

Date of Board Meeting	December 8th, 2023 Q4 Quarterly Meeting
Subject	09/20/2023 Board Meeting Minutes
Subject for	Review and approval
Presenter	Johnathan Atkeison
Brief Summary	Minutes from the 09/20/2023 catch up meeting
Recommendation	Review and approve
Financial implications	None
Appendices for Noting	None

1. Meeting Details

- a. Wednesday, September 20th, 2023. Virtual
- b. Participants
 - i. **Board Members:** Tom Cusack (Independent, Director), Steve Argeris (Independent), (Independent), Denis Shanagher (IA), Victoria Folyan (IA), Brett Thompson (International Athlete), Jamie Burke,(International Athlete), Bill Stevens (Youth and High School), Rick Humm (Senior Club), Paul Keeler (College), Koma Gandy Fischbein (Independent)
 - ii. **USAR National Office:** Ross Young, Johnathan Atkeison, Corey MacDonald
 - iii. **Observer:** Steve Tew

2. Welcome/Roll Call

3. Conflict of Interest

- a. Jamie Burke noted that given her role with the recruitment process for the Head of Women's Performance role, she would recuse herself from the high-performance update.

4. Minutes

- i. Rick Humm suggested a revision to the August minutes noting that Denis Shanagher, Steve Argeris, Rick Humm, Tim Cusack, Bill Stevens and Brett Thompson are the members of the Board of Directors Governance committee.

5. Chair

- a. Tom Cusack extended the Board's congratulations to the Men's 15s program on their recent victory over Toulon in Salt Lake City.

6. CEO Update

- a. Ross Young provided the Board with an update on activities of the Union since the August meeting, noting:
 - i. USA Rugby attended the USOPC General Assembly in Los Angeles. Annual USOPC performance grant proposals have been submitted for 2024.
 - ii. The bylaw and policy revision processes are ongoing.
 - iii. Equal Pay for Team USA funding requirements will come into play in May of 2024, meaning that 2024 national team budgets will need to be brought into compliance.
 - iv. Young provided the Board with an update on the High-Performance hiring processes and competitive results, and extended his congratulations to the M7s program on their Olympic qualification.
 - v. National team insurance policies will renew in October. Costs are anticipated to increase.
 - vi. Discussions continue with World Rugby regarding commercial and growth financing.

7. Finance

- a. Todd Sowl provided the Board with a review of 2022 audited financials, noting both a clean audit opinion and management letter, and the elimination of the “going concern” note in the audit letter.
 - i. The Audit and Risk committee has recommended the Board approve the 2022 audit.
- b. Sowl then provided the Board with a review of 2023 year-to-date finances and forecast, and gave the Board with an early draft overview of the 2024 annual budget.

8. High Performance Update

- a. Ross Young provided the Board with an update on High Performance noting:
 - i. Tamara Sheppard, General Manager of High Performance, has been contract and will begin her new role in the first week of December.
 - ii. Brandon Sparks has been hired as the Women’s Head of High-Performance, and will begin his new role in the last week of November.
 - iii. The hiring processes for the Men’s and Women’s 15s head coach roles continue.

9. Compliance

- a. Denis Shanagher presented the Board with the revised USA Rugby Finance policy.
 - i. The Board then engaged in a discussion of the policy as presented.
- b. Motion: Approve the Finance policy**
- c. Motion: Denis Shanagher; Second: Rick Humm**
 - i. Motion approved by acclamation.**
- d. Rick Humm noted that of the policy topics presented in the USOPC remediation requirements, USA Rugby has now approved Gifts and Entertainment,

Whistleblower, Finance, Grievance, and all other outstanding required policy revisions.

- e. Humm further noted that the Governance sub-committee has primarily focused on policy development, and a shift from inclusion of all items in the bylaws to an increase in standalone policies.
 - i. Denis Shanagher noted that the USOPC had approved USA Rugby's submission regarding the classification and consideration of 15s and 7s athletes for eligibility to serve as International Athlete representatives in USA Rugby structures. Shanagher further noted that a new chair and vice chair have been elected to the International Athlete Council, and that a new election timing procedure has been established. Additionally, the four athlete Directors will join the reformed International Athlete Council as members.
 - 1. Shanagher also stated that revised Terms of Reference for the International Athlete Council are forthcoming.

10. AOB/Executive Session/Close

- a. Denis Shanagher and Johnathan Atkeison brought an issue raised by the Referee and Laws Committee regarding match sanctioning before the Board.
 - i. The Board engaged in a discussion of the matter.
- b. The next USA Rugby Board of Directors Quarterly meeting will be December 8th
- c. The Board entered executive session at 2:45 MTN.
- d. The Board exited executive session at 3:00pm MTN.

11. Close

- a. The meeting closed at 3:00pm MTN.