donor, national team and other data on a common platform in order to facilitate revenue strategist, and potential cost issues related thereto.

Mr. Ishizuka moved to adjourn the meeting, which Mr. Hughes seconded and which passed unanimously.

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

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Andrew Lee (outside counsel), John Wik (Director, SafeSport Programs), Matt Imes (High Performance Director), Rob Milam (Chair, High Performance Committee, by telephone), Sheila Tolle (by phone), Tracy Brown (by phone), and Jamie Koven (by phone).

The Chair called the meeting to order.

Approval of Minutes

Ms. Hooper presented the minutes of the meeting of the Board of Directors on March 9, 2019 for consideration. After discussion, Ms. Stone moved to approve the minutes, which Mr. Hughes seconded and which passed unanimously.

Ms. Hooper presented the minutes of the meeting of the Board of Directors on April 24, 2019 for consideration. After discussion, Ms. Stone moved to approve the minutes, which Mr. Hughes seconded, and which passed unanimously with one abstention.

Strategic Planning Committee Update

Mr. Haight presented an update from the Strategic Planning Committee. He described the Committee's work formulating and drafting a proposed Strategic Plan, including several meetings over the course of the last year, support from the USOC, and drafting and revision of the current version of the proposed plan, previously distributed to the Board for review.

Mr. McNerney presented two options for a new USRowing mission statement for the Board's consideration to include in the Strategic Plan. After thorough review and discussion, the Board, by consensus, directed the Committee to further revise the proposed mission statement options for the Board's consideration in July. The Board, by consensus, also approved the "four pillars" of the Strategic Plan, as follows: (1) Achieve Financial Stability & Growth, (2) Enhance & Sustain Competitive Excellence, (3) Focus on Athlete Safety & Well Being, and (4) Promote Sport Relevance & Growth. Mr. McNerney requested that the Board provide the Strategic Planning Committee with feedback on the Strategic Plan draft in the coming weeks, specifically with respect to metrics for measuring success with respect to each of the four pillars, with a goal of publishing the draft in mid-July for membership review and comment. Mr. McNerney described 15 working groups that had been established in line with the four pillars, each of which will be supported by a USRowing staff member and each of which will be responsible for developing a plan to deliver the targets of each component of the plan.

SafeSport Update

Mr. Wik presented the Board with an update on SafeSport related issues, including program administration, USRowing's interactions with the Center for SafeSport, USRowing's survey of organizational members, and an update on reported cases. The Board engaged in an extensive discussion of how best to monitor the total volume of incidents and to ensure there is more complete reporting and monitoring. Mr. Wik also advised the Board that USRowing had completed the requirements of the Center for SafeSport's Minor Athlete Abuse Prevention audit and updated the Board on USOPC's background check program and requirements. Mr. Wik further advised that USRowing was working on completion of a compliance checklist in connection with the current USOPC audit. Mr. Ishizuka then gave the Board an overview of other governance matters.

High Performance

Mr. Imes updated the Board on High Performance related issues, including the planning for 2020 Olympic trials, the recently completed World Cup I, the upcoming World Cup II, and the upcoming trials in July. Mr. Imes stated focus of this year was to qualify boats for the upcoming 2020 Tokyo Olympics. Mr. Imes updated the Board on the establishment of the USRowing Para Training Center at Community Rowing, Inc. in Boston. Mr. Imes also discussed U23 selections and development and ODP planning. Mr. Imes further updated the Board on the U19 team and camps, the upcoming PanAm games in August, and Team USA upcoming events. Mr. Imes also updated the Board on the ASCEND program (Athlete Support for Career, Education and Networking Development) and High Performance Committee plans for 2020.

Communications Update

Mr. McNerney presented an update in the area of communications, including plans for USRowing's new website, communications planning focused on athlete stories, and a larger media strategy regarding video integration and broadcasting. The Board discussed the proper role of NGBs in supporting the media strategy and the importance of articulating the larger strategy and the goals that are sought to be achieved.

Athlete Surveys and Support

Ms. Stone discussed current efforts relating to athlete surveys, including support from USOC and strategies to avoid "survey fatigue" and to craft ongoing surveys, as well as options for new or modified survey focus areas. Mr. LaCava gave a report on discussions about a proposed athlete performance bonus plan which would aim to drive athlete retention. The Board engaged in extended discussions on the topic, including its scope, timing and priority in relation to other fiscal demands.

Domestic Goals and Updates

Ms. Smith presented an update on domestic Q3 goals and initiatives, including programs and activities, coaching development, Membership 2020 programs, event updates, safety efforts including the "2019. She also reported that the Events staff had run and supported 10 regattas since May1, 2019, a challenging task as the Events team is understaffed. Year of Safe Rowing" program, communications, rollout of phase 2 of RefCorps, and the website update. Ms. Smith provided highlights of the work she doing on the Membership 2020 initiative. Sheila Tolle then updated the Board on a review of the current membership structure.

USRowing Media

Mr. McNerney discussed communications initiatives, including plans to improve USRowing media through increased video coverage of events, broadcast production, efforts to secure media/broadcast partners, and efforts to secure domestic rights for World Rowing events.

NRF Fundraising

Tracy Brown and Jamie Koven, of the National Rowing Foundation joined the meeting by telephone and Ms. Brown updated the Board on NRF fundraising efforts, events, and grant goals.

Sponsorship/Licensing

Mr. McNerney updated the board on sponsorship and licensing, including events, overall strategy, confirmed sponsorships, and sponsorships currently in the pipeline. Mr. McNerney described USRowing's sponsorship objectives for the third and fourth quarters of 2019 and led a discussion about sales management roles and responsibilities, including comparisons to other NGBs.

Governance

Mr. Lee presented the Board with proposed amendments to Section 48 of the USRowing Bylaws for purposes of USOC Audit Compliance. After a full and thorough discussion, the Board, by consensus, modified certain language of the proposed amendments. Mr. Ishizuka made a motion to approve the amendments as modified, which Ms. Stone seconded and which passed unanimously.

AAC Update

Mr. LaCava, Ms. Redman, Mr. Sopko and Ms. O'Leary each advised that they had nothing to report in their capacities as AAC Representatives and Athlete Representatives. Ms. Redman advised that she was planning to travel to Colorado to meet with USOC representatives and would update the Board after those meetings.

Executive Session

Ms. Stone made a motion to enter executive session, which Mr. Hughes seconded and which passed unanimously.

Mr. McNerney left the meeting during the executive session.

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

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