

**USAR Board Meeting  
Conference Call**  
Thursday, April 19, 2018  
11:00 MST

Board members in attendance: Will Chang, Rob King, Bob Kimmitt, Barbara O'Brien, Jeremiah Johnson, Phaidra Knight

Regrets: Todd Clever

Observers: Dan Payne, Melissa von Keyserling,

Meeting called to order at 11:05am MST by Will Chang

Rob King provided a Task Force (TF) update and action plan

- Given RIM's current financial state, immediate action on the part of the USAR board is necessary. Goal remains--that of RIM longevity
  - All stakeholders need to be included in the call for concessions—World Rugby, USAR, CSM and both Wales/South Africa unions.
- Based on the memo circulated by the TF to the USA Rugby BOD, the Board members of USAR consider the recommendations of the TF to be substantial and of value, and recommend task force members present to and gain support from the RIM board for the following recommendations and actions:
  - R. King motioned to approve the strategic thrust of the recommendation concerning World Rugby, allowing for discretion to make modifications in the best interest of the business. B. O'Brien seconded. Motion carried with unanimous approval.
  - R. King motioned to support the task force recommendation concerning USA Rugby and direct the task force to report back to the USAR board with any material modifications. Personnel changes should be made within the boundaries of current HR policies and with regard to effective staffing of the organization. J. Johnson seconded. Motion carried with unanimous approval.
  - R. King motioned to support the task force recommendation to restructure the commission/fee structure of CSM. B. O'Brien seconded. Motion carried with unanimous approval.
  - R. King motioned to defer the recommendation of the task force on the reorganization of RIM until USAR counsel has been consulted and given an opportunity to weigh in and return an opinion to the USAR board with regards to impact as major shareholder. B. O'Brien seconded. Motion carried with unanimous approval.

Key Dates Identified:

- R. King noted that USAR Audit Committee is scheduled for April 24<sup>th</sup> and would need to be informed of the risk inherent in the current business model of RIM. Additionally, Congress is due a quarterly financial report from USAR, scheduled on April 30<sup>th</sup> and agreed to by leadership of Congress (M. Lambourne).
- Board agreed to coordinate efforts in communication release. W. Chang, R. King and D. Payne will work together to develop a coordinated flow/communication action plan and release.

Dan Payne provided a status update and proposed employment transitional plan, advocating for the appointment of an Interim CEO for USAR. This would allow for the USAR board seated in August/September to pick up the CEO search and hire the permanent CEO.

- Expedited BOD election process discussed with bylaw clarification
- R. King advocated for Ross Young to be the Interim CEO. W. Chang spoke to his qualifications
- To allow time for consideration, an email with Young's resume and seeking board email approval will be circulated after the close of this meeting.
- P. Knight noted need for gender diversity on the USAR Board. W. Chang noted World Rugby's recommendations concerning board make up.

R. King acknowledged receipt of letter sent by Jon Bobbett to the board of USAR. A response will be coordinated shortly and released.

Meeting adjourned at 12:17 pm.