

## SENIOR CLUB RUGBY COUNCIL TERMS OF REFERENCE

### ORIGIN & AUTHORITY

The Senior Club Rugby Council (“Council”) was created by the United States of America Rugby Football Union, Ltd. (“USAR”) Board of Directors in 2020 pursuant to various sections of the USA Rugby Bylaws concerning governance of Senior Club Rugby in the United States. Unless otherwise defined in these Terms of Reference, (“TOR”), all terms will have the definitions used in the USAR Bylaws.

### CORE PURPOSE

The Council’s core purpose is to manage competitions – supporting Unions’ competitions and coordinating competitions between unions – creating standards and coordinating unions’ discipline, eligibility, and competition structures.

Strong competitions with clear eligibility and discipline guidelines lead to promotion of fun, inclusivity, and development. Strong competitions promote “MORE PEOPLE PLAYING BETTER RUGBY. The core purpose will support the growth and sustainability of the Club game, ensuring that rugby remains a safe, relevant, and viable offering for the communities that play, coach, manage, referee, and support the game. If we want people to have a lifelong love of the game, there is a need for a grassroots approach to game development which must come from the Clubs under Council and Local Union leadership.

The Council needs to balance the performance side of rugby with the participation side of rugby to ensure we meet the needs of all our participants (Clubs, players, referees, coaches, and volunteer administrators).

The Council also needs to monitor the performance of USA Rugby relative to membership agreements and USA Rugby Bylaws requirements. This includes making appointments to various USA Rugby policy bodies.

This purpose statement may allow the Council to determine structures and or staffing to carry out that purpose including any committees and/or staffing needed. The Council must devise a structure that allows it to formalize how it operates right now but has the flexibility to allow the Council to design future strategies to execute against it. The Council needs to devise ways to get ‘unstuck’ - get things moving forward again when work has stalled out.

### PRINCIPLES

The Council and its Committees and working groups will be guided by following principles:

- Player centered decision making
- Diversity, Equity and Inclusion
- Transparency and Accountability
- Fiscal Responsibility
- Strong Competitions
- Strong Clubs with Strong Administrators, Coaches and Match Officials
- Membership Growth
- Regional Balance
- Participation in the Success of USAR

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### RESPONSIBILITIES

1. The Council represents Senior Club Rugby within the USAR governance structure.
  - a. The Council will be directly represented on the USAR Board by a Director elected by the Council.
  - b. The Council will be directly represented on USAR standing committees including:
    - i. Nominations Committee – through electing a representative to participate in and support the USAR Board nominating committee in vetting and nominating Independent USAR Directors.
    - ii. Audit & Risk Committee – the duly elected Council Treasurer, or his/her designee, will represent the interests of the Council on the USAR Audit & Risk Committee.
    - iii. Diversity, Equity, and Inclusion Committee - through electing a representative to participate in and support the USAR DEI Committee's work.
    - iv. Referee and Laws - through electing a representative to participate in and support the work of the USAR R&L committee.
    - v. Other Standing Committees - the Council will select representatives to represent the Council on other USAR Standing Committees as they arise.
2. The Council governs Senior Club Rugby's Fiduciary responsibilities by:
  - a. managing revenues, including member dues, collected to support Senior Club Rugby activities;
  - b. setting a Council dues structure for members for Council services deemed necessary or advisable;
  - c. ensuring Council fiscal responsibility consistent with established budget management practices of the Council and the Council's Audit & Risk Committee;
  - d. as deemed necessary or advisable by the Council, creating an appropriate business entity to accomplish the Council's purposes and/or employ staff;
  - e. protecting the programmatic, health/welfare, and financial interests of its constituents;
3. The Council manages Senior Club Rugby competitions by:
  - a. making policy governing Senior Club Rugby competitions in the United States including structure, eligibility and discipline policy;
  - b. empowering the Unions and their clubs to manage their competitions, policies, and other affairs in a manner that aligns with the interests and directives of the Senior Club Rugby Council;
  - c. cooperating with USAR and the other Community Councils in the creation and delivery of a strategy for Rugby development in the United States;
  - d. emphasizing player centeredness, strong clubs and cooperation among rugby bodies;

### MEMBERSHIP

The Union determines the election of a Union representative to the SCC. Each Union's representative holds a non-transferable SCC membership, contingent on completing all required paperwork and procedures as defined by the SCC. Membership is renewed annually in alignment with the Community Agreement cycle.

The Council will be composed of the recognized Senior Club Rugby Unions meeting the requirements of Article III of the USAR Bylaws. Each Union's representative is the Union's President unless otherwise designated by the Union's bylaws or operating rules. A union may designate one alternate that serves in the capacity of a Union's Representative if the primary representative is unavailable. The requirements

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for this alternate should also be designated by the Union's by-laws or operating procedures with the term for the alternate being no less than a year. There will be no proxy voting. Note, alternate excluded from financial votes.

With prior approval, the SCC allows "guests" to attend meetings; however, they may be excluded from certain discussions and are not permitted to vote, even if attending as a temporary replacement for an elected SCC representative. The SCC does not permit proxy voting, which is defined as the temporary selection or appointment of a stand-in representative.

Unions will have weighted voting rights. Each Unions voting power will be determined annually by the ratio of the total number of Senior Club Individual Members registered to the Union for 36 months prior to the date of the vote, divided by the total number of Senior Club Individual Members registered to recognized Unions in the United States for the 36 months prior to the date of the vote. In special circumstances such as the pandemic shortened/cancelled year, the Council may elect to select three years excluding such a shortened membership year.

The Council will elect an Executive Committee to carry out Council functions, programs and activities.

The makeup of the Council's policy bodies will embrace the diversity of the Senior Club Rugby membership. In electing Officers, Chairs, and members of committees, the Council will also balance representation of its member unions regarding playing level, demographic composition, and geographic area.

#### EXECUTIVE COMMITTEE

1. The Council will elect an Executive Committee to oversee execution of Council functions. The Executive Committee will include officers in the roles of Chair, Vice Chair, Secretary and Treasurer and the Chairs of the Standing Committees outlined below. Officers will be elected from among member union Presidents. In the event that no union President is nominated for one or more Officer positions during the time prescribed for nominations, nominations for those positions will be opened to individuals who are not union Presidents.
2. The elected Senior Club Rugby USAR Director and Council representatives to the USAR Nominations, Referee and Laws, *and Diversity, Equity and Inclusion* committees will be ex-officio members of the Executive Committee and will be subject to the same attendance requirement as full members.
3. The Executive Committee is to have no alternates for its positions, and no alternate may serve in the capacity of an Executive Committee member. There will be no proxy voting.
4. The terms of Officers will be staggered to ensure continuity and maintenance of institutional knowledge - Chair and Treasurer will be elected in odd years, Vice Chair and Secretary in even years. Officers' terms of office is two (2) years. Officers are not restricted from being elected to the Executive Committee for multiple terms,
5. All Executive Committee members who chair a Standing Committee are accountable for the work of that committee including preparation of Committee Terms of Reference for approval by the Governance Committee and ratification by the Council.
6. The Council Chair, or Committee Chairs, may involve non-voting experts in the work of the Executive or Standing Committees for special projects.
7. The Executive Committee will review and recommend to the Council updates to these Terms of Reference. Additionally, the Executive Committee shall develop and maintain a set of operating

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procedures and policies covering such things: managing meetings (including agenda, notice and attendance requirements), officer roles and responsibilities, and rules of order, quorums, voting requirements, etc. All of these actions require ratification by the Council.

8. The Chair and Secretary will prepare agendas for Council Meetings.

### STANDING COMMITTEES

1. The Standing Committees include: Governance, Diversity, Equity and Inclusion, Sevens Competitions, Fifteens Competitions, Eligibility, and Discipline. The Standing Committees are led by independently elected Chairs.
2. The Council, Council Chair or the Executive Committee may elect, at its discretion, to construct working groups, committees or other sub-groups, deemed necessary to the work of the Council.
3. Each Standing Committee may include persons other than Union Council representatives, drawn from the Senior Club Rugby community in a transparent and public manner. Committee membership will be regionally balanced and reflect the diversity and demographics of the Club Rugby community. Committee members will be nominated through an open, public nomination process. Each Committee Chair will recommend the membership of their committee and forward to the Council for ratification. Any dispute in the election or selection of a Standing Committee's members will be resolved by the Executive Committee.
4. Members of the Executive Committee may serve on no more than two Standing Committees at the same time. No other USA Rugby Senior Club community member may serve on more than one Standing Committee at the same time. No Standing Committee may exceed nine regular members.
5. No Standing Committee has independent binding policy authority, although it may rule on areas of interpretation with Council delegated authority as set forth in the Standing Committee's terms of reference. Policies developed by the Council's Committees will be reviewed and forwarded by the Executive Committee for ratification by simple majority vote of the Council. Council policy will be reviewed and renewed annually. At the inception of the Senior Club Rugby Council, existing USA Rugby policies will remain in place until replaced by Council policy as outlined.

### EXECUTIVE COMMITTEE MEMBER REMOVAL

An Executive Committee member may be removed for cause by a two-thirds majority of current Executive Committee members. "For cause" is defined as a failure to 1. attend three or more Council meetings in a year, 2. conviction of any felony, or 3. fraud, gross negligence or willful misconduct in performance of Council duties. The rules of Executive Committee member removal will also apply to members of any of the Council's committees or working groups.

### SENIOR CLUB RUGBY DIRECTOR ON THE USA RUGBY BOARD OF DIRECTORS

The Senior Club Rugby Director on the USA Rugby Board of Directors is elected by the Council in accordance with the terms set forth in Section 5.3 of the USAR Bylaws. The Director is responsible for:

1. representing Council interests on the USAR Board of Directors and the overall interests of Rugby in the United States of America. This responsibility entails providing opportunity for full consideration by the Council and Executive Committee of pending USAR issues of importance including USAR bylaw amendments, member dues proposals, fundamental structural changes and the election of USAR at-large Directors or removal of USAR Directors;
2. regular communication of Board and Council/Executive Committee activities one to the other;
3. representing the true and broad desires of the Senior Club Rugby community to the USAR Board;
4. A two-thirds majority of current Council members may vote to remove the USAR Senior Club Rugby Director. In the event the USAR Club Rugby Director is removed by the Council or otherwise in

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accordance with USAR bylaws, the Council will elect a replacement Director in accordance with its election procedures.

**SENIOR CLUB RUGBY COUNCIL STRUCTURAL CHANGE**

Changes to the Governance Structure of the Council may be accomplished by a two-third majority of the Executive Committee and ratification by a simple majority of the Council.

**SAVINGS CLAUSE**

Whenever any part of these terms of reference is unclear, or there is a question of interpretation or application, the language will be interpreted in accordance with the core purpose and responsibilities listed above. If any provision of these terms of reference is deemed invalid or unenforceable due to a change in or conflict with state law, federal law, or USAR bylaws, that will in no way affect the validity or enforcement of any other provision or the terms of reference as a whole, which will remain in full effect. Upon the occurrence of a conflict between these TORs and the USAR Bylaws, the USAR Bylaws shall govern.