



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
April 25, 2020
Teleconference

Approved July 22, 2020

1. **Call to Order** - Chair Courtney Schmidt calls the meeting to order at 10:00 a.m. CT, April 25, 2020.
2. **Appointment of Parliamentarian** – The Chair appoints Gordon Maclean as Parliamentarian.
3. **Roll call**
 - Board Members**
 - Present** – Jeff Annis, Russ Brown, Terri Gleason, Bill Gryder, Joel Leneker, Garret Perry, Doug Potter, Roger Rowlett, Courtney Schmidt (Chair), Rob Shelton, Roger Smith, Scott Stevinson, Craig Brown, Dean Gemmell, Jessica Schultz, Stephanie Senneker, Bill Stopera, Elizabeth Demers, Shane Coppola, Lynn LaRocha, Hawley MacLean.
 - Absent** – None.
 - Quorum** – 21 Board members being present and 11 required, we have a quorum present.
 - Non-Board**
 - Committee Members** – Alex Agre, Charles Brown, Debra Horn, Colin Huffman, Russ Lemcke, Rich Lepping, Bryan Pittard, Allison Pottinger, Leland Rich, Jennifer Stannard, Adam Weber.
 - Staff/Non-Board Executives** – Jenny Biadasz, Earle Conrad, Phill Drobnick, Gordon Maclean (Recording), Jenna Martin, Steven O’Keefe, Jeff Plush (CEO), Ron Rossi (CFO).
 - Guests** – None.
4. **Recognition of new Director**
 - a. The Chair recognizes Bill Gryder of Alaska, who is filling out the term for the Alaska seat.
5. **Additions/changes to the Agenda** - None
6. **Discussion and Approval of Minutes** –
 - a. February 1, 2020, USCA Board of Directors Meeting minutes. Motion to accept the minutes as presented by Potter, seconded by Rowlett. Motion approved on a unanimous voice vote.
7. **Reports to Board:**
 - a. **Chair**
 - i. The Chair appreciates everyone participating via Zoom and acknowledges the challenges of the current situation. This time will give us the time to access programs that will unite the organization in the long run. Summarizes the onboarding of our new CEO during the weeks following his hiring.
 - ii. There have been several USOPC calls over the past month trying to keep people up-to-speed during this time. We will be watching and learning from the experience of summer sports and apply that to our upcoming season.
 - b. **CEO**
 - i. Reviews his experience and time spent since approval as CEO. Acknowledges the difficulty in getting to know the staff via Zoom rather than in person and dealing with event cancellation. He will be looking for coordination with local public health experts when reviewing conditions for future events.

- ii. We will be implementing “Zoomstacking” meetings with individual clubs to cover best practices for the upcoming season. Recognizes that the staff is working well under the current situation.
 - iii. Steve O’Keefe reviews the Zoomstacking process, and the USCA’s outreach effort to every individual club, informational webinar concentrating on how to boost club engagement with its membership and membership retention, current SafeSport compliance and a Covid resource page is now on the USCA website.
 - iv. Phill Drobnick reports that he is working with the AAC and CEO regarding next season. The athlete selection process will be finalized soon. We had a successful season meeting most of our goals. Working on national team standards for next year and a variety of plans moving forward into the 2022 Olympics. Thanks to the Rich Lepping, athletes, board, and staff for their help and support during the interim time frame.
 - v. CEO thanks Phill for stepping in as Interim High Performance Director and notes that the position has been renamed as the Managing Director of Sports Performance and Development. He also thanks the AAC reps for bringing the athlete’s viewpoint into this reorganizational process.
 - vi. Jenna Martin introduced as the new Manager of Social and Digital Media and notes growth across all of our social and digital platforms since her arrival.
 - vii. Notes that the Sponsorship market has crashed due to the uncertainty of the current situation. There have been continued conversations with Viking Management regarding the potential for headquartering at their facility and further partnering with that organization.
 - viii. No questions
- c. Secretary**
- i. Written Report Review – Notes the provisional membership of several new clubs and that all documents have posted online and to state/regional presidents per by-laws. No questions.
 - ii. Policy Manual Update Motion #3 (Appendix A)
 - H MacLean moves to accept the motion as presented, Shelton seconds. No questions or discussion. Motion passes on a unanimous voice vote.
- d. Audit/Finance/Treasurer**
- i. Audit- The CFO reports that the audit is completed, financial statements and opinions issued, and tax returns filed. Audit/Finance Chair Scott Stevinson reports that there was a clean opinion on the audit with no material corrections, and this reflects very positively on the CFO’s efforts. Full audit reports are on file. Further reports will be posted when available. No questions regarding the audit.
 - ii. Overview of FY20 Budget versus Actual – Through March 31, there is a significant budget surplus that is strictly a timing-related matter. Dues revenues appear to be close to budgeted figures. Reduced revenues related to COVID appear as if they will be matched by an equal amount of reduced expenses resulting in no significant budget impact. Moving forward, there are significant questions as to the next budget. The situation with our sponsor Cryomax is now such that we are not ready to write off that revenue. A deficit of about \$110,000 is anticipated versus a budgeted deficit of \$39,000. This difference is primarily attributable to legal costs, severance packages, recruitment, and other staff transition costs.
 - iii. Southern California Curling Center WCF Loan –
 - Scott Stevinson presents the WCF loan application from the Southern California Curling Center for board approval. This is a unique application for the USCA in that it uses

equipment as collateral. Stevinson reviews the details of this project, including many of the unique aspects.

- The committee has spent a great deal of time working on documents to clarify USCA exposure concerns involved with this loan and working with the facility landlord on specific clarifications of ownership.
- The board held a lengthy discussion on the loan specifics and concerns regarding certain aspects of the application, including collateralization, the loan amount and the number of curling sheets planned for the facility.
- Motion to approve the SCCC loan application amended to allow the Chair, the CEO, and the Audit/Finance committee to continue negotiations on behalf of the board by Leneker, seconded by H MacLean, motion passes with one opposed and one abstention.
- The Chair recommends that the application process for WCF loans be reviewed and updated.

e. Nominating/Governance

i. Election Nominations –

- Russ Lemcke, Governance/Nominations Committee Chair, presents the slate of nominees.
- Courtney Schmidt nominated to serve a second term as Board Chair until 2022. Motion by Annis, seconded by Potter. Lemcke calls three times for floor nominations. None are offered. Motion carries on a unanimous voice vote.
- The following nominations were presented as a group: Adam Weber nominated to serve on the Ethics Committee until 2022 (seat currently open), James Pittard nominated to serve on the Judicial Committee until 2024), Jennifer Stannard nominated to serve an additional term as WCF representative until 2023, and Debra Horn nominated to serve a second term on Governance/Nominating until 2024. Motion to place these individuals in nomination by Potter, seconded by Stevinson. Lemcke calls three times for floor nominations. None are offered. Motion carries on a unanimous voice vote.

ii. By-Law Amendments (Appendix B)

- Debra Horn presents and reviews the proposed By-law amendments.
- Motion to adopt the amendments by Potter, seconded by LaRocca. Motion carries on a unanimous voice vote.

f. World Curling Federation

- i. Jennifer Stannard reports on recent WCF actions regarding on-ice event cancellations and the cancellation of the spring WCF meeting. She notes that Olympic qualifications now will depend solely on next year's results at World competitions.
- ii. The WCF has suspended the Polish Curling Federation due to that organization being in breach of the Federation's Constitution by bringing the sport into disrepute.
- iii. Noted that Allison Pottinger is now on the WCF Maximizing the Value committee.
- iv. The WCF is awaiting a ruling on Russia's appeal regarding 4-year suspension from global sports due to doping allegations.

g. USWCA

- i. Elizabeth Demers welcomes Jessica Schultz as the new USCA liaison to the USWCA. Upcoming USWCA officers are reviewed. Gifts and Grants program to junior curling summarized. Voted to partner again with the USCA on the U14 event. All fall events are still scheduled. Conditions surrounding those events will be reviewed throughout the summer. Looking for further coordination with the USCA regarding major championship events. The full report is on file.

- h. **USCA Liaison**
 - i. Jessica Schultz- Thanks to both organizations for the opportunity to serve in this position. Notes the USWCA's efforts to include her in all its committee meetings and coordinating programming and scheduling between the organizations.
- i. **AAC/USOPCC**
 - i. Bill Stopera appreciates working closely with the Interim HPP Director and CEO on many items in the past months.
 - ii. Dean Gemmell notes that full reports for both the AAC/USOPCC are on file and reiterates the conversation opportunities that have been provided by the current leadership on many items related to the athletes. Summarizes USOPC Athletic Committee's activities on athlete well-being and financial stability. USOPCC will be hiring an Executive Director who will help many aspects of the organization. Dean indicates he will be retiring from the position in January 2021 and looks forward to working with his replacement.
 - iii. Bill Stopera notes the departure of Dave Jensen and thanks to him for his work with the Juniors program.
 - iv. CEO appreciates the time and opportunity he has had working with the AAC and is looking for a "Return to Competition" guidance document coming from the USOPC next week. Anticipates that the guidance will be cumbersome, especially in the area of international competition.
- 8. **Old Business** – None.
- 9. **New Business** – None.
- 10. **Key Items of Agreement** – SCCC loan discussion, Policy Manual and By-laws update, elections, and thank you to Dave Jensen.
- 11. **Next Board Meeting** – July 22, 2020, Noon Central Time, Teleconference.
- 12. **Adjournment** – Stevinson moves to adjourn. Meeting adjourns at 12:38 p.m.

Appendices

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APPENDIX A:

Motion to the USCA Board of Directors from the Chair Courtney Schmidt Policy Manual Update #3

Rationale:

This proposal is a continuation of the process to update the USCA Policy Manual that has taken place over the past year. In that time the previous version of the manual, dated 2008, was reviewed, minutes since 2008 were reviewed for subsequent policies adopted by the board. Action to rescind obsolete policies was passed in July 2019. Action to rescind further policies and send several to committees for review and recommendation was passed in October 2019.

This document presents a proposed third motion for board action, along with the current interim Policy Manual, and commentary on several existing policies that will require language updates to reflect our current policy environment.

Motion:

The following policies currently found in the April 2008 USCA Policy Manual; Interim version dated October 2019 have been reviewed by the Nominating/Governance Committee. That committee has returned their review with the following recommendations:

Policy Number, Name, and Action

2 – Alcohol Reimbursement Policy – **Rescind**, Obsolete.

6 – Disclosure of Athlete Funding Information – **Rescind**, Obsolete per USCA By-Laws Section 14.4 Chief Executive Officer – Responsibilities and Section 14.6 – Policies Affecting the Chief Executive Officer.

7 – Donations Policy – **Rescind and replace** with the following:

Adopt:

Policy 20-01 – Donations

As a 501(c)3 organization, contributions to the USCA are tax deductible if they meet Section 170 of the code. Contributions with restrictions will be reviewed by the CEO prior to acceptance.

Furthermore:

the following policy is still to be reviewed by the Ethics Committee with the direction that the committee report back to the board with proposed actions for the July 2020 meeting:

Policy Number and Name

22 – Whistleblower Policy (commentary from Gordon Maclean and Rick Patzke attached below)

Respectfully,
Courtney Schmidt – Chair

As adopted by the USCA Board of Directors in meeting, on the XXth day of April 2020, via teleconference.

Informational and Commentary Attachments Follow

Policy Reviews and Commentaries:

(No Comments)

2 – Alcohol Reimbursement

[March 8-9, 1990]

(Referred to Nominating/Governance, 10/2019)

Expenses for alcohol served at USCA meetings including Executive Committee meetings are not to be reimbursed from USCA funds.

The President's Breakfast hosted at a World Curling Federation meeting or Championship is not considered a USCA meeting.

6 – Disclosure of Athlete Funding Information

COMMENTS : Ron Rossi – Controller

As written, the policy seems to mix up two types of funding (it is possible that when the policy was first written some 15+ years ago, the following confusion didn't exist)

DAS, or Direct Athlete Support, is a USOC term referring to a pool of money granted to the NGB with the sole intent of being distributed to athletes as income (no expenses need to be posted against these funds). The USCA never actually touches these funds as they are held by the USOC, and we, through a USOC on-line portal, designate which athletes receive which amounts, and with what frequency. The USOC handles the administration beyond our designation, and this includes the preparation and issuance of 1099 forms each year.

There is also a reference to team funding, which I take to mean the distribution of USOC grant funds we do receive and divide among the teams we do support (team's submit expenses to get reimbursed).

My personal opinion is that the individual DAS amounts that the High Performance Director (HPD) grants to each athlete should remain as confidential as possible; however, I also think that where we can be transparent, we should (Describing what is paid in each tier, for example). I also think team budgets should be transparent, but if that will create issues ("why is that team getting a bigger budget than my team") I will certainly bow to a Board policy on the matter.

Rick Patzke and Alex Agre, through Bill Stopera

6 – Disclosure of Athlete Funding Information

Per Executive Committee Meeting June 2003

revised September 2003

revised October 2004

Review needed, presumably obsolete

USCA disclosure policy regarding direct athlete support. Funding amounts for individual athletes **or teams** will not be disclosed. Aggregate funding dollars will be the method for disclosing the amount of funding.

Per Executive Committee Special Meeting October 27, 2004

Athlete funding information will be released to applicants for funding and to USCA member organizations in the following manner:

The information to be released will be the dollar figure for total USOC funds, which includes direct athlete support and team budget dollars and the funded athlete names organized by team. All funds are Training Stipends which are 100% USOC grant dollars. Funding information

may be organized by Tier (1-3) if desired. Information regarding how teams and individuals are assigned to a tier may be disseminated when requested but will not be published. Others who request this information are to be referred to their member organizations.

7 – Donations Policy

Ron Rossi – Controller

The policy is still relevant (and, I believe Section 170 is still the proper reference, but best confirmed by a lawyer). Perhaps the CEO could become the first level of decision making, and then, if unsure, pass it upstairs. Regarding ‘passing it upstairs’, the question / issue usually requires a level of expertise than an average board member may not have so who it gets passed to probably needs some conversation.

It might make sense to recruit a Board member with tax law experience, or a CPA, that can be consulted on such questions, or other general financial questions that might surface from time to time.

7 – Donations Policy

[April 19, 2008]

(Referred to Nominating/Governance, 10/2019)

The United States Curling Association, Inc. (USCA) is classified as a charitable entity under Section 501(c)(3) of the Internal Revenue Code (Code), and contributions to it are deductible if they meet the requirements of Section 170 of the Code. The USCA encourages unrestricted donations to give it the most flexibility in accomplishing its tax-exempt functions and purposes.

Any proposed donations made with restrictions are subject to the review by the USCA officers, directors and/or legal counsel prior to acceptance. The purpose of such review is to verify that the restrictions will not affect, or potentially affect, the tax exempt status of the USCA. Examples of restricted donations that will not be accepted include donations that can only be used to benefit a particular athlete or team.

22 – Whistleblower Policy

Comments from Gordon Maclean

Policy refers to the “COO” throughout. At a minimum this needs to be updated to “CEO.”

Comments from Rick Patzke

22 – Whistleblower Policy **(Referred to Ethics, 10/2019)**

General

United States Curling Association (Organization) Statement of Principles, Ethical Behavior and Conflict of Interest (“Code”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Reporting Violations

The Code addresses the organization’s open-door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if an individual is not comfortable speaking with their supervisor or is not satisfied with the supervisor’s response, they are encouraged to speak with anyone in management they are comfortable in approaching. Supervisors and managers are required to report suspected violations to the Chief Operating Officer, who has specific and exclusive responsibility to investigate all reported violations except as provided below. When an individual is not satisfied or uncomfortable with following the process described above, they should contact the Organization’s President directly. If an individual is not satisfied that appropriate action has been taken by the organization after having filed a complaint, or if the suspected violation involves both the Chief Operating Officer and the President, the individual may inform the Chairman of the Finance/Audit Committee directly of their concerns, and the Chairman of the Finance/Audit Committee will promptly investigate the reported violation.

Chief Operating Officer

The Chief Operating Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and shall advise the Operating Committee and/or the Finance/Audit Committee. The Chief Operating Officer has direct access to the Finance/Audit Committee of the Board of Directors and is required to report to the Finance/Audit Committee at least annually on compliance activity.

Accounting and Auditing Matters

The Finance/Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Chief Operating Officer shall immediately notify the Finance/Audit Committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Chief Operating Officer will notify the complainant and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

APPENDIX B:

Nominating/Governance Report – April 25, 2020

Following are action items from our committee meeting on March 15, 2020

The committee moved and voted unanimously on the following positions and issues:

1. Courtney Schmidt as Chair for a second term 2020-2022. The committee also expressed our appreciation for her excellent work.
2. Deb Horn on this committee for a term running until 2024.
3. Jennifer Stannard as WCF representative for an added term until 2023.
4. Adam Weber (resume provided separately) on the Ethics committee, term to run to 2022.
5. Bryan Pittard (resume separate) on Judicial Committee, term to run to 2024.
6. Candidates will be presented at the April 25, board meeting.
7. We will ask for a motion to pass by-law changes covered elsewhere in Dropbox.

The following items were also discussed.

- We feel we should keep the Vice Chair position open until the October board meeting. The by-laws have a clause covering this situation.
- We continue to review whether the USCA should have term limits for WCF representatives. This has been tabled pending changes in WCF structure and what Curling Canada may consider (as a template for the USCA).
- We discussed whether we need an Executive Committee given downsizing the board. This will be discussed again on or before the October board meeting.
- We discussed a methodology whereby all committee terms should be aligned with board seats, namely October.

Respectfully submitted

Russ Lemcke

March 23, 2020

APPENDIX C:



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April 25, 2020 USCA Board of Directors Meeting Proposed By-Law Changes

Proposed Amendment #1 – Global change to reflect name change of the United States Olympic Committee.

To reflect a recent name change adopted by the United States Olympic & Paralympic Committee (formerly known as the United States Olympic Committee), the USCA Bylaws shall be amended throughout the entire document to substitute “USOPC” for “USOC” and “United States Olympic & Paralympic Committee” for “United States Olympic Committee.”

Proposed Amendment #2 – ARTICLE 11 - ATHLETES’ ADVISORY COUNCIL, modify as indicated
Section 11.2. – Qualifications

Those individuals:

- a) who have represented the United States as athletes in the Olympic Games, **Paralympic Games**, the Pan American Games, World Championships or other major international competitions in the sport of curling within the preceding ten (10) year period, prior to December 31 of the year in which the election is held, or
- b) who have competed in and finished in the top half of USCA’s National Championships (**able-bodied or wheelchair**) as athletes within the preceding two (2) year period, prior to December 31 of the year in which the election is held, shall be eligible to run for election to the Athletes’ Advisory Council. Additionally, in order to be eligible to run for election, an individual shall be a citizen of the United States and eighteen (18) years of age or older by December 31 of the year in which the election is held.

Proposed Amendment #3 – ARTICLE 11 - ATHLETES’ ADVISORY COUNCIL, add
Section 11.7 – Appointment/Election

Athlete Advisory Council members will be elected or appointed as set forth in AAC’s by-laws, as amended from time to time, which are attached hereto.

Proposed Amendment #4 – Article 11A – ATHLETE’S RIGHTS, modify as indicated
Section 11A.3. - Anti-Doping

As a member National Governing Body of the United States Olympic Committee (“USOC”) and as a member of the World Curling Federation (“WCF”), the USCA is obligated to adhere to the anti-doping rules of the USOC and WCF. In addition, USOC By-Law Chapter XXIII, Section 2(G), as amended from time to time, provides that, as a condition of membership in the USOC, each National Governing Body (“NGB”) shall comply with the procedures pertaining to drug testing and adjudication of related doping offenses of the independent anti-doping organization designed by the USOC to conduct drug testing.

(Proposed Amendment continued on next page)

Section 11A.3. - Anti-Doping (continued)

The USOC has designated the United States Anti-Doping Agency (“USADA”) as that organization. It is the responsibility of each athlete member of the USCA, **each Athlete Support Personnel as defined by the USOPC (i.e., any coach, trainer, manager, agent, team staff, official, medical, paramedical personnel, parent or any other person working with, treating or assisting an athlete participating in or preparing for sports competition) and other persons under the authority of the USCA** to comply with the anti-doping rules of the WCF, USOC and USADA. It is also the responsibility of each athlete member of the USCA to submit, without reservation or condition, to in-competition and out-of-competition doping controls conducted by either the WCF or USADA. (Out-of-competition testing of athletes may take place at USCA elite-level camps, training sessions at USOC facilities, or at other designated events. No advance notice testing of athletes may take place at any time for those athletes designated by USCA and USADA for inclusion in USCA’s no advance testing pool.) Pursuant to USOC by-laws Chapter XXIII, Section 2(G), as amended from time to time, the management of positive and elevated test results (post October 2, 2000) for NGB athletes has become the responsibility of USADA. Any inconsistent provisions elsewhere in USCA rules are hereby superseded. USCA will, without further process, enforce and publish any sanction communicated to USCA by USADA resulting from adjudication of doping control under the USADA Protocol.

These amendments were approved and forwarded by the Nominating/Governance Committee meeting March 15, 2020 (minutes of that meeting will be attached to the April 25, 2020 Board meeting).

Gordon A Maclean
Secretary
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