



**UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
October 11-12, 2014
Marriott Denver Airport, Denver, Colorado**

Board Meeting

Saturday, October 11, 2014 8 a.m.-5 p.m.,
Ballroom A & B, Sunday, October 12, 2014, 8 a.m.-12 p.m.

Call to Order 8:03am

Chair Carlson calls the meeting to order at 8:00 a.m.

1. Roll call

Present- Dave Carlson, Dave Flippo, Jeff Hannon, Cyndee Johnson, Rich Lepping, Jim Pleasants, Courtney Schmidt, Sean Silver, Chris Sjue, Scott Stevinson, Nick Wellen, Dean Gemmell, Allison Pottinger, Jennifer Stannard

Absent- Nick Kitinski, Gwen Krailo-Lyons, Craig Brown, Maureen Clark, Jared Zezel

A Quorum is present.

Non-Board Present- Andy Anderson, Russ Lemcke, Leland Rich, Jessica Schultz, Michael Shalhoub, Mark Swandby, Jon Wilson, Jenny Biadasz, Terry Kolesar, Rick Patzke, Victor Huebner, Gordon Maclean (Recording), Rick Adams, Jennifer Geisheker, Courtney Patterson, Dick McCartney, Emily Jenson, Hawley MacLean.

2. Director Education and Leadership Workshop (presented by Kae Rader, MPA of Rader Consulting)

- A. Rick Adams provides a brief introduction and acknowledges those present and not present who have assisted with the work in Boston and the in the time since then.
- B. Rick indicates that he will be available all day for questions and discussions.
- C. Introduces Kae Rader, former HR Director of USOC, former President of US Table Tennis, provides strategic management planning services for the USOC.
- D. Kae Rader coordinates presentation and discussion on "Good Governance" and how it relates to a National Governing Body, the Art of Effective Governance, Board and Staff Roles, Ethics and Conflict of Interest, the Importance of Strategic Planning, and NGB Board Best Practices and Self-Assessment

3. Appointment of Parliamentarian

Dave Carlson appoints Andy Andersen Parliamentarian.

4. Addition/changes to Agenda

None

5. Discussion and approval of Meeting Minutes from August 23-24, 2014 USCA Board of Directors Meeting (Maclean)

Motion by Cyndee Johnson to approve Minutes of August 2014 Meeting, Seconded by Jennifer Stannard. Discussion: None, Motion carries unanimously.

6. Petition from Illinois Curling Association

Pursuant to Section 6.1(a) and Petition from Cedar Rapids Curling Club pursuant to Section 6.2(a):

- A. Presentation- Illinois Curling Association petition for change in geographic scope and Cedar Rapids Curling Club documents indicating support from Illinois to be part of that State Association.
- B. Discussion-
 - i. Review of pertinent section of bylaws.
 - ii. Secretary reports sufficient support to proceed.
- C. Motion to accept the petition by Sean Silver, second Rich Lepping. Jeff Hannon- how does this affect the vote count? Discussion regarding the vote count for Illinois. Illinois' voting power will remain the same until the reassessment after the January 31, 2015 dues deadline. Vote- Unanimous passed.

7. Reports to Board:

- A. ICEO (Patzke) (See full ICEO report in file "ICEO_report_Oct14")
 - i. No business changes since August
 - ii. Personnel- Sandy is retiring, we will be hiring a "Controller" and that person will transition into the job over this season. That person will also handle some of the Events Services tasks during the transition.
 - iii. Promotions and Events-
 - a. Webstreaming Nationals- have a plan for funding, but questions regarding whether to proceed because it could detract from other fundraising goals. After extensive discussion on the costs involved, various ways to cover costs, such as charging viewers, sponsorships, the USOC digital rights aspects to sponsorships, and the negative effects of not having webstreaming of the Nationals, Dean Gemmell volunteered to a leadership role in the effort to raise the funds needed to assure webstreaming coverage. Jeff Hannon offers to assist Dean in this effort.
 - b. Motion by Dean Gemmell that he will lead the effort to secure the funds required to produce the webcast of the Men's and Women' s Nationals in Kalamazoo, MI in 2015 and that he will personally make up difference or shortfall in the fundraising efforts, and that as an organization we should proceed with the planning and contracting for those services . Second by Jeff Hannon. Friendly amendment that this will be for full \$18,000. Unanimous approval.
 - iv. Discussion of the "Curling Night in America" and "Build the House" tour involving the Hawaii and Chelsea Pier events
 - a. Chelsea Pier involves a different model, Wall Street is the target, 20 teams at \$6k per team, expenses and revenue should result in \$50K net).
 - b. There are expenses in the budget for Chelsea Pier. Greater expenses under new model involving greater risk but greater potential for positives net.

7.A.iv (continued)

- c. Agreement calls for \$10,000 due October 15 to assure, \$10,000 due December 1, and \$10,000 March 1. \$30,000 total risk by contract there is potential to limit risk to initial or second payment if the marketing looks questionable. (NOTE: In the final agreed contract the payment schedule was altered so that the first payment of \$10,000 will be due January 15, 2015, the second payment of \$10,000 on February 15)
- d. Rewards if successful \$120,000 in gross revenue, \$50,000 net projected minimum. Breakeven is 10 teams.
- e. Discussion- Opportunity for intro into a great potential new pool of resources. There seems to be great interest, the risk appears minimal. And to not restrict it to just "Wall St"
- v. Motion by Jennifer Stannard to ratify the project as presented and acknowledge that it is strategically consistent with previously passed budget. Nick Wellen seconds. Motion passes unanimously.
- B. USWCA (Stannard)
 - i. Recently met in Kent, Ohio.
 - ii. Voted to develop a strategic plan.
 - iii. Brief Summary of USWCA activities.
- C. Athletes Advisory Council (Clark/Gemmel)
 - i. Ethics- looking to bring in the older athletes to handle Ethics issues
- D. USOC/USCA Representatives (Patzke/Zezel)
 - i. Everything has been covered
 - ii. Next week at NGB best practices conference
- E. World Curling Federation (Swandby/Rich/Stannard/Welling)
 - i. SWANDBY REPORTING, Several resolutions approved at WCF meeting in Reno
 - a. Approval of annual dues- based on number of curlers from \$200/year to \$5,000/year. US will pay \$2,700/year
 - b. honoraria for Caithness \$35,000/year
 - c. update WCF anti-doping rules (coincide with World anti doping agency)
 - d. rules changes
 - e. elections- US no longer has guaranteed spot, Andy Andersen was elected as an at-large Director with 4 year term, recognize Andy for his accomplishments
 - f. Carlson did a great job at greeting representatives.
 - ii. STANNARD REPORTING- as junior member campaigned for Andy, and found great support,
- 8. Strategic Planning (Perry/Carlson) (See files "Working Draft: 2014-2018 USA Curling Strategic Plan" and " Two Questions For Strategic Planning Discussion 9-29-14"),**
 - A. Review of four primary goals and initiatives associated with each
 - i. Extensive discussion regarding the previous Strategic Planning session, where we are now and what needs to be done.
 - ii. General Consensus that better communications are more important than new programs
 - B. After further discussion there was general agreement to proceed with the adoption of a Vision Statement before proceeding with any strategic planning.
 - C. Further discussion regarding primary goals and initiatives.

8. (continued)

- D. Proposed Vision Statements- Discussion focused on statements number 11, 12, and 13, finding each worthy of serious consideration.
 - i. The wordings of statements 11 and 12 were altered. Number 11 was altered to read " To be recognized as the true guardian of the game in this country, achieving the highest standards for both competitive excellence and grassroots development."
 - ii. After further discussion, statement Number 13 finds a wide appeal in the discussion because of the "sustained competitive" aspect. Some wording was altered and agreement was reached on the statement.
 - iii. Motion to adopt the following as the US Curling Association Vision Statement by Jennifer Stannard, "The United States Curling Association is committed to sustained growth of the sport through competitive excellence." Motion seconded by Jeff Hannon. Approved on a unanimous vote.
 - iv. Strategic Planning Task Force-
 - a. With a Vision Statement approved the discussion returns to the Strategic Planning Task Force. The Task Force will include the ICEO and Director of Membership Development members of the Board and non-Board members.
 - b. Motion by Rich Lepping , "The Chair will appoint a task force of 5 individuals, one of which will be a member of the AAC, to revise the current working draft of the 2014-2018 USA Curling Strategic Plan, dated September 10, 2014, addressing both the Primary Goals and the Initiatives. The task is to be completed and in final form for the Board to address prior to end of the year." Second by Scott Stevenson. Motion carries with unanimous approval.

9. Report of Board Chair- Team USA Curling, continued team building (Carlson)

- A. Director Representation at USCA sanctioned championships- Chair asks for those who have not committed to answer by tomorrow.
- B. Communication in local club newsletters, websites
 - i. The Chair will establish a liaison between this board and each club, identifying a liaison at each club
 - ii. webinars will continue, invitation for other board members to host
- C. Director Bonspieling- Lepping Team in Madison, Carlson/Swandby Team in Norfolk CT (looking for more teammates), looking to establish lines of communications with clubs

10. Standing Committee Reports

- A. Ethics (Shalhoub)- see file "USCA Director Code of Ethics and Fiduciary Responsibility"
 - i. After Kae's presentation may need to relook at Conflict of Interest issues along lines of "process" not in terms of content.
 - ii. Code of Ethics- Goal is to have a set of guiding principles for Directors and Staff, obligations coming from law, by-laws, and the expectations of the Chair and the Board itself.

10.A.(continued)

- iii. Code of Fiduciary Responsibility
 - a. Concern and discussion about a specific provision regarding "Any comment in any fashion to the media or the public (individually, or via social media or otherwise) by a Director will be consistent with and supportive of the policies, goals, programs, services, staff and volunteers of the USCA."
 - b. Edited that statement to read "Any comment in any fashion **related to USCA business** to the media or the public (individually, or via social media or otherwise) by a Director will be consistent with and supportive of the policies, goals, programs, services, staff and volunteers of the USCA."
 - c. Motion by Scott Stevenson to accept the document "Code of Ethics and Fiduciary Responsibilities of Individual Directors of the USCA Board" as edited. Second by Nick Wellen. Passed on a unanimous vote.
 - d. During the discussion of the "Code of Ethics" document a short review of one item mentioned by Kae Rader was made. She recommended that time be taken at the end of every meeting to create a list of positive talking points that could be distributed to present a consistent message in discussions to the public outside the Board. There was agreement that this should be a normal procedure.
- B. Judicial (Beadle not present Carlson reporting)
 - i. Committee will be developing a set of procedures for details not covered by By-Laws
 - ii. Ron Kloth- Grievances must be in writing and submitted to CEO, develop "timely manner" procedure, hearings will be public and will be posted on website.
 - iii. A status report regarding the current pending grievance was requested. Nothing to report. Currently in mediation before the USOC.
- C. Nominating/Governance (Leland Rich)
 - i. Director Expectation Policy (see file Responsibilities of USCA Directors). Intended to be an orientation document for new and serving Directors and as an educational guide for those who will be electing Directors to Board.
 - ii. Concern over fourth bullet point, as it is very similar to the clause previously discussed in the Ethics document "USCA Director Code of Ethics and Fiduciary Responsibility". Agreement to reword this bullet point to be consistent with the Code of Ethics document.
 - iii. The lack of a mention of Directors attending events was noted. Committee will amend the document and present tomorrow
 - iv. Committee is actively searching for appropriate individuals to act as independent directors
 - v. Special elections must occur when the Board meets face to face (next chance in May 2015)

10.(continued)

- D. Audit/Finance
 - i. Budget versus Actual (see file FY2013-14 Budget vs. Actual - condensed v10-9-14)
 - a. Reviewed in file "Financial Discussion Oct 2014"
 - b. Updated account signators (POST-MEETING NOTE: This action requires a Board Motion which was not taken)
 - c. Good news, the 2013-14 adjusted loss has been reduced from over \$100k to \$68k, cash position about same as last year \$500k.
 - d. Budget for 2014-15 is close to balanced and contingent on positive impact on fundraising
 - ii. Financial Policies (see file "USCA Financial Policies_October 2014 draftv10-2-14 document")
 - a. Question- Who populates the Budget Advisory Group?
Answer: Initial budget by CEO/Staff, may receive input from Treasurer, managing chairs of the operational committees, HP Director; initial budget will be reviewed by the Finance/Audit committee, HR committee, and Chair of Board, those are advisory discussions, then the budget is presented to the Board for approval. Clarification discussion whether the advisory discussion is with the HR Committee or the HR Committee Chair. Because the CEO is requesting advise related to salaries etc, he is looking to build budgetary support from the committee, rather than just the chair
 - b. Motion to accept updated Financial Policies document as presented by Jim Pleasants, second by Chris Sjue, approved on a unanimous vote
- 11. Motion to move to Closed Session** by Rich Lepping, second by Scott Stevenson. Non-Board Members present are asked to leave. Chair appoints Jeff Hannon as temporary Parliamentarian
- 12. Discussion and approval of Closed Session Meeting Minutes from August 24, 2014 meeting (Maclean)-** Motion by Nick Wellen to approve, seconded by Jennifer Stannard. Discussion: None, Motion carries unanimously.
- 13. CLOSED SESSION**
- 14. CLOSED SESSION**
- 15. Adjourn for Day 6:45pm**
- 16. Standing Committees Meetings 8:00am-10:00am**
- 17. Convene for day in 10:03am Sunday October 12**
Roll Call
Present- Dave Carlson, Dave Flippo, Jeff Hannon, Cyndee Johnson, Rich Lepping, Jim Pleasants, Courtney Schmidt, Sean Silver, Chris Sjue, Scott Stevinson, Nick Wellen, Dean Gemmell, Allison Pottinger, Jennifer Stannard
Absent- Nick Kitinski, Gwen Krailo-Lyons, Craig Brown, Maureen Clark, Jared Zezel
A Quorum is present.
Non-Board- Vic Huebner, Gordon Maclean (Recording)
- 18. Old Business**
 - A. Updated High Performance criteria document was submitted by GEMMELL (see file "USCA CEO HPP Criteria - Measures 10-12-14") to reflect comments from yesterday.
 - B. Motion to accept by Allison Pottinger, second by Dave Flippo. Unanimous approval with abstention by Sean Silver.

19. Nominating/Governance Policies

- A. Revised Nominating /Governance document (RESPONSIBILITIES OF USCA DIRECTORS Revised) was submitted by the committee.
- B. Motion to approve the revised document by Chris Sjue, second by Jeff Hannon , approved on a unanimous vote.
- C. Reminder to look for direct liaison to clubs

20. New Business

- A. **Targeted Fundraising for Webcasting-** Special URL will be created, Goal of \$20K, considerations will be made to public acknowledgement of significant contributors.

21. Directors Fundraising Policy (Stannard/Schmidt)

- A. Directors are the foundation of the USCA
- B. Financial component of a Director's commitment/contribution is important
- C. Directors should be the "foundation" of the "Build the House", asking for 100% director participation, this opens the door to new revenue streams, new donors, new grants
- D. requesting 10% increase, be "in the house" level, after Jan 1 new donors or increases qualifies for USOC match
- E. Directors Pledge to make financial donation to US Curling by Jan 1
- F. Make a statement that you believe in the growth of the sport
- G. Policy on Board Member contribution implicit from August pledge
- H. Chair indicates that the USOC matching program is not available to all NGBs we are fortunate to be one of the NGBs to be part of that program

Note: Pottinger leaves meeting at 10:58am

- 22.** Chair- There will be an email going out to directors of regions and president of region who have missed both meetings so far.
- 23.** Next meeting by webinar, Tuesday, February 3, 2015 7:30pm ET. Next in person meeting in person May 15-16, 2015, Location TBD.
- 24.** **Motion to move to Closed Session** by Dean Gemmell, seconded by Scott Stevenson. Unanimous approval. Vic Huebner departs meeting.
- 25.** B. CLOSED SESSION- Motion by Jeff Hannon to set a specific salary range plus benefits for the CEO search process, second by Dean Gemmell. Motion passed on a Roll Call vote.
- 26.** Motion to Adjourn at 12:30pm by Chris Sjue, second by Scott Stevinson.

**UNITED STATES CURLING ASSOCIATION
Human Resources Committee Meeting
October 11, 2014
Marriott Denver Airport Hotel**

1. Call to Order 10:00am
2. List those present and absent. Chris Sjue (Chair), Dean Gemmell (AAC Rep) , Dave Carlson (Committee Member, Board Chair), Rick Patzke (ICEO)
3. The committee met in Closed Session to conduct an interim evaluation of the ICEO, Rick Patzke. No other business was conducted
4. Adjourned 12:00pm

Chris Sjue (Recording)

**UNITED STATES CURLING ASSOCIATION
Ethics Committee Meeting
October 11, 2014
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Ethics had a short meeting Sunday – we all attended – we worked on the revisions to the conflict of interest policy. It is nearly finalized. There is one issue that we are working through and it will be done.

Michael D. Shalhoub (Recording)

**UNITED STATES CURLING ASSOCIATION
Audit/Finance Committee Meeting
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No Report

**UNITED STATES CURLING ASSOCIATION
Judicial Committee Meeting
October 11, 2014
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No Report

**UNITED STATES CURLING ASSOCIATION
Nominating/Governance Committee Meeting
October 11, 2014
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No Report