

<b>Date of Board Meeting</b>	May 2nd, 2024 Catch Up Meeting
<b>Subject</b>	04/02/2024 Board Meeting Minutes
<b>Subject for</b>	Review and approval
<b>Presenter</b>	Johnathan Atkeison
<b>Brief Summary</b>	Minutes from the 4/02/2024 quarterly meeting
<b>Recommendation</b>	Review and approve
<b>Financial implications</b>	None
<b>Appendices for Noting</b>	None

### 1. Meeting Details

- a. Tuesday, April 2nd, 2024. 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), Paul Keeler (College), Koma Gandy Fischbein (Independent)
  - ii. **USAR National Office:** Bill Goren, Ross Young, Johnathan Atkeison, Corey MacDonald, Jamie McGregor, Todd Sowl, Tamara Sheppard
  - iii. **Observers:** Bob Latham

### 2. Welcome/Roll Call

### 3. Conflict of Interest

- a. None noted

### 4. Minutes

- a. **Motion: Approve the 12/08/2023 minutes**
  - i. **Motion: Denis Shanagher, Second: Bill Stevens**
  - ii. **Motion passed by acclimation**
- b. **Motion to Approve the 1/18/2024 minutes**
  - i. **Motion: Steve Argeris; Second: Bill Stevens**
  - ii. **Motion passed by acclimation**
- c. **Motion to Approve the 2/1/2024 minutes**

- i. **Motion: Steve Argeris; Second: Koma Gandy**
- ii. **Motion passed by acclamation**

## **5. Chair Update**

- a. Tom Cusack opened the meeting by providing an overview of USA Rugby's progress in the last year, and the task that lie before it for the coming year, noting:
  - i. The hirings on Scott Lawrence and Sione Fukofuka to lead the men's and women's 15s programs respectively, the hiring of Brandon Sparks to head Women's High Performance, and the hiring of Tamara Sheppard to lead High Performance overall.
  - ii. USA Rugby's strong fiscal performance in 2023, with over \$3m currently on the balance sheet
  - iii. The addition of the Anthem Rugby Carolina program as a development vehicle for Men's 15s, and its significance as an early indicator of progress against Rugby World Cup development goals.
  - iv. The qualification of both Men's and Women's 7s for the Paris Olympics
- b. On behalf of the Board, Cusack then thanked outgoing CEO Ross Young for his six years of service to the Union, noting the fact that he leaves USA Rugby in a strong position, and with the hosting of the 2031 and 2023 Rugby World Cups on the horizon.
- c. Cusack then welcomed incoming CEO Bill Goren to his first USA Rugby Board meeting, noting the extensive search process which yielded over 300 candidates for the position.
- d. Cusack closed by noting the work ahead for the organization in the coming year on internal governance reform, and the continued development of the commercial partnership structure and RWC hosting model with World Rugby.

## **6. World Rugby Update**

- a. Ross Young then provided the Board with an update on his initial work with World Rugby, noting an upcoming workshop in London for the future host committees
- b. Young further noted that World Rugby is moving forward with investment planning, and with the set up of a US Hold Co.
- c. The Board then engaged in a discussion regarding future planning.

## **7. CEO Update**

- a. Bill Goren provided the Board with an update on his first month in position.
  - i. He first reiterated the Board's statement of thanks to Ross Young for his service, and for his work during the period of transition.
  - ii. Goren then highlighted his learnings and plans for the next 30 days, and noted the challenges currently facing the Union.
  - iii. He then engaged the Board in a question and answer session.

## 8. Operations Update

- a. Johnathan Atkeison provided the Board with an update on USA Rugby operations, noting:
  - i. Annual membership is trending at a 6% increase year over year
  - ii. USA Rugby, the Women's 7s program and its athletes will be featured prominently in an national advertising campaign during the Paris Olympics.
  - iii. Customer response times and satisfaction rates continue to meet expectations.

## 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.
  - ii. Sowl updated the Board on a cloud based budget management and monitoring system which is being scoped for implementation.
  - iii. Sowl and Shanagher then provided the Board with the final financial position of the Union at the end of 2023, noting:
    - 1. Revenue is \$2.6 million higher than prior year
    - 2. \$1.5 million change in Net Assets
    - 3. \$2.1 million net increase in cash during the year
    - 4. \$3.3 million cash and investments at year-end
  - iv. Sowl and Shanagher then provided the Board with a verbal update referencing the revisions to the 2024 budgets as presented, noting:
    - 1. For National Office operations budgets remain close to breakeven.
      - 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 previously submitted materials contained forecast revenues and expenses contingent upon ongoing discussions with World Rugby regarding annual funding.
      - a. Shanagher then provided the Board with an overview of funding sources related to the 7s programs.

### **b. Motion to approve the 2024 budget revisions.**

- i. **Motion: Rick Humm; Second: Bill Stevens**
  - 1. **Motion passed by acclimation.**

### **c. Motion to provide Tom Cusack and Bill Goren the ability to conduct further discussions with the Golden Eagles on behalf of the Board and organization.**

- i. **Motion: Rick Humm; Second: Paul Keeler**
- ii. **Motion approved by acclimation**

## **10. Community Updates**

- a. Youth and High School
  - i. Bill Stevens provided the Board with a verbal update based on the submitted materials.
    - 1. Bill invited the Board to attend YHS sessions regarding the new Six Degrees platform.
- b. College
  - i. Paul Keeler provided the Board with a college update
    - 1. CRAA championships are upcoming in Houston on May 3<sup>rd</sup> through 5<sup>th</sup>.
    - 2. CRAA events are leading all broadcast numbers for The Rugby Network
    - 3. CRAA has secured Spartanburg, SC for their spring 7s event.
  - ii. The Board then engaged in a discussion of broader sports trends in the collegiate space, and challenges facing recruitment of athletes.
- c. Senior Club
  - i. Rick Humm provided the Board with an update on the activities of the Senior Club Council, noting:
    - 1. 15s championship season is rapidly approaching, with the SCC finals to take place in Austin, TX.
    - 2. David Fee has come on board as the new 7s championship event director
    - 3. The SCC is working collaboratively with the WPL to align schedules
- d. International Athlete Council
  - i. Victoria Folayan provided the Board with a verbal update based on the previously circulated materials.
    - 1. Folayan specifically noted the initiative by US Olympic Athletes Council to establish itself as an entity independent from the USOPC.

## **11. Committee Updates**

- a. Referees and Laws
  - i. Denis Shananger provided the Board with an update, noting:
    - 1. The committee is currently scheduling their next meeting.
    - 2. Discussions regarding referee assignments are ongoing.
    - 3. Revisions to the Terms of Reference of the RLC are being considered as part of the bylaw revisions.
- b. Discipline & Grievance
  - i. Bill Stevens provided the Board with an update, noting:
    - 1. The committee has been meeting, and is working through timely responses to appeals which have been lodged.

2. Background check appeal frequency has reduced based on seasonal timings.
- c. Governance
- i. Rick Humm provided the Board with an update on the activities of the Governance committee based on the submitted materials, noting that:
    1. Steve Argeris and Koma Gandy are both coming to the end of their initial terms.
    2. The nomination's committee will need to review the overall Board skills matrix.
  - ii. The Board then engaged in a discussion regarding eligibility of Directors, and upcoming bylaw revisions.

## **12. High Performance**

- a. Tamara Sheppard provided the Board with an update on High Performance activities and the learnings she has had in the first four months on the job.
- b. Tamara Sheppard provided the Board with an initial overview of High Performance Strategy.
  - i. Sheppard first outlined her review of USA Rugby High Performance in its current state, highlighting specific abilities and deficiencies.
  - ii. She then went on to discuss the framework for a new plan, outlining three measured areas: National Team Performance, People and Systems, and further expanding into with sub-targeted areas of measured development.
  - iii. Sheppard then outlined the timeline for implementation, and her initial read on critical factors to improve success.
- c. The Board then engaged in a discussion regarding High Performance planning.

## **13. Anthem Update**

- a. Johnathan Atkeison provided the Board with an update on the Anthem project
  - i. Atkeison provided the Board with an update on formation of legal entities, and the status of legal agreements related to the project, as well as USA Rugby's role in both aspects.
  - ii. Atkeison then provided the Board with an update on the early results from the program, noting the overlap between Anthem and USA Rugby staffs, and roster composition.
- b. The Board then engaged in a question and answer session regarding the project.

## **14. Tackle Height Trial Update**

- a. Jamie McGregor provided the Board with an update on the tackle height trial implementation.
  - i. McGregor provided the Board with a timeline for review, an overview of the resources which will be developed, as well as information on the specifics of which laws USA Rugby will be trialing.

- b. Motion to approve the staff recommendation regarding the tackle height trial framework and implementation.**
  - i. Motion: Bill Stevens; Second: Steve Argeris**
  - ii. Motion approved by acclimation.**

**15. AOB/Executive Session/Close**

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

**16. Close**

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