



**USA Rugby Board Meeting
Friday, March 27th 2014
Hilton Atlanta/Marietta Hotel and Conference Center
500 Powder Springs St.
Marietta
Georgia
30064 USA**

MINUTES

Meeting Commenced: 6.45pm

Present: Kevin Roberts (Chairman), Bob Latham (Vice Chairman), Rob King, Chad Keck, Peter Seccia, Brian McClenahan (IA) Beth Black (IA), Gary Heavner.

Apologies: Will Chang (representing USAR Board at Tokyo/Hong Kong Sevens)

Section 1

1.1 Chairman's Address

KR welcomed the Board to Atlanta, an important weekend for USA Rugby with the Eagles playing Uruguay in the second of two RWC qualification games. A win and a place in the Rugby World Cup 2015 is essential for the continued development of the Eagles and the organization as a whole. The Eagles Men's Seven improved their performance in Tokyo and we have high expectations for them again in Hong Kong this weekend.

The Chairman noted that this was a very important meeting for the Board. The Agenda has a number of important issues to discuss, all important to the next steps in the development of the organization, USA Rugby has now to step up their commercial/revenue opportunities and develop the necessary funding streams to fund both the development of the game and support National Team programs.

1.2 Minutes of meeting November, 2013 (approved electronically)

1.3 Matters arising (NM)

Membership Working Group – Gary confirmed that the Membership Department had identified a number of people to join this group. CEO now to provide the group with direction.

Sevens technical support – CEO has discussed with potential candidates and also confirmed that Alex Magleby (7's) and Billy Millard (15's) had been appointed in High Performance roles to

support the development of their respective pathways.

Section 2

2.1 CEO Report (NM)

CEO updated the Board on Q1 activities including the National development Summit in Philadelphia, IRB Women's Sevens (Atlanta), Coaching and referee clinics, Men's and Women's sevens. Commercial activities were tracking ahead of budget with the confirmed signing of BLK (apparel), Weetabix and Heathrow Express. The focus was now on the National Championship season and the June Internationals. CEO confirmed that the Japan and Canada venues would be announced following the Uruguay game.

Membership system continually being updated to improve ease of use and support of the members.

A discussion took place regarding USA Sevens and the breach letter received from the IRB. It was agreed that USA Rugby would like to retain an IRB Series Event in the USA, however, if Las Vegas was deemed unsuitable by the IRB (stadium, field size and surface, environment), USA Sevens should look at alternative venues.

CEO to follow up with USA Sevens in Hong Kong to discuss the tender process.

USA Rugby v New Zealand – progressing well, Soldier Field (Nov 1st) looking like the final venue. CEO to keep the Board updated.

2.2 Financial Update (Rob King)

Jim Snyder currently acting as Interim CFO following the departure of Jen Cope. Jim worked with Jen in the Accounts Department.

Rob confirmed that USA Rugby would deliver a surplus in 2013 and the Audit would be completed in May. The surplus was not as high as anticipated due to membership not tracking as high as anticipated in the fall. Q1 Membership was also tracking behind budget and CEO and Interim CFO looking closely at the budget and any necessary changes. The cash position was always a concern with USA Rugby operating on a minimal Line of Credit for a \$13m budget.

CEO confirmed that a Membership Working Group was being put together to review the membership process and make recommendations. Gary Heavner chairing this group.

CEO and Interim CFO to look at cash flow forecasts and focus on this as well as managing budgets.

Rob confirmed that the search to replace Jen Cope was ongoing and that initial interviews had taken place.

2.3 IRB Update (Bob Latham)

Bob reported on his recent IRB Meetings. There had been plenty of interest in hosting both the RWC Sevens 2018 and World Sevens Series Events. The tender documentation would be distributed shortly to those Countries who have expressed interest.

The Rugby World Cup 2023 and 2027 bid process would be handled separately not together.

There is potential for new grant monies for development in the future for the USA to apply for.

IRB looking to expand the Sevens World Series and looking at the possibility of a second Tier competition.

2.4 Athlete Advisory Council Report (BB/BM)

Beth Black confirmed to the USA Rugby Board that the Athletes Advisory Council had been seated and that they had started work informing the athletes about their work and what their role will be. This started with a presentation to the athletes at the Olympic Training Center. Response had been positive. The AAC were also working on Pan Am selection policies with CEO and would be holding their first ‘face to face’ meeting over the weekend in Atlanta.

2.5 Board Member Search (NM)

Nominations Chair (Frank Merrill) has confirmed that the Committee had received a number of applications for the two Board positions. They were now going through the interview process and would report back with their recommendations ahead of the June 6th meeting.

2.6 Professional Rugby Strategy(NM)

CEO confirmed that the Professional Rugby Business Plan was being finalized and would be discussed with the IRB CEO in London April 14th.

2.7 USAR/Premier Rugby MOU (NM)

CEO confirmed that he was meeting the Premier Rugby CEO in London for a strategic planning meeting to discuss player release, World Club Sevens and possible in-season games in the USA.

2.8 USA Rugby Commercial Strategy (NM)

CEO circulated a commercial strategy document and the board discussed how this would impact on USA Rugby’s finances and the next stages of development and implementation of this plan. It was agreed that Will Chang, Chad Keck, Rob King and CEO would discuss the plan and present to the Board at their meeting on June 6th to decide whether to proceed and implement.

Section 3 – Approvals

3.1 Congress Selection Process Approvals (NM)

Approvals were discussed as required by the USA Rugby bylaws. The new selection procedures would now be implemented and the ‘new’ Congress elected and seated in Houston on June 7th.

Procedures Proposed: Gary Heavner

Procedures Seconded: Chad Keck

Approved

3.2 Safe Sport Handbook

The Board agreed that the USA Rugby Safesport Handbook should now be implemented across the organization.

3.3 Concussion Guidelines

The Board supported the new USA Rugby concussion guidelines as presented by the Medical Committee and approved by the Rugby Committee.

3.4 Eagles Player Payments

CEO shared with the Board the Eagles Men’s Fifteen’s player per diem structure and bonuses for the 2014 Test matches. These had been discussed with the Athlete Advisory Council.

Meeting to close

Next Meeting: June 6th, 2014 (Houston)

Section 3

3.1 USA Rugby Congress Election Approvals

USA Rugby Board to approve the election processes for the new Congress.

Statutory Requirements

Article 4.2. Number, Qualification, and Term.

The Congress shall be comprised of: (a) Sixteen (16) representatives from the “Senior Group”; (b) Ten (10) representatives from the “College Group”; (c) Ten (10) representatives from the “Youth And High School Group”; and (d) Ten (10) “International Athlete Group” Representatives comprised equally of five (5) men and five (5) women, with at least fifty percent (50%) of the International Athlete Representatives being Qualified Sevens Athletes. (e) No paid employee of the corporation shall be eligible to serve as a member of the Congress.

Each Athlete Representative Congress Member shall serve for a term of two (2) years and until

his or her successor has been duly elected and qualified or until such member's earlier death, resignation, or removal.

No member of the Congress shall be entitled to simultaneously serve as a Congress representative for more than one of the four distinct representative groups. In the event that a person is elected to more than one such position simultaneously, he or she shall resign one such position.

Article 4.3. Nomination and Election of Individual Members elected by Constituent Groups.

(a) With respect to the "Senior Group", the country shall be divided into eight (8) "Regions", with each Region having the same boundaries as the current "Division 1 Competitive Regions" as then approved by Congress. Each Region shall be entitled to elect two (2) Individual Members as its representatives to Congress, in a manner proposed by the Club Strategic Committee and **approved by the USA Rugby Board** prior to the election. If no voting procedure is submitted by the Constituent Group, or if multiple voting procedures are submitted, then the USA Rugby Board shall determine the Region's election procedure.

(b) With respect to the "College Group", the College Group shall be entitled to elect ten (10) Individual Members as its representatives to Congress, in a manner proposed the College Management Council and **approved by the USA Rugby Board** prior to the election. If no voting procedure is submitted by the Constituent Group, or if multiple voting procedures are submitted, the USA Rugby Board shall determine the College's election procedure.

(c) With respect to the "Youth And High School Group", the Youth And High School Group shall be entitled to elect ten (10) Individual Members as its representatives to Congress, in a manner proposed by the Youth & High School Committee and **approved by the USA Rugby Board** prior to the election. If no voting procedure is submitted by the Constituent Group, or if multiple voting procedures are submitted, then USA Rugby Board shall determine the Youth And High School's election procedure.

(d) If any Constituent Group fails to elect a permitted representative to Congress as provided above, the unfilled seat shall simply be vacant for the ensuing Congress Term and shall not be subject to reallocation to another Region or Group.

(e) The first election of Congress members contemplated by this Section shall take place in 2013 or 2014 for the purpose of electing the Congress members representing the constituent groups for the Congress Term of June 1, 2014 to May 31, 2016. Congress shall randomly select one half of the seats on the Congress Term of June 1, 2014 to May 31, 2016 to be one year terms of office. All other and subsequent Congress Terms shall be for successive and consecutive two (2)-year periods thereafter.

(f) Congress Representatives for the Senior, College and Youth and High School groups must be selected by election as opposed to an appointment or any other method of selection.

Proposed Election Processes

Senior Club Representatives

The CSC presents the following recommendation for the method and procedures to be used to elect 16 Congress Members representing the Senior Group. In accordance with the proposed amendment above, two Congress Members shall be elected for each of the eight Competitive Regions (CRs) in the Senior Club Competitions Restructure approved for the 2013-14 competitive cycle. The CRs correspond roughly to the geographic regions shown in the map on page 2 of this document. Immediately following the map is a description of the eight CRs and the

entities currently within the region that are responsible for local governance. The description below also includes the allocation of the two elected Congress Members to those current governance bodies where TU=Territorial Union, LAU=Local Area Union, and GU=Geographical Union. It is noted that the allocation may change in subsequent elections as the governance model evolves.

The CSC further recommends the following election procedures:

- Each CR involves one or more governance bodies (i.e., TU, GU, LAU). These governance bodies shall be responsible for implementing and conducting the voting procedures for election of Congress members.
- Election of Senior Group Congress Members shall be based on votes of the Senior Clubs within the appropriate governance entities. For example, in ACR1 the Senior Clubs in Pacific Northwest GU will elect one Congress Member and the Senior Clubs in Northern California GU will elect one Congress Member. For CRs with more than two governance entities, election of Congress members will be based on votes of all Senior Clubs within the CR.
- For each CR, the terms of the Congress Members shall be staggered such that, in the first election cycle, one Congress Member shall be elected for a one-year term and one Congress Member for a two-year term. Subsequent terms for both Congress Members shall be two years.

College Congress Representatives

Nomination and Election of Initial College Congress Representatives.

- Nominations shall be solicited from each Region beginning **February 7, 2014 and ending February 21, 2014.**
- Each candidate shall submit an Notification of Interest and Application to the Director of College Rugby.
- The Announcement of Nominees shall be no later than February 28, 2014.
- Electronic voting shall occur between 8:00am MST Friday, **March 14, 2014 and 5:00pm MST Sunday, March 16, 2014.**
- Each Officer shall vote for one candidate to represent his/her respective Region.
- The candidate from each Region having the most votes will fill the College Representative Congress seats.
- The remaining two College Representative Congress seats shall be nominated from the College Management Council.

Qualifications.

Interested College Congress Representative candidates must accept the terms of the position, including:

- Congressional duties as outlined above and in the Bylaws;
- Time demands to fulfill the obligations and responsibilities of such position;
- Travel requirements to attending meetings called by the CEO and/or presiding officer on behalf of the stakeholders (reimbursement of expenses covered by the respective Region);
- Knowledge and understanding of/about the issues in the college game;
- Sincere interest in representing regionally but growing the game nationally;
- Understanding and acceptance of the terms of the position;

- Demonstrated leadership in college rugby: player, coach, officer;
- Willingness to work with all divisions of the game in own region (men's and women's, DI, II and NSCRO);
- Confirmed understanding and acknowledgement of the time commitment with the position;
- Willing to be accountable to the college membership both within region and nationally; and
- Acceptance that position requires availability to hear and consider concerns of all regional college rugby members.

Process of Selection:

- Submission of Interest to serve as a College Representative Congress Member.
 - Vetting of qualifications, adequate gender/divisional representation by the CMC.
 - Election by regional college officers.
- With respect to the “College Group”, the country shall be divided into eight (8) “Regions”, with each Region having the same boundaries as the current “Senior Competitive Regions” approved by Congress.
- Each Region shall be entitled to elect one (1) Individual as its representative to Congress, in a manner proposed by the College Management Committee and approved by the USA Rugby Board.
 - Regional Congress Representatives for the College Group must be selected by election as opposed to an appointment or any other method of selection.

Responsibilities of the Position.

- Report in a timely manner to the CMC on Congress actions and individual/committee work accomplishments.
- Attendance at all Meetings called by the CEO/presiding officer.
- Participate in USAR Congress with primary attention to needs and interests of the college community.
- Prove accountable to all stakeholders, including the College Management Council and all College teams (both men's and women's, all divisions) within his/her Region.

Terms of the Position.

- Will serve a term of two years with eligibility for one additional term under the established election process.
- Initial election shall have four (4) regions whose representatives shall serve an initial term of one-year and four (4) regions whose representatives shall serve a two-year term. Those regions with an initial one-year term will be chosen at random by draw of the current College Management Council.
- A Regional Congress Representative may be replaced for failure to perform their duties (represent their constituents, attend Congress meetings, etc) as evaluated by the CMC.

Election of Youth Congress representatives

Youth Congress member composition:

- (5) Elected members of the Youth and High School Committee (above)
- (5) Elected at large members

Nomination process:

1. Nomination forms will be distributed to SRO executives via email 60 days prior to the

annual meeting

2. Completed forms should be returned to the committee chair no later than 30 days prior to the annual meeting at which time they will be forwarded to SRO executives for review.
3. Nomination forms will be accepted from the Y & HS Committee chair, international athletes, and at large member

Election process: Elections will be held at the annual conference for any open youth congress representative position.

Each SRO in good standing will have one vote per open position.
Voting will be by ballot.

International Athletes (By Laws Article 4.4)

Article 4.4. Nomination and Election of Athlete Representative Congress Members.

The Athlete Representative Congress Members shall be nominated by the Qualified Athletes and elected by the Qualified Athletes as set forth in Section 3.3 and as follows: Nominations for Athlete Representative Congress Members shall be solicited from the Qualified Athletes at least seventy-five (75) days in advance of the date on which the election of Athlete Representative Congress Members will be held. Nominations for Athlete Representative Congress Members who are Qualified Sevens Athletes, shall be solicited from the Qualified Sevens Athletes at least seventy-five (75) days in advance of the date on which the election of Athlete Representative Congress Members will be held. The Qualified Athletes and Qualified Sevens Athletes shall have thirty (30) days to submit nominations to the Corporation. Upon receipt of the nominations, the CEO or his/her designee shall notify each nominee of the nomination. Nominees will have five (5) business days to either reject the nomination or accept the nomination and submit a biography to the Corporation. If a nominee accepts the nomination, his/her name and biography shall be submitted to the Qualified Athletes and/or Qualified Sevens Athletes as a candidate for election as an Athlete Representative Congress Member.

Voting shall occur via the distribution, collection, and tallying of ballots that will be distributed to the Qualified Athletes via the Corporation. Voting shall occur in two stages. First the Qualified Sevens Athletes shall vote for the nominated Qualified Sevens Athletes. Each Qualified Sevens Athletes will vote for the number of Qualified Sevens Athletes representing fifty percent (50%) of the number of Total Athlete Representative Congress Members (e.g. if there are ten Athlete Representative Congress Members, the Qualified Sevens Athlete will vote for five Qualified Sevens Athletes). The Qualified Sevens Athletes having the most vote will fill the respective seats for which they have been nominated, so that fifty percent (50%) of the number of total Athlete Representative Congress member seats will be filled (e.g. if there are ten Athlete Representative Congress Members, the top five vote getters among the Qualified Sevens Athletes will be seated as Athlete Representative Congress Members).

In the second phase of the election process, the remaining fifty percent (50%) of Athlete Representative Congress positions will be filled. Once the identities of the Athlete Representative Congress Members from the Qualified Sevens Athletes are known, a second election will be held to fill the remaining seats. All Qualified Athletes may cast the number of votes equal to the number of seats remaining to be filled for any nominated athlete, be that a Qualified Athlete or a Qualified Sevens Athlete. The candidates having the most votes will fill the remaining Athlete Representative Congress seats. All nomination and voting may be processed entirely via electronic mail.

Definitions (By Laws Article 1.4)

(l) Qualified Athlete. “Qualified Athlete” means an athlete who is an Individual Member of the Corporation and who has either (i) represented the United States in international rugby competition in a men’s or women’s Rugby World Cup or Sevens World Cup, or in an event designated by the USOC as an Operation Gold Event within the ten years preceding the date upon which such athlete would be seated on the Congress, Board of Directors, or committee, or the date upon which the athlete would cast a vote to elect or remove Athlete Representative Congress Members, as applicable; or (ii) been a member of USA Rugby’s men’s or women’s National Team or National Sevens Team within the twenty-four (24) months before such applicable seating or vote.

(m) Qualified Sevens Athlete. “Qualified Sevens Athlete” means an athlete who is an individual member of the corporation and

(i) who has represented the United States in international rugby competition in a men’s or women’s Sevens World Cup or Sevens World Cup qualifying event or in an Olympic Games or in an event designated by the USOC as an Operation Gold Event within the ten years preceding the date upon which such athlete would be seated on the Board of Directors of USA Rugby or the Athlete’s Advisory Council of the USOC, or

(ii) been a member of the USA Rugby men’s or women’s national sevens team within the 24 months before such applicable seating.