



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
May 1, 2021
Omni Viking Lakes Hotel
F&B Lodestar Ballroom
Eagan, MN

Approved July 13, 2021

1. **Call to Order** - Chair Courtney Schmidt calls the meeting to order at 9:33 am CT, May 1, 2021.
2. **Appointment of Parliamentarian** - The Chair appoints Gordon Maclean as Parliamentarian.
3. **Roll call**
 - Board Members**
 - Present** - Jeff Annis, Garret Perry, Doug Potter, Roger Rowlett, Courtney Schmidt (Chair), Roger Smith, Alex Agre, Colin Hufman, Bill Stopera, Elizabeth Demers, Shane Coppola, Lynn LaRocca, Hawley MacLean. (Note: Demers, Coppola, and LaRocca were present via teleconference.)
 - Absent** - Rob Shelton
 - Quorum** - 13 being present in total with ten of those members on-site, and seven in total being required, we have a quorum.
 - Non-Board**
 - Committee Members Present** - Charles Brown, Russ Lemcke, Rich Lepping, Allison Pottinger, Jennifer Stannard.
 - Staff/Non-Board Executives Present** - Jenny Biadasz, Eric Gleason (CFO), Gordon Maclean (recording), Jenna Martin, Steven O'Keefe, Jeff Plush (CEO), Shane Stein, Amy Wolf.
 - Guests Present** - Marc Beyer (Minnesota Curling Association Co-President), David Patterson (USOPC), Dr. Ryan Cole (Twin Cities Orthopedics Physician)
4. **Recognition of Guests**
 - a. The Chair notes yesterday's announcement of our headquarters' move to the Viking Lakes campus and thanks the Viking's organization for their help in making this happen. She also thanks the team of the on-site Omni Hotel for their coordination and work in setting up the meeting space.
 - b. The Chair recognizes meeting guests David Patterson, USOPC Associate Director for NGB Governance, and Marc Beyer, Minnesota Curling Association Co-President, and a Governance 3.0 Task Force member.
5. **Additions/changes to the Agenda** - None
6. **Discussion and Approval of Minutes** -
 - a. February 23, 2021, USCA Board of Directors Meeting minutes.
 - i. Motion to accept the minutes as presented by Potter, seconded by Annis. Motion approved on a unanimous voice vote.
7. **Governance 3.0 and Governance Best Practices** - Special Presentation and Discussion (David Patterson, USOPC)
 - a. The Chair notes that we are in the "Governance 3.0" process and emphasizes the importance for the Board to understand the basis for the changes and be well informed on this matter to better relay the information to the organization's members.

- b. Davis Patterson, USOPC, begins his presentation by discussing the meaning of "governance" and how it relates to curling operations and growth, including the complex operating environment under which we work.
 - i. The NGB requirements are based on the Ted Stevens Act, USOPC Bylaws, and NGB Audit Standards. The Board is the functional unit, with a duty of care, obedience, oversight, and speaking with one voice.
 - ii. There should be a clear delineation of governance versus operations, with the CEO as the nexus between the two.
 - iii. As a board, "the eyes are in, but the fingers are out." There are no secrets from the Board.
 - iv. The Board should be thinking of what organizational structure with a long-term view. That means thinking now of "what will best support athletes in 2030 and 2034."
 - v. The differences between board committees, non-board committees, and operational committees and task forces are noted.
 - vi. Lead strategically, be disciplined, honor confidentiality, act ethically, be good to each other (assume positive intent), advocate.
- c. Bylaws flow into policy which flows into procedures. Decide things once (usually in a policy). Define where we want to end up; the means are typically prescriptive, with limitations of things you cannot do (i.e., win medals but don't dope to achieve that).
- d. Questions:
 - i. Regarding recent trends in board size. Response: Generally, getting smaller 9-16 is the usual; larger sizes typically do not add to board abilities. There is a movement towards more independent directors. These individuals bring in new ideas and talent pools.
 - ii. Regarding "speaking with one voice," are there any easy solutions to the "they" perception of the Board when directors go home and talk with members. Response: It is challenging; you need to establish personal ground rules ahead of time of the conditions under which you would resign. Have information BEFORE disinformation gets you. Pronouns are IMPORTANT; as a director, you must be able to say "we." If you cannot say "we," you are a "they" and should probably resign.
 - iii. Question regarding new directives regarding "10-year" and "10-year Plus" athletes on Board and committees. The "why" for this is that the HP athletes have made the entire journey; it is their life, and this is the LAW. Concern expressed from AAC Board members on the definitions and the limited number of athletes currently qualify for the "10-year Plus" category. Patterson clarifies that we are not the only NGB with this issue, and the AAC can request the USOPC to relax standards on what events count towards the category.
 - iv. Question regarding good governance, if you have a group of individuals who tend to force their belief that they are better, what should be the Board's response to this? Listen to the individuals and communicate. If that does not work, reject the premise that we are "fighting." A fight is not a good outcome. Rather than fight with the 10% who oppose, you communicate with the other 90%. Remember that when an NGB fights itself, all the other NGBs you compete against are working to improve; therefore, you lose ground to them.
 - e. The Ted Stevens act outlines compliance audit procedures. A full audit occurs every four years, and this audit leads to the NGB certification. If there are substantial deficiencies, de-certification as an NGB is possible. There is a willingness within the USOPC to act proactively to avoid repeating the USA Gymnastics scenario.
- 8. **Covid Report by Dr. Ryan Cole** – Dr. Cole is our Primary Care Physician with Twin Cities Orthopedics with Covid expertise.
 - a. Things are improving but still issues with the UK variant that we need to keep an eye on.
 - b. Key numbers are headed down, but we need to remain vigilant.

- c. Discusses bubble protocols for nationals in Wausau and suggested competition formats that limit and isolate the effect of an outbreak, should one occur.
 - d. Question regarding next season and potential for opening up. Likely there will be a need for bubble situations, but cross-border play more likely. We will probably be suggesting prudence for regional and club activities but defer to local health officials.
9. **Reports to Board:**
- a. Chair
 - i. The Chair reiterated yesterday's press release of the organizational move to the Viking Lakes campus. This move represents what "growth" looks like. The move is something that our CEO was passionate about, and he got this done.
 - ii. The Chair noted the Governance 3.0 committee members, Gordon Maclean, Russ Lemcke, Doug Potter, Marc Beyer, Alex Agre, and Charlie Brown.
 - The committee is responsible for ensuring we comply with new USOPC compliance standards and a governance structure that will serve us moving forward with bylaws structured for membership growth.
 - We are working with a USOPC NGB bylaws template; a significant portion of non-template items in our bylaws are actually policy. This policy will be moved out of the bylaws. We will then need to evolve those policies to be responsive to the current and anticipated future environment.
 - The three opportunities will be related to member structure, director seats, and Members' Assembly.
 - The current bylaws have been reviewed and red-lined. The next step will be to develop a "clean" version of the bylaws after extracting the policies and creating a package of items that will move into our policy manual. These will eventually be brought forward to the Board for action through the amendment and policy adoption process.
 - Board education throughout the Governance 3.0 process will be a high priority. The Board understanding the need and specifics of what is taking place will be critical to the effort's success and acceptance by members. The Board also needs to be aware that this will be a Board action instead of a Members' Assembly action and the rationale for that approach
 - The committee is committed to bringing forward a set of actions, which have been reviewed to the point that we know will pass USOPC audit criteria when adopted.
 - iii. USA Curling Foundation: We are one of the few NGBs that does not have a formal "foundation" and are moving forward with plans to start one. The past year has exposed the risk of relying on a single revenue stream. A foundation would be a mechanism to reduce that risk. Hawley MacLean will be a nexus between the USCA board and the foundation board.
 - iv. Since 2019, we have all come together as a group to enact changes required for future success. We tackled the concept of who is a member. For continued success, we need to be supporting each other, the organization, all our stakeholders, and how we communicate with those stakeholders.
 - b. CEO
 - i. The CEO recaps the formal headquarters move announcement. This move is incredibly exciting and transformational for the organization. Integration with our supporters here on the Viking Lakes campus and individuals like Dr. Cole demonstrates the potential for transformation. We've outgrown the small-town environment we began in. We regard Stevens Point and Wausau as fantastic communities, but we are looking forward. We have temporary space in the Innovation Center here. Eventually, we have the opportunity to build out permanent facilities as we move forward.

- ii. We are making sure we can safely host our national championships. We know a bubble is not fun, but it is crucial to note that we are on the ice and competing. We will be thinking about challenge rounds in a very "Covid way."
 - iii. Merchandising activity is on the upswing. We have had more revenue from this stream in the past 30 days than all of 2020.
 - iv. Social media and website traffic is up incredibly year-to-year. The move to Viking Lakes will help with that also
 - v. Men's, Women's, and Mixed Double's Championships are set for May 17-31 in Wausau. Covid protocols are taken very seriously. As of now, there will be no public access in the stands.
 - vi. Streaming for our Championships will be through the USACurling.org YouTube channel. NBCSN will be shutting down, which will be challenging for many NGBs. We can self-market anything that is not labeled "Olympics." We can investigate packaging with other sports and events like the Slams to market their materials in the US and partner with the Vikings organization to take advantage of their expertise.
 - vii. "Curling Night in America" will take place in August in Irvine, California. Olympic trials will occur in in Omaha. We are going back to Cedar Rapids for our Men's and Women's National's in 2022. It was noted that the WCF is looking for a 2022 World Men's host.
 - viii. Very proud of the staff during the past year, especially in operational finance. Membership revenue was \$650,000 below last year's level. We had a handful of clubs open but not paying, another group completely non-responsive since February; both groups have been frustrating to work with from our standpoint.
 - ix. The CEO acknowledges the Hall of Fame committee and the work they have been reviewing materials found in the old offices during the move-out.
 - x. The CEO recognizes the U.S. Paralympic team's Gold Medal at the World "B" competition.
 - xi. Reinforces concept is the USA Curling Foundation as a vehicle for those who want to invest financial support in the organization.
- c. Secretary
- i. The Secretary reports that we just had our first pandemic era new club application from Roadrunner CC in Albuquerque, NM.
- d. Audit/Finance/Treasurer
- i. The CFO reports on our current fiscal year-to-date financial status and projected full-year forecast. YTD's total net operating is currently at \$84K and full-year projected as (\$198K) versus budgeted (\$143K). YTD revenues and expenses versus full-year forecast and budget show similar trends (revenues \$1.6M/\$2.1M versus budgeted \$2.7M, expenses \$1.2M/\$1.98M versus budgeted \$2.85M)
 - ii. PPP Loan #1 forgiveness was approved this week (\$105K). The window for the PPP Loan #2 forgiveness application will open soon (\$113K)
 - iii. Pre covid membership was about \$800K; we are looking at \$240K for fiscal 2021. A \$1M membership number is in our future, but it will take time to recover.
 - iv. FY22 budget process has started. Staffing review focused on revenue-generating positions.
 - v. We are reviewing expense items for financial redundancies and improvements.
 - vi. We have applied for another Covid related small business loan. That application is under review with the amount to be determined.
 - vii. Financial planning for our office relocation and future expansion is underway.
- e. Nominating/Governance
- i. Committee Chair Russ Lemcke thanks committee members Steve Emt, Debra Horn, Leland Rich, and Jennifer Stannard for their continued work on this committee

- ii. The Nominating and Governance Committee forwards the following slate to the Board for action (full committee meeting minutes in Appendix A.)
 - WCF Delegation – Jeff Plush was nominated to replace Leland Rich as a WCF Representative for a three-year term. Moved by Annis, seconded by Smith. Discussion – We are in a unique position with a new CEO and the WCF President stepping down in 2022. In this case, it is appropriate for the CEO to be one of our representatives to the WCF. We need to be more influential. Nominations from the floor were called for; none were offered. Nominations were closed. Plush was elected by unanimous consent.
 - WCF Delegation – Allison Pottinger was nominated for another three-year term – Moved by Potter, seconded by Stopera. No discussion. Nominations from the floor were called for; none were offered. Nominations were closed. Pottinger was re-elected by unanimous consent.
 - Independent Board Director - Hawley MacLean was nominated for another two-year term, his last – Moved by Stopera, seconded by Potter. No discussion. Nominations from the floor were called for; none were offered. Nominations were closed. MacLean was re-elected by unanimous consent.
- iii. Gap Analysis – The committee chair reviewed the Board's current attributes based on self-analysis and those attributes versus their relative importance. In general, we may have problems with some attributes as member's tenure run's out in the future.
- iv. Open Positions – Committee position term expirations and term limitations coming this fall were reviewed. Currently, we are focused on upcoming term-limited positions held by Leland Rich (Nominating/Governance, 2021) and Russ Lemcke (Nominating/Governance, 2022).
- v. It is time to aim higher in our talent recruitment for the Board. We have "tapped out" our independent director seat allocations, so the talent replacement must come from other seats, specifically, the Member Elected Director seats. Member elected directors need to go back to their boards and do some succession planning, now rather than in the future.
- f. Membership Update
 - i. Discussion of the initial Sport80 rollout and where we are vis-a-vis a second rollout after consultation with a group of beta testers. An instructional PowerPoint presentation of the process and features of *myusacurling.com* is under development.
 - ii. We have also ensured that the club side administration features work or will be working shortly. The ability to push membership reports from the site based on beta group feedback is in the planning stage.
 - iii. SafeSport compliance features are built into the site.
 - iv. The expectation is that we should have 100% membership use with the following rollout in a conduit. The critical bottleneck may be club administration with a timeline, ease of use, and compliance aspects covered. The importance of clearly communicating to member clubs in a timely fashion regarding compliance expectations for membership remittance in the upcoming season was noted.
 - v.
- g. College Curling
 - i. College Curling Committee Chair Gordon Maclean reported on recent activities that should be of note to the organization in general.
 - We have interacted with the USCA Diversity and Inclusion Committee to develop synergies that benefit both committees.
 - Based on student surveys and repeated requests from schools, we are attempting to put together a college-level physical education course package with course materials aligned with current USCA instructor certification guidelines. While there is an abundance of

materials available on the internet and elsewhere that can be used to teach a curling course, there is a lack of material that aligns with our certification program. This type of material should be developed not just for this project but be made available as a revenue item to everyone who wants it.

- h. Revenue Development
 - i. Granite Society Chair Jennifer Stannard reiterates past calls for 100% Board participation donation goals as a critical checkoff when attempting to bring outside monies from outside sources. Leadership in this organization comes with the implied commitment of financial support of the organization. Thanks Hawley MacLean for all of his work in developing aspects of the Society.
 - i. WCF (Lepping, Pottinger, Stannard)
 - i. Stannard reports for the group.
 - The men did well at the world's; the Women's Worlds are beginning.
 - We are looking at developing better lines of communications globally so that all members receive information in a timely manner. The fall Congress will be meeting in Russia, still planned as an in-person meeting.
 - Pottinger expresses appreciation for our response to the WCF survey regarding gameplay. The results will be coming out soon. The USA had the second highest number of replies (over 700).
 - Appreciation was given to Leland Rich for his years of service to the organization. Leland is stepping down from this role.
 - j. USWCA
 - i. Elizabeth Demers indicated that the USWCA is currently planning for the incoming Scots tour in January 2022. Naida Leslie, Nutmeg CC, Connecticut, will be the new President. As an organization, we are looking forward to a great year of events coming up.
 - k. AAC (Stopera)
 - i. AAC Chair Stopera indicates that there is not a lot to report. Expresses appreciation for work the CEO has done. Currently, the athletes are unified in their support of the organization and appreciate the organization's support of them.
10. **Old Business** – None
 11. **New Business** – None
 12. **Key Items of Agreement** – Viking Lakes commitment, Patterson presentation, Dr. Cole and championship bubble, elections, membership services update, granite society, USCA Foundation.
 13. **Next Board Meeting** – July 13, 2021, 7:00 pm ET, Teleconference.
 14. **Adjournment** – Meeting adjourns at 3:11 pm CT

Appendix A – Nominating and Governance Minutes

Meeting April 26, 2021

1. WCF rep - Jeff Plush to replace Leland Rich who is resigning. Nominated by Russ Lemcke seconded by Deb Horn. Jennifer Stannard recommends that filling this slot with our president at this time is appropriate, but we should not make this a standard in the future. All in favor verbally, none opposed.
2. WCF rep - Allison Pottinger nominated to retain her seat. Retroactively moved, seconded and all in favor.
3. Independent board seat currently occupied by Hawley MacLean. Nominated for his final term by Russ Lemcke seconded by Leland Rich. All in favor verbally, none opposed.
4. Committees up in the fall. Russ reviewed committee seats for which we have responsibility (HR chosen by Chair). These include the following with the current member up in the fall, Audit/Finance - Hawley MacLean, Ethics - Thomas Godar, Judicial - Maureen Clark, Governance - Leland Rich. All except Leland have more terms available. Russ will contact all regional and state presidents outlining the governance responsibilities and duties job and ask for candidates. He will also include an article in US Curling News. Russ will bring candidates back to the committee early fall for our review and nominations. He will also check with current members of other committees to gauge their interest in continuing.
5. Boardspan Gap Analysis. There was general agreement that this analysis clearly indicates need to strengthen the board in several areas of expertise. This becomes even more important as we shrink board size. Four member elected seats are up this fall and the frustration per the bylaws is that Governance is supposed to play only a minor role. Based upon our Feb. 1 meeting, Russ sent a stronger message to region and state presidents and also had discussions with each in February. More needs to be done. Jennifer Stannard offered to work with Russ going forward to urge these presidents to be more active and search candidates with a broader range of experiences and encouraged committee members to speak out to their State/Regional organizations as well. Time is of the essence in this case.

Meeting adjourned at 4:45 PM east coast time.

Thanks much,
Russ Lemcke