

**USA Rugby Board Meeting
2500 Arapahoe,
Suite 200
Boulder, Colorado
80302**

Friday, 21st August, 2015

MINUTES

Meeting Commences: 2.48pm

Section 1 - Chairman

1.1 Chairman's Address (Bob Latham)

The Chairman opened the meeting expressing his sadness at the passing of Ed Hughes former USA Rugby Board/Congress Member and committed rugby man – he will be missed.

This is an important weekend for USA Rugby with a Board and Congress Meeting, Bob encouraged full Board participation as we work with Congress on our new strategic plan. It is important that the Board and Congress work well together and continue to move the game forward at all levels.

Bob congratulated Jeremiah Johnson (Board Congress Representative) for the progress being made and the quality of the work product being produced by Congress.

Since the last meeting USA Rugby has qualified for the Olympic Games (Men and Women) and the teams took Silver (Women) and Bronze (Men) at the Pan Am Games in Canada. We also met in Toronto with USOC CEO Scott Blackmun and Alan Ashley (USOC Director of Performance), both enjoyed watching our team play.

Rugby International Marketing has confirmed its first investor (RFU) and a strong relationship is being developed.

USA Rugby is in the midst of a number of International Events, hosting the Pacific Nations Cup, Harlequins and Australia as well as away games in Canada. The squad will be better prepared for this World Cup than any other previous Eagles team.

The Chairman was pleased with the positive energy being created around the game at this time, record membership figures and increased media profile of the game at all levels.

The recent National Championships, College, Club, 15's and 7's were all quality events and the standard of play has continued to rise.

There is still much to do and a busy fall calendar ahead.

Chairman also confirmed NACRA to be renamed Rugby America's North, CONSUR to be renamed Rugby America's South and PARA to become Rugby America's.

1.2 Minutes of meeting May 29th, 2015 approved electronically, CEO reminded Board Members to approve minutes in a timely if possible.

1.3 Matters arising (NM)

Chief Commercial Officer (RIM) – CEO confirmed that Korn Ferry has been appointed to run the recruitment process.

Rugby World Cup 2018 – Will Chang continues to work on the development of the Hosting Committee.

Event Sanction – a new document is with the USA Rugby lawyers being reviewed.

Committee Review – recommendations circulated to Board and Congress and will be an agenda item at both meetings this weekend.

USOC Board Best Practice Guidelines – further discussions with other NGB's regarding how they have adopted the BP Guidelines.

Section 2 – Reports

2.1 CEO Report (NM) – CEO Report circulated ahead of the meeting and questions were answered by the CEO. (Report attached)

Rob King raised the issue of a compensation review process for senior executives. It was agreed that CEO and HR Director to present to the Board when approving budgets any proposed increases for CEO direct reports, head coaches that report to the CEO and National team Player compensation.

CEO also discussed recent instability being witnessed in the women's sevens program and possible solutions.

Eagles Men's Coach – contract ends 2015 to be discussed with the coach at the RWC. He has indicated that he would like to continue in the role.

2.2 Finance Report (Jim Snyder, CFO) Jim Snyder and Rob King took the board through the 2014 Audit. Rob confirmed that the Audit Committee also reviewed independently with the Auditor.

Jim Snyder then took the board through the current forecast for 2014. (Full Report attached)

2.4 Rugby International Marketing (CK) Chad Keck confirmed that Rugby International Marketing has finalized its first equity investment with the Rugby Football Union (\$2m – 10% equity). Sophie Goldschmidt (Chief Commercial Officer – RFU) will take one RIM Board seat as part of the deal. The RIM Board will be meeting at the Rugby World Cup

in October.

CEO confirmed that there has been significant interest in RIM and there is a potential additional \$3m available.

The USA Rugby Board discussed this opportunity in detail. It was agreed that the USA Rugby Board would be prepared to sell 25% of the equity in RIM and set aside up to 10% of common stock for potential staff stock options.

Section 3 – Approvals

2.6 Committee Review Recommendations (JJ)

Jeremiah circulated the Committee Review recommendations to the Board and provided an overview of the process and the desired outcomes. Steve Vent and his group were to be congratulated on their work.

The Board recommended that Jeremiah Johnson should Chair the new Review Committee and drive the process of implementation of the Review recommendations forward.

This position would be discussed with Congress at their meeting the following day.

2.7 College Eligibility (Military Exemption) (R. Cortez – College Director)

Richard Cortez discussed the position of the College Management Council with the Board and explained the history behind the various changes in eligibility regulations and waivers for military personnel. The Board expressed its preference that the eligibility should be changed, if feasible, to align with the NCAA eligibility requirements. Action: Rich Cortez to take this to the College Management Council for further discussion and report back.

2.8 USA Rugby Congress Meeting (BL)

Bob stressed the importance of developing a strong relationship between Congress and the Board. The Board discussed the Congress agenda.

Section 4 – Any Other Business

4.1 Nominations Committee – The Board approved Marni Voth's appointment (2 year term) as Chairman of the Nominations Committee and the following committee members;

Brian McLenahan (IA and Board Director)
Francois Vijoer (Former Eagle and Board Director)
Tom Wacker (Former Board Director)
Frank Merrill

4.2 State Rugby Organizations – The USA Rugby Board approved the applications of Wyoming and Alaska.

The meeting closed at 6.45pm

