



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
August 20, 2015
Regular Board Meeting- Teleconference

Approved October 17, 2015

Call to Order

Chair Lepping calls the meeting to order at 12:04pm CDT.

1. Roll call

Present- Matt Gamboa, Jeff Hannon, Rich Lepping (Chair), Doug Potter, Courtney Schmidt, Sean Silver, Scott Stevinson, Mark Swandby, Nick Wellen, Craig Brown, Joe Polo, Allison Pottinger, Doug Pottinger, Jennifer Stannard, Hawley MacLean, Beau Welling

Absent- Dave Flippo, Cyndee Johnson, Chris Sjue, Carl Thomas, Cassandra Potter, Jessica Schultz
A quorum constitutes 11 members, 16 are present, and there is a quorum present.

Non-Board- Non-Board Committee Members- Kent Beadle, Brandon Corbett, Brett Jackson, Russ Lemcke, Leland Rich Staff/NonBoard Executives- Terry Davis, Tom Doherty, Christy Hering, Victor Huebner, Gordon Maclean (Recording), Kim Nawyn, Rick Patzke, Sandy Robinson

2. Chair appoints Russ Lemcke as Parliamentarian.

3. Additions/Changes- None

4. Recognition of new Board Members- Chair thanks the board for time and commitment and recognizes new board members: Matt Gamboa (MOPAC), Doug Potter (Washington), Cassie Potter (AAC), Joe Polo (AAC)

5. Approval of Minutes

- A. May 16-17, 2015 Regular Board Meeting Open Session. Wellen moved to approve minutes, seconded by Stannard. There were no additions or changes. Motion carries unanimously on a voice vote.
- B. May 16-17, 2015 Regular Board Meeting Closed Session. MacLean moved to approve minutes, seconded by Schmidt. There were no additions or changes. Motion carries unanimously on a voice vote.
- C. June 9, 2015 Special Board Meeting Teleconference. Hannon moved to approve minutes, seconded by Silver. There were no additions or changes. Motion carries unanimously on a voice vote.

6. Reports

- A. **Chair (Lepping)** CEO's employment agreement and bonus package has been completed and signed. The Chair and Human Resources Chair Sjue completed the employee evaluation process including an exit interview with Sandy Robinson. Participated in calls with St Paul CC and GNCC Board. Chair attended Arena nationals indicated it's a very exciting event with enthusiastic participants. Budget meetings and CEO transition meetings took place. Thanks the transition committee for its work. Informal meetings with Rick Adams USOC were well received. Plans to meet with other stakeholders in the near future.

6.Reports (cont.)

B. CEO (Patzke)

- i. Met with most members of the board and several states/regions and club leaders as promised during interview process. Theme of discussions focused on upcoming Members' Assembly and the three primary operational areas: communications, revenue development and high performance.
- ii. Communications- Bi-monthly "Tapas" to states/regions has been well received. Been in conversation with the St. Paul CC regarding member benefits and is scheduled, along with the Chair, to meet with their board in September. Been in communication with Chris Banino, the GNCC President. Intend increased communications with all states/regions. Intend to have open teleconference meetings with same in next month to promote the Members' Assembly.
- iii. Revenue development - Continue to work with organizers of the Las Vegas Continental Cup. Work on Dow partnership continues. Fund Raising- Several discussions for additional special events. Third annual Hawaii event received increased support from American Savings Bank.
- iv. High Performance - Four Seasons CC, already the curling National Training Center gained U.S. Olympic Training Site designation for curling. Wheelchair Trials currently underway at the Training Center. Mixed Doubles will be part of the 2018 Olympic Games; we are gearing up the process to develop the selection criteria for that. 2016 Champions Cup has been added to the Grand Slam of Curling, will take place in Alberta, 15 men's and 15 women's teams. USCA Men's and Women's National Champions will be included in field.
- v. Personnel - New Administrative Assistant, Simone LaMarche, was hired. She will start September 3. Controller transition continues with Tom taking on a lot of day to day things. Sandy helping with year-end details including the annual audit. Deputy Manager being hired so Rick can focus more on revenue development, communications and high performance.
- vi. Athlete/Team of Year Award - Athlete Recognition Committee put forward the following as their recommendations for Athletes and Team of the Year Award: Female Athlete of the Year- Sarah Anderson, Male Athlete of the Year- John Schuster, Team of the Year- Lyle Sieg Team, including Lyle Seig, Tom Violette, Ken Trask, Steve Lundeen and Duane Rutan. Motion to accept the committee's recommendations by Wellen, second by Stannard. Motion carries unanimously on a voice vote.

C. Committees Reports

- i. **Audit/Finance-** FY15 Year End Projections- (Huebner) Cash position is quite good, quite a bit in Accounts Receivable is due. Balance sheet is quite good. With expected surplus we are in much better shape than projected earlier. Compared to budget, good growth in dues, in membership numbers. Donations were disappointing and fell well short. Rick is addressing that issue. When all is done we expect about an \$87,000 surplus, which is good but not as good as projected in May (did not received matching grant from USOC). There was a short discussion regarding donation level goals as compared to previous years, the process that had been involved in setting this past year's donation goals, and the expectations of having a full-time staff in setting those goals. There was general agreement that the committee had set goals in good faith and that in the future more conservative expectations might be prudent so as to avoid end of the year surprises. It was suggested that in the future fund raising goals be kept off budget until a track record is established.

6.C. Committee Reports (cont.)

- ii. **FY16 USCA Budget Proposal** (Silver/Patzke)
 - a. Overview of operational direction (Silver) - Condensed version of budget has been distributed to the board.
 - b. Budget Process was reviewed- In mid-June the CEO and Staff put first form of budget together. That was presented to the Budget Advisory Group (Rich Lepping, Scott Stevinson, Craig Brown, Sean Silver) along with input from Vic Huebner, Leland Rich, Sandy Robinson, Tom Doherty, Kim Nawyn and Derek Brown. Initial draft had \$98K deficit. After working through the process, current budget recommended for approval has \$19K surplus. Rick obtained full support of Advisory Group and Audit/Finance Committee with recommendation of Budget.
 - c. Strategic initiatives proposed as part of the budget (Patzke) – Focused on aligning budget to operational aspects of strategic plan. Support of Athlete Development Model, grassroots competition, coach development/sport education, high performance areas not covered by USOC such as Mixed Doubles and World Mixed Championships team. Staff- Believes that we need a full time fund raiser and need to revisit this in the future. Decided to hire a full time Administrative assistant versus a part-time assistant as discussed initially. Controller position transition going well. The Deputy Manager position being created to assist the CEO. Considered digital-only U.S. Curling News but decided to keep the print magazine as an important communications tool. Mostly trimmed and tightened budget within USCA vision. Not forgoing fundraising effort but setting lower levels as targets. Will still be seeking to achieve higher levels, but looking at this as a windfall rather than budget balancer. Webstreaming of Men’s and Women’s Nationals is included in the budget. 2016 USOC challenge grant is anticipated but not included. Proposed purchase of 6 sets of stones for special events (like fundraising events, Arena Nationals, potential short-term loan/rental to clubs in need or other special uses). Continental Cup - target is \$50K net revenue (in budget shown as less), include specially produced “Burned Stone” vodka, 50/50 raffle, apparel and other special events. Dues - \$2 dues increase discussed in historical inflation adjusted terms. Silver discusses the reallocation of funds to be more effective.
 - d. Motion to approve the budget by Stannard, seconded by Hawley MacLean. Unanimous. Motion carries unanimously on a voice vote.
- iii. **Bowling Green Club Development Loan-** (Silver) Silver presents the following motion on behalf of the Bowling Green CC.
 - a. Motion to support up to a \$200,000 loan from the USCA to the Bowling Green Curling Club (the “Club”) funded by a loan in an equal amount from the WCF to the USCA, with repayment terms as provided per the WCF Facility Loan Program. As a condition to closing, all of the following shall be satisfactory to each of the CEO, the USCA Board Chair and the Audit/Finance Committee Chair:
 - a) The Club’s final business and project plans;
 - b) A pledge of collateral by a guarantor consisting of either cash, bank CDs or bank money market funds (collectively “cash”) or widely traded and publically available marketable securities;
 - c) Loan and collateral pledge documents, which shall also to be satisfactory to the USCA’s legal counsel;
 - d) The value of the collateral shall be a

6.C.iii Committee Reports (cont.)

minimum of 105% of the amount of the loan at all times if Cash, otherwise collateral to be a minimum of 200% of the loan amount at all times; e) Final approval of the project and loan by the WCF; f) All USCA out of pocket expenses, including legal fees, to be paid by the Club; g) Other standard terms and conditions typical for financing transactions of this type.

- b. Motion to approve as presented by Hawley MacLean, seconded by Schmidt.
- c. Discussion - These are fully amortized, appear on our financials and have been very successful in the past (Charlotte CC and Denver CC). Facility has been identified, lease being negotiated with construction to start shortly. Move in would be in Fall 2016.
- d. Motion carries unanimously on a voice vote.

iv. **Nominating/governance- (Leland Rich)** Proposed By-Law changes in summary.

- a.
 - 1) Add a Vice Chair (Article 8 Vice Chair.docx)
 - 2) Establish an Exec Committee (Article 9 Exec Committee.docx)
 - 3) Change term of replacement chair (Section 8.docx Chair replacement.docx)
 - 4) Involve Nominating committee in Chair and Vice-Chair selection (Section 9A.docx Chair Nomination.docx)
 - 5) Miscellaneous Cleanups (Cleanups.docx)
- b. Discussion - #4 provides a checks/balance with two sets of eyes on the process. Nom/Gov is generally outside membership. #3 is to provide continuity. Discussion whether legal council had looked at these. It was noted that there are several board members who are lawyers (present and past). Discussion of the timing of presenting and approving these, relative to the Members' Assembly. It is preferable to have action for approval be taken at the Members' Assembly versus the next Board meeting, as the Assembly (which has the power to override Board action on bylaws) occurs before the Board meeting. Chair suggests that these be put out immediately to allow time for comment.

D. **Written Reports- on file**

- i. **Human Resources (Sjue)**
- ii. **Judicial (Beadle)**
- iii. **Ethics (Shalhoub)**
- iv. **Athletes Advisory Council (Pottinger/Pottinger)**
- v. **USOC Representatives (Patzke/Pottinger)**
- vi. **World Curling Federation (Swandby/Rich/Welling/Stannard)**
- vii. **USWCA (Stannard)**

7. Old Business- none

8. New Business

- A. Town Hall call for recap of Board Meetings for state/region and club Presidents, it will be scheduled shortly.
- B. Question raised regarding St Paul communication summary. Chair notes that he and Rick will attend September St. Paul board meeting. Rich and Rick are committed to attending one meeting per year with each state/region.
- C. Gamboa- Directors Handbook mentioned in June, question as to when that would be available. CEO- Jenny is working on that and it should be out soon.

9. Next Meeting- At Members' Assembly, Ft. Wayne, IN, October 15-18

10. Adjournment- Motion for adjournment by MacLean 1:44pm CDT