

**CEO Policy Manual  
(version March 2010)**

**ARTICLE I  
REMOVAL OF MEMBERS  
(section under construction)**

**ARTICLE II.  
WHISTLEBLOWER POLICY**

The United States Rowing Association (“USRowing”) is committed to high standards of ethical, moral and legal financial and business conduct. In line with this commitment, USRowing’s Code of Conduct Policy, and USRowing’s commitment to open communication, this policy aims to provide an avenue for directors, standing committee members and employees to raise concerns regarding the financial, accounting, business and legal conduct and reassurance that they will be protected from reprisals or victimization for whistleblowing.

This Whistleblower Policy is complimentary to and is not intended to replace or impede USRowing’s Grievance Procedure found under Article III. in the Chief Executive Officer’s Manual. Those who believe themselves aggrieved by (1) an action of the Association, or (2) an action of an organizational or individual member of the Association, where such action is alleged to violate the aggrieved’s rights under the USRowing Bylaws, or applicable law governing amateur sport or is otherwise inconsistent with the best interests of the sport of rowing should seek redress under USRowing’s Grievance Procedure.

**Reporting Responsibility**

It is the responsibility of all directors, standing committee members and employees to comply with USRowing’s Code of Conduct Policy, as it applies to financial, accounting and business conduct and transactions, and applicable law and to report violations or suspected violations in accordance with this Whistleblower Policy. A person who has knowledge of a violation of USRowing’s Code of Conduct or an applicable law but fails to report such a violation is not protected by this policy.

**Confidentiality**

USRowing will treat all communications under this policy in a confidential manner, except to the extent necessary (1) to conduct a complete and fair investigation; (2) for review of USRowing operations by USRowing’s Board, its Finance and Ethics Committees, USRowing’s independent public accountants, and USRowing’s legal counsel; or (3) to comply with applicable federal or state laws.

**Anonymous Allegations**

USRowing encourages people reporting alleged violations to put their names on the allegations because appropriate follow-up questions and investigation may not be

possible unless the source of the information is identified. Violations reported anonymously will be explored appropriately, but consideration will be given to: the seriousness of the issue; the credibility of the concern; and the likelihood of confirming the allegation from attributable sources.

### **Retaliation**

This Whistleblower Policy is intended to encourage and enable directors, standing committee members and employees to raise serious concerns within the organization regarding business and financial conduct and transactions for investigation and appropriate action. With this goal in mind, USRowing expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions or any other form of retaliation against a director, standing committee member or employee who, in good faith, reports violations of law, cooperates in the inquiries or investigations or identifies potential violations of USRowing Policies. A director, standing committee member or employee who engages in retaliation is subject to discipline up to and including dismissal from the volunteer position, termination of employment or being banned from membership in USRowing.

### **Acting in Good Faith**

Anyone reporting a concern must act in good faith and have reasonable grounds for believing the matter raised is a serious violation of the law or policy or a material accounting or auditing matter. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, with gross negligence, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline up to and including dismissal from the volunteer position, termination of employment or being banned from membership in USRowing. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal lawsuits.

### **Report and Investigation of Concerns or Complaints**

Concerns should be reported in writing to the CEO of USRowing. If the person reporting the concern is not comfortable reporting to the CEO or if he/she does not believe that the issue is being properly addressed, the person may report the concern to the President of the USRowing Board of Directors or Chair of the USRowing's Ethics Committee. The contact information for these people can be found at USRowing's website ([www.usrowing.org](http://www.usrowing.org)) or by calling 1-800-314-4769.

Employees of USRowing should first report concerns to the employee's supervisor. If the employee is uncomfortable reporting to his/her supervisor or he/she does not feel that the issue is being properly addressed, the person may report the concern to the Chief Executive Officer ("CEO") of USRowing.

Reports should contain as much specific information as possible, including information concerning who was involved, what occurred, where and when the incident(s) in question took place. The reports should establish by a preponderance of the evidence that a violation of law or USRowing's Code of Conduct has occurred.

Where possible, the person receiving the report shall acknowledge receipt of the report to the person who submitted the report within five (5) days of receiving the report. The person who submitted the report should also be kept apprised of the status of the investigation.

The person receiving the report has the responsibility to ensure that the report will be promptly investigated with due care and appropriate corrective action will be taken if warranted by the investigation. In the event that the complaint involves a violation of applicable law, the complaint will be referred to the proper authorities.

USRowing's Finance Committee shall address all reported concerns regarding USRowing's accounting practices, internal controls or auditing. The Chair of the Finance Committee shall immediately be notified of any report involving accounting practices, internal controls or auditing, and the person who received the report shall work with the Finance Committee until the matter is resolved.

Upon conclusion of the investigation, the person responsible for the investigation will prepare and submit a written report to USRowing's Ethics Committee. The Ethics Committee will report to USRowing's Board of Directors on all concerns received, the nature of these concerns and the resolution of these concerns. All documentation involved in a complaint, investigation and corrective action shall be retained in accordance with USRowing's Document Retention Policy.

### **Illustrative Types of Concerns**

The following is a non-exhaustive list of the kinds of improprieties that should be reported:

- Supplying false or misleading information on USRowing's financial or other public documents, including its Form 990
- Providing false information to or withholding material information from USRowing's board or auditors
- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations
- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations
- Embezzling, self-dealing, private inurement (i.e., USRowing earnings inuring to the benefit of a director, officer, or senior management) and private benefit (i.e., USRowing assets being used by anyone in the organization for personal gain or benefit)
- Paying for services or goods that are not rendered or delivered
- Facilitating or concealing any of the above or similar actions

### **Communication of This Policy**

A copy of this policy shall be made a part of USRowing's Employee Handbook and Directors Handbook. It will also be made available on USRowing website via the CEO Policy Manual.

### **ARTICLE III MISCONDUCT AND GRIEVANCE PROCEDURES**

1. **Purpose and Scope.** These Grievance Procedures shall be used for the swift and equitable resolution of grievances brought by those who believe themselves aggrieved by (1) an action of the Association, (2) an action of an organizational or individual member of the Association, where such action is alleged to violate the aggrieved's rights under the USRowing Bylaws, or applicable law governing amateur sport, or is otherwise inconsistent with the best interests of the sport of rowing. These procedures shall not apply to disputes arising out of the terms or conditions of employment or agency relationship between an individual and the Association.
2. **Retaliation, Impeding an Investigation and Acting in Good Faith**
  - (A) To encourage open communication throughout the grievance process, the Association expressly prohibits any form of retaliation, including harassment, intimidation or any other form of retaliation against a person or organizational member who files a complaint or cooperates in the inquiries or investigations. A member of USRowing or employee who engages in retaliation is subject to discipline up to and including dismissal from the volunteer position, termination of employment or being banned from membership in USRowing.
  - (B) A person who engages in altering, destroying, or concealing a document or record, or attempting to do so, with the intent to impair the document's availability for use in the investigation of a complaint, official proceeding or otherwise obstructing, influencing, or impeding the proceeding is subject to discipline up to and including dismissal from a volunteer position, termination of employment or being banned from membership in USRowing.
  - (C) Anyone filing a complaint must act in good faith and have reasonable grounds for believing they have been aggrieved by an action of the Association or of an individual or organizational member of the Association. The act of filing a complaint that proves to be unsubstantiated, and that proves to have been made maliciously, recklessly, with gross negligence, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline up to and including dismissal from a volunteer position, termination of employment or being banned from membership in USRowing.
3. **Filing a Complaint.** The Association, or any individual or organizational member of the Association (the "Complainant"), believing himself/herself/itself to be aggrieved by any action of the Association or another member of the Association, may file a complaint with the Association within 30 days of the incident (the "Complaint"). If the complaint involves conduct at a regatta which may be the

subject of the protest procedures described in Rule 2-608 (f) of the Rules of Rowing, then those protest procedures must be exhausted prior to the filing of a Complaint. Failure to exhaust those protest procedures precludes resort to this 463 Grievance Procedure.

4. **Form of Complaint.** To be considered for resolution through the Association's grievance procedure the Complaint must: (1) be submitted in writing to the Chief Executive Officer of the Association, (2) be signed by the Complainant, and (3) include a concise statement of the conduct complained of, the individual or organization responsible for the conduct complained of and the relief sought.
5. **Processing the Complaint.** Upon receipt of a Complaint, the Chief Executive Officer shall promptly:
  - (A) Appoint one member or employee of the Association to investigate the Complaint (the "Investigator"). The investigator may not be an individual who is: (1) directly involved in the conduct which is the subject of the Complaint, (2) responsible for the enforcement or promulgation of the specific rule or policy at issue in the Complaint, or (3) a member of an organization (other than the Association) that is the subject of the Complaint.
  - (B) Send to the Complainant a notice acknowledging receipt of the Complaint. That notice shall include: (1) the name of the Investigator, (2) the date (not later than 30 days from the date of the notice) by which the investigation will be concluded, and (3) a copy of these grievance procedures.
  - (C) Send to any individual or organization whose conduct is the subject of the Complaint (the "Adverse Party") a notice of the filing of the Complaint and a copy of the Complaint. No notice need be sent when the Adverse Party is the Association. The notice shall include: (1) an invitation to respond in writing to the Complaint, (2) the name of the Investigator, (3) the date by which the investigation will be completed, and (4) a copy of these grievance procedures.
6. **Investigation of the Complaint.** The investigation of the Complaint shall include a collection of all relevant documents and interviews (or attempted interviews) with the Complainant, the Adverse Party and other persons having information related directly to the subject matter of the Complaint.
7. **Mediation of the Complaint.** Within five days of the end of the investigation, the Investigator shall prepare for the Chief Executive Officer of the Association a written summary of the investigation and a recommendation as to appropriate disposition of the Complaint. Without being limited by that recommendation, the Chief Executive Officer may then attempt to mediate the dispute to the satisfaction of the Parties. If mediation is successful, the agreed upon resolution must be recorded by the Chief Executive Officer in a form which includes the written acknowledgment and agreement of the Parties to that resolution.

8. **Grievance Panel.** The Grievance Panel shall consist of up to twelve people, but not less than eight people, appointed by the President of the Association in March of each even numbered year for a term of two years and until their successors are appointed and qualify. Members of the Grievance Panel shall not be employees or directors of the Association. The Grievance Panel shall include at least twenty percent "athlete members" as that term is defined by the USOC through the AAC bylaws. The Association shall provide counsel to the Grievance Panel, who shall assist the Panel in the administration of this grievance procedure, including the creation of a standard set of procedures for the conduct of the grievance hearing.
9. **Hearing Panel.** If the Chief Executive Officer is unable to mediate the dispute to the satisfaction of the Parties within ten (10) days of receipt of the Investigator's summary and recommendation, the Chief Executive Officer will request that the Chair of the Grievance Panel appoint three members of that Panel to serve as the group which will hear the grievance (the "Hearing Panel"). The Chair of the Grievance Panel may appoint himself/herself to the Hearing Panel. The appointment of the three-member Hearing Panel will include the designation of a Chair of the Panel. Whenever possible, an athlete member of the Grievance Panel will be included on the Hearing Panel. In matters related to the national team, an athlete member will be required to be included on the Hearing Panel. The Chair of the Grievance Panel is responsible for confirming the availability of each appointee to serve on the Hearing Panel.
10. **Conduct of the Hearing.** The Chair of the Hearing Panel shall select the time and place for the grievance hearing in order to conduct the hearing at the earliest convenient date. The Chair of the Hearing Panel will communicate that information, along with the identity of the other two members of the Hearing Panel, to the Parties and the Chief Executive Officer. Prior to the hearing the Chief Executive Officer will provide to the Hearing Panel copies of the Complaint, any written response previously submitted by the Adverse Party, documents collected by the Investigator and the Investigator's factual summary. The Hearing Panel will not receive (and neither Party may introduce as evidence) the Investigator's recommendation or any resolution of the dispute proposed by the Chief Executive Officer or any of the parties during mediation.
11. **Hearing Procedures.** Not less than 15 days prior to the hearing, the Chair of the Hearing Panel shall cause to be sent to the Parties a written copy of the procedures to be followed at the hearing. Those procedures shall include an opportunity for each Party to be represented by counsel, to present oral or written evidence, to cross-examine witnesses and to present such factual or legal claims as desired. The hearing shall be open to the public and shall be stenographically recorded with a transcript made available to each Party at its expense.
12. **Decisions of the Panel.** All procedural and evidentiary decisions shall be made by the Chair of the Hearing Panel. Decisions about the merits of the complaint

and form of sanctions shall be made by majority vote of the Hearing Panel. The Hearing Panel shall report its decision on the merits in the form of written findings of fact and conclusions within ten (10) days of the conclusion of the hearing. The decision shall be sent to the Parties and the Executive Director. The decision of the Hearing Panel shall be final and binding on all parties, except to the extent that decision is modified on appeal in accordance with Section 14 below.

13. **Incurred Costs.** All direct costs and disbursements, including travel and lodging expenses for the Hearing Panel and Parties, photocopying and court reporter charges, but not including attorney's fees or the costs associated with witnesses called by either party, associated with participation in any step of the grievance procedure outlined in this Article of the Bylaws shall be borne by the losing party unless otherwise agreed to by both parties or ordered by the Hearing Panel in its decision or by the Board of Directors on appeal.
14. **Penalties.** The Hearing Panel may impose any of the following penalties upon an individual or organizational member of the Association:
  - A. Reprimand: A communication, either public or private, of the Association's disapproval of the subject's actions. A reprimand may be combined with probation or suspension.
  - B. Probation: A ruling that, for a specified time, the subject's continued participation at regattas or other USRowing activities is conditioned upon satisfaction of certain conditions. These conditions shall be described specifically, as shall the consequences of failing to meet them. The Panel may order that notice of probation be given to appropriate authorities, such as regatta directors.
  - C. Suspension: A ruling that, for a specified time, the subject is forbidden from participating in or sponsoring registered regattas or other USRowing activities. The Hearing Grievance Panel may limit the effect of suspension to certain activities or regattas, and may establish conditions which, if satisfied, will result in lifting of the suspension.
  - D. Other: The Hearing Panel may order such other relief as it deems appropriate (e.g. letter of apology or restitution including payment for damaging equipment), but may not impose monetary fines as part of its penalty.
15. **Appeal.** (A) Subject to subsection (B) below, appeal from a decision of the Hearing Panel may be taken by any Party, including the Association, to the Board of Directors by written notice filed with the Chief Executive Officer through the Association's Headquarters, within ten (10) days of receipt of the decision of the Hearing Panel. The notice of appeal must set forth the basis for the appeal. The Chief Executive Officer will forward copies of the notice of appeal to the other Parties, all of whom shall have the right of cross-appeal to the Board within ten (10) days of receipt of the notice of appeal. The Board shall, by majority vote of all non-abstaining members, render a written decision with respect to the

appeal within thirty (30) days of receipt of notice and responses. A decision of the Board with respect to an appeal shall be final and binding on all parties.

(B) If the grievance complains of or affects an action taken by the Board of Directors, then any report of a Hearing Panel that recommends a remedy that is inconsistent with that action shall be referred in the form of a recommendation to the full Board of Directors. Any motion to rescind an action, where such rescission is consistent with the report of the Hearing Panel, shall require only a majority vote of the Board to be approved.

16. **Expedited Procedure.** If the Complaint challenges a rule or decision affecting eligibility of an individual member of the Association to participate in an international event or an event registered or conducted by the Association, the Complainant may, as part of his or her written Complaint, request that the Complaint be referred immediately to a Hearing Panel without prior investigation or mediation by the Executive Director. In response to such a request, the Chief Executive Officer shall:
  - A. Send to the Complainant a notice acknowledging receipt of the Complaint.
  - B. Send to any Adverse Party a notice of the filing of the Complaint. No notice need be sent when the Adverse Party is the Association. The notice shall include a copy of the Complaint.
  - C. Request the Chair of the Grievance Panel to appoint a Hearing Panel.
  
17. **General.** All notices, reports and decisions under the Grievance Procedures contained in this Article shall be made in writing and delivered in person by registered or certified mail, or other form of delivery creating a record of receipt. Any time period under this Article may be reduced by the Chief Executive Officer or the Chair of the Hearing Panel if it is determine that such action is necessary to expedite the resolution of a controversy in order to do justice to any Party. Participation in grievance procedure shall be deemed to constitute agreement to be bound by the provisions of this Article and decisions rendered in accordance therewith.
  
18. **Binding Arbitration.** Pursuant to and consistent with the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C. § 220501 et seq., and the Bylaws of the United States Olympic Committee, USRowing shall submit to binding arbitration (1) If any person (or organization) files a complaint with the United States Olympic Committee (USOC) against the Association regarding the Association's compliance with the membership requirements imposed by the United States Olympic Committee upon its member organizations, (2) If an amateur sports organization seeks to replace the Association as the United States Olympic Committee member organization for the sport of rowing by filing an application with the United States Olympic Committee, or (3) if any amateur athlete alleges that the Association has denied or threatened to deny him/her the right to compete in the Olympic Games, the Pan American Games, or other protected competition

as defined by the USOC, or, subsequent to such competition, has censured or otherwise penalized him/her or any organization that he/she represents.

**Arbitration Procedures:** The procedures used in binding arbitration shall be the commercial arbitration rules of the American Arbitration Association, or such successor provisions as may be promulgated by the American Arbitration Association, a legislative body of competent jurisdiction, the United States Olympic Committee, or other adjudicatory body, that are intended to apply to disputes arising under the Ted Stevens Amateur and Olympic Sports Act, 36 U.S.C. § 220501 et seq.

#### **ARTICLE IV STANDING COMMITTEE RULES AND PROCEDURES.**

- 1) Each standing committee of the association shall meet, at minimum, twice annually.
- 2) Meetings may be made through in person, telephonically, electronically or other means.
- 3) A majority of members of the standing committee must be present for business to be conducted.
- 4) A record of the actions taken by the standing committees shall be made in the form of minutes, and made available to the members of the association via the association's web site or other such public device no later than 15 business days following the meeting. If the committee is unable to meet this deadline, notice as to why such minutes are not posted shall be made.
- 5) Minutes of the standing committees shall include at a minimum: date of meeting, list of attendees, description of any motions made, and/or actions taken.
- 6) Business to be considered by the committee may be brought by any member of the association, and shall be made in the form of a written proposal submitted to either the Chair of the relevant committee, or the Chief Executive Officer of the association.

#### **ARTICLE V. ELECTIONS: PROCEDURES FOR CONDUCTING**

- 1) Staff shall, under the direction of the Secretary of USRowing, amass the data record outlined under the USRowing bylaws to encompass the eligible voting pool to be used for the distribution of election materials.
- 2) Staff shall, under the direction of the Secretary of USRowing, select and retain an independent agent to administer the USRowing elections and to act as teller.
- 3) The election process may utilize current technologies available at the time, and approved by the Secretary and the Board of Directors, including but not limited to electronic voting, email and web site distribution.
- 4) Staff shall, under the direction of the Secretary of USRowing, publish the results of the election as provided by the independent agent through currently acceptable

public mechanisms such website, email and publications.

- 5) Any complaints or allegations of malfeasance regarding the election processes shall be handled under Section II of this policy manual, Misconduct and Grievance Procedures.