



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
July 22, 2020
Teleconference

Approved November 12, 2020

1. **Call to Order** - Chair Courtney Schmidt calls the meeting to order at 12:02 pm CDT, July 22, 2020
2. **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, Dean Gemmell, Stephanie Senneker, Bill Stopera, Elizabeth Demers, Shane Coppola, Lynn LaRocca, Hawley MacLean.
 - Absent** – Alex Agre, Craig Brown.
 - Quorum** – 19 Board members being present and ten being required, we have a quorum.
 - Non-Board**
 - Committee Members** – Charles Brown, Thomas Godar, Debra Horn, Russ Lemcke, Rich Lepping, Jim Pleasants, Leland Rich, Jennifer Stannard.
 - Staff/Non-Board Executives** – Jenny Biadasz, Gordon Maclean (Secretary, Recording), Jenna Martin, Steve O'Keefe, Jeff Plush (CEO), Ron Rossi, Shane Stein, Tom Violette, Amy Wolf.
 - Guests** – None recorded.
3. **Appointment of Parliamentarian** – The Chair appoints Gordon Maclean as Parliamentarian.
4. **Additions/changes to the Agenda** – None
5. **Discussion and approval of Minutes** – April 25, 2020, USCA Board of Directors Meeting minutes presented. Motion to accept the minutes as presented by Stevinson, seconded by Shelton. Motion approved on a unanimous voice vote.
6. **Reports to Board:**
 - a. Chair – The Chair complimented staff on the handling of this year's unique challenges. We all agree that safety is the number one priority for this coming season, and we will be sharing information as things move forward. Looking to form a new ad hoc committee to deal with an upcoming audit that will be.
 - b. CEO Report –
 - i. The CEO thanks everyone for their support over the past few months. Everyone has been incredibly resilient, given the special needs with which we have had to deal. We are spending a lot of time on Zoomstake calls. The goal is to talk to every club around the country. Reports that most clubs are planning on starting this fall with some accommodation for the Covid requirements.
 - ii. The Diversity and Inclusion committee was relaunched. Thanks to those who have agreed to take on that challenge.
 - iii. Our athletes are doing a fantastic job of staying focused and working hard and are 100% committed to continue the needed training and get ready to get back on the ice.
 - iv. Our movement towards the Vikings complex is ongoing. Talking with potential equity partners to help make this happen.
 - v. The USOPC web platform is going away. We are looking for a new platform and new look as we make that transition.

- vi. We are looking for alternatives for the Curling Night in America's international format. Perhaps a US-focused event.
 - vii. Finally, the CEO expresses appreciation to Ron Rossi and staff regarding the development of this year's budget.
- c. Secretary
- i. The Secretary presents a petition from the Evergreen Curling Club of Beaverton, Oregon. The petition requests the board to move Evergreen from the Mountain-Pacific Curling Association to the Washington Curling Association under Bylaws Section 6.2.a. This action has written support from both MoPac and Washington boards. Potter moves to accept the petition, Shelton and MacLean second. No discussion or questions on the motion were put forward. The motion passes on a unanimous voice vote.
- d. Treasurer
- e. Audit/Finance Committee –
- i. FY20 Budget vs Actual Report – The current FY20 deficit is approximately \$126,000 vs budgeted deficit of \$35,000. Income from dues was on target, Covid was a minimal impact. The difference was primarily due to unbudgeted staff transitional costs amounted to \$150,000. Removing these costs would have resulted in an FY20 surplus. The good news is that these were one time costs.
 - ii. Proposed Update to Dues Structure- The committee put forward a proposal for the board to consider, to change our dues structure. We are currently moving toward the implementation of the "Sports80" platform. At this time, we have nine dues categories. It was felt that the Sports80 platform implementation represented an opportunity to simplify the dues structure and reduce the number of categories with fees to three, "Regular," "Junior," and "Social." The "Other" category will stay for tracking purposes (dues of \$0) and will be used for individuals who belong to multiple curling clubs. Motion to adopt the dues structure change by Potter, seconded by Demers. Motion approved on a unanimous voice vote.
 - iii. Trends that affect the FY21 budget were presented. The number of clubs that plan on opening, printed version of The Curling News would be going away. The digital media plans are dynamic and should be much more in line with current technology. Communications with members to get that digital product out should be a priority. The Sports80 platform will help with this.
 - iv. FY21 Budget Proposal –
 - The committee factored a 15% drop in dues revenue.
 - Curling Night in America budgeted for a 40% drop.
 - The USOPC will allow carryover of unused FY20 funds.
 - The status of several grants and loans were discussed.
 - Much of the travel budget for meetings have been eliminated.
 - There is increased U25 and Para support.
 - Given the current uncertainty, the budget will be formally reviewed quarterly and adjusted as conditions change. We do not really know what our budget will be at this point.
 - The budget process attempted to maintain any line items that could be preserved.
 - We budgeted \$16K deficit.
 - Concerns expressed regarding clubs that decide to shut down for the year or open late. Discussions regarding dues and clubs that open in January, and other aspects of the budget related to Covid disruptions.

- Motion to adopt the budget as presented by Rowlett, seconded by Gemmell. No further discussion. Motion adopt carries on a unanimous voice vote.
- v. Financial Policies and Procedures Manual Update – A Financial Policy Revision (Appendix A) request from the committee was put forward for consideration. Motion to adopt the revision by Stevinson, seconded by Annis, no discussion or questions from board members. Motion passes on a unanimous voice vote.
 - vi. WCF Loan Policy Update – The committee is looking at updating our WCF Facility Loan process, specifically regarding the accepted types of collateral and procedural aspects of the loan process.
 - vii. WCF Loan Application – The committee presents to Facility Loan applications for USCA support consideration (full loan applications are on file). Board members raise questions of whether the WCF has the monies available at this time to fund these loans. Response: If there is an issue, we could request that the WCF look more closely at these or redirect the monies that were tabled for Southern Cal Curling Center.
 - Motion to accept the Stevens Point CC application by Shelton, seconded by MacLean. Motion passes on a unanimous voice vote.
 - Motion to accept Second City Curling application by Shelton, seconded by Brown. Motion passes on a unanimous voice vote.
- 7. Other Reports**
- a. Ethics – Currently updating the Whistleblowers Policy and looking to set up a contact method that could be placed in a public setting and adhere to the policy guidelines. Policy and mechanisms will be ready for the fall meeting. Conflict of interest policy was discussed.
 - b. AAC – Full report on file. Working with staff on revising on playdown procedures for this year. Elizabeth Ramsey has been hired as Executive Director for the USOPC-AAC. Received a call from the USOPC Athlete Ombudsman office regarding our Para selection procedures. It was confirmed that our athlete input on the procedures exceeded USOPC requirements. Next USOPC-AAC meeting in October.
 - c. Nominating/Governance
 - i. Bylaw Change – The committee chair presents a proposed amendment to Section 10.2.a of our bylaws (See Appendix B). This change will permit the Members' Assembly to meet via teleconference. Interpretation of the current bylaw wording makes this possibility ambiguous. Motion to accept the proposed amendment by Potter, seconded by Shelton. There is no discussion on this matter. The motion carries on a unanimous voice vote.
 - ii. The committee chair presents the nomination of director Shane Coppola to sit on the Audit/Finance Committee. Motion to accept the proposed nomination by Annis, seconded by LaRocca. The committee chair calls for nominations from the floor three times, hearing none, the nominations are closed. Motion carries on a unanimous voice vote.
8. WCF Report – WCF is looking at its board structure under their "The Way Forward 2020" strategic planning. All competitions through August canceled. European and Asia-Pacific zone competition sites for November announced. Revised anti-doping procedures adopted. Wheelchair, mixed doubles, and stick curling rules adopted. All rankings suspended until October. Proposal way put forward to combine the America's and Asia-Pacific zone challenges to a single Pan-Continental challenge.
9. Hall of Fame Committee – The committee has been updating its nomination criteria and document. An online nomination form is being developed. Anyone can nominate using the form.

- a. The committee has forwarded a nomination to induct Elmer Freytag to our Hall of Fame for consideration by the board. The full nomination is on file. Motion to accept the nomination by Brown, seconded by Smith. Motion carries on a unanimous voice vote.
10. **Old Business** – None
11. **New Business** – None
12. **Key Items of Agreement** – Budget, Dues, WCF Loan, Amendment to Bylaws Section 10, Hall of Fame Induction.
13. **Next Board Meeting** – To be announced.
14. **Motion to Adjourn** by Potter 1:53 pm CDT

Appendices

Item	Topic	Page
A	Per Diem Financial Policy Revision	5
B	Bylaws Amendment replacing Section 10.2	7

United States Curling Association
Audit and Finance Committee
Suggested Policy Revision
July 14, 2020

On June 22, 2020 Ron Rossi, Chief Financial Officer for the USCA contacted Jeff Plush, CEO and Earle Conrad, Treasurer via email with a recommendation to revise the meal reimbursement policy. The purpose of the change would be to bring the per diem meal allowances in line with rates more closely reflecting actual costs being incurred by staff members during travel on behalf of the USCA.

Below is the current USCA policy language "UNITED STATES CURLING ASSOCIATION FINANCIAL POLICIES AND PROCEDURES MANUAL" – Section 4.2.5 – third paragraph:

Meals and Incidentals: The USCA shall pay \$40.00 per diem for food expenditures and incidental expenses for authorized travel in the U.S and Canada. For travel outside of the U.S. or Canada, per diem reimbursement shall be at the rate of \$75.00. Per diems will be reduced for meal(s) provided, according to the following schedule: breakfast: 15% of per diem rate; lunch: 25% of per diem rate; dinner: 60% of per diem rate. Receipts must be provided for expenditures of \$25.00 and over.

Below is the suggested revision:

Meals: The USCA shall pay per diem for food expenditures for authorized travel in the U.S. and Canada at the 'standard' annual rate prescribed by the Federal Government (US General Services Administration – www.gsa.gov/mie - first line of chart, not including incidentals). For travel outside of the U.S. or Canada, per diem reimbursement shall be at the rate of \$75.00. Per diem requests are to be reduced for meal(s) provided (e.g. event organizers, airlines) according to the schedule. Receipts must be provided for expenditures of \$1.00 over the maximum rate prescribed on the schedule while in the U.S. and Canada, and \$46.00 and over for travel outside the U.S. or Canada, along with an explanation of the extenuating circumstances that led to higher meal costs that the traveler wishes be considered for reimbursement.

Ron also made the following notation: For 2020, the federal meal rates total \$50 per day (\$13 for breakfast, \$14 for lunch, and \$23 for dinner). This schedule seems to be more in line with the concerns expressed by the three staff members.

Ron also provided the following comments regarding the suggested change in policy, "Is there a budgetary impact. Of course, but I (Ron) don't believe it will be a significant one. This change not only would apply to the staff, but to everyone traveling on USCA business, or as part of a USCA program, or team. Each person, or program, or team has a budget assigned with a limit that we work not to exceed. With such an increase in the policy, in most cases, it would just mean the traveler will get to the budget limit quicker but would not expend more money than what is budgeted. However, in some cases, travel budgets are insufficient, and exceeding the budget if necessary."

Ron also expressed a desire to change the policy to utilize the annually adjusted government rate so that a committee vote isn't necessary every time the rates change (the USCA already has such an annually adjusted policy in place with respect to the vehicle mileage rate we allow for reimbursements).

Lastly Ron requested that "a policy change from the Audit & Finance Committee in the next few weeks, and then with the Board at the July meeting, if the two of you have no objections. I don't believe this requires a formal meeting (unless the members want it), so I would advocate for this email being circulated, and subsequently voted up or down."

Scott Stevinson of the Audit and Finance Committee forwarded Ron's recommendation to the other members of the Committee. This included Ron's email exchange with Earle Conrad in which both discussed the possible policy change. All members of the Committee reviewed the discussion string and responded in favor of recommending the policy change to USCA Board of Directors for consideration at the upcoming July Board meeting.

Jeff Annis responded affirmatively by email on June 29, 2020

Craig Brown responded affirmatively by email on July 7, 2020

Russ Brown responded affirmatively by email on June 26, 2020

Hawley MacLean responded affirmatively by email on June 23, 2020

Scott Stevinson responded affirmatively by email on June 29, 2020

The Committee unanimously supports the revised meal reimbursement policy as drafted by Ron Rossi and included in the text above.

Scott Stevinson, Chairperson
USCA Audit and Finance Committee

Proposed USCA By-Laws Amendment **Replace Article 10 (Annual Members' Assembly), Section 10.2.a**

Rationale:

The current wording of Section 10.2.a (Annual Members' Assembly) when combined with the wording Section 10.2.b (Special Members' Assembly) ambiguously implies that a physical presence at the annual meeting location is required for any delegate to be counted towards the meeting quorum and any vote taken.

Under the Governance 2.0 provisions passed in the fall of 2019, it is more important than ever that the Members' Assembly have sufficient attendance to constitute a quorum and conduct business so that the Board of Director's slate may be voted on.

In addition, given the potential for social distancing recommendations that would prohibit large numbers of individuals from meeting in a single physical location to carry out business required of the Assembly, an alternative meeting format for the annual meeting is deemed necessary.

The timeframes detailed in proposed replacement subsection:

- ii) allows for changes from physical to electronic meetings in dynamic situations
- iii) allows for delegate attendance electronically when last minute localized travel situations beyond the delegate's control prohibit attendance at the designated physical location.

This amendment allows for alternative meeting formats when the situation requires but maintains an implied preference for all participants to meet in person at a single physical location.

The following was recommended for adoption by the Nominating/Governance Committee May 22, 2020.

Current:

Section 10.2. - Place

a) The annual Members' Assembly will be held in conjunction with a Board of Director's meeting. The Board meeting may take place after the annual Members' Assembly. If practicable, the annual Members' Assembly meeting may also be held in conjunction with a USCA National Championship or other sanctioned USCA event.

Replacement:

Section 10.2. - Place

a) The annual Members' Assembly will be held with members meeting at a physical location except as noted below.

- i) At the discretion of the Board Chair, in consultation with the CEO, the Members' Assembly may be held by means of a conference call or other similar communications equipment by which all persons participating can, at a minimum, hear each other at the same time.
- ii) Notification of holding the Members' Assembly by conference call or other similar communications equipment must be made no later than ten (10) days prior to the posted meeting time with notice given to all participants as detailed in Section 10.3.a.
- iii) When the Members' Assembly is held with members meeting at a physical location and circumstances beyond their control prohibit delegates officially registered under Section 10.5 from traveling to the meeting location, the Board Chair may allow a delegate's participation at the meeting via conference call or other similar communications equipment. Such an allowance is contingent on the meeting site's capability to meet the minimum communications requirement stated in Section 10.2.a.i. Such participation will constitute presence in person at the meeting.