MINUTES OF THE MEETING

OF THE BOARD OF DIRECTORS OF

THE UNITED STATES ROWING ASSOCIATION

November 2, 2019

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

Directors absent: None

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Andrew Lee (outside counsel), Brian Klausner (by phone), Traci Stocker (Director Member Services and Programs), Rob Milam (partial attendance by phone, as noted below), Matt Imes (partial attendance by phone, as noted below), Paul Pedevillano (by phone, after lunch break)

The Chair called the meeting to order.

Approval of Minutes

Ms. Hooper presented the minutes from the Board meetings on June 7-8, 2019, July 31, 2019, August 8, 2019, September 7, 2019, and October 23, 2019.

Mr. Ishizuka made a motion to approve the foregoing minutes which Ms. Stone seconded, and which passed unanimously.

CEO Report

Mr. McNerney gave an overview of challenges and opportunities. He discussed the organization's current financial status. The 2019 budgeted revenues are unlikely to be achieved and expenses are running on plan leading to an expected budget shortfall. Mr. McNerney explained that these financial challenges have highlighted a need for improved internal fiscal management, cost control protocols and more conservative budgeting. Mr. McNerney described a series of measures being implemented to achieve financial stability including additional borrowing.

Mr. McNerney described an upcoming $1 million Matching Campaign, in collaboration with the National Rowing Foundation, to be launched in November to exclusively support the 2020 Tokyo Olympic needs of the national teams.

Mr. McNerney discussed plans to further the organization's goal to promote the relevance and growth of the sport of rowing, including updates on FISA's National Rowing Federation Council, and a framework for USRowing's long-term media rights strategy\.

Mr. McNerney further described efforts to prioritize diversity initiatives, including at the USRowing Indoor Championships, and also updated the Board on developments at the U15/U17 National Championships Youth Nationals, and Masters Nationals.

Mr. McNerney next discussed the organization's focus on athlete safety & well-being, including sending a USRowing representative, John Wik, to attend the 2019 SafeSport Conference. Mr. McNerney advised that in USRowing's first year of coaching certification hundreds of coaches enrolled and have been certified. Mr. McNerney also mentioned that USRowing has implemented athlete surveys for all of Team USA.

Domestic Rowing Program Update

Ms. Smith updated the Board on the Domestic Rowing Program. Ms.Stocker began by discussing the planned "Membership 2020" restructuring of the membership program, beginning with organizational memberships in 2020, to be followed by individual memberships in 2021. The organizational membership restructuring involves simplifying the tiers of membership and adjusting fees to account for the quoted increases in insurance premiums. Ms. Stocker described the communications plan for rolling out the revised membership and fee structure. Members of the Board asked a number of questions, including the revenue impact of the increases, and there ensued a full discussion of the matter.

Ms. Smith presented a wrap-up discussion of 2019 regattas.

Ms. Smith previewed the 4th Quarter by discussing the 2019 Annual Convention being held in Philadelphia from December 5-8, 2019, preparations for the 2020 USRowing Indoor National Championships (in conjunction with C.RA.S.H.-B. World Indoor Rowing Championships), with registration expected to go live on November 18.

Junior Lightweight Rowing Policy Update

Mr. McNerney presented an update on the Junior Lightweight Rowing Policy, for which protocols had been published for comment in October. In general, feedback has been positive and constructive, particularly within the scholastic rowing community, although there have been some questions about the planned compliance date. Mr. McNerney explained that the plans include provisions for participating organizations to pay a fee to offset USRowing's costs for administering the protocols and that Regatta Central will handle the technical side of the registration process within the scope of its existing contract.

Domestic Budget Priorities

Ms. Smith then gave an update on domestic budget priorities including increasing revenues and efficiencies and reducing costs, converting coaching development from a cost-center to a revenue-generator, and addressing domestic organization needs and staff shortages.

2019 Team USA Update

Rob Milam and Matt Imes joined the meeting. Mr. Imes presented an update on Team USA performance, including comparisons between 2019 and 2018 results and goals for the Olympics in 2020. Mr. Imes further discussed the status of the National Training Centers, including 40 female athletes in Princeton, 30 male athletes in Oakland, and 9 para athletes in Boston, along with the calendar of upcoming selection and other events. Mr. Imes discussed the status of Olympic preparations, including expectations for lodging and allotment of official credentials.

Financial Review

Mr. McNerney led a financial review discussion, including presentation of an anticipated 2019 deficit based on current revenues and expenses compared to 2019 budget both overall and by categories including Sponsorships, U19 programs, the Olympic Development Program, Camp Fees, Membership, Events, and Grants, in each case including discussion of issues or challenges and management's strategies for resolving them. Finance Consultant Paul Pedevillano presented an analysis of the organization's cash position and recommended strategies for the remaining 4th quarter 2019 and 2020. He also explained the changes that are being made to the cash reporting system and the implementation of weekly reporting for better monitoring.

Executive Session

Mr. Manion made a motion to enter executive session, which Ms. Stone seconded and which passed unanimously. Mr. McNerney left the meeting shortly after the commencement of the executive session.

Ms. Hooper made a motion to exit executive session, which Ms. Stone seconded and which passed unanimously. Mr. McNerney returned to the meeting.

Board Action

Mr. Manion made a motion to approve the fee structure for Organizational Members as presented by Ms. Smith, which Ms. Stone seconded and which passed unanimously.

Mr. Ishizuka made a motion to amend the By-Laws to delete the mission statement in the By-Laws and replaced it with the new mission statement previously approved by the Board, which Ms. Stone seconded and which passed unanimously.

Governance Committee Update

Mr. Ishizuka presented an update from the Governance Committee, including discussion of updates to the High Performance Committee Charter to address coaching involvement in Direct Athlete Support and the current status of updating the CEO Policy Manual to consolidate various policy documents in one place.

Nomination & Election Committee Update

Ms. O'Leary presented an update from the Nomination & Election Committee, advising that the Northeast and Northwest Regional Director elections are coming up, with the call for nominations currently pending. Ms. O'Leary advised that the committee was updating the nomination form to include a description of desired director qualifications and efforts to ensure that the individual responsible for voting on behalf of each Organizational Member is aware of the desired qualifications. Ms. Smith advised that the nomination link was included in the organization's weekly e-newsletter and would also be the subject of an e-mail blast.

Sports Medicine & Science Committee Update

Mr. McNerney advised that the Sports Medicine & Science Committee has a meeting within the next week and would also host a session at the upcoming National Convention in December.

SafeSport Update

Mr. McNerney advised that the organization had successfully completed its audit by the Center for SafeSport, with one compliance issue pending and informed the Board that John Wik (Director of SafeSport) had spent a week at the Center for SafeSport, which included gathering information about new SafeSport requirements. Board members asked about current and potential cases, to which Mr. McNerney responded.

Upon a motion by Ms. Stone, which was seconded by Mr. Ishizuka, and which passed unanimously, the meeting was adjourned.