



USRowing[®]

BOARD OF DIRECTORS GUIDELINES

UNITED STATES ROWING ASSOCIATION

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INTRODUCTION

The US Rowing Board of Directors represents the interests of the rowing community in the United States and its athletes by providing policy guidance and strategic direction. The board oversees the management of USRowing and its affairs, but it does not manage USRowing. The board is responsible for appointing a well-qualified Chief Executive Officer (“CEO”) and diligently overseeing the CEO in the operation of the organization. The board focuses on long-term objectives and impact of policies rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective board oversight.

LEGAL DUTIES OF BOARD MEMBERS

The board is, and its members are, subject to strict ethical guidelines and public scrutiny. Board members must meet three well-established legal standards of conduct when carrying out board responsibilities. They are:

1. Duty of Obedience: ensures that operations and resources are aligned to fulfill the mission of US Rowing. Programs and services must support the mission. This relates directly to upholding the “public trust.”
2. Duty of Care: requires responsible financial and legal stewardship when making board decisions and taking action. Board members must inform themselves prior to making a decision with all material information reasonably available to them and must act with due care in discharging their duties.
3. Duty of Loyalty: requires sole commitment to the best interests of the organization. Board members shall not “self-deal” or use their board position for personal gain. Complying with the Duty of Loyalty also means that a board member cannot favor the interest of a particular stakeholder group above the overall interests of USRowing. For example, a board member can and should voice the perspectives of fellow constituents (e.g., coaches, referees, regional clubs, etc.) in board discussions. But when voting, such board member must consider all relevant factors, including other constituent voices, and vote for and act on what is best for the entire organization and all its constituents.

GOVERNING STANDARDS FOR BOARD MEMBERS

Board members are required to exercise their authority according to a high standard of governance. Each board member must:

1. Understand and execute board responsibilities (as set forth below), while respecting the authority and responsibility of the CEO.
2. Lead strategically with a forward focus; collaboratively with the CEO, set strategic direction and high-level priorities.
3. Respect the CEO's authority to lead and manage US Rowing, without micromanaging the CEO.
4. Commit to the best interests of USRowing and vote and act responsibility for USRowing and all its stakeholders, not exclusively for one stakeholder group.
5. Support board decisions once they are made and speak with "one voice".
6. Honor confidentiality requirements and commitments, including by signing the organization's agreement of confidentiality and non-disclosure, which may be updated on an annual basis.
7. Behave ethically, taking care to disclose and act appropriately on any conflicts of interest, including by completing and signing the organization's conflict of interest disclosure forms and agreement, which may be updated on an annual basis.
8. Behave courteously; communicate sufficiently and respectfully; listen attentively to others; proactively encourage and seek to understand diverse viewpoints.
9. Regularly attend and prepare for board meetings and activities.
10. Serve as a USRowing advocate, speak well of US Rowing and other board members.

BOARD RESPONSIBILITIES

The board has certain overarching responsibilities to USRowing. The board must:

1. Determine strategic goals of US Rowing. The board will create and periodically review the goals relevant in the current environment and ensure they appropriately serve its primary stakeholders.
2. Select the CEO. The board will reach consensus on the CEO's responsibilities and, upon a vacancy, undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the CEO. The board will ensure that the CEO has the moral and professional support he or she needs to further US Rowing's goals.
4. Ensure effective planning. The board will actively participate in an overall planning process and assist in implementing and monitoring plan goals.
5. Monitor and strengthen programs and services. The board will determine which programs are consistent with US Rowing's mission and monitor their effectiveness.

6. Ensure adequate financial resources. The board will make sure USRowing has the resources needed to fulfill its mission.
7. Protect assets and provide financial oversight. The board will assist in developing an annual budget and ensure that proper financial controls are in place.
8. Build a competent board. The board will articulate prerequisites for board candidates, orient new members, and periodically and comprehensively evaluate its own performance.
9. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
10. Enhance the organization's public standing. The board will articulate US Rowing's mission, accomplishments, and goals to the public, and garner support from the community.

GOVERNANCE POLICIES

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 CEO roles
5. Collective rather than individual decisions
6. The future rather than the past or present
7. Proactivity rather than reactivity

The Board's Relationship to Membership

The board will serve as the link between USRowing and its membership by:

1. Acting as ambassadors for the sport of rowing both within rowing communities and within the board members' greater communities
2. 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.
3. Continuing as a forum for all standing and US Rowing committees.
4. Including the membership in the progress of USRowing by involving them as appropriate in committees and task forces.
5. Inviting clubs, colleges, vendors and individual members to make constructive recommendations for the conduct of the business of USRowing.

Organizational Policies

Written policies and procedures applicable to all USRowing employees, personnel, stakeholders and other relevant parties shall be set forth in a US Rowing Policy Handbook. Such policies currently include the USRowing SafeSport Policy (2018), the USRowing Whistleblower Protection Policy, the USRowing Grievance Policy, the

US Rowing Employee Handbook, the US Rowing Accounting Policies Manual, and the USRowing Code of Conduct (2014).

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. Members must represent unconflicted loyalty to the interests of USRowing as a whole. This accountability supersedes any conflicting loyalty such as that to a specific constituency group and membership on other boards.

Members shall avoid conflicts of interest with respect to the fulfillment of their duties as board members.

- There must be no self-dealing or any conduct of private business or personal services between any board member and the organization, except as fully disclosed and approved in advance by a fully informed board.
- When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall recuse herself or himself without comment from both the vote and the board's deliberation of the issue.
- Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire such employment, he or she must first resign.
- Members shall annually disclose their involvement with other organizations, vendors, or any other associations that might produce a conflict or be perceived as producing a conflict.
- Sitting board members and committee members may not be considered for employment by the Association prior to 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.
- Board members shall at all times abide by, and comply with, the codes, rules, policies, regulations, and procedures of the U.S. Center for SafeSport.

Authority of Board Members

Board members may not exercise individual authority over the organization except as explicitly set forth in the by-laws, these board guidelines, the US Rowing Policy Manual or applicable laws, rules or regulations. Members' interaction with the public, media, or other third parties shall be governed by the same limitation and constraint of any board member to speak for the board, except as may be consistent

with explicitly stated board decisions. Members will give no consequence or voice to individual judgments of CEO or staff performance outside the boardroom.

Confidentiality

Members will respect the confidentiality appropriate to issues of a sensitive nature discussed by the board and shall not under any circumstances breach the confidentiality of board executive sessions. All board members shall be expressly bound by the annual written confidentiality undertakings executed by them.

Board Committees

Board committees act under delegated authority of the board. The scope of a board committee's authority shall be as set forth in the by-laws and such committee's charter as the case may be (and as shall be approved by the board).

Board committees shall not speak or act for the board except when formally granted 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.

All board committees must consist of at least one board member, but need not be composed solely of board members. Participation on a committee by any non-board member, however, must be approved by the current board Chair in advance of such participation. Any non-board committee member approved by the Chair shall be bound by, and shall adhere to, the standards of conduct outlined in these Board of Director Guidelines and all applicable USRowing policies and procedures.

Board & Standing Committee Vacancies; Removal

A position on the board, including director, officer, or a standing committee member, may be declared vacant upon the resignation, removal, incapacity, disability, disqualification or death of the holder of the position. Vacancies shall be filled pursuant to the USRowing Bylaws.

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.

The following acts shall constitute "cause" under the USRowing Bylaws for the removal of directors, officers and standing committee members:

- 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;
- Material violation of these Board of Directors Guidelines, the USRowing Bylaws, or the rules, regulations or policies of USRowing;
- Causing another to materially violate these Board Directors Guidelines, 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, as defined by the rules, practices, and procedures of the U.S. Center for SafeSport. Special Categories of Misconduct are defined as follows:
 - Being listed on any State or Federal sex 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.

No member shall be subject to removal based upon how they vote, unless such voting is determined to be part of a violation of these Board of Directors Guidelines.

Filling Board & Standing Committee Vacancies Subject to Section 54 of the Bylaws, any vacancy occurring in the board will be filled through appointment by the board, except in the event of a vacancy of the alternate Athlete Advisory Council Representative, who will be filled in accordance with the Athlete Advisory Council Bylaws then in effect. The CEO will fill any vacancy on a standing committee.

BOARD OVERSIGHT

CEO Assessment

The board, or a subset of the board, shall conduct an assessment of the CEO's job performance annually. The job description, any performance goals and review process should be established and agreed upon with the CEO at least one year in advance of the review. Board members must commit to supporting the CEO's efforts toward goal achievement, while simultaneously holding him or her accountable for such goals. Constructive feedback, both positive and developmental, should be given regularly throughout the year.

Compensation Planning

The board will review and approve staff and management compensation and incentive awards plans based on discussion with, and recommendations of, the CEO and, if applicable, a compensation committee of the board. The board will review and approve of CEO compensation and incentive awards on an annual basis, subject to and in keeping with the CEO's employment agreement (if applicable) and based on discussion with and recommendations of, if applicable, a compensation committee of the board.