

Western Reserve Rowing Association (WRRRA)
Special Meeting of Members Minutes
September 30, 2025
Flat Iron Café

WRRRA Board of Directors in attendance: Sharon Romilly, Martha Rini, Elizabeth Sobota, Leah Livermore, Tim Marcovy, Monica Wagner, Maria Coyne, Mary Wright, Robin Murphy, Chris Cole

CRF Board of Directors in attendance: Michelle Lundon-Fox, Leslie Thomas, Katie Tolles, Julie Trott

The special meeting of WRRRA was called to order at 6:06pm by Martha Rini.

The purpose of this special meeting was for informational purposes only. The WRRRA membership is to be informed of and discuss WRRRA's transition plan from its current structure of being a Cleveland Rowing Foundation (CRF) Member Organization (MO) to becoming a Tenant of CRF.

Martha thanked the members for attending and explained the nature of the WRRRA special meeting. She relayed that the WRRRA Code of Regulations (COR) allowed for only one topic to be discussed at this special meeting. She also assured the members that time would be permitted for open discussion with questions and answers.

Martha further explained that WRRRA negotiated in good faith with CRF to move from a member organization to a tenant to facilitate CRF's ability to secure a gift from their donor.

WRRRA President, Sharon Romilly, presided over the meeting with Michelle Fox present to address any questions related to CRF.

Sharon led discussion on the following topics incorporating comments, questions and answers during the meeting:

1. WRRRA would have no appointments or representative(s) on CRF's Board. Once WRRRA becomes a tenant, we will surrender all governance rights with CRF, whereas a lease agreement will be executed. Our standing will become, becoming consistent with Cleveland State University, Case Western University, John Carroll University, Saint Ignatius High School and Saint Joseph Academy's (collectively "Schools") current relationship with CRF.

2. Approval by Schools - the Schools formally voted yes to adopt CRF's new COR in August and become tenants. While the WRRRA Board of Directors voted unanimously to become a tenant of CRF, WRRRA will not vote yes on CRF's motion to adopt their new COR until a mutually beneficial lease, and corresponding policies have been finalized and adopted to protect our membership.
3. Term sheet for Tenancy - CRF presented WRRRA with an outline for tenants - Term Sheet for Affiliated Rowing Organizations (ARO). WRRRA, in good faith, initiated creating a formal lease agreement to further the process.
4. Lease Agreement - WRRRA and CRF, along with their respective attorneys, are currently negotiating the terms of the lease presented to CRF by WRRRA. Both parties are invested in finalizing the tenancy agreement.
5. Vote by WRRRA - only when a lease is satisfactory for execution by both parties will WRRRA vote on CRF's motion regarding the status of the member organizations and accept CRF's new COR. Discussion followed on the initial lease prepared by WRRRA and changes made by CRF resulting in continued negotiations.
6. Legal Expenses - WRRRA has incurred unplanned legal expenses as the result of retaining an attorney. An attorney was, however, necessary to guide WRRRA through this process. Our BOD's primary interest is in providing optimal terms for our membership.
7. Potential Merger - WRRRA chose not to merge with CRF so that we could retain our independent 501(c)3 non-profit status, ownership of our equipment and financial assets. This allows for continuation of the same level of valued member participation and self-governance.
8. Change to CRF Board of Directors – with the Schools and WRRRA's move to tenants, CRF will have a self-perpetuating BOD. Their board will grow from 11 to 15 members. The majority of members on the new board will be required to be active members in the rowing community. CRF will accept nominations from anyone, however, a committee will vet candidates and the full CRF board will be responsible for electing new board members.
9. CRF current COR –
 - The current CRF Code of Regulations allows CRF to develop new youth and collegiate programming. WRRRA has encouraged this to offset attrition and has also offered to assist with youth Learn to Rows, etc.

- WRRRA has never prevented CRF from applying for or obtaining grants that will benefit the rowing community. WRRRA has offered CRF membership statistics and demographics to help them obtain funding and grants. Discussion followed on the \$35,000 CRF grant received in July 2025 from the Port of Cleveland's Community Investment Fund (CIF) to hire a community engagement coach.
 - There is nothing in the CRF COR that prevents them from offering outreach programs.
10. CRF anonymous donation - discussion followed on WRRRA member concerns of the CRF anonymous donation and the potential control donor may maintain over CRF by continuing to make demands once the gift is received.
 11. Protection of all parties - WRRRA and CRF attorneys are diligently working together to protect both organizations.
 12. CRF income stream - a small group of CRF and WRRRA board members initially began meeting in January 2025 to brainstorm ideas to increase revenue for CRF.
 13. No formal donor Letter of Intent (LOI) - The donor declined to provide CRF with a Letter of Intent. An LOI is a non-binding agreement outlining the main terms and conditions of a proposed business transaction. It serves as a blueprint for a deal and establishes a framework for negotiations and clarifies the donor's intentions. While an LOI is not mandated by law, it is good form for non-profits to obtain commitments in writing. Discussions followed.
 14. Verbal terms of donation - The donor has set a deadline of December 31, 2025. All parties involved want CRF to receive this gift and are working to this end.
 15. CRF email dated September 27, 2025 - WRRRA declined to forward the CRF email to membership due to concerns of some of the content. Discussion followed.
 16. Membership not being aware of merger option - a member expressed concerns that the membership was not informed of the option for a merger between CRF and WRRRA to satisfy the demands of the donor to provide a \$500,000 gift. Discussions on WRRRA's unwillingness to surrender their 501(c)3 status and assets followed.
 17. Economic pressures - a member presented thoughts about the economic pressures and competition for funding making it difficult for WRRRA and CRF to sustain their work. A statement followed that both organizations are competing with two other boathouses on the river for the same resources. Funding is becoming scarcer, and operational costs are rising. Discussion followed on rethinking a merger and encouraged all parties to continue to work together to provide rowing on the river.
 18. Vote of confidence - a member expressed a vote of confidence for both CRF and WRRRA and has faith that all parties will move in the right direction.

19. Potential changes in the future – WRRRA's current path of becoming a tenant of CRF does not close the door for realigning the WRRRA and CRF relationship or organizational structure in the future. Discussions followed.
20. WRRRA equipment – discussions followed on WRRRA's equipment which will remain assets of WRRRA and not be transferred to CRF.
21. CRF communications by WRRRA membership - concerns were expressed about receiving CRF communications. Discussions followed on past practices and reevaluating WRRRA's email policy on communications.
22. Volunteers for CRF needs – WRRRA has fulfilled CRF volunteer needs over the years and expressed their appreciation to the Director of Volunteerism for coordinating the Membership to volunteer.
23. CRF Executive Director - The CRF Executive Director reviewed CRF's property development opportunities and their ongoing efforts to secure state grants, stating that The Foundry has been very successful at obtaining grant funding.
24. Better Communication – better communication from both entities would have been beneficial during this process.

Sharon thanked the WRRRA membership for their time and attendance.

The meeting was adjourned at 7:19pm

Respectfully submitted,

Leah Livermore
WRRRA Secretary