



## USA Rugby Board Meeting Minutes

**Date:** Thursday, February 12, 2026

**Time:** 2:00 am – 3:30 pm Mountain Time

**Location:** Virtual: Google Meet

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### 1. Administrative Matters

**The Meeting was opened at 2:03 pm**

- **Welcome:** Tom Cusack
- **Roll Call:** Tom Cusack

**Board Members Present:** Tom Cusack, Chair; Steve Argeris; Jamie Burke; Victoria Folayan; Koma Gandy-Fischbein; Rick Humm; Tom Kelley (left at 2:50, excused); Paul Keeler; Denis Shanagher; Brett Thompson; Julie Uhrman.

**Board Members Absent:** Bill Stevens, excused.

**Others Present,** USA Rugby Staff: Bill Goren, CEO; Todd Sowl, CFO; Tamara Sheppard (arrived at 2:25), High Performance Director; Kelly Burton, Director of Compliance; Scott Lawrence, Men's XV's Head Coach (arrived at 3:20 pm and left at 3:55).

**Others Present:** Steve Tew, World Rugby.

**Conflict of Interest Statement & Declaration:** Kelly Burton asked if anyone saw a conflict based on the agenda, and no conflicts were reported.

**Minutes Ratification:**

Steve moved to approve the **January 22, 2025**, minutes. Koma seconded. **Motion approved unanimously.**

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### 2. Leadership Updates

- **Chair Update:** Tom Cusack
    - World Rugby Update
      - Denis gave a brief update of recent discussions with World Rugby which remain ongoing.
      - The Board discussed next steps.
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### 3. Governance

- **Policy Updates:** Bill Goren
  - Four policies were presented for Board approval. The Policies were modified based on feedback from recent policy reviews.
    - Code of Conduct
    - Financial Policy
    - Conflict of Interest Policy
    - Whistleblower Policy
  - Some board members reported difficulty accessing the policies prior to the meeting and requested more time to review. **Steve moved to approve the policies by email vote via consent resolution. Victoria seconded. The Motion passed.** The policies will be distributed and approved via email.
- **Athlete Safety and Competition Category Policy Update:** Bill Goren
  - Bill reported that the policy had received approval from USOPC.
  - Bill reported on the communication plan around the publication of the policy in light of the anticipated antagonism from the USA Rugby membership constituency.
  - Bill fielded questions from the board members.
- **Committees:** Tom Cusack
  - Tom reported that he is working with board members on committee assignments in an effort to best align board members' strengths and talents.

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### 4. Financial/Risk

- **Financial Updates:** Denis gave a brief financial update. Given the short time since the last meeting, the updates were minimal.

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### 5. Legal

- **Legal Updates:** Bill gave a brief report on the status of outstanding legal matters.

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**6. Closing** Tom Cusack closed the meeting at 3:10 pm Mountain Time.

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**7. Executive Session** The Board retired to Executive Session for the annual CEO evaluation.

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**Respectfully submitted,**

Kelly Burton on behalf of Bill Goren