BOARD POLICY MANUAL
INTRODUCTION

In 2006, USRowing’s board, acting on recommendations made by the Governance Task Force, voted to adopt the Policy Governance model. The purpose of this model is to define more appropriate roles of the board and the Chief Executive Officer (CEO) through written policies.

At the fourth quarter meeting of 2013, the USRowing Board determined that a renewed effort was needed to further this policy development process. This manual, containing work from 2006–2009, will create the basic framework of our future policy.

The manual is organized into four policy areas:

1. Ends Policies, which express the desired results of the Association;
2. Governance Process Policies, which dictate how the board runs its affairs;
3. Board-CEO Linkage Policies, which explain how the board interacts with the CEO; and
4. Executive Limitations Policies, which prescribe the boundaries within which the CEO can achieve the Association's Ends.

MISSION

The mission of USRowing is to provide ongoing opportunities to achieve excellence in rowing in the United States. In pursuit of this mission, USRowing will achieve the following results:

- Steadily increase awareness of rowing
- Consistently grow lifetime participation in rowing
- Provide education on rowing safety, healthy training methods, and effective rowing technique
- Provide standards for all rowers of safe, fair racing
- Continually improve performance at the Olympic Games
- Maintain fiscal growth and responsibility

ENDS POLICIES

Global Ends Policy

USRowing will provide opportunities to achieve excellence in rowing in the United States.

Ends 1: Olympic and Paralympic Games Performance
USRowing will continually improve the United States rowing team's performance at the
Olympic and Paralympic Games, consistent with the United States Olympic Committee’s quadrennial performance expectations.

**Ends 1a: Responsibilities to the United States Public, FISA, and the USOC**

**Ends 1a.1: The United States Public**
In its capacity as the national governing body for the sport of rowing in the United States of America, USRowing will discharge the responsibilities that it has undertaken to the American public.

**Ends 1a.2a: Ted Stevens Olympic and Amateur Sports Act**
USRowing will discharge the responsibilities that it has undertaken to the American public, as set forth in the Ted Stevens Olympic and Amateur Sports Act, §2205 (TSOASA).

**Ends 1a.3: Fédération Internationale de Sociétés d'Aviron (FISA)**
As the entity that FISA has certified as the national governing body for the sport of rowing in the United States of America, USRowing will discharge the obligations that it has undertaken to FISA.

**Ends 1a.4: United States Olympic Committee (USOC)**
As the entity that USOC recognizes as the national governing body for the sport of rowing in the United States of America, USRowing will discharge the obligations that it has undertaken to the USOC.

**Ends 1a.5: National Rowing Foundation**
USRowing will continue to highly prioritize its relationship with the National Rowing Foundation for the benefit of the National and Olympic Teams.

**Ends 1b: Olympic and Paralympic Rowing Team Selection**
USRowing will adopt processes for selecting the most competitive National, Olympic, and Paralympic rowing teams to represent the United States.

**Ends 1c: Olympic and Paralympic Rowing Team Coaching**
USRowing will engage coaches and related support personnel for selecting members of the United States National, Olympic, and Paralympic rowing teams.

**Ends 1d: Olympic and Paralympic Rowing Team Support**
USRowing will provide equipment, facilities, and other support for the United States National, Olympic and Paralympic rowing team.

**Ends 1e: Olympic Rowing Team Collaboration**
USRowing will develop partnerships with persons and other entities, both within and outside of the rowing community, to help underwrite the costs of the United States Olympic rowing team.
**Ends 1f: Team Support**
National, Olympic and Paralympic team athletes shall be funded at a level sufficient such that they may reasonably be expected to achieve USRowing’s adopted Olympic medal goals.

- Funding priority shall be given to athletes with the highest chances of success with respect to USRowing’s Olympic and Paralympic medal goals.
- The CEO shall not allow funding to be used by the coaches that are not in direct and measurable support of USRowing’s Olympic medal goals.
- The CEO shall not allow the National Team Services’ annual expenditures to exceed its annual revenues.
- A portion shall be raised in sponsorship for the national, Olympic, and Paralympic teams annually.
- One hundred percent of USOC funding shall be used in direct support of USRowing’s Olympic medal goals.
- Five percent of USRowing’s other funding shall be used in direct support of USRowing’s Olympic medal goals.

**Ends 2: Provide Standards of Safe, Fair Racing Opportunities for All Rowers**
USRowing will provide rowers with opportunities for safe, fair racing throughout the United States.

**Ends 2a: Rules**
USRowing will provide the rules of rowing as adopted by the board at the beginning of the current calendar year.

**Ends 2b: Referees**
USRowing will train, license and review referees to implement the Rules of Rowing.

**Ends 2c: “Owned” Regattas**
USRowing will administer the National Selection Regatta #1, National Selection Regatta #2, USRowing Southwest Junior District Championships, USRowing Southeast Junior District Championships, USRowing Mid-Atlantic Junior District Championships, USRowing Northwest Junior District Championships, USRowing Northeast Junior District Championships, USRowing Youth National Championships, USRowing Northwest Masters Regional Championships, USRowing Southeast Regional Championships, Senior I / Under 23 World Championship Trials, USRowing National Championships, USRowing Northeast/Mid-Atlantic Masters Regional Championships, USRowing Southwest Masters Regional Championships, Junior /
Para-Rowing World Championship Trials, USRowing Club National Championships, Senior II World Championship Trials, USRowing Masters National Championships, USRowing Masters National Head Race Championships.

**Ends 2d: “Registered” Regattas**
USRowing will distribute regatta organization and operations guidelines.

**Ends 3: Increased Lifetime Participation in Rowing**
USRowing will consistently grow lifetime participation in rowing.

**Ends 3a: Basic Independent Instruction Modules**
USRowing will provide educational materials on all aspects of rowing, coaching, and training.

**Ends 3b: Financial Commitment**
USRowing will devote a portion of its annual budget to increasing lifetime participation in rowing.

**Ends 4: Increased Awareness of Rowing**
USRowing will steadily increase the general public’s awareness of the sport of rowing.

**Ends 4.a:**
Create general education and promotional materials about rowing for broad publication.

**Ends 4.b:**
Develop media partnerships to promote rowing at a community level.

**Ends 4.c:**
Promote and celebrate national and Olympic team athletes and results.

**Ends 4.d:**
Develop regatta best practices to enhance spectator participation.

**Ends 4.e:**
USRowing will devote a portion of its annual budget to increasing awareness of
rowing.

**Ends 5: Safety, Healthy Training Methods, and Effective Technique**
USRowing will establish guidelines for rowing safety, healthy training methods, and effective rowing technique.

**Ends 5a: Coaches**
USRowing will conduct certification courses nationwide and throughout the year to educate coaches in safety, healthy training methods, and effective technique.

**Ends 5b: Rowers**
USRowing will provide guidelines to rowers in safety, healthy training methods and effective technique.

**Ends 5c: Parents of Junior and Collegiate Rowers**
USRowing will provide access to information about health and safety issues particular to young athletes.

**Ends 5d: Referees**
USRowing will train and license referees to implement the Rules of Rowing.

**Ends 5e: Regatta Organizers**
USRowing will establish guidelines concerning the running of safe, fair regattas.

**Ends 5f: Financial Commitment**
USRowing will make the following commitments:
- A portion of its annual budget in support of safety, healthy training methods, and effective technique.
- A targeted percentage of Membership Dues shall be spent for membership services including appropriate general and administrative expenses.

**Ends 6: Fiscal Growth and Responsibility**

**Ends 6a:** USRowing will adopt an annual budget that reflects the board’s ends priorities and forecasts an excess of revenues over expenses for the fiscal year end.

**Ends 6b:** USRowing will increase sponsorship for USRowing; the targets will be
determined each quadrennial.

**Ends 6c:** USRowing will end each fiscal year in the black.

**Ends 6d:** USRowing will optimize use of direct athlete funding to maximize its Olympic medal opportunities.

**Ends 7: SafeSport**

**Ends 7a:** USRowing shall comply with and adhere to the United States Olympic Committee’s safe sport rules and regulations, including with respect to the sole and exclusive authority of the U.S. Center for SafeSport to investigate and resolve any reported violations of sexual misconduct.

**Ends 7b:** USRowing will take steps to ensure that all members, athletes, coaches, trainers, agents, staff, referees, or other persons participating in USRowing or USRowing sanctioned events comply with the codes, rules, policies, regulations and procedures of the U.S. Center for SafeSport.

**GOVERNANCE PROCESS POLICIES**

**Global Governance Policy**
The purpose of the board, on behalf of USRowing’s membership, is to see to it that USRowing 1) achieves what it should and 2) avoids unacceptable actions and situations.

**Governance Process 1: The Board’s Governing Style**
The board will govern with an emphasis on the following:

1. Outward vision rather than internal preoccupation
2. Encouragement of diversity in viewpoints
3. Strategic leadership more than administrative detail
4. Clear distinction of board and chief executive roles
5. Collective rather than individual decisions
6. The future rather than the past or present
7. Proactivity rather than reactivity

**Governance Process 1a: The Board’s Group Responsibility**
The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will determine policy, not merely react to staff initiatives. The board will use the expertise of individual
members to enhance the ability of the board as a body to govern the organization as a whole rather than to substitute individual judgments or constituent demands for the board’s values. The board will allow no officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.

**Governance Process 1b: The Board’s Role as Visionary**
The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board’s values and perspectives about ends to be achieved and means to be avoided. The board’s major policy focus will be on the intended long term effects outside the organization, not on administrative or programmatic means of attaining those effects.

**Governance Process 1c: Board Discipline and Development**
The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policymaking principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board’s governance process and periodic board discussion of process and the board’s governance capabilities.

**Governance Process 1d: Self-Monitoring**
The board will monitor and discuss the board’s process and performance at each meeting. Self-Monitoring will include comparison of board activity and discipline to policies in the Linkage categories. Board members will hold each other accountable for the collective achievement of the board’s process and performance goals.

**Governance Process 2: Board Job Description**
The specific job outputs of the board are those unique “values added” that tie ownership prerogatives to organizational performance.

**Governance Process 2a: Board-Ownership Linkage**
The board will serve as the link between USRowing and its membership by:
- Acting as ambassadors for the sport of rowing both within rowing communities and within the board members’ greater communities
- Gathering both quantitative and qualitative feedback from all members on an annual basis. This information may be gathered through surveys, focus groups, town meetings or one-on-one communications with members.
- Continuing as a forum for all standing and constituent committees.
- Including the membership in the progress of USRowing by involving them in committees and task forces.
- Inviting clubs, colleges, vendors and individual members to make constructive recommendations for the conduct of the business of USRowing, through an ongoing survey system.

**Governance Process 2b: Board Policies**
The board will produce written governing policies that, at the broadest levels, address each category or organizational decision. See Appendix A for copies of board policies currently in effect. Those policies currently include the USRowing Board Policy (2014), the USRowing SafeSport Policy (Sept. 2013), the USRowing Whistleblower Protection Policy and the USRowing Grievance Policy (for standard members) and the USRowing Conflict of Interest Policy.

1. **Ends:** Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good for which recipients at what cost).
2. **Executive Limitations:** Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
3. **Governance Process:** Specification of how the board conceives, carries out, and monitors its own task.
4. **Board CEO Linkage:** How power is delegated and its proper use monitored; authority and accountability of the CEO role.

**Governance Process 2b.1:** To accomplish its objectives with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes re exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

**Governance Process 2b.1a:** The board will complete an annual review of administrative planning and budgeting at the December meeting. The review will include an audit of governance policies and procedures as they relate to the board’s most.

**Governance Process 2b.1b:** The board will also develop its agenda for the next year at the December meeting. This agenda will provide direction for the coming year.

- Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
- Governance education and education related to ends determination (for example, presentations by constituent groups, potential sponsors, related NGO’s or experts, and staff) will be arranged in the first quarter, to be held during the balance of the year.

**Governance Process 2b.1c:** Agenda items will be a priority throughout the year and will take precedence over new business.

**Governance Process 2c: Monitoring of the Executive Director** The board will produce ongoing assurance of CEO performance (against policies in Governance
Process 1) and Governance Process 2) and will conduct a formal review annually.

**Governance Process 2c.1: CEO** monitoring will be included on the agenda if the periodic monitoring reports show policy violations or if policy criteria are to be debated.

**Governance Process 2c.2: CEO** remuneration will be decided in December after a review of monitoring reports received in the last year.

**Governance Process 3: The Chair’s Role**
The chair assures the integrity and fulfillment of the board’s process and, secondarily, occasionally represents the board to outside parties.

**Governance Process 3a: The Chair’s Job Result**
The job result of the chair is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

**Governance Process 3a.1:** Meeting discussion content will be only issues that, according to board policy, clearly belong to the board to decide, not the CEO.

**Governance Process 3a.2:** Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.

**Governance Process 3b: The Chair’s Authority**
The authority of the chair consists in making decisions that fall within topics covered by board policies on Governance Process and BoardED Linkage, except where the board specifically delegates portions of this authority to others. The chair is authorized to use any reasonable interpretation of the provisions of these policies.

**Governance Process 3b.1:** The chair is empowered to chair board meetings with all the commonly accepted power of that position (for example, ruling, recognizing).

**Governance Process 3b.2:** The chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the chair has no authority to supervise or direct the CEO except as the representative of the board as a whole.

**Governance Process 3b.3:** The chair may represent the board to outside parties in announcing board stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

**Governance Process 3b.4:** The chair may delegate this authority but remains accountable for its use.
Governance Process 4: Board Member’s Code of Conduct
The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Governance Process 4a: Loyalty to the Ownership
Members must represent unconflicted loyalty to the interests of the membership of USRowing as a whole. This accountability supersedes any conflicting loyalty such as that to a specific constituency group and membership on other boards or staffs.

Governance Process 4b: Conflict of Interest
Members must avoid conflict of interest with respect to their fiduciary responsibility.

Governance Process 4b.1: There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as procedurally controlled, to assure openness, competitive opportunity, and equal access to inside information.

Governance Process 4b.2: When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.

Governance Process 4b.3: Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.

Governance Process 4b.4: Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict or be perceived as producing a conflict.

Governance Process 4b.5 Sitting board members and committee members may not be considered for open Association staff positions. Board members may be considered for employment by the Association no less than one year after vacating their seat on the board. The board may, by a two-thirds (2/3) vote, determine that a lesser period of time is appropriate in extenuating circumstances.

Governance Process 4c: The Authority of Individual Board Members
Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.

Governance Process 4c.1: Members’ interaction with the public, media, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board
decisions.

**Governance Process 4c.2:** Members will give no consequence or voice to individual judgments of CEO or staff performance.

**Governance Process 4d: Confidentiality**
Members will respect the confidentiality appropriate to issues of a sensitive nature and will not breach the confidentiality of board executive sessions.

**Governance Process 4.e:** Members will at all times abide by, and comply with, the codes, rules, policies, regulations, and procedures of the U.S. Center for SafeSport.

**Governance Process 5: Board Committee Principles**
Board committees, when used, will be assigned so as to reinforce the wholeness of the board’s job and so as never to interfere with delegation from board to CEO.

Board committees do not have to have only board members on them; provided, however, that participation by any non-board committee member must be approved by the current board president in advance of such participation. Any non-board committee member approved by the president will be bound by, and is expected to adhere to, the standards of conduct outlined in this Board Policy Manual and applicable USRowing policies and procedures.

**Governance Process 5a: Standing Committees**

**Governance Process 5a.1: Finance and Audit Committee**

**Governance Process 5a.2: Nominating and Governance Committee**

**Governance Process 5b:** Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board’s broader focus, board committees will normally not have dealings with current staff operations.

**Governance Process 5c:** Board committees may not speak or act for the board except when formally given such authority for specific and time limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

**Governance Process 5d:** Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

**Governance Process 5e:** Board committees are to avoid over identification with organizational parts rather than the whole. Therefore a board committee that has
helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.

**Governance Process 6. Board & Standing Committee Vacancies**
A position on the board, including director, officer, or a standing committee member (“member”), may be declared vacant upon the resignation, removal, incapacity, disability, disqualification or death of the holder of the position.

**Governance Process 6.a: Resignation of Directors, Officers & Standing Committee Members**
Any member may resign one or all of their position(s) at any time by giving written notice to the Secretary of the Association. Such resignation shall take effect at the time specified in the member’s written notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Governance Process 6.b: Grounds for Removal of Directors, Officers & Standing Committee Members**
Members may be removed by the board for any of the following reasons:

- Failing to attend to official duties or responsibilities, or doing so improperly, including failure to attend in person two consecutive regular meetings of the board or standing committee during any twelve-month period, unless the member is able to demonstrate to the directors of the board that exigent circumstances caused and excused the absences;
- Violation of this Board Policy Manual, the USRowing Bylaws, or the rules, regulations or policies of USRowing;
- Causing another to violate this Board Policy Manual, the USRowing Bylaws, or the rules, regulations or policies of USRowing;
- Engaging in conduct which is detrimental to USRowing or which is inconsistent with the best interests of the sport of rowing or of the athletes USRowing serves; or
- Engaging or having engaged in a Special Category of Misconduct enumerated below or any other sexual misconduct described in USRowing’s Internal Policies and Participant Safety Handbook. Special Categories of Misconduct are as follows:
  - Being listed on any State or Federal sexual offender list or registry;
  - Having been declared a sex offender in any applicable State or Federal jurisdiction; or
  - Having been convicted of or has entered a plea of guilty or no contest to a criminal charge or indictment issued by an applicable City, County, State or Federal jurisdiction, and such charge or indictment directly or indirectly involved or related to sexual misconduct, child abuse or conduct that is a violation of any law or regulation that is specifically designed to protect minors (“Special Categories of Misconduct”).
Governance Process 6.b.1: No member shall be subject to removal based upon how they vote, unless such voting is determined to be part of a violation of this Board Policy Manual.

Governance Process 6.b.2: Members will be removed in an action of the entire voting membership of the board. A member may not be removed without receiving 14 days written notice from the Secretary in advance of the meeting where the proposed removal action is scheduled for review and vote; the notice must specify the grounds for the proposed removal and the position from which the board proposes to remove the member. Any member who is the subject of the proposed removal will have the opportunity to be heard, in person, by the board in advance of the vote. Any decision of the board in favor of removal of a member will require a two-thirds (2/3) vote of the entire board, excluding the member who is the subject of the vote. The board may remove a member from one or all positions on the board, including director, officer or standing committee member; provided, however, that a board decision to remove a director from the board shall simultaneously remove that director from any officer and standing committee position they may have concurrently held.

Governance Process 6.c: Filling Board & Standing Committee Vacancies Subject to Section 54 of the Bylaws, any vacancy occurring in the board or a standing committee thereof shall be filled through appointment by the board after consultation with representatives of the constituency having elected the prior holder of the position (if any). A director or standing committee member appointed to fill a vacancy shall satisfy the same requirements for election as the person whose seat is being filled and must have been an individual member of the Association on the date the vacancy occurred; the appointed director or standing committee member will complete the unexpired term of the prior holder of the position.

Governance Process 7: Cost of Governance
Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Governance Process 7a: Board skills, methods, and supports will be sufficient to assure governing with excellence.

Governance Process 7a.1: Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understanding.

Governance Process 7a.2: The board will arrange outside monitoring assistance so that it can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.

Governance Process 7a.3: Outreach mechanisms will be used as needed to
ensure the board’s ability to listen to owner viewpoints and values.

**Governance Process 7b:** Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

**Governance Process 7b.1:** Up to a certain dollar amount in a specific fiscal year for training.

**Governance Process 7b.2:** Up to a certain dollar amount in a specific fiscal year for audit and other third party monitoring of organizational performance.

**Governance Process 7b.3:** Up to a certain dollar amount in a specific fiscal year surveys, focus groups, opinion analyses, and meeting costs.

**BOARD CEO LINKAGE POLICIES**

**Global Board CEO Linkage Policy**
The board’s sole official connection to the operational organization, its achievements, and its conduct will be through an Executive Director

**Board CEO**

**Linkage 1: Unity of Control**
Only decisions of the board acting as a body are binding on the CEO.

**Board CEO Linkage 1a:** Decisions or instructions of individual board members, officers, or committees are not binding, except in rare instances where specific, time limited authorization is given by the board.

**Board CEO Linkage 1b:** In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require—in the CEO’s judgment—a material amount of staff time, or funds, or is disruptive.

**Board CEO Linkage 1c:** Individual board members may have whatever relationship with the CEO or staff member that is acceptable to the CEO, except that they can never carry the instructive authority of the board, nor can they waive requirements set out by the board

**Board CEO Linkage 2: Delegation to the CEO**
The board will instruct the CEO through written policies that prescribe the organizational
Ends to be achieved and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies. All board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the CEO.

**Board CEO Linkage 2a:** The board will direct the CEO to achieve specified results, for specified recipients, at a specified worth through the establishment of Ends policies. The board will limit the latitude the CEO may exercise in practices, methods, conduct and other “means” to the Ends through establishment of Executive Limitations policies.

**Board CEO Linkage 2b:** As long as the CEO uses any reasonable interpretation of Ends and Executive Limitations policies there is authorization to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.

**Board CEO Linkage 2c:** The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. But so long as any particular delegation is in place, the board and its members will respect and support the CEO’s choices. This does not prevent the board from obtaining information in the delegated areas.

**Board CEO Linkage 3: Accountability of the CEO**

The CEO is the board’s only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

The CEO is accountable to the board for achievement of provisions of the board’s Ends policies and avoidance of provisions of the board’s Executive Limitations policies.

**Board CEO Linkage 3a:** Systematic and rigorous monitoring of CEO job performance will be solely against only the expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation with the boundaries established in board policies on Executive Limitations.

**Board CEO Linkage 4: Monitoring CEO Performance**

Monitoring data—those that disclose the degree of organizational performance upon Ends policies and Executive Limitations policies—will be systematically gathered by the board and considered to be the only evaluation of CEO performance.

**Board CEO Linkage 4a:** A given policy may be monitored in one or more of three ways: (i) Internal report: Disclosure of the Association’s compliance information to
the board from the CEO, (ii) External report: Discovery of compliance information by a disinterested, external auditor or inspector selected by and report to the board, (iii) Direct Inspection: Discovery of compliance information by the board as a whole, or by a board member or committee if duly assigned.

**Board CEO Linkage 4b:** Any policy can be monitored by any method at any time the board chooses. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the board according to frequency and method:

**Board CEO Linkage 4b.1:** Quarterly Internal reports for the following policies:
- Executive Limitations 4: Financial Conditions and Activities
- Executive Limitations 5: Asset Protection

**Board CEO Linkage 4b.2:** Annual Internal reports for the following policies and their respective sub policies:
- Ends 1: Olympic and Paralympic Games Performance
- Ends 2: Provide Standards of Safe, Fair Racing Opportunities for All Rowers
- Ends 3: Increased Lifetime Participation in Rowing
- Ends 4: Increased Awareness of Rowing
- Ends 5: Safety, Healthy Training Methods, and Effective Technique
- Ends 6: Fiscal Growth and Responsibility
- Executive Limitations 1: Financial Planning and Budgeting
- Executive Limitations 2: Treatment of Staff
- Executive Limitations 3: Treatment of USRowing Members
- Executive Limitations 6: Emergency CEO Succession
- Executive Limitations 7: Ends Focus of Grants or Contracts
- Executive Limitations 8: Pursuit of Sponsor Companies

**Board CEO Linkage 4b.3:** Semiannual Direction Inspection for the following policies: These reports shall consist of a cash flow forecasting model in order to ensure the organization shall always maintain a positive cash balance.

**Board CEO Linkage 4b.4:** Monthly Internal reports for the following policies: These reports shall consist of a monthly financial statement to include a balance sheet, statement of income and expenses, a comparison of actual results to the adopted budget, and a written variance report for any variance.

**Board CEO Linkage 4c:** The board will conduct a formal evaluation of the CEO at each December meeting, considering this monitoring information.
EXECUTIVE LIMITATIONS POLICIES

Global Executive Limitations Policy The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics.

Executive Limitations 1: Treatment of USRowing Members
With respect to interactions with members or potential members, the CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, illegal, or discriminatory.

Executive Limitations 2: Treatment of Staff
With respect to the treatment of paid or volunteer staff, the CEO may not cause or allow conditions that are unsafe, illegal, or discriminatory.

Executive Limitations 3: Financial Planning and Budgeting
Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board’s Ends priorities, risk fiscal jeopardy, or fail to be derived from the adopted quadrennial plan. With respect to this policy, the Executive Director shall not allow budgeting that:

• Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
• Plans the expenditure in any one fiscal year of more funds than are conservatively projected to be received in that period.
• Allows cash to drop below a safety reserve of less than $100,000 during the month.

Executive Limitations 4: Financial Conditions and Activities
With respect to the actual, ongoing financial conditions and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. With respect to this policy, the Executive Director shall not allow budgeting that:

• Expends more funds than have been accrued in the fiscal year to date unless the debt guideline is met.
• Permits coaches to use funds for purposes that are not in direct and measurable support of USRowing’s Olympic medal goals.
• Permits National Team Services’ annual expenditures to exceed their annual revenues.
• Allows the organization to incur any indebtedness in an amount greater than can be covered within 45 days.
• Uses any of the Women's Endowment Fund or the Casitas Fund without prior board approval.
• Conducts any inter fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenue within 60 days. (The board acknowledges that a certain amount of fund shifting takes place during the first quarter when cash flow is tightest.)
• Fails to settle payroll and other debts in a timely manner.
• Allows tax payments or other government ordered payments or filings to become overdue or inaccurately filed.
• Makes a single purchase or commitment of greater than $50,000 with the exception of transactions related to National Team expenditures for boats, insurance, housing and travel. Organizational member insurance is also exempted from this limitation.
• Fails to aggressively pursue receivables after a reasonable grace period.

Executive Limitations 5: Asset Protection
The Executive Director shall not allow the Association's assets to be unprotected, inadequately maintained, or unnecessarily risked. With respect to this policy, the Executive Director shall not allow budgeting that:
• Fails to insure against theft and casualty losses the assets of USRowing to at least the scheduled value, less the policy deductible, or the replacement value, whichever provides the most reasonable protection, and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
• Unnecessarily exposes the organization, its board, or its staff to claims of liability.
• Makes any purchase wherein normally prudent protection has not been given against conflict of interest.
• Receives, processes, or disburses funds under controls that are insufficient to meet the board appointed auditor's standards.
• Invests or holds operating capital in insecure instruments, including uninsured checking or other cash accounts.

Executive Limitations 6: Emergency CEO Succession
In order to protect from sudden loss of CEO services, the CEO must have no few one other staff member familiar with board and CEO issues and processes.

Executive Limitations 7: Ends Focus of Grants or Contracts
The CEO may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Executive Limitations 8: Pursuit of Sponsor Companies
In the case of sponsors that may be considered socially or demographically inappropriate—for example, alcohol, gambling, tobacco, or other “adult themed” sponsors—the Executive Director shall not enter into a sponsorship agreement without prior consultation with the board.