

**USAR Board Conference Call**  
**Tuesday, August 21, 2018**  
**8:30 am MST**

Roll Call, 8:40 am

Board Members: B. O'Brien, P. Santinelli, J. Johnson, P. Knight, T. Clever  
Staff: R. Young, M. Keyserling,

B. O'Brien called the meeting to order.

SRi Report, review and recommendations (P. Santinelli)

- P. Santinelli provided an overview of the SRi report findings and recommendations noting the inclusion of a competency matrix to be applied to current and future board member selections.
- Based on information gathered from various constituents, the report calls for a phased approach, the first being a reset of the nominations committee and B. O'Brien as the interim Chair of the USAR Board be appointed as the interim Chair of the Nominations Committee
- Board agreed to put forward the SRi recommendations, as reviewed, in an attached powerpoint presentation to be provided to Congress prior to the joint Congress/USAR Board call scheduled for Wednesday, August 22nd. During this call, Congress will be asked to provide their input on the recommendations.

World Rugby/David Carrigy meeting resulting priorities as follows (R. Young/P. Santinelli)

- Asked for the continued prioritization of the appointment of Gus Pichot as officially seated USAR board member to assist in continued review of governance issues and USAR bylaws.
- USAR Board to continue to serve as "hub" of the proverbial wheel
- Continue to look for agreement for an organized wind down RIM and/ the creation of USAR commercial strategy that reports to the CEO and is governed by the USAR Board.
- Requested an evaluation of existing 501c3 status, how a commercial division could impact that and provide an option for best structure moving forward.

Nominations Committee (via email) reported to the USAR Board their recommendation that Gus Pichot be appointed as an At-Large Director to the USAR Board.

- P. Santinelli motioned to elect Gus Pichot to the Board of Directors for USA Rugby. P. Knight seconded the motion. Motion unanimously approved.
  - Board recommended that Gus Pichot serve out the remainder of the term vacated by Chad Keck (expiration Fall 2021)
  - Board recommended that Paul Santinelli serve out the remainder of the term vacated by Dean Barrett (expiration Fall 2020)
  - Both would require Congress ratification.

#### Mark Lambourne Request Considered (R. Young)

- R. Young provided a review of M. Lambourne's request for reconsideration of the transitional board seat, with historical context.
- P. Santinelli motioned to vote on Mark Lambourne to move forward for ratification to fill a vacant board seat. J. Johnson seconded. Motion unanimously failed.

#### RIM Status update (R. Young)

- R. Young noted that the RIM Board currently has only 3 members, two of which are shareholders and there exists a vacant USAR board seat.
- J. Johnson motioned to place Ross Young as the USAR nominated representative, as a full voting member, to the RIM Board. P. Knight seconded. Motion passed unanimously

#### Other Business

- Friday October 19<sup>th</sup>, joint USAR/RIM board meeting in Denver which will seek to provide options for the future business operations of RIM
- UWS status update-World Rugby due to give a date to provide debrief on bid
- Schoninger suit to be discussed at the upcoming USAR board meeting, September 8<sup>th</sup> and 9<sup>th</sup>.
- USAR Board meeting in September will focus on bringing Gus Pichot up to speed on current and existing issues, long term commercial plans and provide updates on functional areas of USAR
- T. Clever and P. Knight both noted the need to continue open lines of communication with existing and potential commercial partners.

Meeting Adjourned at 10:25 am