MINUTES OF THE MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

September 12, 2020

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

Directors Absent: None.

Also Present: Susan Smith (Interim CEO), Andrew Lee (outside counsel), Amanda Kraus (guest/CEO-Elect), Matt Imes (High Performance Director; partial attendance), Rob Milam (HPC Chair; partial attendance), Chris Chase (Director, Youth Rowing; partial attendance), Mike Teti (Head Coach, Men's National Team; partial attendance), Tom Terhaar (Head Coach, Women's National Team; partial attendance); Ellen Minzner (High Performance Director, Para Rowing; partial attendance)

The Chair called the meeting to order.

Introduction of CEO-Elect

The Chair introduced Amanda Kraus, whose employment as CEO will begin on November 1, 2020. Ms. Kraus expressed her enthusiasm about beginning her new role and discussed her anticipated timeline and priorities, including organizational infrastructure, development efforts, and diversity, equity and inclusion. Mr. Kraus advised that, pending her start date, she has been and will continue to meet with the Transition Committee on a regular basis.

Governance

Mr. Ishizuka described proposed amendments to the Junior High Performance Committee Charter and the DEI Committee Charter, as well as an amendment to the Bylaws to provide for the DEI Committee as a standing committee, and to update voting procedures for Athlete Representatives to conform to recent changes of the AAC Bylaws. He also asked the board for ratification of the appointment of the seventeen members of the DEI Committee and to approve the appointment of Matt Hughes to the Nomination Committee in order to bring the number of members up to the required five.

Mr. Haight made a motion to approve the amendments to the Junior High Performance Committee Charter, the DEI Committee Charter, and the Bylaws, to ratify the appointment of the 17 members of the DEI committee, and to approve the appointment of Matt Hughes to the Nomination Committee, which Mr. LaCava seconded and which passed unanimously.

Mr. Ishizuka led a discussion about proposed letter agreements for the continued employment of the Head Coach and the Assistant Head Coach of the Women's National Team after the expiration of their current employment contracts, including modification, proposed by Mr. Ishizuka, of certain language in the letter agreements.

Ms. Disney made a motion to approve the letter agreements and continued employment of the Women's Head Coach and Women's Assistant Head Coach, as modified, which Mr. Haight seconded, and which passed unanimously with two recusals.

Financial Report

Ms. Smith presented the Board with a financial update for August and for the year-to-date. Ms. Smith advised that she, the Senior Accountant, Matt Twiford, and the Finance Committee have been meeting weekly to review and discuss financial planning and performance. Ms. Smith presented a liquidity analysis showing improvement in liquidity due to various factors.

Ms. Smith presented the 2020 COVID Budget, reflecting the effect of COVID-19 on revenue, as well as personnel/salary cuts and other cost-cutting measures. Ms. Smith noted certain budget contingencies, including loans from the Casitas Fund and from an anonymous lender, as well as certain anticipated fundraising activities. Ms. Smith explained that the Finance Committee voted to approve the COVID Budget and recommends approval by the Board.

Mr. LaCava made a motion to approve the 2020 COVID budget as presented, which Mr. Haight seconded, and which passed unanimously.

Domestic Services

Ms. Smith updated the Board on Domestic Services. With regard to membership, Ms. Smith explained that the membership department is utilizing automated renewal emails and as a result has seen an increase in average daily membership renewals. The organization renegotiated development costs with RegattaCentral through the end of 2020, yielding significant savings. Ms. Smith explained that the department is evaluating alternatives for membership database infrastructure for 2021. Ms. Smith explained that the department is in discussions with alternatives to replace the expired Rowing Magazine benefit.

Ms. Smith discussed the coaching development program, including the 2019 Level 2 blended course, the 2020 Level 2 virtual course, and 2020 Level 3 certification,

Ms. Smith updated the Board on event planning, including the Virtual Youth National Championships, the Virtual Summer National Championships, the Row the Great Lakes Challenge (via ReSport) and the USRowing Virtual Fall sponsored by Concept2. Ms. Smith explained that the organization has tested various virtual racing platforms recently and is working to secure venues for 2021 regattas. Ms. Smith also explained that management is currently planning for the upcoming Virtual National Convention.

Ms. Smith presented the highlights of the Communications program, which has recently focused largely on Coronavirus and virtual events, but will begin promoting upcoming virtual events.

Ms. Smith discussed inclusion efforts, including a pending VA Grant application, an application for a Nielson Grant, and two new Erg Ed programs for the 2020-21 school year.

Ms. Smith explained that, on the administrative front, management is evaluating 2021 health/dental benefit options, as well as flex spending and COBRA options, as it is the beginning of the 2021 open enrollment period. She also mentioned that the Employee Manual will be updated to include a Parental Leave Policy.

Ms. Smith stated that the organization is updating its SafeSport Policy and its Minor Athlete Abuse Prevention Policy to align with the Center for SafeSport's new requirements. Ms. Smith advised that all staff will attend a virtual meeting with the Center for SafeSport for a review of policies and to address any concerns.

Youth Rowing

Mr. Chase updated the Board on the Youth Rowing programs and activities and presented a report on the Junior High Performance Committee. Mr. Chase described a successful webinar program, including 98 evening webinars plus another 105 from virtual camps, and the establishment of an archival resource center which he hopes to integrate with the membership portal.

Mr. Chase explained that the Junior High Performance Committee has been meeting bi-weekly and presented its report and recommendations. Mr. Chase has been meeting with coaches to update them on anticipated changes in the Youth Rowing program. Mr. Chase explained that an American Development Model "think tank" has been meeting bi-weekly to develop USRowing's model, and that he has received positive feedback from USOPC. Mr. Chase presented registration and revenue data for USRowing's summer camps and advised that fall camps are planned for October and November. Mr. Chase updated the Board on the launch of Phase I of a Diversity, Equity & Inclusion Resource Center on the organization's website.

High Performance Update

Mr. Imes presented an update on High Performance, including a report on the High Performance Committee and an update on continuity planning for the Princeton Training Center. Mr. Imes updated the Board on planning for the Tokyo Olympics and for the World Rowing Championships. Mr. Imes explained that the HPC had finalized selection procedures. The Board had a discussion of team and community safety with respect to returning to training in multiple-athlete boats.

Coach Terhaar updated the Board on the Princeton National Training Center, advising that the Women's National Team athletes continue to train in singles only and that the team is not undergoing speed testing or selection. Coach Terhaar reminded the Board that, due to COVID-19, the athletes are permitted to train wherever they prefer until January. Coach Terhaar advised that the coaches hope to transition to bigger boats by January, if it is safe to do so at that time.

Coach Teti updated the Board on the Oakland Training Center, advising that the Men's National Team continues to train in singles only, with certain athletes grouped in a "pod" being allowed to train in pairs, as allowed by local regulations. Like the women, the men have been permitted to train where they prefer.

Coach Minzner updated the Board on the Boston Training Center and the para program, advising that the para athletes continue to train in singles only. The Board had a discussion about the interaction between the para rowing program and the HPC. Mr. Imes advised that the committee formerly known as the Adaptive High Performance Committee has been renamed the Para High Performance Committee and needs a charter and to be reseated. Coach Minzner also discussed other needs of the para program.

Coastal Rowing

Ms. Stone and Ms. Disney presented a report of the Coastal Rowing Committee. Ms. Disney explained that the committee had been tasked to research and develop a framework for coastal rowing. The committee has met with athletes, coaches, and coastal rowing supporters. The committee's recommendation is for USRowing to form a Coastal Rowing Advisory Committee, support multiple regional training sites (including through the acquisition of several fleets of FISA-approved coastal boats to rotate between regions), and establish a full-time position for a Coastal High Performance Director (which position would include high performance and development duties). Susan Smith and Matt Imes will review the Coastal Rowing Committee's recommendations and come back to the Board with specific plans for Coastal Rowing oversight and development. The Board agreed to continue discussions on these topics.

DEI Committee Report

Ms. O'Leary presented the Board with an update about the Diversity, Equity & Inclusion Committee, advising that USRowing had released an email and a press release announcing the formation of the 17-member committee and that feedback has been positive. Ms. O'Leary explained that she and Ms. Thrash would act at the Board liaisons to the DEI Committee, which will begin meeting in upcoming weeks.

Executive Session

All non-Board members, other than Mr. Lee and Ms. Smith, left the meeting. Ms. Hooper made a motion to enter executive session, which Mr. Ishizuka seconded, and which passed unanimously.

Ms. Redman made a motion to exit executive session and adjourn the meeting, which Mr. Ishizuka seconded, and which passed unanimously.