

USAR Board Conference Call
Wednesday, August 1, 2018
5:00 pm MST

Board Members present: Barbara O'Brien, Paul Santinelli, Jeremiah Johnson, Phaidra Knight, Todd Clever

Staff: Ross Young, Melissa von Keyserling

Meeting called to order at 5:00pm MST

Opening remarks, B. O'Brien

- O'Brien congratulated Ross Young on full time residence in Colorado and expressed the desire of the entire board to move the organization forward in a positive manner

RWC Sevens 2018 Recap, R. Young

- The board reviewed the preliminary summary report provided by Rosie Spaulding. Young noted that there would be a more formal post report yet to come.
 - Ticketing posed the biggest challenge—start to finish
 - Final revenue & expense items are continuing to take shape as final partnership (Giants) reconciliations are sorted.

CFO Preferred Candidate, R. Young

- The hiring committee (HR, Kurt Weaver, Jack Barker, Mark Lambourne, Ross Young) placed a priority on sourcing and hiring and exceptional strategic accountant.
- After reviewing more than 100 candidates, Eric Gleason (CFO for US Soccer) emerged as the clear leader based on knowledge, skills abilities and vast experience.
- J. Johnson reviewed (and circulated) the hiring guidelines for C-suite and high-profile coaching positions

Schoninger Lawsuit, R. Young

- Young noted that it has proved challenging to serve notice to all parties; Schoninger has named additional defendants; therefore initial submission deadline has been extended to September 4, 2018
- Legal strategies discussed and Young will continue to update the board as information becomes available.

United World Sports (UWS) and Rugby World 7s Bid, R. Young

- Young reported that the bidding process is continuing although the relationship between World Rugby and UWS is currently heated. Venue suitability remains the issue.
- Young reported that World Rugby is expected to approve 9 out of the 10 venues with Las Vegas being deferred

World Rugby Letter (June 27th)/USAR Response (July 17th), R. Young

- Young reviewed the Promissory note details between WR and USAR including being involved in the governance review of USAR as well as being provided a seat on the USAR Board of Directors.
- Relationship continues in a positive manner and letters help to clarify roles and expectations moving forward.
- Gus Pichot has been confirmed as the WR representative to the USAR Board.
- Young confirmed that WR would like repayments to begin as of January 2019 and USAR would develop a plan based on further information and once the full time CFO is seated to try and accommodate this request.

USAR Employee Diversity Study, R Young

- Board reviewed the USAR staff demographic presentation, which will serve as a benchmark moving forward; Phaidra Knight agreed to partner with HR to provide a comprehensive plan and KPI's to help guide future recruitment and retention efforts

Broadcast Update, P. Knight

- Knight led a discussion around the benefits of establishing ongoing linear partnerships for broadcast purposes; Called for a better understanding of Flo Agreement and how to effectively roll commercial interests as well as Flo into USAR.
- Young offered to work on delivering an independent and in depth review of the Flo agreement to better inform the board as to what is required. Young will source potential independent review providers and report back to the Board.

Governance & Immediate Priorities, R. Young

- Board asked for an actionable timeline to be established noting the need to set priorities
- Young reported that SRi has advocated for O'Brien to assume the position of Interim Chair of the Nominations Committee, once Marni Vath's term expires in September, 2018.

Additional Business

- USAR Fall (in-person) board meeting will be scheduled for September 7th and 8th in Denver, CO. M. von Keyserling will circulate invite

Executive Session, Board Adjourned, 7 pm MST