

MINUTES OF MEETING
OF THE BOARD OF DIRECTORS OF
THE UNITED STATES ROWING ASSOCIATION
DECEMBER 8, 2018

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

Directors not present: None.

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Brian Klausner (CFO, by phone), John Wik (Director SafeSport Programs), Pamela Adler (Senior Manager, Finance & Administration), Rob Milam (Chair HPC, by phone), Andrew Lee (outside counsel, by phone), Jules Zane (and Carol Brown (guest)

The Chair called the meeting to order.

Approval of Minutes

Ms. Hooper presented the minutes of the previous meeting of the Board (September 2018) for approval. Joe Manion made a motion to approve the minutes, which was seconded by Ms. Stone and unanimously approved. The minutes were approved as presented.

Report of the CEO

Mr. McNerney began by noting that Mr. Dietz’s term on the Board was coming to an end and thanking him for his service.

After noting that more than 1,500,000 people row in the United States, inclusive of indoor and coastal rowing, Mr. McNerney discussed the importance of athlete safety and well-being, including discussion of the culture of rowing as a sport, the successes and lessons learned from USRowing’s SafeSport programs and priorities, the existence of an on-the-water Safety Commission, the importance of continuing efforts to professionalize coaching in rowing, outreach to and education of membership about athlete safety.

Mr. McNerney discussed the significance of USRowing’s comprehensive athlete survey program, including the importance of balancing survey transparency with athlete confidentiality.

From the perspective of NGB operations, Mr. McNerney noted that USRowing’s relationship and interactions with the United States Olympic Committee has been and continues to be positive.

The USRowing organization is financially sound. Mr. McNerney advised that the culture among the staff and management is one of long-term planning, with a focus on revenue-generation and finding creative ways to reduce expenses while providing high quality services to athletes and members.

Mr. McNerney next discussed coaching development, including the organization’s priority of professionalizing coaching, and the relaunch of a restructured coaching development program and curriculum with significant online components, including coaching certification.

Mr. McNerney discussed diversity and inclusion as a key priority for USRowing and described the importance of acknowledging and confronting perceptions, involving individual influencers in these efforts, and leading by example to provide open pathways into rowing, which will ultimately have a positive impact of the overall image of the organization and the sport.

Mr. McNerney then talked about USRowing events, including efforts to improve events for both athletes and spectators. These efforts include development of local organizing committees, establishment of long-term schedules and commitments, race operations, referee support, and a focus on fan/spectator engagement. Mr. McNerney also discussed opportunities to extend the reach of USRowing, including the launch of the USRowing Indoor Championship, the launch of coastal rowing programs, the introduction of U15/U17 Championships, and the international calendar of events.

Mr. McNerney next addressed USRowing communications, stressing the importance of focusing on storytelling and individuals/personalities rather than simply reporting occurrences, broadening the reach of USRowing communications efforts, improving content quality, showcasing the diversity of rowing, and integrating multiple channels beyond only the website and newsletters.

In a discussion about High Performance Planning and Preparation, Mr. McNerney described the currently integrated management of the National Team (Junior, U23 and Senior), the organization's focus on medical issues, recovery and nutrition, and the launch of an integrated Olympic Development Program. Mr. McNerney also discussed the organization's "Road to Tokyo" planning and preparation for the 2020 Olympics, and the development of the organization's "Road to LA" planning for the 2028 Olympics.

Mr. McNerney then went into more detail about management's focus on increased revenue generation. He described the current process of establishing viable licensing and sponsorship programs, increasing complimentary revenue sources at USRowing events and programs, securing grants for domestic priorities, and improving alignment with the fundraising operations of the National Rowing Foundation, both in the short term and the long term.

Mr. McNerney then touched on the organization's forthcoming Strategic Plan, a draft of which is expected to be published for comment in the near future, and which would be discussed in more detail during the presentation of the Strategic Planning Committee.

Mr. McNerney concluded his CEO report by describing challenges the organization faced and how management is focused on making improvements in the future, aligning financial resources with business priorities, pursuit of an ambitious agenda, and long-term governance and planning.

2018 Finance Report

Mr. McNerney and Mr. Klausner presented the 2018 Finance Report, discussing revenues and expenses as of October 31, 2018 and explaining that management expects the organization to finish 2018 with a modest surplus and ahead of the 2018 budget. The directors discussed potential refinements to the financial reporting system in order to facilitate better tracking of performance metrics.

Domestic Report

Ms. Smith presented the Domestic Report. Ms. Smith described membership numbers of different membership levels and the organization's membership goals for the future, as well as regatta registrations, member donations to the National Team, the regatta registration portal, personnel changes in the membership department, and goals for 2020. Ms. Smith also discussed

“Legacy Memberships,” consisting of complimentary lifetime memberships that USRowing, in partnership with the National Rowing Foundation, is issuing to all athletes and recognized coaches who have represented the United States at the Summer Olympic Games.

Ms. Smith discussed the organization’s establishment of a comprehensive Coaching Development program that improves quality of coaching throughout the United States, enhances professionalism of coaches both on and off the water, establishes a framework to manage certifications (and de-certifications, if needed), follows accreditation standards as defined by the National Council on Accreditation of Coaching Education (NCACE), and provides ongoing resources to coaches to improve coaching skills, including the integration of coaching certification credentials with the membership portal. The board engaged in extensive discussion about the means by which SafeSport may be integrated into the coaching certification process, including addressing insurance and liability issues.

Ms. Smith then presented a “wrap-up” of 2018 events and discussed 2019 event objectives, including analysis of event activity by number of events and by profitability. Ms. Smith discussed upcoming 2019 USRowing National Championship and regional events.

Ms. Smith provided recent highlights related to Adaptive Rowing and Diversity/Inclusion initiatives, including grants and events such as the Department of Defense Warrior Games, Pine Tree Camps, Valor Games Far West, and activities relating to accessibility and diversity in connection with various other events. Ms. Smith also advised that the organization was continuing to build an updated media library of photos and video to help develop regular content focusing on diversity in the sport of rowing.

Mr. Zane then presented a discussion of judges/referees, including a new Referee Data System to serve as a digital community for referee corps, an updated governance structure, and a new online Referee Gear Store. Ms. Smith also described year to date recruiting efforts, the all-time-high number of registered regattas in 2018, and judge/referee related Annual Convention programming. Ms. Smith further explained that the organization is conducting a full review of Internal Operating Procedures and working to improve referee compensation structure.

Mr. McNerney discussed new initiatives. With respect to Indoor Rowing, management is focused on reinforcing it as a long-term form of health and fitness by enhancing participation opportunities, as well as further enhancing training programs/education, collaborating with Concept2 and UCanRow2 in developing the USRowing program, launching the Indoor National Championship in Long Beach, CA along with the World Rowing Indoor Championship in February 2019.

Mr. McNerney advised that the organization had formed a Coastal Rowing Committee and discussed its goals relating to fundraising, marketing/outreach, equipment and boats, membership, rules and safety, training and education. He explained that the organization is working with local organizing committees to create premier Coastal Rowing events in 2019 and is in the process of producing a Coastal Rowing promotional video.

High Performance Report

Mr Milam joined the meeting by phone. Mr. Imes presented the High Performance Report, including a review of 2018 Senior World Championship results. Mr. Imes discussed the 2020 High Performance Task Force performance goals, including updates on the status and activities of each of the women’s and men’s training centers, a full discussion about those goals and how best

to develop of Olympic class boats ensued among the Board. Mr. Imes also discussed upcoming Senior National Team events, the results of the 2018 Para World Championships, upcoming National Team events, recent and upcoming U23 and athlete identification camps, and designation of Development Camps. Mr. Imes discussed the results of the recent qualifiers for, and preparation for, the 2019 PanAm Games and the upcoming 2018 USRowing Regional Youth Challenge and Junior ID camps. The board discussed performance parity between the men's and women's teams, how best to develop the men's small boat program and how best to develop small boat talent in the U23 pool to feed into the senior ranks. Mr. Imes also discussed athlete retention efforts to create and maintain an environment around the athlete that meets their needs and fosters a willingness to continue to train at the elite level, as well as athlete services such as formation of a medical commission, physical therapy support, and use of a sports psychologist and dietician.

2019 Budget

Mr. McNerney updated the Board on the status of balancing the 2019 budget, including discussion of High Performance priorities, Domestic priorities, and opportunities to increase revenues.

Ms. Hooper moved to adjourn the meeting for the evening, to reconvene the next day as scheduled, which Mr. Donoho seconded and which passed unanimously.

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DECEMBER 9, 2018

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

Directors not present: None.

Others present: Patrick McNerney (CEO), Susan Smith (Chief Domestic Officer), Brian Klausner (CFO, by phone), John Wik (Director SafeSport Programs), Pamela Adler (Senior Manager, Finance & Administration), Jules Zane (Manager, Referee and Member Programs), Andrew Lee (outside counsel, by phone), Rachel LeMieux (Chair, Safety Committee), Jessica McClear (guest), Tom Mannle (guest), and Doug Jones (guest).

The Chair called the meeting to order.

Communications and Technology Report

Mr. Zane reported on and provided a demonstration of a new referee portal and USRowing website under development and expected to launch in Spring 2019, and discussed a mobile app expected to follow the new website.

Mr. McNerney explained that the organization will continue to emphasize a strategy of inclusion and diversity into all communications platforms. Mr. Haight suggested that measures be implemented to ensure that diversity and inclusion messages are properly tested before being rolled out. Mr. McNerney further discussed management’s content strategies, including continued development of produced videos, a media push strategy for video content, and daily content for the website and social media platforms. Mr. McNerney also discussed continuing efforts to improve communications to all constituencies and plans to develop advertising revenue opportunities on the new website and to strengthen collaboration and content sharing opportunities with NBC (digital), Team USA (USOC website) and Row2K. Mr. McNerney then discussed plans for an updated membership portal and online coaching development and referee training programs.

2019 Revenue Generation Areas of Focus

Mr. McNerney reported on areas of focus for generating 2019 revenue, including merchandise/licensing opportunities and strategy, gate fee revenues from events, concessions and sponsorship, grants and foundation support.

2019 Budget Discussion

Mr. LaCava and Mr. McNerney described options for balancing the 2019 budget and a full discussion ensued among the Board. Based on that discussion, Mr. McNerney proposed having the staff prepare a proposed balanced budget to present to the Board at an additional meeting, which was agreed to by consensus.

Strategic Planning Report

Mr. Haight and Mr. McNerney reported on the activities of the Strategic Planning Committee. Mr. Haight explained that the committee had identified the following nine areas of focus (presented in alphabetical order): Achieve financial sustainability and growth; Athlete Safety and Well-Being; Coaching Development; Development and Retention of USRowing Membership; Diversity and Inclusion; Events; Facilities for the Future; Growth of the Sport's Visibility and Brand; and High Performance. Mr. Haight stated that the committee expects to publish a draft of the plan for comment in the coming weeks.

Athlete Safety and Well-Being

Mr. Wik made a presentation on Athlete Safety and Well-Being, including the organization's emphasis on embracing a culture of safety in every aspect of rowing, on and off the water. Mr. Wik introduced Ms. LeMieux, the Chair of USRowing's Safety Committee, who discussed her background and the work of the Safety Committee, including furthering the effort to ensure that safety permeates everything in the sport of rowing, on and off the water and to "Make 2019 the Year of Safe Rowing."

Mr. Wik discussed administration of USRowing's SafeSport Program, including audits of Organizational Members, assistance with developing Organizational Member SafeSport programs, and the provision of guidance for Organizational Members. Mr. Wik stated that reported cases of misconduct had slowed in the last quarter and described a recent misconduct survey with the University of Pennsylvania conducted for the USOC. Mr. Wik described forthcoming new policies and procedures expected from the Center for SafeSport, including age-appropriate athlete and parent training programs. The Board asked questions about (i) jurisdiction at the Center for SafeSport, NGB and academic institutional levels (including concurrent jurisdiction), (ii) reporting requirements (including mandatory reporting and reporting structures), and (iii) athlete awareness about the importance of communication. There ensued a full and open discussion of these issues.

Governance

Mr. McNerney and Mr. Ishizuka delivered the report of the Governance Committee. Mr. McNerney began by noting that the two Vice Chair positions on the Board of Directors are coming up for election and proposed dates for the Board's 2019 meetings. Mr. McNerney then discussed proposed rules changes received from the Rules Committee and the Referee Committee. The Board decided by consensus to defer voting on the rule change proposals to a later Board meeting to be held before the end of the year.

Mr. Ishizuka advised that the Governance Committee's work on a board self-assessment process has been aided by a new USOC "self-assessment" program. The USOC has hired an outside consultant to produce the surveys to be used and prepare the assessment reports. Mr. Ishizuka explained that the survey is expected to launch in January.

Mr. Ishizuka then presented the Governance Committee's proposal for a Charter for the High Performance Committee and presented an explanation of the Charter's provisions. Mr. McNerney noted that the High Performance Committee and USRowing management had reviewed and unanimously endorsed the draft Charter as presented.

Ms. Stone then made a motion to approve the Charter, which Ms. Hooper seconded, and which passed unanimously. Mr. McNerney noted that the approved High Performance Committee Charter would serve as a template for development of a similar proposed Charter for each of the Junior High Performance Committee and the Para High Performance Committee.

Mr. McNerney then discussed governance issues relating to COPARE, FISA, and the USOC, including by noting that USRowing staff member Liz Souter had transitioned over to become a FISA staff member.

Executive Session

Ms. Hooper made a motion to enter executive session, which was seconded by Ms. Stone. All non-Board members other than Mr. McNerney and Mr. Lee left the meeting. Mr. McNerney also left the meeting for part of the executive session.

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

Ms. Hooper made a motion to adjourn the meeting, which Mr. Sopko seconded, and which passed unanimously.