MINUTES OF THE MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

March 6, 2021

Directors present: Marcia Hooper (Chair), Nobuhisa Ishizuka, Greg Benning, Sara Hendershot, Robin Prendes, Sheila Tolle, Falesha Thrash, Lisa Stone, Jimmy Sopko, Matt Hughes, Meghan O'Leary, Joe Manion, Steven Shure.

Absent: Kevin Harris

Also Present: Amanda Kraus (CEO), Susan Smith (Chief Domestic Officer), Tracy Brown (USRowing staff), Portia McGee (USRowing staff), Colleen Bailey (USRowing staff), Brett Gorman (USRowing staff; partial attendance), James Rawson (USRowing staff; partial attendance), Jules Zane (USRowing staff; partial attendance), Chris Chase (USRowing staff; partial attendance), Matt Imes (Director of High Performance; partial attendance), Rob Milam (Chair, High Performance Committee; partial attendance), Ellen Minzner (Chair, Para High Performance Committee; partial attendance), Jamie Koven (National Rowing Foundation), Steve Jorgensen (consultant; partial attendance), Malcolm Doldron (DEI Committee, partial attendance), Richard Butler (DEI Committee, partial attendance), Kirsten Feldman (DEI Committee, partical attendance).

The Chair called the meeting to order and began the meeting by welcoming Kevin Harris and Sheila Tolle as new members of the Board.

Approval of Minutes

Upon motion duly made and seconded, the Board approved the minutes of the Board meeting held on February 25, 2021.

CEO Update

Ms. Kraus provided a CEO report covering recent initiatives, staffing, financial and organizational matters, and progress towards 2021 objectives. She reported on the successful conclusion of Olympic Trials I. The Board was presented with a detailed overview of the current organizational structure and status of key performance indicators. The Board discussed appropriate formulations for tracking key performance indicators in future reports.

Finance Report

Mr. Hughes then provided a detailed overview of the current financial condition of the organization for the first two months of the year. He explained the need to revise the 2021 budget due to an adjustment to the previously approved budget based on a technical change. He followed with an updated report of the organization's financial condition relative to the revised 2021 budget. After discussion and opportunities to ask questions, and upon motion duly made and seconded, the revised budget was approved

High Performance Update

Mr. Imes, Mr. Milam and Ms. Minzer joined the meeting.

The floor was opened to questions from the Board on the pre-read materials. Mr. Imes and Mr. Milam gave an overview of Tokyo Olympic planning, including the potential impact of COVID-19 protocols. Numerous questions were asked by the Board regarding Olympic competition preparations. The Board also discussed athlete mental and physical health and wellness. Ms. Minzner followed with an overview of the para team's plans for Olympic preparation, classification and selection. She addressed questions from the Board regarding preparations and contingencies related to COVID-19.

Mr. Imes, Mr. Milam and Ms. Minzner left the meeting.

DEI Committee

Mr. Butler, Mr. Doldron and Ms. Minzner joined the meeting.

Mr. Butler, Mr. Doldron and Ms. Feldman then gave the Board an update on the overall strategy, business case and initiatives to fulfill the organization's mission to expand diversity, equity and inclusion in the sport. This included work the DEI Committee has been doing on internal, external and communications-related matters, and a comprehensive business model for change. The Board offered suggestions to assist the Committee and had a full opportunity to question Messrs. Butler, Doldron and Ms. Feldman.

Mr. Butler, Mr. Doldron and Ms. Minzner left the meeting.

Q&A from Pre-Read Materials

Jules Zane, Chris Chase, Brett Gorman and James Rawson joined the meeting.

The floor was opened to questions from the Board on the pre-read materials. A detailed discussion ensued concerning organizational memberships and other revenue-related matters.

Mr. Zane then described proposed amendments to the Rules of Rowing. Extensive discussions ensued regarding the proposed changes. After full opportunity to ask questions the Board, upon motion duly made and seconded, approved all the changes except the 20-year old age limit for junior rowers, which was deferred pending clarification of the intended scope of the change.

Upon motion duly made and seconded, the re-appointment of Terese Fried Portell as At-Large Referee Committee Representative was approved.

Ms. Brown then reviewed the sponsorship and development work she has begun as Chief Development Officer and answered questions from the Board.

Mr. Zane, Mr. Chase, Ms. Gorman and Mr. Rawson left the meeting.

High Performance Planning

Discussions concerning the High Performance Review Panel were deferred to a later date.

Governance Committee Report

Mr. Ishizuka presented the Board with a proposed amended Charter for the Junior High Performance Committee and a proposed list of Committee assignments for the Board. Upon motion duly made and seconded, the amended Charter for the Junior High Performance Committee and Board member Committee assignments were approved.

The discussion then turned to potential amendments to the By-laws. Mr. Koven and Ms. Kraus were invited to present remarks to the Board. After full opportunity for questions and discussion, further consideration was deferred to the executive session.

Nominating Committee Report

Ms. Thrash presented the Board with the proposed Officer nominees for 2021. After opportunity for questions and discussion, and upon motion duly made and seconded, the following Board members were appointed to the respective offices indicated opposite their names for 2021-2022:

- Nobuhisa Ishizuka Chair and President
- Matthew Hughes Treasurer
- Joe Manion Secretary

Executive Session

Upon motion duly made and seconded, the Board entered into executive session.

Upon motion duly made and seconded, the Board exited executive session and adjourned the meeting.