

**USA Rugby BOD Meeting**  
**June 9<sup>th</sup> & 10<sup>th</sup>**  
**New York, NY**

**Friday 1pm Roll Call:** Dan Payne, Chad Keck, Rob King, Dean Barrett, Bob Kimmitt, Peter Seccia, Jeremiah Johnson, Todd Clever, Will Chang (via Phone), Phaidra Knight (via phone)

**Chairman's Welcome:**

- Will (via phone) turned the meeting over to Rob King
- Rob welcomed Todd Clever and new CFO Tim Jones
- Prior meeting minutes (April 27<sup>th</sup>) approved, electronically

**Reports:**

- David Sternberg (CEO, RIM) provided financial update on RIM/TRC
  - Sponsorships-Emirates & AIG scheduled for end of year renewal; actively working on new/additional sponsorship opportunities which deliver tangible benefits to members.
  - Although challenges have been identified, investors continue to be optimistic & committed.
  - David will update forecast/cash flow by end of June and provide update to audit committee, 2<sup>nd</sup> week of July
- Rosie Spaulding (GM, RWC 7s) provided an update on the World Cup
  - RWC7's staffing is complete (Rosie, plus 4) including the addition of extra consultant services
  - Pricing of tickets has been finalized. Online ticketing scheduled to open to the public- July 20<sup>th</sup>. Ticketing open to USAR on July 18<sup>th</sup>/19<sup>th</sup>.
  - Marketing has been heavily focused on digital and social media.
  - Operationally-site plans, journey mapping, team mapping in place
  - Legacy piece finalized
  - Current Priorities:
    - Develop group of volunteers and leaders for host committee duties
    - More fully develop televising relationships
    - Launching travel packages
    - Merchandising-Partners Summit July 17<sup>th</sup>.
  - Financials:
    - renegotiated relationship with World Rugby;
    - Strong confidence in ability to hit revenue projections

**USAR CEO Report (including WRWC), Dan Payne**

- Dan has been focused on financial accountability-getting finances in order as primary goal to sustain the organization. Staff has rallied and shared in this focus. In this adversity, the USAR community is united and continues to seek ways to grow the game given limited resources.
- Financials-as of May, revenue is up/expenses are down to budget.
- PO system in place as of July 1...processes continue to be developed to ensure fiscal responsibility and accuracy
- Community rugby is growing. Televised matches contribute to this, facilitates growing interest among the masses and having a linear partner is crucial.

- Database is a key priority—Aaron Ewerdt, CIO is onboard, full time as of June 12<sup>th</sup>.
- Trust update:
  - Perception previously was “stand-alone.” With greater input from Dan and Dean, the Trust board is looking for more integration into USAR.
  - Entering the final stages of recruitment for CDO position, formerly the Executive Director, which will report to Dan
  - CDO will be tasked with (1) evaluating expense to income ratio for Trust events/fundraising models; (2) why so many restricted gifts?
- Congress—Dan has prioritized providing information to congress on a monthly basis and will now also conduct a conference call every 4 months in an attempt to provide feedback that will free up biannual meeting time to be able to focus on governance, planning and proactive initiatives congress wants to focus on.
- Women’s World Cup Fundraising—met original goal of 125k; increased goal to 150k; additional funds (if any) will be directed towards women’s initiatives
- Sanctioning Discussion—Board affirmed that USAR owns sanctioning rights
  - Dan (USAR) and David (RIM) asked to draft a memo for board review re: sanctioning.
    - Discuss removing barriers to sanctioning of events and corporate partnerships
    - Develop new approach to increase involvement and corporate opportunities

**Special Presentation: Irish Rugby Football Union** (Philip Brown, Pdraig Power, Stephen Hilditch, Declan Madden, John O’Driscoll, Kevin Potts)

### 5:30pm Meeting Adjourned

**Saturday 9am Roll Call:** Dan Payne, Chad Keck, Rob King, Dean Barrett, Peter Seccia, Jeremiah Johnson, Todd Clever, Will Chang (via Phone), Phaidra Knight (via phone)

Regrets: Bob Kimmitt

### **Audit Committee/Finance Report: Rob King/ Tim Jones**

- Rob reported on the final 2016 financial performance
- Tim reported on 2017 actual to budget expectations
  - Identified better than expected budget performance with risks
    - Fundraising money
    - Women’s world cup expenses
- Board asked for updated financials to be reviewed by audit committee, July 21; then by board at Congress meeting end of July
  - Jan-June actuals, EOY forecast w/budget and prior year comparison, cash flows
- Dues increase discussion
  - Dan will spearhead a definitive proposal for dues increase to be presented at July Congress, which includes reconvening the Dues Review Committee comprised of 4-5 congress members
- Insurance update—Our member liability policy is now with K & P.
- Future consideration of establishing operational reserves.
- Select group from board (although open to all) will interact with management on a more dedicated basis. Monthly operational overview and report will be provided to executive council.

## **Approvals**

- Dan asked for a motion for the board to approve the SafeSport bylaw change
  - Dean Barrett so moved
  - Rob King seconded
  - Motion carried unanimously

## **Women's Rugby**

- Phaidra presented an overview on the Women's Summit

## **HP Audit Update: Dan Payne**

- Status:
  - Women's audit is half way complete. Next step-meet with Women's team in Chula Vista during the end of June
  - Added HP & Age Grade audit - desire is to contract with independent/professional auditor; End of June financials will determine viability of this cost (estimate 75-100k/60 days.) Part of broader, ongoing, VIK for professional services proposal.
- Goal:
  - Establish placement of USAR relative to other countries
  - Identify existing pathways and efficiencies/effectiveness
  - Resource allocation
  - Coach development/education
- Priorities:
  - Increase number of HP staff residing at headquarters and/or around the team(s) brings greater accountability & collaboration
  - Seeking a model that supports a Director of Rugby position
  - Action item: deliver a work plan to board for project completion-approve executive hire before coach due to there being a broad number of needs in overall processes, connectivity, coach education, coach/player pathway(s), etc. that must work to assist any coach

## **Statement on commitment/initiatives surrounding Women's rugby:**

- Board asked USAR management to develop a draft statement outlining USA Rugby's commitment to Women's Rugby, supported by a set of principles and guardrails that would guide actions going forward.

## **Women's Advocacy/Leadership Committee: Dan Payne**

- Name is still to be confirmed via group consensus
- Group is being formed to provide focus, support & attention toward the initiatives and opportunities that exist within the girl's and women's game. Very important initiative to DP and strong support domestically across all membership categories.
- Board encouraged clear rules of engagement, establishment of roles and responsibilities, accountability

## **Congress Questions/Requests**

- Board agreed to provide congress with reviewed quarterly financial statements & cash flows as well as RIM updates, within a secure source, being established by the CIO.
- Congress members will be asked to sign an NDA in addition to Conflict of Interest statements

- 1st quarter financials to be published by mid-June; subsequent quarters published after closure procedures completed.
- 18 month business plan constructed to coincide with the 2018 budget that will be presented at the summer congress meeting

#### **CEO limits of contracting and authority**

- Discussed guidelines for establishing approval & spending thresholds specific to operating, capital & legal expenses
  - Tim and Rob to draft document
  - Board to approve

#### **BOD Candidates: Jeremiah Johnson**

- Jeremiah presented to board an overview of the Director nominating process and the recommendations of the committee.
  - Board approved his recommendations.

#### **Other Business**

- Dean Barrett asked for a list of actions items in addition to board meeting minutes
- Will and Dan to provide projected dates for future board meetings-18 months out

#### **2:00 pm Meeting Adjourned**