

MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF
THE UNITED STATES ROWING ASSOCIATION
MARCH 3-4, 2018

Day 1 – Saturday, March 3, 2018

Directors present: Marcia Hooper (Chair), Nick LaCava, Joe Flynn, Sheila Tolle, Bill Donoho, Jim Dietz, Joe Manion, Meghan O’Leary, Steven Shure, Jimmy Sopko, Charlie Haight, Lisa Stone, Nobu Ishizuka.

Directors not present: Jamie Redman

Others present: Darlene Disney (guest), Falehsa Thrash (guest), Mark Messing (guest), Patrick McNerney (CEO), Andrew Lee (outside counsel), Matt Imes (High Performance Director), Susan Smith (Chief Domestic Officer), Brett Johnson.

The Chair called the meeting to order.

Mr. McNerney provided a CEO update on the first quarter of 2018, including discussion of first quarter priorities, planning meetings, new initiatives, regattas/events, National Team Camps, and priorities for the second quarter of 2018.

Mr. McNerney provided a financial review, including a summary of 2017 financials, an update on 2018 financials, and discussing of a potential financial contingency plan.

Ms. Stone made a motion to have the Finance Committee prepare a recommended financial contingency plan to the Board for its consideration. Mr. LaCava seconded the motion, which passed unanimously.

Mr. Imes presented the report of the High Performance Director, including discussion of Senior/Para, U23 and U19.

Ms. Smith presented the Chief Domestic Officer’s report, including updates on the Growth Team, membership, regatta packages, coaching certification, judges/referees, events, adaptive rowing, and Rowing Magazine.

Ms. Smith and Mr. Johnson presented an update on communications priorities and planning.

Mr. McNerney presented an update on the junior lightweight task force.

Mr. McNerney and Ms. Smith presented an update on revenue generating opportunities, including merchandising and apparel, events, membership, and sponsorship.

Mr. McNerney and Ms. Hooper presented an update on development/fundraising initiatives.

Mr McNerney and Mr. Lee presented an update on governance issues, including Board committees, operating committees, updated bylaws, updated conflict of interests and non-disclosure forms.

Ms. Stone made a motion, seconded by Mr. Donoho, to disband the Events Committee and the Sponsorship Committee, and to form a Strategic Planning Committee, which passed unanimously.

Ms. Stone made a motion to enter executive session, which Mr. LaCava seconded, and which passed unanimously.

A discussion ensued in executive session.

Mr. Sopko made a motion to exit executive session, which Mr. Donoho seconded and which passed unanimously.

Ms. Stone made a motion to adjourn the meeting for the day, which Mr. Donoho seconded and which passed unanimously.

Day 2 – Sunday, March 4, 2018

Directors present: Marcia Hooper (Chair), Nick LaCava, Joe Flynn, Sheila Tolle, Bill Donoho, Jim Dietz, Joe Manion, Meghan O’Leary, Steven Shure, Jimmy Sopko, Charlie Haight, Lisa Stone, Nobu Ishizuka.

Directors not present: Jamie Redman

Others present: Darlene Disney (guest), Falehsa Thrash (guest), Mark Messing (guest), Patrick McNerney (CEO), Andrew Lee (outside counsel), Matt Imes (High Performance Director), Susan Smith (Chief Domestic Officer), John Wik.

The Chair called the meeting to order.

Mr. McNerney and Mr. Wik presented a discussion of issues relating to SafeSport, including a USOC/NGB update, a policy/protocol review and update, and a communications review.

Invited guest Mark Messing then made a presentation to the board about his concerns about rowing safety issues, including his suggestion that rowers be required to wear life jackets.

Mr. McNerney discussed USRowing’s long-term strategic planning, including discussion of the organization’s mission statement, membership and participation data, financial data, strategic planning schedule, strategic issues and opportunities, composition of the strategic planning team, and USOC NGB Services.

Ms. Hooper presented an update on compensation planning, including coach and management incentive plans, which had recently been discussed with the compensation committee. Mr. McNerney advised that he would be revising the proposed incentive plans in light of discussions with the compensation committee and will report back to the Board with revised proposals.

Mr. Donoho made a motion to approve the minutes of the meetings of the Board of Directors on January 31, 2018 and February 21, 2018. Mr. Shure seconded the motion, which passed unanimously.

Mr. Donoho made a motion to enter executive session, which Ms. Stone seconded and which passed unanimously.

A discussion ensued in executive session.

Ms. Hooper made a motion to exit executive session, which Mr. Ishizuka seconded and which passed unanimously.

Mr. Shure made a motion to adjourn the Board meeting, which Mr. Ishizuka seconded, and which passed unanimously.