USA Rugby Q3 Board Meeting  
September 4, 2019  
Lafayette, Colorado

Directors in attendance: Barbara O’Brien, Paul Santinelli, Todd Clever, Michael Crafton, Julie Lau, Jim Brown, Phaidra Knight (phone), Michael McKenna (phone)  
Staff: Ross Young, Eric Gleason, Charlotte Garbisch, Mark Griffin  
Guests: John Bobbett (USARP), Corey Macdonald (USARP), Bob Latham (World Rugby), Mike McGovern (consultant - phone), Rita Christensen (Waugh & Goodwin Auditor),

Barbara O’Brien calls the meeting to order at 8:15am MST. She welcomes the other Directors and asks for the Board to approve the Q2 meeting minutes.
  • Jim Brown motions to approve the Q2 meeting minutes  
  • Paul Santinelli seconds the motion
The Motion Passes, unanimously.

National Office Update:
Ross Young provides the Board with a national office update. He focuses on the recent challenges regarding cash flow, new staffing changes and membership season volume.
  • Presents our new org chart, announcing Eric Gleason as the new Chief Financial and Operating Officer and introduces our new Sr. Director of Training and Education, Jamie McGregor  
  • Discusses the effort by events, marcomms and commercial to standardize an annual events calendar  
  • Reviews the progress made against the 2019 Operating Priorities by including the national office KPIs as a stoplight exercise
Young then discusses USAR’s next steps of releasing the EY Strategic roadmap and the operating plan for 2020.
  • Todd Clever asks that player welfare education be a key objective for the 2020 plan  
  • Santinelli urges the national office to strategically resource the 2020 initiatives  
  • O’Brien reinforces Santinelli’s statement, urging the national office to continue to tap various board members for consultation on these matters, when appropriate
The Board then commits to creating a more comprehensive competency matrix so that national office staff know who to utilize for project support if needed.

Diversity and Inclusion:
Julie Lau, Phaidra Knight, and Charlotte Garbisch provide an update for the Diversity and Inclusion Committee.
  • Lau discusses the scope and profile of the nominees for the committee and expands on the need for an advisory board for the committee that don’t have a tie into the rugby landscape, but who are experienced in Diversity and Inclusion integration  
  • Lau and Knight discuss that the overall goal of this committee goes beyond policy creation and will ultimately provide a shift in the rugby culture

At 2:15 pm MST Santinelli made a motion to move into executive session in order to discuss a legal matter.
  • Jim Brown seconds the motion and the motion passes
Commercial Update:
Mark Griffin provides the board with a commercial update.

- Revealed the new J Crew video add featuring the mens team in their new VIK and clarifies that while this add only shows the mens team, both mens and womens national teams were given custom apparel as well as custom jerseys
- Griffin then provides an overview of USARPs 2019 financials, stating that they are currently running favorable to budget
- Walks through the current pipeline and plans to monetize our core assets and continue to increase the value of USAR’s brand equity

Santinelli asks about sponsors specific to community rugby and Mike Crafton asks if that is the role of the national office, or if the national office should be cognizant to neither promote, nor inhibit sponsorships for community programs

- Griffin commits to providing a template for members to use that will give guidelines on creating a value proposition that they can then bring back to the national office for potential partnership opportunities
- Clever and Santinelli both agree that we need to provide partnerships discounts for our members, adding to our value proposition
- Crafton states that he has seen the presence of advertisements for our partnerships, but that we need to keep circulating them and broadcasting them so that they are accessible to membership

Griffin assures the board that there are new technological implications that will positively affect the ability for members to find and utilize the partnerships and discounts that are available to them.

Eric Gleason and Julie Lau ask the Board to formally approve the 2019 budget.

- Santinelli makes a motion to formally approve the 2019 budget
- Lau Seconds
- The motion passess and the budget is approved

2018 Audited Financials
Lau invites in Rita Christensen (external auditor), to walk through the 2018 audited financial statements with the Board, specifically calling to highlight any of their findings.

- Christensen states that the opinion is an unmodified opinion and provides a disclosure regarding a change in accounting principle that was recently adopted by the FASB regarding how non-profit reporting was done in 2018
- Christensen then discusses the Going Concern noted in the audit report and addressed in the notes to the financial statements – highlighting that both USAR and RIM suffered substantial losses in prior years, as well as 2018, and that the USAR management addressed USA Rugby’s ability to continue as a going concern.
- Christensen followed to say that the organization has made corrections towards these financial concerns, including securing a new principle partner, as well as making cost reductions.
- Christensen then discussed the various recommendations for improvement and stated that none of Waugh and Goodwin’s recommendations were significant or worrisome in our financial operating practices
- Christensen then opens up the floor for questions and exits.

Following the 2018 audit overview, Crafton asks to address certain language in the report note prior to voting to formally approve.

- The Board discusses various options for revision and asks that Lau and Crafton take the notes back to the audit committee for proposed language changes.
The Board agrees on this course of action and decide to vote electronically after the Audit and Risk committee make their recommendations.

**High Performance Audit**

Mike McGovern (World Rugby Consultant) calls in via zoom video conference to provide a high level overview of his High Performance audit of USAR.

- McGovern first commends the national office for hitting some impressive performance goals thus far in 2019 – especially without a director of high performance.
- While there are pockets of excellence and good performance in our high performance department, there is a lack of an overarching culture or alignment to give the national teams a connective purpose.
- McGovern covers various areas that already exist that could be strengthened such as:
  - strengthening the national office’s relationship with the MLR clubs to better develop and share talent
  - Enhancing and enriching coaching and referee performance pathways and education
  - Using data to better determine funding structures to the various national teams and age grade programs

Following McGovern’s presentation, the Board discusses the critical success factors presented and how continued governance reform will allow for the high performance department to reach their potential and continue to grow in their performance.

**Governance**

Eric Gleason asks the board to consider changing the International Athlete voting process to better align with other voting timelines.

- The Board discusses this change, but ultimately decide that IAs who are currently active would find a 45 day cycle challenging due to the demand of travel and team obligation while in-season.
- The Board decides to not amend the current bylaw.

Gleason then presents the Board with the three additional Bylaw changes, put forth by Congress as a result of the bylaws passed at the Congress meeting:

- Santinelli makes a motion to approve the bylaw amendments to remove the club management council definition.
- Lau Seconds

The motion passes.

- Santinelli makes a motion to remove the youth and high school definition from the bylaws.
- Lau seconds

The motion passes.

- Santinelli makes a motion to change the wording in the bylaws to “collegiate committee” in article 4.3.
- Lau seconds

The motion passes.

**USAR Strategic Plan & Initiatives:**

O’Brien asks for Young and Gleason to provide an overview of the communication plan for the 2020 strategic roadmap.

- Gleason invites in Calder Cahill, VP of Marketing and Communications to highlight the communication roll out plan.
- Cahill discusses a multi-layered roll out approach prior to sending out the full strategic plan all at once.
- Mckenna states that he is willing to work with Calder on a potential tagline that will tell the community what our strategic roadmap is all about, something that will appeal to the consumer’s emotional side rather than a lengthy plan.
The Board continues to discuss mechanisms for rolling out the strategic roadmap and various pitfalls to be aware of prior to distribution. Cahill notes that he is appreciative to the board for their support and that he will be reaching out to McKenna for further consultation.

Board Onboarding and Responsibilities:
Obrien and Lau lead a discussion on improving board onboarding, identifying areas of expertise, and centralizing information so that new board members can fully understand the scope of the organization’s most recent priorities. They then discussed defining their areas of expertise and competency so that their talents can be maximized in supporting the organization and national office.

1:40pm MST – O’Brien opens the floor to any other business and no board members present new material.

Santinelli makes a motion to adjourn the meeting
Lau Seconds and the motion passes

O’Brien adjorns the meeting at 1:43 pm MST on Thursday, September 5, 2019