



USA Rugby Board Meeting Minutes (December 12, 2024)

Administrative Matters:

- **Welcome:** Tom Cusack
- **Roll Call:** Tom Cusack
- **Attendance:** Tom Cusack, Rick Humm, Bill Stevens, Jamie Burke, Paul Keeler, Denis Shanagher, Steve Twe, Bob Latham, Steve Argeris, Victoria Folayan, Bill Goren, and Todd Sowl. David Pool and Al Lucas also joined for the Council Updates.
- **Conflict of Interest Statement & Declaration:** Declarations of Conflict were made and noted. They were deemed to not be a conflict per the agenda.
- **Minutes Ratification for Nov 7th board catch-up meeting** – all approved

Leadership Updates:

- **Chair Update:** Tom Cusack
 - Tom Cusack provided an update regarding the newly elected Chair of World Rugby. Brett Robinson from Australia won by a vote of 27-25. This is the individual that USAR supported and Brett supports World Rugby having the M15s Rugby World Cup in 2031 and the W15s Rugby World Cup in 2033.

Council Updates:

- David Pool presented the current state of the Youth and High School Council (YHS). YHS goal is to get female registration up to 30% this year. YHS has created an online training program with 100 free rugby training videos available to anyone and 400 videos available with a paid subscription. YHS has also outsourced its social media to Omega.
- Al Lucas presented the current state of the Senior Club Council (SCC). SCC wants to partner with the 28 cities that bid to host RWC to get grant funds and access to their venues. They also want to partner with these cities to get more awareness of rugby and their programming in these markets. SCC is working to improve participant satisfaction.
- Paul Keeler presented the current state of the College Council (CC). CC just wrapped up Fall Classic which went well. CC just signed a new deal with Samsung for production. This will include Game of the Week, playoffs, and the Finals. Reporting on East/West All-Stars efforts. Rick Humm suggested that CC work with the SCC on scheduling their dates.

Leadership Update Continued:

- **CEO Update:** Bill Goren





- Bill Goren provided the preliminary plans for a strategic vision. The Board discussed getting input from the communities and the timing to complete and publish the strategic plan. Bill will solicit input from the various community groups with the goal of finalizing the strategic plan by the end of 1st quarter 2025.

Governance:

- Bill Goren updated the board on USOPC - NGB Certification. December 16th is the deadline for getting USOPC recertification without conditions. Per Bill the organization is on track to meet this deadline which requires updating its Bylaws.
- Denis Shanagher reported that the USOPC has approved the proposed updated USAR Bylaws. Denis went over the main changes to the proposed bylaws and the board discussed. There were some concerns regarding requirement that 80% of the athletes reps must be 10 year athletes and requiring the Chair to be one of the at-large members, however the USOPC has already approved the proposed bylaws and they need to be approved by the board by December 16th.
- Bill Stevens motioned to approve the bylaws as submitted and the board can revisit in the bylaws in the future. Rick Humm seconded. Victoria Folayan abstained and the rest of the board voted to approve. Motion passed to approve proposed new bylaws.

Operations:

- Bill Goren gave a quick update on the launch of 50th Anniversary fundraising campaign.
- Bill Goren provided a legal on the Justin Hale case.

Financial/Risk:

- Todd Sowl gave an update on the financial accomplishments of the organization during 2024 including funds invested in StoneCastle, interest earned to date, cash back earned from Ramp/Divvy, negotiated savings and agreements, transitioning from cash to accrual basis financials, reorganizing the finance function, implementing new systems (Ramp, Divvy (new platform), and Budget), implementing new control structure, new reporting, and new forecast/budgeting process/system. The board commended Todd on what he has accomplished and the improved financial state of the organization.
- Denis Shanagher and Todd Sowl provided an update around the YTD financials and the forecasted results for 2024. The organization is on track to beat the budget by around \$800K which will allow it to grow its reserves and strengthen its balance sheet.
- Denis Shanagher and Todd Sowl presented the proposed 2025 budget and went over the key assumptions and risks within the budget. The board voted to approve the budget. All approved. Motion passed to approve the 2025 budget as presented.

High-Performance Update:

- Bill Goren reported that Tamara is out sick and not able to join the call. He gave a quick update on high performance.





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Other Business:

- Tom Cusack discussed having a possible in-person board meeting surrounding the July 19th match against England with the board meeting on July 17th or July 18th. The event location is still being determined, but current discussion is for it to be on the East Coast in DC, Philadelphia, or somewhere in New Jersey. Steve Argeris said his firm has offices in most of these locations and can most likely provide a free conference room for the board meeting.
- The board discussed keeping most of its calls in 2025 on Thursday similar to 2024.

Executive Session – entered Executive Session

Adjourned