

MINUTES OF MEETING  
OF THE BOARD OF DIRECTORS OF  
THE UNITED STATES ROWING ASSOCIATION  
MARCH 7, 2018

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

**Directors not present:** Darlene Disney

**Others present:** Patrick McNerney (CEO), Andrew Lee (outside counsel)

The Chair called the meeting to order.

Ms. Stone made a motion, seconded by Mr. Haight, to appoint Mr. LaCava as Treasurer of the organization. The motion passed unanimously.

Mr. Dietz made a motion, seconded by Ms. O’Leary, to appoint Mr. Ishizuka as Secretary of the organization. The motion passed unanimously.

Ms. O’Leary made a motion, seconded by Ms. Stone, to appoint Ms. Hooper as Chair of the Board. The motion passed unanimously.

Ms. Hooper made a motion, seconded by Mr. Shure, to appoint Mr. Dietz as Chair of the Awards Committee. The motion passed unanimously.

Mr. Hooper made a motion, seconded by Mr. Haight, to appoint Mr. Sopko as Chair of the Compensation Committee. The motion passed unanimously.

Ms. Hooper made a motion, seconded by Ms. O’Leary, to appoint Mr. Ishizuka as Chair of the Ethics & Governance Committee. The motion passed unanimously.

Ms. Hooper made a motion, seconded by Ms. Stone, to appoint Ms. O’Leary as Chair of the Nominating Committee. The motion passed unanimously.

Ms. Hooper made a motion, seconded by Ms. O’Leary, to appoint Mr. Haight as Chair of the Strategic Planning Committee. The motion passed unanimously.

Mr. Ishizuka made a motion to amend the organization’s bylaws to provide that the Treasurer of the Organization shall serve as the Chair of the Finance & Audit Committee. The motion was seconded by Ms. Stone and passed unanimously.

Ms. Hooper initiated a discussion of delegation of authority by the Board of Directors. Ms. Stone made a motion, seconded by Mr. Haight, to require that no officer, employee, committee, or other person have the authority to enter into any of the following transactions on behalf of the organization with obtaining approval of the Board of Directors:

Any contract which exceeds \$100,000 in value

Any contract which provides exclusivity rights

Any contract which extends for more than 2 years

Any indebtedness, bank loan, IOU, etc. which exceeds \$25,000

Any employee arrangement, letter of employment, employment contract, etc. that is a direct report to the CEO

Any Head Coach employment arrangement, letter of employment, employment contract, etc.

Any contract with an international organization or company

Any compensation bonus plans

The motion passed unanimously.

Mr. Haight made a motion to dissolve the Internal Services Committee. Mr. LaCava seconded the motion, which passed unanimously.

Mr. Ishizuka made a motion, seconded by Mr. Manion, to adjourn the meeting, which passed unanimously.