

Date of Board Meeting	December 8th, 2023 Quarterly Meeting
Subject	12/08/2023 Board Meeting Minutes
Subject for	Review and approval
Presenter	Johnathan Atkeison
Brief Summary	Minutes from the 12/08/2023 quarterly meeting
Recommendation	Review and approve
Financial implications	None
Appendices for Noting	None

1. Meeting Details

- a. Friday, December 8th, 2023. Virtual
- b. Participants
 - i. **Board Members:** Tom Cusack (Independent, Director), Steve Argeris (Independent), Denis Shanagher (IA), Victoria Folyan (IA), Bill Stevens (Youth and High School), Rick Humm (Senior Club), Brett Thompson (International Athlete), Jamie Burke, (International Athlete)
 - ii. **USAR National Office:** Ross Young, Johnathan Atkeison, Corey MacDonald, Jamie McGregor, Todd Sowl, Tamara Sheppard

2. Welcome/Roll Call

3. Conflict of Interest

- a. None noted

4. Minutes

- a. **Motion: Approve the 9/20/2023 minutes**
- b. **Motion: Rick Humm, Second: Steve Argeris**
 - i. **Motion passed by acclimation**

5. Chair Update

- a. Tom Cusack provided the Board with a brief opening statement, noting the breadth of topics to be covered during the meeting. He noted that USA Rugby, as a year in review, has had a strong showing. Finances are in a stable position laying the platform for growth. Membership is up year-over-year. Several high-

performance appointments have strengthened our teams on the field., and off the field the Union has had success in driving a regular slate of annual events. Both 7s teams have qualified for the Olympics in Paris, and our Men's 15s program finished the year with two victories in Spain.

6. CEO Update

- a. Ross Young provided the Board with an update on activities at the close of 2023.
 - i. On the subject of compliance, Young noted:
 1. The USA 7s teams have come into compliance with the Equal Pay for Team USA legislation.
 - a. The Board then engaged in an extended discussion of the Equal Pay Act.
 - ii. Other than amendments to the USA Rugby bylaws, the USOPC audit remediation steps have been cleared.
 - iii. United States Center for Safesport audit remediation was completely cleared, and has been returned as compliant.
 - b. Young then outlined the recent performances of the USA Rugby high-performance programs, noting:
 - i. The Women's 15s program competed in the WXV and a series of warm-up matches.
 - ii. Men's 15s finished 2-0 in the end of year matches against Brazil and Spain.
 - iii. Men's 7s took a U-23/developmental team to PanAms placing 4th, while the women placed 1st in the gold medal match against Canada.
 - iv. Young then noted that USOPC 2024 funding has been finalized.
 1. The USOPC is facing a flat budget, which has created a scenario where performance support is also flat, although there have been some adjustments based on medal potential.
 2. World Rugby HP budgets are being returned.
 - c. Business
 - i. USA Rugby has received the first tranche of funds related to the successful application for the Employment Retention Credit.
 - ii. A fractal CFO, Todd Sowl, has been onboarded.
 - iii. Discussions continue with World Rugby regarding long-term funding related to the 2031 and 2033 Rugby World Cups.

7. Operations Update

- a. Johnathan Atkeison provided the Board with an update on USA Rugby operations, noting:
 - i. Projects
 1. Scoping on the NCAA Women's Grant program in conjunction with Pictor and World Rugby has concluded

2. A Men's 15s integrated performance plan proposal was presented to World Rugby by representatives of USA Rugby and Major League Rugby.
 3. Two new projects have launched in Rugby Xplorer with Rugby Events and Referee Management.
- ii. Employment
 1. Elaine Vassie has joined USA Rugby in an administrative role supporting the Senior Club Council.
 2. Sione Fukofuka has been contracted as the new Women's 15s head coach, and Brandon Sparks has been contracted to become the Women's Head of Performance
 - iii. Administrative
 1. National Team Insurance Medical Policies have been renewed.
 2. USA Rugby is in negotiation with the United States Performance Center on an agreement renewal.
- b. Atkeison then provided the Board with an update on membership and customer service metrics.

8. KPI Updates

- a. Johnathan Atkeison provided the board with a verbal update related to the Q4 2023 KPI tracking document, and the 2023 departmental updates circulated to the Board prior to the meeting.
 - i. Atkeison noted that
 1. Philanthropy has exceed their \$500k annual goal
 2. World Rugby, with USA Rugby's input, has presented an initial growth plan to their Council and Executive Board.
 3. Training and Education has accredited more than 15 new coach and referee educators.
 4. Commercial revenue is tracking to meet annual goals.
 5. The hiring of new community support positions is scheduled to take place in Q3.

9. Finance

- a. Denis Shanagher and Todd Sowl provided the Board with an update on finance.
 - i. Shanager provided the Board with a verbal report based on the written submission of minutes from the Audit and Risk Committee meetings, highlighting topics which the committee is currently tracking.
 - ii. Sowl then provided the Board with a verbal report based on the written submissions regarding the projects currently being undertaken by the Finance department.
 - iii. Sowl and Shanagher then provided the Board with a forecast of the final financial position of the Union at the end of 2023, noting:
 1. Revenues are projected to be above original budget, while expenses are projected to be substantially below budget, driving a forecasted net change in assets of \$959,000.

2. Sowl further noted progress in ongoing project to convert USA Rugby finances to accrual basis for the start of 2024.
- iv. Sowl and Shanagher then provided the Board with a verbal update referencing the written materials regarding the 2024 USA Rugby consolidated budget, noting
 1. For National Office operations, budgets remain close to break even with reductions in forecasted revenue related to one-time events or projects carried out in 2023, and increased payroll as USA Rugby increases national office staffing.
 - a. Sowl further provided the Board with insight regarding USA Rugby's ongoing debt repayment.
 2. For High Performance operations, it was noted that the submitted materials contained forecast revenues and expenses contingent on ongoing discussions with World Rugby regarding financing.
 - a. It was further noted that contingency plans were in place for reductions in activities commensurate with lower funding levels.

b. Motion to approve the 2024 budget.

- i. **Motion: Denis Shanagher; Second: Rick Humm**
 1. **Motion passed by acclimation.**

c. Move to approve the hiring of a Chief Financial Officer

- i. **Motion: Rick Humm; Second: Bill Stevens**
- ii. **Motion approved by acclimation**

10. Community Updates

a. Youth and High School

- i. Bill Stevens provided the Board with an update on the activities of the Youth and High School Council, and of USA Youth and High School Rugby, noting:
 1. The annual growth trend of more than 14% over 2022-2023 numbers.
 2. Three open director positions with the Council will be filled by January.

b. Senior Club

- i. Rick Humm provided the Board with an update on the activities of the Senior Club Council, noting:
- ii. An extension of the Council's thanks to Phil Keuppens who has recently stepped down as the 7s Championship director.
- iii. SCC President Al Lucas is engaging with the Women's Premier League to discuss the relationship between the two entities.

- c. International Athlete Council
 1. The Council engaged the Board in a discussion of campaign and team review processes, suggesting future process improvements.
 2. Terms have been updated for IA Council members under revisions to their Terms of Reference
- d. College
 - i. Ross Young provided the Board with an update on discussions with National Collegiate Rugby.

11. Committee Updates

- a. Referees and Laws
 - i. Denis Shananger provided the Board with an update, noting:
 1. The recently published referee report was well received, and further work needs to be undertaken to examine plans for implementation.
 2. USA Rugby is working with Rugby Canada on a shared approach to the implementation of tackle height law trials.
- b. Discipline & Grievance
 - i. Bill Stevens provided the Board with an update, noting:
 1. The committee has been meeting, and is working on new policy in place for background check appeals.
- c. Governance
 - i. Rick Humm and Denis Shanagher provided the Board with an update on the activities of the Governance committee, noting that:
 1. The International Athletes Council Terms of Reference have been updated.
 2. Representatives of the committee have held a meeting with David Patterson of the USOPC to discuss governance reforms including Board and committee construction.
 3. The committee is reviewing event and competition sanctioning policies.
 4. The USA Rugby website needs to be updated with the latest policy revisions, Terms of Reference, and should be organized for clarity.

12. High Performance

- a. Johnathan Atkeison and Tamara Sheppard provided the Board with an update on High Performance activities, noting:
 - i. The hiring of Sione Fukofuka as USA WNT 15s head coach, Scott Lawrence as the USA MNT 15s head coach and Alama Ieremia as the USA MNT Assistant Coach and Hawks Head Coach.
 - ii. Tamara Sheppard has arrived in the United States to assume her role as General Manager of High Performance, and Brandon Sparks has begun his role as Head of Women's Performance.

- b. Sheppard then provided the Board with an update on the 7s programs, noting the recently completed Men's program campaign review, the revised contracting structure for 2024 to comply with the Equal Pay for Team USA legislation, and revisions to the USOPC's funding model.
- c. Sheppard then provided the Board with a review of the Women's 15s program, noting the completion of their post-WXV campaign review, and noting the 2024 APAC schedule, and plans for further development of domestic playing opportunities.
- d. Atkeison then provided the Board with an overview of the proposed Men's 15s integrated performance plan presented to World Rugby in November.

13. Commercial

- a. Ross Young provided the Board with an updated on commercial activities and the partnership with World Rugby, noting:
 - i. World Rugby's Executive Board planning relative to investment and delivery partnerships.
 - ii. Analysis of markets and commercial endeavors currently being evaluated.
 - iii. Formalization of the Pacific Nation's Cup hosting and competition arrangements
 - iv. The calendar of events for the USA Rugby national team programs

14. AOB/Executive Session/Close

- a. The Board moved into executive session at 4:09pm MTN

15. Close

- a. Tom Cusack made a motion to close the meeting at 4:30 pm MTN