



USA Rugby Board Meeting Minutes

Date: Thursday, October 9, 2025

Time: 12:00 pm – 4:30 pm Mountain Time

Location: Virtual: Google Meet

1. Administrative Matters

The Meeting was opened at 12:03

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

Board Members Present: Tom Cusack, Chair; Steve Argeris; Jamie Burke; Victoria Folyan; Rick Humm; Paul Keeler; Denis Shanagher; Bill Stevens; Brett Thompson; Koma Gandy-Fischbein; arrived at 1:40 pm Mountain Time.

Board Members Absent:

Others Present, USA Rugby Staff: Bill Goren, CEO; Todd Sowl, CFO; Tamara Sheppard, High Performance Director; Lynton Mare, Director of Business Operations; Kelly Burton, Director of Compliance; Jamie McGregor, Director of Training and Education.

Others Present: Corey Macdonald, Counsel; Yanni Kakouris, Counsel; Mark Casto, Counsel's paralegal; Bob Latham, World Rugby; Steve Tew, World Rugby; Cecilia Folz, Philanthropy Consultant.

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

Minutes Ratification (August 28, 2025, Board Catch Up): Ratification of the August 28, 2025, minutes will occur at the next meeting.

2. Leadership Updates

- **Chair Update:** Tom Cusack
 - World Rugby Update
 - Leadership will meet with World Rugby in Chicago. The details of those meetings are being firmed up.
- **CEO Update:** Bill Goren
 - World Rugby General Assembly Review
 - Bill reported that the United States strategy was discussed at the World Rugby General Assembly among all the Unions in attendance. Bill reported that there were some questions, but there was general support and positivity for the United States strategy.



- Women in Rugby Assembly Review
 - Bill reported that the Women in Rugby Assembly was a great event. World Cup 2025 England was the most successful Women's World Cup, and the first World Rugby-owned and run World Cup. The event demonstrated a solid foundation for a structure for successful events to come.
 - Bill noted USA Player Ilona Maher participated on in a session on the commercial value of Women's Rugby.
 - Reviews:
 - WER: Bill reported that a review with WER is term of the sanctioning agreement, and the review will likely occur in the next month.
 - PR7s: Bill reported that a review with PR7s is not term of their sanctioning agreement, and but Bill is committed to meeting PR7s leadership in the near future.
 - Community-Focused Positions
 - Training and Education: The training and education position is in its final stages of interviews and finalist selection.
 - Marketing: The community marketing position is in the early stages of candidate application and selection.
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3. Financial/Risk (taken out of order from the agenda)

- Audited 2024 Financial Statements: Denis report that the Audit and Risk Committee had met with the auditors about the 2024 financial statement.
 - Denis reported on the Audited Financial Statements
 - USA Rugby received “a clean bill of health” with no SAS Letter. Denis thanked Todd for his efforts in 2024.
 - Rick moved to approve the 2024 Audited Financial Statements. Bill S. seconded. The motion passed unanimously. (Koma was absent for this vote.)
 - Financial Update:
 - Denis gave an update on the financial status of and year-end forecast for the organization noting the positive cash and asset position. He discussed potential risks to the forecast including final gala collections.
 - 2026 Budget Process Discussion:
 - Todd reported that budget discussions are underway with budget owners.
 - The 2026 budget will be based off status quo income.
 - The group noted that 2026 will not include a major rugby event (World Cup or Olympics) which represents both risks and opportunities for budgeting.
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4. Philanthropy (taken out of order from the agenda)

- Foundation: Denis and Cecilia Folz, Consultant, gave a short slide show presentation on philanthropy efforts. Denis and Cecilia also presented the benefits of creating a private stand-alone foundation to support USA Rugby and recommended that board approve the first steps in creating a foundation.
 - Structure:
 - The foundation would be an independent entity with an IRS-designated Supporting Organization structure.
 - The foundation would oversee gifts and donations and would be responsible for distributing those funds to USA Rugby under a formalized grant structure.
 - Bylaws:
 - The foundation would have its own set of bylaws, a draft of which would be made available to board members to review and discuss.
 - Board Members:
 - The foundation would have its own board.

The Board discussed possible details of the proposed foundation, as well as the pros and cons of launching and utilizing a foundation for philanthropy and fundraising efforts.

Rick moved to establish a foundation as set forth in the slide show with details to be developed. Steve seconded. The motion passed unanimously. (Koma was absent for this vote.)

5. Governance

- Policy – Sanctioning Policy:
 - Jamie McGregor presented an updated Sanctioning Policy draft and discussed its contents.
 - Rick moved to adopt the Sanctioning Policy. Steve seconded. After discussion revealed the board members had not had adequate time to review the draft, the motion was tabled pending board member review and would be taken up again at the next meeting.
- Policy – USOPC Athlete Safety and USA Rugby Competition Policy
 - A draft Athlete Safety policy that had been developed by a working the working group authorized at the last meeting was presented.
 - The draft is intended to comply with the USOPC Athlete Safety Policy mandate to NGBs.
 - The Board members asked questions and discussed the terms. Tom asked the Board members to reach out with any comments and questions. The Policy would ultimately be submitted to USOPC for review.



- Board Seat Update – Tom reported that Nominations Committee had concluded its interviews and made a recommendation for the Independent Board Director Seat. The Board retired to Executive Session to deliberate.
 - The Board agreed unanimously to the following:
 - The Board creates an Affiliated Member Representative to meet the requirements of §220522(12) of the Ted Stevens Act.
 - Independent Director Koma Gandy-Fischbein shall be reclassified to serve as the Affiliated Member Representative beginning a four-year term. (Koma abstained from that vote).
 - Julie Uhrman is elected to the Independent Board Position vacated by Koma Gandy-Fischbein with the term ending May 28, 2028.
 - Tom Kelley is elected to the open Independent Board Position with the term ending December 31, 2029.
 - In Open Session, Steve moved to approve the slate approved in Executive Session. Bill S. seconded. That motion passed unanimously.
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7. Legal Update

- Board Members and management participated in a privileged discussion with Corey MacDonald, Counsel, regarding litigation and arbitration.
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8. High-Performance Update

- Men's 15/Anthem Update:
 - The Men's XV's has qualified for World Cup 2027. Tamara shared the shift in focus from qualification to preparation. Tamara also shared how the professional rugby environment and the Anthem landscape could create opportunities and challenges for that approach. Tamara fielded questions from Board members.
 - Women's 15 Debrief
 - Tamara shared the recap from the World Cup and opportunities and strategies going forward for the Women's XV's. Tamara fielded questions from Board members.
 - Calendar 2026:
 - Tamara emphasized the need to establish a coordinated calendar to maximize playing opportunities. Tamara fielded questions from Board members.
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Closing: Tom Cusack closed the meeting at 3:43 pm Mountain Time.

9. Executive Session

- No additional Executive Session was held.



Respectfully submitted,

Kelly Burton on half of Bill Goren