USAR Staff Present:
Ross Young, CEO; Eric Gleason, CFO; Kurt Weaver, V.P. of Rugby Operations; Calder Cahill, V.P. Marketing and Communications; Chris Reed, Director of Philanthropy and Membership; Mark Griffin, Director of Commercial; Morgan Norris, Executive Assistant

Board of Directors Present:
Barbara O’Brien (Chair), Paul Santinelli (Vice), Todd Clever, Julie Lau, Jim Brown, Mike McKenna, Jeremiah Johnson

USAR Congress Members Present:
K.J. Abel, Audrey Billingsley, Kevin Brown, Jamie Burke, Mike Crafton, Matthew Doss, George Durocher, Christina Gein, Erik Gieb, Bill Good, Heather Harley, Jenn Heinrich, Pieter Hugo, Rick Humm, Frank Lentz, Al Lucas, Jenny Lui, Matthew Midgett, Shannon Nielsen, Ken Pape, Shayne Roberson, Bill Sexton, Andrew Suniula, Kevin Swiryn, Steve Vent, Ron Watson, Justin Whitton, Michelle Yarbrough

9:20 am - Barbara O’Brien opens session
Morgan Norris conducts roll call and declares a quorum

USA Rugby State of the Union, CEO Report - O’Brien and Young
Barbara welcomes Congress and thanks everyone in attendance. Barbara acknowledges that Jeremiah Johnson’s Board position term has expired and thanks Jeremiah for all his hard work and dedication to the Board and USA Rugby over the years. Jeremiah asks Congress to trust that the Board members only have the best intentions for USA Rugby, are knowledgeable in their fields and politely asks that Congress allow the Board and National Office to operate without the constant pressure and interjections of opinions.

Young discussed the ongoing High Performance strategic review and the big events upcoming in Tokyo 2019 Rugby World Cup and the 2020 Tokyo Olympics where both Men’s and Women’s teams will be represented.

Young acknowledged that the Executive Staff & Board of Directors understood that it was going to be a tough year on several fronts, and all agreed it was important to establish goals and implement better processes to move forward, which are now in process of implementing. Young addressed how the Union is still in a financially difficult position, but that a framework is being defined with a long term strategic approach to stability and growth.

Young then opened the floor for Q&A

Ron Watson: Would you introduce the board members please?
All available board members stand and introduce themselves and how long they’ve been on board.
• Barbara O’Brien (Chair) – 1yr / Paul Santinelli (Vice) – 1yr / Jim Brown- 1yr / Todd Clever- 2yr / Mike McKenna -1yr / Julie Lau- 1yr
- Jeremiah Johnson term is expired as of this meeting and thanks his fellow Congress members.
- Phaidra Knight is at the PanAm games and unable to attend
- Gus Pichot is at World Rugby meetings and unable to attend

Rick Humm points out the success of the Nominating Committee in populating the Board and the varied knowledge base they bring to the game.

George Durocher stated that Congress took a poll last night (Friday, July 26) asking if the Board cares enough about Rugby, and there is a general consensus that the Board only cares about the youth and not the Senior game.

Someone asks Young whether or not Club Rugby will still exist, and he replied yes, of course, and it is part of our longer term strategic plan.

**Finance Update - Gleason and Lau**
Gleason addressed his financial modeling process.
Rick Humm asks Gleason to point out what is confidential and what can be shared with the constituents.
Gleason replied that all documents being shown are part of the downloadable Congress pre-reads, are unaudited but not confidential.
Gleason then discussed YTD actual results as well as 2018 unaudited year end results.
Lau stated that we are moving to a rolling 3 year budgeting and forecasting model for more visibility and a longer term outlook.

Erik Geib asked if there was a plan to recover from declining membership revenue, which Gleason replied that although overall membership numbers are slightly down, the YTD actual results reflect a timing issue between the budgeted numbers and actuals, and do not reflect the true picture of membership renewals.
Jenny Lui asked how do we manage the men’s and women’s budget and how can we better work towards balanced equality in spend.
Young stated that we received grants from USOC and World Rugby that are team specific, making it difficult at this point to balance the Men and Women’s budgets.
Gleason agreed to detail funding for each team for greater transparency and visibility.

**Legal Update – Young and Gleason**
Young provided updates of current litigation around ProRugby and UWS, addressed our insurance coverage and what may be upcoming for the Men’s Sevens stop in the United States.

**National Office Update**
**Marketing and Communication - Calder Cahill**
Cahill introduced Mike McKenna, Board member who has assisted him with Marketing & Communication support. McKenna outlined a high-level Marketing and Communication plan that is being developed. Cahill discussed his communication platforms and how they are being used, including social media.

Ron Watson asked to discuss an item on the member webpage, which was decided by Congress not to discuss at this point.
**Commercial Department – Mark Griffin**
Griffin presented updates on our strategic partners EY, Canterbury and contract negotiations with potential new suppliers and sponsors.

**Community Rugby – Sharon Moskowitz, Chance Doyle and Johnathan Atkeison**
Each discussed their new roles with USA Rugby and specific initiatives within Rugby Development aimed to grow the game, retain membership and support our members in a more aligned way.

**Governance - Eric Gleason**
Gleason discussed the Governance Working Group’s progress to date, and then presented the proposed bylaw amendments for Congress debate and vote.
Also, as part of the re-population of committees, Gleason & Young agreed to notify Congress of open positions.

Congress then discussed and voted on the following bylaws:

- **Proposed bylaw amendment 1 - Article I section 1.4**
  Amended to remove the Club Strategic Committee definition
  Motioned by Rick Humm, Bill Good seconded
  Amendment passed by hand vote

- **Proposed bylaw amendment 2 - Article IV section 4.3**
  Amended to change Club Strategic Committee to Club Committee
  Motioned by Rick Humm, Heather Harley seconded
  Amendment passed by hand vote

- **Proposed bylaw amendment 3 - Article VII section 7.1**
  Amended to name the following as standing committees: Nominating Committee, Audit & Risk Committee, Diversity & Inclusion Committee, Rugby Committee, Performance Game Board Committee, Discipline & Grievance Committee, Club Committee, Collegiate Committee, Youth & High School Committee, Referees & Laws Committee, Medical & Risk Committee
  Motioned by Rick Humm, Jenn Heinrich seconded
  Amendment passed by hand vote

- **Proposed bylaw amendment 4 - Article VII section 7.3**
  Amended to rename the Audit Committee to the Audit & Rick Committee
  Motioned by Rick Humm, Dave Yeoman seconded
  Amendment passed by hand vote

- **Proposed bylaw amendment 5.1 - Article IV section 4.8**
  Amended from ‘majority’ to ‘simple majority’
  Amendment passed by hand vote

- **Proposed bylaw amendment 5.2 - Article IV section 4.8**
  Amended to allow for alternate congress representation
  Amendment not passed
• Proposed bylaw amendment 5.3 - Article IV section 4.8
  Amended to allow for congress proxy voting
  **Amendment not passed**

• Proposed bylaw amendment 6 - Article XV section 15.1
  Amended to change from 2/3 to 60% for an affirmative vote
  **Amendment not passed**

Lunch Recess 12:35pm

1:10pm Congress session returns

**Membership Dues & Fees - Kurt Weaver**
Rick Humm presents opposition to having the Fees and Membership session as the information to be discussed was not presented to Congress 30 days prior to the meeting; Congress decided to proceed with the discussion

The following new membership categories and processes were discussed, but there were no votes as further discussion was needed to proceed:
  • Short term 8 day membership
  • Rolling date memberships
  • Lifetime membership
  • Auto renewal
  • Academy / Org affiliate membership
  • Medical / Athletic Trainer

**Congress Board Representative Elections – Rick Humm & Jenn Heinrich**
Morgan called roll for voting purposes
After four (4) rounds of voting via paper ballots, Michael Crafton was elected as the USA Rugby Congress Board of Directors Representative for a two (2) year term.

2:05pm - Formal Congress Meeting adjourned

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**Sunday July 28, 2019**

9:25am - Congress meeting called to session by Barbara O’Brien

**Membership, Growth, Retention and Attrition – Kurt Weaver**
Chris Reed and Kurt Weaver discussed membership numbers, recent declines in USA Rugby memberships, the global decline in team sport participation and our initiatives to reverse this trend.
Weaver discussed how member retention is the first step, and GU and SROs are the critical key to that process.

11:10am - Formal Congress meeting is adjourned