



**NARRAGANSETT
BOAT CLUB**

Board of Governors Meeting Agenda

Date:	Wednesday, September 9, 2020
Time:	6:15 PM
Place:	Virtual, via Zoom - https://us02web.zoom.us/j/84778373147
Chair:	Jamie Reavis
Secretary	Sherri Nelson
Advance Materials:	Agenda Minutes of August 12, 2020 BOG Meeting Secretary's Report – September 4, 2020 Captain's Report Planning Committee Recommendations Conflict of Interest Policy
Agenda:	<p>Approval of Minutes</p> <ul style="list-style-type: none">• August 12, 2020 BOG Meeting – Jamie Reavis <p>Review of Committee Reports</p> <ul style="list-style-type: none">• Secretary's Report – Sherri Nelson, Deb Chute• Treasurer's Report – Joan Martin• Captain's Report – Eric Watne• Program Committee Report – Committee• Building Committee Report – Pete Evans• Governance Committee Report – Alan Harlam• Diversity Task Force - Kristi Wharton, Pat Watson, Alan Harlam• Others? <p>NBC 1.66</p> <ul style="list-style-type: none">• Updates – Kit Wise/Jamie Reavis <p>Old Business</p> <ul style="list-style-type: none">• Update on re-opening to date – open discussion• Other? <p>New Business</p> <ul style="list-style-type: none">• Creation of Ad Hoc Diversity, Equity and Inclusion Committee – Jamie Reavis• Purchase of two Wintech Explorer 21's and two Peinerts (previously

discussed) – **Eric Watne**

- Status of the Seekonk Presentation – **Timmons Roberts, Ira Garber and/or Rick Richards**
 - Scheduled for 9/30 art 6:30
 - Keynote presentation by Sue Kiernan, Deputy Administrator for Surface Water Protection of the Rhode Island Department of Environmental Management
- Other?

Executive Session

- Any?

Remarks for the Good of the Club

Next Meeting:

Date:	October 14, 2020
Time:	6:15 PM
Place:	TBD

Narragansett Boat Club
Board of Governors meeting
August 12, 2020 6:15 pm
Virtual via zoom

Board of Governors members present: Ruth Berenson, Carol Browning, Alden Bumstead, Pete Evans, Alan Harlam, Virginia Hopkins, Joan Martin, Sherri Nelson, Jamie Reavis, Eric Watne, Pat Watson

Board of Governors members absent: Dan Gorriaran, Michael Hamilton, Kristi Wharton

NBC members present: Amy Abbot, Lisa Evans, Maura (Mo) Flanagan, Albin Moser, Timmons Roberts, Jeff Williams, Kit Wise

The meeting was called to order at 6:15 pm by Jamie Reavis.

Approval of Minutes

- Minutes from the 7-8-20 BOG meeting were approved.

Review of Committee Reports

Secretary's Report (submitted by Deb Chute)

- We have added 10 members since the end of June, with a total of 245 members as of 8-8-20. (For comparison, we had 259 members on 8-21-19.)
- In this meeting, we voted in seven new members:
 - Regular: Michael Kidwell
 - Spouse: Bari Harlam
 - U27: Benjamin Olsen, Chris Lamberti, Garrett White, Dulguunnaran Naranbat
 - Summer College: Limor Dubrovsky
- Eric noted that he had a discussion with a Brown men's rowing coach, Graham Willoughby. Several Brown recruits have deferred admission because they don't want to lose a year of eligibility. Brown coaches are apparently wondering if they should suggest NBC as alternative place to row. Discussion re requests for fall memberships outlined further below.
- Joan noted that 4-5 more applications have come in in the last 24 hours, and bills have been sent out. Several of them are Brown students, though not in the group that contacted Jamie directly.

Treasurer's Report (Joan Martin)

- No formal report tonight. She will get one out as soon as she is able to. A couple of highlights: 1.66 construction project (new dock) came in under budget. Year to date: we are showing a profit, not posting losses. A budget process will be started soon, headed by Joan, Dawn Nardone, and Bjorn Sandstede. They will be reaching out to various committees re what their needs are. The goal is to come up with a budget for the rest of this year and another year or two, making the assumption of impaired income due to

COVID for at least the next six months – one year. We are better off right now than Joan thought we would be, and she thinks we will be ok financially. Part of that is because a decision was made 7-8 years ago to raise dues to the point of covering operating expenses.

Captain's Report (Eric Watne)

- Coach at Saugatuck inquired re doing a joint socially distanced event, e.g. a classic or modified HOTS (single sculling only). However, in light of the fact that RI has reversed course in terms of numbers allowed for a gathering, this event has been postponed until sometime late in October. Fingers crossed.

Programming Committee (Joan Martin)

- What we can offer is limited by our fleet of singles. Within those limits, the programs have been running at full capacity. A three-to-one sculler to coach three class intensive in the zephyr is being offered to introduce people to sculling since we can't hold Open Houses right now. We are in the black for the programs we are running. Maura has stepped up and taken on a lot of the administrative role of the DOR position because the rest of the Programming Committee is volunteers. It's continuing to work smoothly.

Building Committee (Pete Evans)

- He's working on getting an estimate on the windows; contractors are busy. He also received a proposal for an Eagle Scout project, to replace the south deck, which is in desperate need of work. It would probably cost less than \$2000 for materials. Some other boards (on north deck and platform outside front door) need replacing and could be done with volunteer labor.

Governance Committee (Alan Harlam)

- The conflict-of-interest policy will be ready for the September meeting. A working group to update the Constitution is being led by Eric Goetz and Davy Cutts, and they have developed a framework for a new document. It will go to the Planning Committee, to make sure that it's aligned with the Strategic Plan. There will probably be a handful of issues that need guidance from the BOG, and then broader feedback from the club at large since the changes need to be voted on by the membership. Then they will work with an attorney to draft a document.

Diversity Task Force (Pat Watson, Alan Harlam)

- The committee is working on next steps, taking member feedback into account and compiling resources for the membership. Alan has talked with Paul Cooke, the Brown men's rowing coach, about what they might be able to contribute and where needs / opportunities overlap between NBC and Brown as it regards diversity in youth rowing. Maura noted that there might be a virtual fitness class this fall.

Development Committee (Pat Watson)

- She spoke with the owner of J McLaughlin, who would be willing to donate 15% of profits to NBC on a designated day. However, given that there is very limited foot traffic right now, the yield is probably not worth the effort right now. Pat will let her know we appreciate her offer but we will take a rain check for now.

New Business (Jamie Reavis and others)

State of the Seekonk (Timmons Roberts)

- Timmons (an Environmental Studies professor at Brown) presented a proposal, suggested to him by Ira Garber: a presentation for members re the state of the Seekonk River. Timmons reached out to Sue Kiernan, the deputy administrator on water quality, who has been working on the upper Bay for 33 years. She agreed to speak on September 30th. She will speak on a variety of issues, including the general condition of the river, pollution, fish kills, status of the tunnel planned for under the north end of the Seekonk, the two-state compact between MA and RI, since so much of the watershed is in MA (Blackstone and 10-Mile Rivers), sea level rise, water temperature rise, swimming safety. Albin noted that the water quality has improved notably over the decades. It was agreed that this would be a great idea, and that it should be open to the broader community, and publicized in advance.

1.66 (Kit Wise)

- The barge is gone as of today and the installation of the new docks is pretty much complete. Except for a couple of details, we have completed the entire 1.66 program. We moved the road and the fence, put in new racks and new docks. Membership approved \$506,217 budget at the end of 2016 for the entire project. We've spent \$486,683, leaving \$19,534. There are a few odds and ends, which include lighting for the whole north end of the dock and yard. Dan has received an estimate of \$7500 for this. The ramp was changed during the project such that the fixed pier has a 7% slope (or the ramp would have been too steep at low tide), and will be slippery when it gets icy. We have a proposal from Row America for approximately \$2000 to replace the synthetic planks with aluminum, nonstick planks. A few other things add up to about \$2000, including: water on the north dock for chasing the birds, installing cameras on the north dock, locks and chains for the launches that will be secured to the north dock, gas and gear lockers for the north dock. So we will still come in under budget by about \$8000. Kit has asked Row America for a proposal to replace the existing (south) ramp with something that is better for slippery weather.
- In response to a question, the current balance on the debt is \$315,000.
- The barges will be moored off the south ends of the two south piers, with mooring anchors to secure them.
- Jamie thanked Kit for all his work on 1.66, and Kit thanked the many others who have been involved as well.

Discussion on new member applications (Jamie Reavis and others)

- We are continuing to get applications for new members. Jamie outlined three issues: 1) Is it fair to close our membership or do we keep it open and address issues as they come up? 2) Is there any concern about a group of young people being at the club in the early morning when master's rowers are rowing? 3) Do we have the equipment?
- Issues / opinions expressed in the discussion:
 - We are reaching capacity in terms of equipment and especially reservations, particularly with class time overlap.
 - More members are a good thing; we can reconsider dues structure in the long term.
 - Short term (this fall) vs. longer term considerations.
 - Recent uptick in COVID cases.
 - Club equipment is getting damaged from so much use.
 - Given that we are limited to singles (and to a lesser extent, doubles), do we have the equipment to support open membership at this time?
 - Some issues with the reservation system that can be confusing / frustrating for members. Jamie will follow up with Dan.
 - Joan noted that the applicants coming in right now are college students (mostly Brown, but not all); we can't take on customers that we can't serve.
 - Even if we had an abundance of funds, there is a dearth of available equipment for purchase.
 - Can we limit new members to rowing during off hours (e.g. 10 am -3 pm)?
 - Accepting new members who have their own boats.
 - Would new members be able to make full use of their membership if we end up having to shut down again in the fall?
 - Albin noted that we did have a membership cap in the early 80s, with a waiting list.
- Equipment capacity appears to be the major limiting issue.
- Decision made to accept current applications in process, and say on the website that we are closed to new applications on a temporary basis, with an exception for applicants who have boats and assuming there is rack space. Deb Chute can check with Eric individually re available rack space. Eric estimates that we could fit approximately 12 more boats.
- Eric noted that we have some Peinerts on order and he is looking into short-term leasing of boats to increase current equipment capacity.

Request from All-American Rowing (Jamie Reavis): They would like to do a camp in the fall just for singles. However, Programming Committee is planning to do a weekend camp for master's singles, so Jamie will say no.

Remarks for the Good of the Club

Jamie noted that 1.66 has been going on for 10 years, with our obtaining an easement in 2010 to move the road. We moved the road, moved the fence twice, and now have one of the longest docks in the northeast. This is what makes NBC such a special place, that we were able to accomplish this huge task, with the help of so many people.

The meeting was adjourned at 7:44.

Next meeting:

Wednesday, September 9, 2020, 6:15 pm

Location: Assume zoom

Addendum to minutes

Jamie asked for a BOG vote on August 13th in response to group of 5-7 Brown rowers who are taking a gap year and inquired about joining NBC for the fall. There was a lengthy email discussion and on August 14th Jamie ultimately asked BOG members to choose among three options. 11 of 14 BOG members voted to allow the group to join, on an individual basis, with the following conditions:

- a. \$350 per member (this is the U27 rate) plus full rack fee for the 2X if two of the group were to join; if more than two individuals join, it would be \$250 each, since they will be presumably using the same double
- b. Boat to be stored on high rack
- c. They must use their own equipment (boat and oars)
- d. No guests permitted (i.e., only the individuals who join can row)
- e. No refund should we be forced to close
- f. They are subject to the Policies and Procedures as with all other members, including for damage to NBC property, etc., and they must insure their boat

Respectfully submitted,

Sherri Nelson
Secretary

Secretary's report - Membership as of 9/4/2020

<i>Membership Category</i>	<i>9/4/2020</i>	<i>8/8/2020</i>	<i>9/11/2019</i>
Regular	141	141	171
Spouse	12	12	16
72+	23	23	19
U27	56	47	44
Life	10	10	10
NonResident	4	4	n/a
Clubhouse	2	2	3
Summer College	3	6	n/a
Total Members	251	245	263
Applicant Members to Vote on (included in numbers above)			
Type	Last_Name	First_Name	Comments
U27	Rodriguez	Augustine	Special arrangement/agreement. Domiciled W/ Henry Hollingsworth and Matias Hoite. No Use of NBC equipment. Only private HW2X.
	Hollingsworth	Henry	Special arrangement/agreement. Domiciled at 52 John St. W/ Gus Augustine and Matias Hoite. No Use of NBC equipment. Only private HW2X.
	Mundelius	Brian	Brown Team
	Usher	Molly	On Brown Crew - taking a GAP year
	Riggin	Danielle	Rowed on St, Mary's Bayview Crew (graduated 2012)
	Fitzpatrick	Hannah	Took lessons at NBC in 2019 and rowed in HS

Notes:

The 3 summer college memberships expire 9/7/2020

The balance of 3 Summer College members shown in August 2020 upgraded to U27

"Brown Restricted U27"

3 of 5 Applications have been received

2 of the 3 applications received have paid

Have received commitment from remaining 2 that applications will be forthcoming.

Inquiries regarding membership since freezing on 8/13/2020

4 total requests

1 community member

3 Brown students



September 2020 Captain's Report

Sculler Ratings

An Ad Hoc committee has completed a review of member sculling ratings which will be posted shortly. We're revisiting member and hull ratings in an effort to determine if the level of equipment matches the competency of membership. Hope to have this completed by next BOG meeting

Racks

Currently we have 40 private boats on NBC racks. (this number somewhat in flux as several boats are leaving and several more arriving) This is up from 26 in 2019. We've filled the accessible racks (the highest racks are virtually inaccessible to most members.) We have several summer tenants leaving by Labor Day and several new private purchases as well as NBC hulls arriving soon. We've ordered another set of racks from RowAmerica that will be located just south of the new ramp. This will allow us to accommodate new NBC boats as well as new private boats coming in.

We're looking at options for additional oar storage outside – ideally so folks with boats in the yard can use the north dock without the need to go into the boat bay.

Boat Storage at Robs

The 'tarping' of the NBC team boats at Robs was completed – so all boats are protected from UV damage. Next step is to relocate the barge to Robs in order to free up that space as currently one of the sinks is not accessible. It's not anticipated the barges will be needed this year.

Boat Repair

We sent the **Deardon**, **Sanderson** and **Schultze** to FinishLine for repairs at a cost of \$4K. Those are now back in the boathouse. Boats continue to sustain damage from use as well as misuse.

Jonathan Haisman is leading a small group (Wes Kerns and Andrew Voorhees) that have been handling deferred maintenance issues (missing parts, bad wheel, grinding tracks, small leaks, missing bow balls, etc.) This has been an enormous help. Chris Fay continues to help with expert hull work on NBC equipment.

Dave D continues to work on boats and is doing a good job, however his limited availability is not keeping up with needed repairs.

Vladimir has been asked to take up some slack. Not yet sure he has the bandwidth to add us to his work schedule, but we're checking on that now.

Damage reports via the online reservation portal are improving but remain irregular at best.

New Members

I've continued to provide orientation to new members who joined prior to the membership freeze. My understanding is that the Ad Hoc committee tasked with revisiting this freeze is proposing a modification to how new member orientations are handled. I fully support this change – and assume it will be handled in their report so I will not go into it here.

Equipment Purchase

The Rowing Committee is asking the BOG to approve the purchase of 2 new Wintech 21's (Ricky Brightman hull) for delivery later this month. The cost is \$5400 each. These bullet proof hulls are very popular, and a needed bridge from the Zephyr to a racing shell. The Rowing Committee has recommended names – those will be e-mailed to the BOG separately in order to maintain confidentiality until a formal announcement is made.

We currently have 4 Peinerts on order (2 x 25 and 2 x 26) however those will not be available until next summer.

Respectfully submitted;

Eric Watne – NBC Captain



Program Committee recommendations to BOG to address current capacity limitations and 2x rowing at NBC

Prepared September 3, 2020

By Program Committee:

Dan Gorriaran
Joan Martin
Daniela Roop
Kristi Wharton

At the request of Jamie Reavis, the Program Committee met several times to discuss options for addressing two questions posed to the BOG:

1. How can NBC address the current strain on rowing equipment which led to the BOG's decision to freeze membership applications?
2. Can NBC safely allow an expansion of 2x rowing beyond the current policy which limits it to household members?

The following proposals were discussed with Eric Watne and are now submitted to the BOG for approval.

Membership Freeze:

At a time when NBC is committed to addressing issues of diversity and inclusion, a cap that limits new membership to only those who have their own shells is not in the best interests of the club as it runs the risk of appearing that NBC is elitist and only accessible to privileged individuals. At the same time, we cannot accept dues from new members if we do not have sufficient equipment available for their use such that the rowing opportunities of existing members are not affected.

Why is there a strain on the fleet?

- A) We have a limited number of singles (1x). Due to the importance of reducing the risk of CoV2 transmission during the current COVID19 pandemic, the BOG decided to allow rowing in 1x only, except for members of the same household who may row a 2x.
- B) Boats are being damaged at a higher rate than normal.
- C) Boats are not being repaired quickly enough.

Given the outlook for rowing into 2021, long-term solutions for increasing our 1x fleet should be undertaken by the Rowing and Finance committees.

In the meantime, several steps have been undertaken by the Program and Rowing committees to alleviate strain on the fleet allowing us to lift the freeze on new memberships:

1. Reduce the amount of time shells are out of service for repair:
 - o Our current fleet repair person is not able to work the hours needed to keep up with our maintenance needs. A second hourly fleet repair person (Volodymyr Pavlovsky) has been hired so that in-house repairs and preventative maintenance can be done in a timelier fashion

- Jonathan Haisman has been appointed as a volunteer who will be responsible for monitoring the logbook for repairs needed and coordinate with fleet repair employees/volunteers to ensure repairs are being made.
 - 3 shells, out of the boathouse at a repair facility in Baltimore, have now been returned and are back in service.
 - 2 new shells will be arriving in mid-September
2. Reduce the likelihood of damage to shells
 - The Program Committee will run a 3-session orientation class focused on navigation, boat handling and boat care.
 - All new members who have not recently completed an NBC class will be required to complete this course before rowing outside of a class.

The Program and Rowing Committees were also made aware of concerns that increasing our membership at this time would compromise NBC's ability to maintain a safe environment amid the pandemic. The following steps are being made in an effort to address social distancing on the docks and reduce the appeal of new members joining:

3. Reduce scheduling conflicts and overcrowding on the docks:
 - The Program Committee will more clearly communicate the launching and landing times of various NBC programs with the membership via email, google groups, the NBC website and with a hard copy poster in the boat bay. Members will then know when classes will be on the dock and the type of fleet they will use.
 - The logbook will be updated to distinguish class reservations by color-coding so that any member signing in for a particular time will know that a class will be in session.
 - Members will be encouraged to plan their return-to-dock times to avoid conflicts with class times.
 - Members will be reminded to be PATIENT and WAIT off the dock if they miscalculated their return-to-dock time and/or there are too many people on the dock to maintain social distancing.
4. Reduce the number of individuals seeking NBC memberships:
 - The Program Committee recommends eliminating all member discounts for the remainder of 2020.
 - The Program Committee has created a coached U23 program which will run during non-peak midday hours with workouts tailored to the training needs of collegiate athletes.

Considering the above, the Program Committee asks the BOG to vote to:

1. Eliminate the current freeze on new memberships
2. Temporarily (for the duration of 2020) eliminate the Spouse, U27, and 72+ discounts.

If BOG is not prepared to re-open membership at this time, the Committee requests a waitlist option be added to the website to track interest and enable us to contact potential members when the situation changes.

2x Rowing – proposal to amend policy for the remainder of 2020:

The Program Committee and Eric Watne discussed the current 2x rowing policy at NBC and propose an amendment to include Designated Rowing Partners (DRPs). DRPs are members who are not cohabitating but identify one another as their only 2x rowing partner. While these two people increase the chances of CoV2 transmission between themselves and their families, the risk of transmission to other members remains low provided that they and all individuals at NBC continue to follow all COVID protocols both at NBC and offsite.

We attribute the lack of a COVID outbreak at NBC to a combination of diligence in following our existing protocols and the precautions taken by rowers when not at NBC.

The Committee's recommendation to amend our COVID 2x rowing policy is made for two reasons:

1. COVID is not the only risk NBC must concern itself with. Members generally row without the accompaniment of a safety launch. As we move into low-light and then cold-water conditions during fall rowing, expanding 2x rowing to Designated Rowing Partners will provide for safer rowing for members who do not have the option to row with a household member.
2. Allowing 2x rowing with DRPs will help to relieve some strain on our 1x fleet.

The Program Committee recommends that the BOG vote to amend our current 2x rowing policy as follows:

Subject to the limits, restrictions, and policies outlined below, the following may row 2-/x out of NBC facilities:

1. NBC Members may row a 2-/x with any other NBC Member who resides within the same household or dwelling.
2. NBC Members may row a 2-/x with any child who resides within the same household or dwelling unit as the Member provided that the child is actively enrolled and participating in an NBC Youth rowing program.
3. NBC Members may row a 2-/x with one other NBC Member provided both Members have declared each other as their "Designated Rowing Partner" (DRP)
 - Members must notify the NBC Captain and NBC Program Coordinator of their DRP.
 - The Captain or Program Coordinator will keep a list of all designated rowing partnerships which will be displayed publicly in the boathouse
 - Members may declare only one DRP
 - Members may not change their DRP during the remainder of the 2020 rowing season
 - If either member of a DRP is required to quarantine for any reason (contact tracing, out-of-state travel, etc.), NEITHER member of the DRP may access NBC facilities for the duration of the quarantine requirement
 - Members are expected to apply good judgement and show concern for others when selecting or rowing with a DRP to avoid increasing any risk of Covid-19 infection at NBC

Only A-rated scullers may bow doubles due to the increased number of boats on the water this season. No 2-/x rowing will be allowed in NBC classes.

Except as provided in #2 above, no youth may row out of NBC in any boat other than a 1x.

**Narragansett Boat Club
Proposed Policy on Conflicts of Interest and Confidentiality**

**ARTICLE I
DEFINITIONS**

Section 1. Definitions of Key Terms

- 1.1.1. Key Person:** each Narragansett Boat Club (“NBC”) Board of Governors (“BOG”) member, each individual who serves on a recognized NBC Committee (“Committee Member”), whether standing or *ad hoc*, and the Director of Rowing (“DOR”).
- 1.1.2. “Person within his or her family”:** includes the Key Person’s spouse, parents, children, siblings, step-parents, step-siblings, step-children, mother and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone with whom a Key Person shares a home.
- 1.1.3. Business Associate:** means a person joined together with a Key Person to achieve a common financial objective;
- 1.1.4. Financial Interest:** an actual or potential ownership or investment interest (whether equity or debt) in, or compensation from any entity or business.
- 1.1.4.1. Unless it is a voting interest of more five percent (5%), an ownership or investment interest in a publicly traded corporation is not generally considered a Financial Interest.
- 1.1.4.2. Any ownership or investment interest in a closely-held business or entity is considered a Financial Interest for purposes of this Policy.
- 1.1.5. Nonfinancial Interest:** an uncompensated position as director, trustee, officer, manager, member, or partner of any other entity, non-profit, governmental organization or business.
- 1.1.6. Confidential Information:** information regarding NBC or the BOG that is not publicly available, including but not limited to information in or related to strategic plans, proposed new programs or services, personnel issues, student issues, risk management programs, litigation risks, discussions of the BOG, NBC Committee meetings and minutes of meetings.

**ARTICLE II
PROHIBITED ACTIVITIES AND CONFLICTS**

Section 1. Prohibited Activities

- 2.1.1. Key Persons are prohibited from taking advantage of his/her position on the BOG or as a Committee Member to gain improper personal benefits for him/herself, any person within his or her family, and/or any of his/her Business Associates;
- 2.1.2. Key Persons are prohibited from receiving, either directly or indirectly to his or her spouse or dependent, any cash, forbearance or forgiveness of debt from an individual or entity that transacts, is negotiating, or is seeking to transact business with NBC;
- 2.1.3. Key Persons may not use Confidential Information for any purpose other than in authorized BOG or NBC Committee functions;
- 2.1.4. Confidential Information may not be duplicated or disclosed by Key Persons to anyone outside of the BOG or NBC Committee; and,
- 2.1.5. Confidential Information may not be disclosed by Key Persons to NBC employees or NBC members without proper authorization from the BOG.

Section 2. Potential Conflicts

- 2.2.1. A Key Person, person within his or her family, or Business Associate has a Financial Interest in any entity or business that transacts, or is negotiating or seeking to transact, business with NBC with a value in the aggregate of \$1,000 or more in a year, or competes with NBC, or may be affected in a non-incident manner by NBC's strategic or business decision-making;
- 2.2.2. A Key Person, person within his or her family, or Business Associate has a Nonfinancial Interest in any entity or business that transacts or is negotiating or seeking to transact business with NBC, competes with NBC, or acts or advocates for a position that is adverse to the interests of NBC; or
- 2.2.3. A Key Person, person within his or her family, or Business Associate is employed by or is being considered for employment by any entity, non-profit, governmental organization, or business which is involved in financial transactions with NBC or related to decisions made by NBC.

Section 2.3 Donations and Volunteerism

Goods or services donated to NBC by Key Persons, or persons within their family, do not create a conflict. Goods or services that are donated by Key Persons or persons within their family to any other entity or business do not, alone, create a conflict. Goods or services donated by Key Persons, or persons within their family, to any other entity or business that transacts, or is negotiating or seeking to transact, business with NBC must be disclosed.

ARTICLE III
DISCLOSURE

Section 3.1 Disclosure Form

Each Key Person that is a member of the BOG and the DOR shall annually complete a disclosure form (Exhibit A) and shall, within the 30 days after the Annual Meeting, submit it to the BOG President. Except for those Key Persons that are also on the BOG, Key Persons that are Committee Members shall also complete this disclosure form and shall, within the 30 days after the Annual Meeting, submit it to the chair of the NBC Committee on which they serve. The BOG President shall also complete this disclosure form and shall, within the 30 days after the Annual Meeting, submit it to the Vice President. If, prior to the next annual disclosure, any Key Person obtains or develops a potential conflict that was not previously disclosed, the Key Person shall promptly disclose the interest by completing a revised disclosure form.

ARTICLE IV
PROCEDURES

Section 4.1 Procedures for Addressing Conflicts and Potential Conflicts

- 4.1.1. If a Key Person has a potential conflict of interest with respect to any matter being discussed, considered or decided by the BOG or a NBC Committee, the Key Person shall provide a written statement describing the matter at issue and the nature of the potential conflict to the BOG President and/or the chair of the NBC Committee.
- 4.1.2. If the BOG President and/or the chair of the NBC Committee determines a conflict exists, the Key Person shall recuse him or herself from any discussions, deliberations, decisions, or votes regarding the matter at issue.
- 4.1.3. If the BOG President and/or the chair of the NBC Committee determines a conflict exists, the conflict may be presented to the disinterested Key Persons of the BOG or applicable Committee and the disinterested Key Persons may vote on whether, despite the conflict, the Key Person with the conflict may participate in any discussions, deliberations, decisions or votes regarding the matter at issue.
- 4.1.4. If a Key Person recuses him or herself from any discussions, deliberations, decisions or votes regarding a matter due to a conflict, the BOG President and/or chair of the NBC Committee shall record the Key Person's written statement describing the conflict and report the same to the remaining disinterested Key Persons.
- 4.1.5. If the BOG President and/or the chair of the NBC Committee determine a conflict does not exist, the Key Person may participate fully in any discussions, deliberations, decisions or votes regarding the matter at issue.

Section 4.2 Policy Violations

- 4.2.1.** If the BOG or a NBC Committee has reasonable cause to believe a Key Person has violated this Policy, it shall inform the Key Person of the basis for such conclusion and afford the individual an opportunity to provide an explanation.
- 4.2.2.** If, after further explanation by the Key Person and investigation by the BOG as warranted, the BOG or NBC Committee determines there has been a violation of this Policy, it shall take appropriate action, up to and including dismissal from the BOG.

DRAFT

EXHIBIT A

ATTESTATION AND DISCLOSURE FORM

NAME:

MEMBER OF COMMITTEE(S):

After reading the **Policy on Conflicts of Interest and Confidentiality**, I hereby disclose the following with respect to that policy:

1. I, individually or through a person within my family or Business Associate as defined in Article I, have a Financial Interest as defined in Article I, in the following businesses or entities:

2. I, individually or through a person within my family or Business Associate as defined in Article I, have a Nonfinancial Interest as defined in Article I, in the following businesses or entities:

3. I serve as an officer or member of the board of directors/governors/trustees for the following organizations:

4. I, individually or through a person within my family or Business Associate as defined in Article I, am employed by or are being considered for employment by the following entity, non-profit, governmental organization, or business that is involved in financial transactions with NBC or related to decisions made by NBC:

5. I, individually or through a person within my family as defined in Article I, donate goods or services to the following entities or businesses that transact, or are negotiating or seeking to transact, business with NBC:

I hereby attest that I understand the Narragansett Boat Club's Policy on Conflicts of Interest and Confidentiality, and that, to the best of my knowledge, I have listed all Financial Interests, Nonfinancial Interests, and positions on other boards of directors/governors/trustees, that may or may not present a conflict of interest with my position as a member of the Narragansett Boat Club Board of Governors.

I further attest that should any issue come before the Board of Governors or a Committee of which I am a member that may present a conflict of interest, I will immediately alert the Committee Chair and/or President of the Board of Governors of said conflict.

I understand that if the Board of Governors has reasonable cause to believe that I have violated the Policy, it shall inform me of the basis for that belief and give me an opportunity to explain the alleged violation. If, after hearing my response and making such further investigation as may be warranted in the circumstances, the Board of Governors determines that I have in fact failed to disclose such an interest, the Board of Governors shall take appropriate action, up to and including dismissal from the BOG.

I further understand that I may have actual or potential conflicts of interest or loyalties to other organizations that are so pervasive or significant that I cannot effectively serve Narragansett Boat Club that may require that I resign from the BOG. In such a case, if I have not already resigned, the Board of Governors may take such action as may be necessary to resolve the conflicts, or duality of interests, including requesting that I resign or determining that I should not be reappointed or elected to another term, and shall follow applicable procedures set forth in the bylaws.

Signature

Printed Name

Date