

**USRowing Board of Directors
Second Quarter Meeting
Conibear Boathouse, University of Washington.
June 20, 2015**

Meeting called to order 8AM

Present: Jim Dietz, Frances Mennone, Sohier Hall, Scott Gault, Al Acosta, Erin O'Connell, Dan Newman, Gary Caldwell, Paul Horvat.

Absences: Unexcused: Dan Herbert, Alison Townley, Chris Liwski. Excused: Meghan O'Leary

In recognition of our hosts; Bob Ernst is officially congratulated on his behalf of his CRCA Hall Of Fame induction and the Men's crew applauded for their 2015 IRA win.

Carver Model Review to frame our continued conversation. –O'Connell.

Erin highlights the tenants of policy governance.

Internal Systems Working Group- Mennone

USRowing has experienced explosive growth in recent years that has thrown new strategic opportunities for the organization into sharp relief. Building on the Association's strategic planning in 2014, this presented memo– an initial effort of the Internal Systems Committee (ISC) – attempts to align the Association's committee structure with Policy Governance, per direction from President O'Connell. In enacting the ISC's recommendations, the Board will have to develop protocols for how to deal with any responsibilities that that overlap between the Board and the CEO, and memorialize them in the *Board Policy Manual*. The ISC can assist on developing appropriate language.

Issues have plagued USRowing's six standing committees (Adaptive, High Performance, Junior High Performance, Masters, Referee, and Youth).

The ISC does not recommend any changes to, or provide any commentary on, the committees of the Board (the Ethics and Governance Committee, the Finance and Audit Committee, and the Nominating Committee).

The ISC makes the following recommendations regarding USRowing's six standing committees:

Recommendation 1: Create a new Rules Committee to formally give users of the Rules of Rowing input into their scope and content. This is similar to how the changes in the 2015 edition of the Rules were achieved.

Recommendation 2: Change committee-member selection for all committees such that they are appointed (except for athlete members, who must be elected by their peers).

Recommendation 3: All the committees should be advisory to the CEO or a CEO designee.

Recommendation 4: Develop basic standard operating procedures (SOPs) for all committees to follow. These SOPs would include keeping minutes, posting meeting dates and times, etc.

Recommendation 5: Create and populate committees – some of which would be ad hoc and temporary – as specified in the Board’s 2014 Strategic Planning Initiatives. (This recommendation is based on the ISC’s limited understanding of the functions of these committees.)

Recommendation 7: Move all standing committees to the CEO Policy Manual. This change should be phased such that the Masters and Youth Committees are moved to the CEO Policy Manual as soon as possible, and the other standing committees are moved in late 2016.

Background

In 2014 the Board conducted a strategic-planning exercise that developed the following strategies:

- Retooling internal systems
- Improving the value of affiliations
- Increasing points of access through venues
- Increasing points of access through new markets
- Strengthening and growing the brand

In pursuit of the Retooling Internal Systems strategy, the Board chartered the Internal Systems working group (ISC) in September 2014. The Board tasked the ISC with a thorough review of the Bylaws of the Association with an eye to aligning them further with Policy Governance following in the footsteps of the 2006 Bylaws reform carried out by the Governance Task Force.

Article V of USRowing’s Bylaws establishes six standing committees: Adaptive, High Performance, Junior High Performance, Masters, Referee, and Youth. Over the years, the performance of each committee has cyclically improved or worsened. After many years of the misalignment with some of the committees, the Board asked the ISC to review the standing committees and make recommendations regarding their improvement. The ISC held several conference calls over the course of seven months.

Discussion

Gary Caldwell Motions: The board of directors accepts this set of recommendations from the internal systems group on its face with the removal of recommendation #6. Sohler seconds. Vote: All in favor

Caldwell compliments the efforts. The board acknowledges the achievements of the group. The board asks that the Internal Systems Working Group identify which further changes need to be prioritized next.

Finances. (Plan 15' June Report)

Review of forecasted financials of 2015.

Strategic Opportunity- Executive Session, 10:30AM

Mennone motions to descend into executive session. All in favor

Dietz motions to arise out of executive session. All in favor

Membership Administrative Fee Plan- Glenn (see attached)

Membership Administrative Fee

Utilizing Affiliates--

3---Phase Approach--- increases value of affiliation

Discussion

Western Massachusetts Race Course Development- Jim Dietz

Jim Dietz briefs the board on the exciting progress with regard to developing a new multi sport race course in western Massachusetts. A team has been studying various sites for new race course. This new venue could be utilized in the Boston 2025 Olympic bid.

Discussion

Progress Reports on Key Initiatives- Glenn Merry (See attached "Plan 2015" p.4 -10 & USRowing Brand Re-Positioning)

Internal Systems Affiliate Discussion- Executive Session, 2:15PM

Discussions

Strategic Framework- Erin O'Connell

Reiterated we are using this as framework moving forward.

3 identified goals for 2015 (distilled in December 2014)

- Grow Membership
- Grow Revenue
- Increase Service Quality

Overarching Strategic Initiatives Goals

1. Improve value of affiliations
2. Retool internal systems to support growth
3. Strengthen and grow our brand
4. Increase points of access; new venues, new markets
5. Engage and leverage our community to help achieve our vision: "We are USRowing, fostering community, cultivating excellence and developing Olympic Champions."

Discussion

2015 Committee Assignment Confirmation. –Frances Mennone

Finance Committee: Sohier Hall, Erin O'Connell, Tom Fuller and Gary Caldwell as chair

Ethics Committee: Al Acosta, Chris Liwski and Jim Dietz as chair

Nominating Committee: Scott Gault, Meghan O'Leary, Dan Newman, Dan Herbert, Frances Mennone as chair

Awards: Erin O'Connell, Gary Caldwell and Jim Dietz as Chair

Legal committee: Chris Liwski, Christine Collins and Ron Chen

Compensation Committee: Dan Herbert, Frances Mennone, Scott Gault, Paul Horvat, Dan Herbert, Dan Newman and Erin O'Connell as Chair

Staff and Board Review- Executive Session, 3:30PM

Frances Mennone motions to descend into executive session. All in favor. Jim Dietz motions to arise out of executive session. All in favor

Gary Caldwell motions to adjourn at 4PM. All in favor.