



UNITED STATES CURLING ASSOCIATION
Board of Directors Meeting
May 10-11, 2019
U.S. Olympic Training Center
Colorado Springs, Colorado

APPROVED July 30, 2019

1. **Call to Order** - Chair Courtney Schmidt calls the meeting to order at 2:29 p.m. M.D.T, May 10, 2019.
2. **Roll call**
 - Board Members**
 - Present** –Jeff Annis, Russ Brown, Matt Gamboa, Joel Leneker, Rich Lepping, Steven O’Keefe, Catharine Persinger, Doug Potter, Courtney Schmidt, Roger Smith, Scott Stevinson, Nick Wellen, Craig Brown, Dean Gemmell, Jessica Schultz, Bill Stopera, Jennifer Stannard.
 - Absent** –Jeff Hannon, Monica Walker, Hawley MacLean.
 - Quorum** – 17 Board members being present and ten being required, we have a quorum.
 - Non-Board**
 - Committee Members** – Russ Lemke, Leland Rich.
 - Staff/Non-Board Executives** – Derek Brown, Karen Hamilton, Heather Houck, Gordon Maclean, Rick Patzke (CEO), Shane Stein.
 - Guests** – Kaitlyn Crissgard, Boardspan.
3. **Appointment of Parliamentarian** – The Chair appoints Gordon Maclean as Parliamentarian.
4. **Discussion and approval of Minutes** – January 29, 2019, USCA Board of Directors Meeting minutes. *Motion to accept the minutes as presented* by Potter, seconded by Wellen. Motion approved on a unanimous voice vote.
5. **Kaitlyn Crissgard from Boardspan** – Crissgard presented and interpreted her summary of the Board survey that had been undertaken earlier. She noted that it appears that everyone is “on the same page” in terms of a shared mission for the organization, board priorities, responsibilities, and structure. There was discussion regarding the interplay between the dual aspects of our Mission Statement. Items requiring improvement include the areas of management succession planning, crisis management, identification of “demographic outliers” for board succession while avoiding “quotas.”

Board suspends meeting at 4:47 p.m. for the evening. Board reconvenes at 8:32 a.m. May 11.

6. **CEO Report**
 - A. Operations and Communications
 - i. Curling Night in America has a commitment from NBC to be broadcast through 2021. This year’s production will take place in Raleigh-Durham August 22-24 and will air in January-March 2020. Two series to be aired in 2021 (Spring and Autumn) to avoid conflict with the 2022 Olympics.
 - ii. Annual meeting with NBC and WCF coming up. Curling has received a lot of coverage recently, especially with the Curling World Cup.
 - iii. There are two staff vacancies to address. The Director of Growth and Development position has had about 50 applicants. Interviews have started. Schmidt and Lepping are helping to vet candidates. Heather Houck will be leaving this coming Monday. The CEO expresses thanks to Heather for her work.
 - iv. The FY2020 budgeting process is underway.
 - v. Tyler George’s curling ambassador tour has been successful and well received. Continuing this effort is a budgeting priority. Excellent branding opportunity.

- B. Financial
 - i. FY 2019 budget was developed with a \$31,000 surplus to help recover from the Olympic year deficit and rebuild the USCA's surplus by the 2020 Olympics. Currently projecting the FY19 surplus to be \$10,000-30,000 above budget. The extra comes primarily from the profitability of the Continental Cup of Curling. Earlier projections had this being a zero net balance event. It now looks to be profitable. There is a negative variance in donation programs (\$30,000), and other positive variances,(USOC Digital Media Agreement, (\$75,000) and dues (\$10,000.))
 - ii. USCA Membership has now surpassed 25,000 for the first time.
- C. High Performance Program
 - i. Bronze Medal in the World Mixed Doubles, and Gold Medal (Men's) and Bronze Medal (Mixed Doubles) at the Curling World Cup.
 - ii. We achieved four of the six milestones in our partnership agreement with the USOC. We did not achieve a medal in the Men's Worlds and did not make the top four in the Women's Worlds.
 - iii. The planned High-Performance Program camp at the U.S. Olympic Training Center is in question after AAC raised concerns about athlete benefits and interest. Alternatives are being explored.
 - iv. Junior High-Performance Program selections have been made. Men's/Women's High-Performance Program selections will be announced soon. Paralympic team process is underway.
 - v. Junior Women and Paralympic programs have been relegated to the "B Event."
- D. Growth and Development
 - i. The first ISS Ice, Sports, and Solar Systems' installation in the U.S. has been put in at Lake Tahoe.
 - ii. Shane will attend the Business of Curling event in Oakland, Calif., in June.
 - iii. Kevin Madsen and Tom Violette will attend the North American Rink Conference and Expo event in Buffalo, N.Y., in June.
 - iv. WCF loans papers, previously approved by this board, for San Francisco and Ft. Wayne, have been signed by the WCF.
 - v. American Development Model will be a high priority for the next Growth and Development Manager. It provides a pathway for all aspects of our sports education programs.
 - vi. Members' Assembly will meet in Milwaukee on October 11-13.
- E. SafeSport compliance
 - i. Minor Athlete Abuse Prevention Policies (MAAPP) were updated and sent to the U.S. Center for SafeSport before Kim's leaving, and have been approved by the Center.
 - ii. Deadlines - All-USCA Member Clubs must adopt our MAAPP or develop and adopt a stricter plan by June 23. Failure to adopt the plan will mean that they are accepting the USCA by default.
 - iii. Also, June 23 is the implementation deadline for the 1-on-1 interaction components in MAAPP.
 - iv. SafeSport compliance audits, including spot checks of Member Clubs, will take place July through December. The USCA does not have the resources to check every club. We are putting a policy in place to guide enforcement, including self-reporting, which may take place via a checklist sent to the clubs. Whether clubs are USCA members or not, federal law requires compliance.
- F. Marketing/Revenue Development
 - i. Patzke introduces YSC Marketing to the board. YSC's work with the USCA is a collaborative effort with the WCF. YSC specializes in opportunity development. We continue to look for companies that can work collaboratively with us. Directors are encouraged to forward any contacts in this regard to the office for follow-up.
 - ii. Guest call-in speaker Gabby Roe (President, YSC Sports Marketing) gave a presentation on the company's capabilities. YSC has been under USCA retainer since December 2018. Half of the retainer has been paid for by the WCF with the condition that initial funds that come from YSC sourced contacts first go to cover Curling Night in America costs before going to other projects.
 - iii. YSC receives a 15-percent commission along with a monthly retainer.
 - iv. Roe detailed YSC's experience, clients and sales process.

- v. To date, of 253 brands that have been contacted, 108 have responded (very high), 40 positive responses (also very high), and 68 negative responses. Of the 40 positive responses, there is an ongoing dialogue with 19 brands.
- vi. Positives for aspects for USCA include; the brands know about curling and respect it, they are aware of the current successes, they know that USA Curling is relevant outside the Olympics, and is seen as a wholesome, fun, social activity. Curling Night in America is a known property, NBC Sports Network is an attractive media, and the athletes are approachable. Negatives: Demographics old (big negative), TV demographics are very old, heavily skewed to Caucasian fans, and there is no controlled U.S. TV coverage in this calendar year (next Curling Night in America broadcasts will be in 2020).
- vii. The goal is to have a coalition of brands supporting USA Curling with cash plus co-branded activations

7. Officer Reports

A. Secretary - Full Report on file

- i. Three GNCC clubs are in the application process but have not replied to recent requests for updated information required to complete their applications. Leneker indicates that he will follow up with those clubs.
- ii. Adoption of updated Conflict of Interest and Code of Ethics Policy including Conflict of Interest Statement Disclosure and Questionnaire and updated Code of Ethics and Fiduciary Responsibility documents (Appendices A and B, respectively.) *Motion to approve* by Potter, seconded by Stannard. There were no questions or discussion. Motion approved on a unanimous voice vote.
- iii. Inland Northwest CC – There is a situation with the current Lilac City (Washington State Curling Association, WSCA) and the Coeur d’Alene (MoPac) curling clubs. The clubs are in the process of merging with the Coeur d’Alene club dissolving and the Lilac City club renaming itself Inland Northwest. The situation is complicated by the fact that their current facility is in Idaho (geographically MoPac), but the legal structure of the club and most of its members are in Washington (WSCA). Inland Northwest requests approval of the Board, under By-Laws Section 6.2.a, to be recognized as a club in the WSCA. Discussion of the national and regional dues status of both clubs. Lilac is currently not an active member, but Coeur d’Alene is active and just became a USCA member in the fall of 2018. Concern expressed regarding the potential effects of the Governance 2.0 efforts and massive club movement between states/regions if this practice becomes common. *Motion to approve this request* by Lepping with the condition that all member dues are up-to-date and paid and that MoPac formally approves of this situation. Gamboa seconds. Motion passed on a unanimous voice vote.
- iv. Policy document updates will be addressed at the June Board meeting.
- v. Secretary reminds directors that all committee meetings should have minutes produced and any actions forwarded for the board should come through those minutes rather than by independent documents. Minutes should include the time, date, and those present at the meeting and specific wording of motions to be considered.

B. Audit/Finance/Treasurer

- i. The audit is completed and is clean with internal control communications.
- ii. Our new audit firm indicated that we need to address issues with our value-in-kind accounting and segregation of duties.
- iii. Our value-in-kind accounting had been done incorrectly for several years (though never brought to our attention in previous audits.) We have changed our practices to address these issues. It was noted that changes in our value-in-kind accounting could result in changes to net income on paper only.
- iv. Segregation of duties was noted as an issue, especially about cash receipts. Full implementation of what the audit firm wants would require a new staff person to handle the load. Alternative answers are being sought.

- v. Financials – Profit and Loss statements and the Balance Sheet have been provided to the Directors. There is nothing remarkable to report and our balances are strong.
- C. Nominating/Governance
- i. Nominations to be considered- Vice-Chair, Scott Stevinson; World Curling Federation Representative, Rich Lepping; Governance Committee, Jennifer Stannard; Judicial Committee, Charlie Brown; Audit/Finance Committee, Steven O’Keefe and Jeff Annis.
 - ii. Rich calls three times for nominations from the floor. None are offered. *Motion to close nominations and approve the nominees by acclamation* by O’Keefe, seconded by Persinger. Motion approved on a unanimous voice vote.
 - iii. Nomination to be considered- Board Elected Director, Hawley MacLean. *Motion to close nominations and approve the nominees by acclamation* by O’Keefe, seconded by Annis. There were many candidates considered for the position, but there was a hesitance to bring any new members on until the governance change has a chance to work itself out. We will be working with Boardspan in the future to look at possible candidates. Motion approved on a unanimous voice vote.
 - iv. Proposed By-Law changes have been properly distributed to all Directors (Appendix C). These changes are directly related to USOC SafeSport recommendations. *Motion to adopt the proposed By-Law changes* by Leneker, seconded by Potter. No discussion. Motion passes on a unanimous voice vote.
 - v. Updated SafeSport policy handbook with the required USOC MAAPP changes (see USA Curling SafeSport Handbook dated March 2019, or later, for full document) have been distributed to the Directors. *Motion to adopt the policy as worded* by Potter, seconded by Annis. No discussion. Motion passes on a unanimous voice vote.

8. Other Reports

- A. World Curling Federation (WCF)
- i. Representative Stannard reports that Rich, Swandby, Pottinger and herself were in attendance at WCF meeting in Silkeborg, Denmark, held in conjunction with 2019 World Women’s Curling Championship. This meeting was a precursor to the fall Members’ Congress. Stannard reviewed the process of WCF policy introduction, debate and voting. Former U.S. Board member and U.S. WCF representative Beau Welling was present as a member on the executive board.
 - ii. Strategic planning was a significant part of the Silkeborg meeting, with Welling in a prime position to influence the process.
 - iii. Workshop topics included drug testing processes and penalties. The WCF is comfortable with the current drug testing process.
 - iv. The WCF advises and recommends Olympic qualifications to the International Olympic Committee (IOC), but it is up to the IOC to adopt. Recommendations that the winning countries of Mixed Doubles 2020 and 2021 qualify directly to the 2022 Olympics.
 - v. World level competition attendance by the U.S. representatives was reported.
 - vi. Kate Caithness will be stepping down as WCF President when her term expires in 2022. Graham Prouse is a leading candidate to replace her. If he does, there is a good chance for the U.S. to get the VP spot representing the “Americas Zone,” adding to our influence in the organization with two individuals on the WCF Executive Committee.
 - vii. Discussion regarding the desire among athletes for establishing a winners’ purse for WCF championships. Derek Brown reviews WCF support for the various world events.
 - viii. New WCF Strategic Plan has been distributed to the board.
 - ix. Board discusses whether we need to establish term limits for U.S. representatives to the WCF. *Motion to direct the Nominating/Governance Committee to research election practices of other WCF nations, explore the potential of placing term limits on U.S. WCF representatives and report that back to the board with recommendations* by Gemmell, Wellen seconds. Motion carries on a unanimous voice vote.

- B. USWCA
 - i. Elizabeth Demers introduces herself as the new USWCA representative to the USCA.
 - ii. Reviews the USWCA's association with USCA, the events supported by the organization. The USWCA has restructured its regions to balance membership levels. New USWCA officers for the upcoming year were detailed.
- C. AAC
 - i. Stopera reports that athlete elections to the AAC are coming. Steph Samborg is no longer eligible to serve on the AAC and Walker has left competitive curling and resigned from the AAC. A slate of candidates will be produced in a couple of weeks.
 - ii. Concern expressed for Women's Junior and Wheelchair teams.
 - iii. Positives for the year include team selection for Mixed Doubles trials determined by merit rather than selected.
 - iv. We are working on getting more support for non-HPP teams and working to improve those teams.
 - v. We don't have an apparel deal but are working on it.
 - vi. Last year athletes asked that a WCF representative attend future world level events with U.S. athletes and were pleased to see a follow-up on that.
 - vii. Concerns going forward include:
 - a. HPP communications survey feedback and athlete anonymity. Athletes will implement their own survey in addition to the current HPP survey conducted by the CEO.
 - b. The anticipated increase in USOC monies since the Olympic gold medal is disappointing but achieving quad funding is a plus.
 - c. Clear path for high-level juniors graduating to Men's/Women's needs improvement.
 - d. Maximize program transparency and better communications with those not chosen for the HPP.
 - e. Top teams have gotten better, but teams outside the HPP are weak in world rankings.
- D. USOC/USCA Representative

USOC AAC met in February in Chicago. The group is becoming much more like activists in the wake of the Gymnastics and Taekwondo incidents. Looking for more money from USOC, better representation and a bigger voice. Working toward a new structure to better represent athletes. Relationship between athletes and USOC is changing. USOC is responding with a greater presence at the AAC meetings. Notes that it is not just athletes and the USOC, other national athletes are working to change their relationship with their national Olympic bodies.
- E. Ad Hoc Committees
 - i. Revenue Development/Granite Society
 - a. Stannard reports that the Granite Society is in its second year with 24 members and has raised \$77,000 with another \$20,000+ pledged. There were three VIP events this past year. All of the members so far are curlers and have been recruited through current member outreach. Brochures are available. The committee is focusing on new donors, our mission and communications.
 - b. Leneker notes that the committee met with Martha Johnson of the USOC. She helps NGBs with communications efforts. The committee will help with communicating well with existing members into the future.
 - c. There are upcoming Granite Society events planned for the next Curling Night in America production and the Men's/Women's Nationals in 2020.
 - ii. Governance 2.0 Ad Hoc Committee Report
 - a. Lepping indicated that the final reviewed by-law language was sent out to the directors. Two cleanup issues in the language were included in that document. The first clarifying that

voting for directors will take place at the Members' Assembly, and second, clarifying terms and staggering of the seats for the directors.

- b. The group is proposing a motion today to move this forward for final adoption at the Fall Members' Assembly meeting. At that meeting, upon adoption of the By-Laws change, any director currently seated will have to be elected by the Assembly.
 - c. Effectively, the reduction in board size starts to take place after that vote. The phase-in will take place as terms expire. The 13-seat board will be in effect in 2021. For consolidated seats, regions will support a candidate through the Nominating/Governance Committee, and that the Members' Assembly will elect the slate.
 - d. The AAC will maintain the guaranteed 20% director minimum.
 - e. *Motion to recommend that the new governance structure as detailed in the proposed By-Laws changes be placed on the Members' Assembly agenda for consideration at their Fall meeting* by Potter, second by Leneker. Discussion regarding the region's reactions to this move and whether they are OK with this. The chair reviews the discussion opportunities that have taken place to date on this subject. There are indications that some of the constituents are not happy with the move. Lepping reports that he has not heard of a large outcry and Wisconsin has voted support of the process. Chair stresses that this is in part the need we have for good communications with the States/Regions.
 - f. USWCA seat will remain in place. In the future, the USCA may have a seat on the USWCA board. Discussion regarding the status of current or adjunct members in the board makeup.
 - g. The Secretary notes that in the future there may be other special interest groups looking for seats on the board, in a fashion similar to that which the USWCA currently has, and that there may be a need to address that potential before the request is brought to the board's attention.
 - h. Motion passes on a unanimous voice vote.
 - i. An updated "Expectations of USCA Director's" (Appendix E) policy and form has been distributed to the directors. The changes and their rationale were reviewed by Potter. *Motion to accept the changes and make this a formal policy of the USCA* by Potter, seconded by Stannard. Questions regarding the enforcement of the policy. Motion passes on a unanimous voice vote.
- 9. Chair Report** (full report on file)
- A. Notes the work that the Governance 2.0 Ad Hoc Committee got done in the past year, and the process went much smoother than the similar process five years ago.
 - B. New Ad Hoc committee being formed to focus on the purpose and responsibilities of the states/regions. There are vast differences in what is done by the various states/regions. Charlie Brown, GNCC President. Each state/region has different purposes/missions and order of operation. The allocation of members across the states/regions is irregular. The important role that states/regions have to grow the game of curling nationally is critical and expanding. Therefore, the connectivity of the states/regions to its members needs to have greater purpose. An ad hoc committee will be formed to review and report on the following:
 - i. What is the purpose/mission of each state/region from USCA perspective?
 - ii. How does USA Curling communicate and work with each state/region to achieve the stated purpose/mission?
 - iii. What is the mission/purpose of each state/region from their own perspective?
 - iv. Identify differences and similarities
 - v. How does each state/region communicate and work with USA Curling to achieve the stated purpose/mission?
 - vi. Are there opportunities for states/regions to share best practices with each other and USA Curling?
 - vii. SWOT analysis

viii. Are there opportunities to systemize the purpose and charge of each state/region?

Proposed outcomes:

ix. Identify partnership opportunities between states/regions and the national organization.

x. Roadmap to execution

C. Second Presidents Conference Call coming up shortly, the Chair feels that there is very good relationship with the group through this channel.

10. Open Board Action Items

A. None

11. Unfinished Business

A. None

12. Key Items of Agreement

A. Town Hall call May 23

B. Adoption of Governance 2.0

C. Elections

D. Bylaw

E. Safesport handbook update

F. Conflict of Interest, Code of Ethics policy updates

G. Safesport deadlines

13. New Business

A. None

14. Next Board Meeting - July 30, Noon Central Time,

15. Motion to go to Closed Session by Brown, seconded by Potter. The Secretary leaves the meeting along with other non-board individuals.

16. Board Meets in Closed Session

17. Adjournment

Appendices

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Appendix A – Conflict of Interest and Code of Ethics Policy



**UNITED STATES CURLING ASSOCIATION
Conflict of Interest and
Code of Ethics Policy
Adopted May 11, 2019**

The United States Curling Association (“USCA”) has had, and will continue to have, the policy to require its directors, officers, volunteers and employees to maintain the highest standards of ethics and propriety in activities and relations with all parties.

Pursuant to Section 18.1 of its by-laws, USCA wishes to adopt a formal Ethics and Conflict of Interest Policy for the guidance of its directors, officers, volunteers and employees in order to promote adherence to its ethical standards and to avoid conflicts of interest. USCA further expects that its directors, officers, volunteers and employees be aware of and comply with USCA’s Code of Ethics and Fiduciary Responsibilities.

The following principles govern this Ethics and Conflict of Interest Policy.

- The business of the USCA and its members is to be conducted in observance of both the spirit and the letter of applicable federal and state laws.
- No set of guidelines can guarantee acceptable behavior. The guidelines set out below are not a precise map to acceptable conduct. They are signposts. Each individual must find his or her own way.
- Those who serve the USCA or its members must avoid any real conflict of interest as well as avoid the appearance of any conflict of interest.
- All conduct is founded on the individual’s own sense of integrity. Those who accept the honor of serving the USCA and its members must also accept the burdens of public disclosure and public scrutiny. Properties, services, opportunities, authority and influence of the USCA and its members are not to be used for private benefit.
- Each individual is expected to exhibit honesty, loyalty, candor and professional competence in relationships with other individuals, be they inside the USCA or outsiders.
- Other volunteer work, business interests, government activity and/or family relationships may create potentially conflicting interests. What is required of those who serve is the disclosure of conflicting interests when they arise, as well as physical absence from and strict nonparticipation in any evaluation process relating to the matter in question.
- All who vote on USCA issues must use these guidelines to help assess whether a conflict of interest, or the appearance of a conflict of interest, may exist. If there is a conflict of interest, or the appearance of a conflict of interest, it must be disclosed. It is understood that some real or potential conflicts of interest do not become evident until some new issue comes before a board or committee for evaluation and possible action. These situations cannot always be covered in advance by completing the conflict of interest and disclosure form.

- If there is any doubt as to the presence of a real or perceived conflict, any connection one may have with the issue at hand must be disclosed.
- After reading this Ethics and Conflict of Interest Policy, the initial assessment of whether to vote or to abstain from discussing and voting on the issue at hand is up to the individual. In considering your decision, remember that the USCA values your judgment, your discussion input, and your vote. However, you always have the obligation to raise any known or potential perceived conflict to the Ethics Committee. As discussed in this document, the Ethics Committee, your Committee Chair or the Board Chair may choose to excuse you from discussing and voting on a given issue based upon an actual or perceived conflict of interest.
- Here are two illustrative examples of when one probably should abstain from a vote:
 - Where you are related to, a member of, or a coach of a team or athlete that would clearly and directly gain or lose from the decision. Examples: funding, athlete of the year, or other benefit.
 - You are related to, the coach of, or a team member of an athlete or team involved in a discipline issue.
- Gifts, cash, travel, hotel accommodations, entertainment, or favors are neither to be given nor received, except those of nominal value exchanged in the normal course of business. The trading of pins and mementos is acceptable conduct. Sports, media, entertainment and other organizations may routinely invite USCA personnel to attend sports and social events of more than nominal value. Such invitations may be accepted if they are part of open and generally accepted practice, serve to promote the best interests of the USCA, and would not embarrass the individual or the USCA if publicly disclosed, and does not compromise the objectivity and integrity of the recipient or donor. Gifts and favors of more than one hundred dollars value should not ordinarily be accepted. If circumstances render it awkward to refuse such a gift, the donor should be thanked and told that the gift is being accepted on behalf of the USCA and will be delivered to the USCA office.
- Each individual has the responsibility to maintain the confidentiality of the USCA, as to both the USCA proprietary and sensitive information.

In view of these principles, USCA adopts the following Ethics and Conflict of Interest Policy:

1. Directors, officers, committee members (collectively referred to as “Leaders”) and employees of USCA (“Employees”) shall adhere to the highest standards of honesty, good faith, and fair dealing in all activities relating to USCA.
2. No Leader or Employee, or any member of their respective immediate family or household, shall knowingly accept gifts, gratuities, or favors of any kind from any person, firm, or corporation doing business or seeking to do business with USCA that could reasonably be expected to influence, or create the appearance of influencing, the Leader’s or Employee’s actions relating to USCA. This prohibition is not intended to preclude business meals or other nominal gifts, gratuities, or favors.
3. Without full and complete disclosure to and approval by the Ethics Committee, no Leader or Employee or any member of his or her respective immediate family or households shall have any position of influence with, or a material financial interest in, any corporation or other entity that conflicts, or could reasonably be expected to conflict, with the proper performance of the Leader’s/Employee’s duties or responsibilities to USCA, or which could reasonably be expected to affect the Leader’s or Employee’s independent judgment and action with respect to transactions between USCA and such other entity.
4. Annually, the Secretary shall send, or cause to be sent, a copy of this Conflict of Interest Policy

and a copy of a disclosure statement, to each Leader and Employee in which they will fully disclose the nature and extent of any actual or potential conflict of interest. This disclosure statement shall be completed, signed and returned to the Board Secretary or his or her designee. Each new Leader and Employee shall participate in a similar procedure upon assumption of his or her responsibilities.

5. In addition to the annual reporting referred to above, upon learning of a conflict, potential conflict or appearance of a conflict of interest, a Leader or Employee shall provide the Chair of the Ethics Committee (or his or her designee) with a full and complete written disclosure of all facts of the position, interest, transaction or situation.
6. All Leaders, when considering an issue for which an actual or potential conflict of interest exists, will avoid evaluating, or in any other way influencing, directly or indirectly, or voting on the matter involved. At the discretion of their Committee chair (or the Ethics Committee) with regard to Committee matters or, for Board meetings, the USCA chair (or the Ethics Committee), a Leader may be asked to be physically absent during any evaluation and/or vote. Issues affected include, but are not limited to, the award of contracts, the purchase of goods and services, and the allocation of USCA resources. USCA member regions and clubs will be encouraged to complete a conflict of interest and disclosure form.
7. After due consideration of an issue of conflict of interest or perceived conflict of interest with respect to a Leader, the Ethics Committee shall submit a confidential report to the Board of Directors and the Chief Executive Officer (if the issue at hand involves said Chief Executive Officer, the confidential report shall be submitted to the Board of Directors) concerning any action, position or interest of a Leader that may present a potential conflict, actual conflict, or appearance of conflict of interest, together with the Committee's recommendations concerning the same. The Board of Directors shall take such action as it believes is appropriate based on the information provided by the Ethics Committee.
8. In the event that USCA wishes to enter into a transaction that creates a conflict of interest, or an appearance of a conflict of interest, involving a Leader or Employee, the details of such a proposed transaction shall be reported to the Board of Directors, which shall thereafter approve or reject the proposed transaction by resolution (with the affected person(s) abstaining if applicable).
9. The Ethics Committee shall administer this Policy with respect to a Leader, and any disputed action of the Ethics Committee with respect to this Policy shall be resolved by the Board of Directors.
10. USCA shall post a copy of this Ethics and Conflict of Interest Policy in a central place where it may be reviewed by employees, Leaders and members of USCA.

As adopted by the USCA Board of Directors on the 11th day of May 2019 in Colorado Springs, Colorado.



**UNITED STATES CURLING ASSOCIATION
USCA CONFLICT OF INTEREST POLICY
DISCLOSURE STATEMENT/QUESTIONNAIRE**

PRELIMINARY NOTE: For purposes of this statement, the term “Related Parties” shall include the following:

- a) any immediate family member or member of your household;
- b) any corporation or organization of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of 5 percent or more of any class of equity securities, or by whom you are employed on a commission or other basis by which you would be in a position, directly or indirectly, to benefit financially from a transaction between USCA and such corporation or organization; or
- c) any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME (Please print): _____

2. CAPACITY: ___ Board of Directors ___ Committee Chair
 ___ Employee ___ Other, specify: _____

3. Have you or any of your Related Parties provided services or property to USCA in the past year, other than in the normal course of your leadership or employment duties?

___ YES ___ NO

If yes, please describe the nature of the services or property, and if a Related Party, the nature of your relationship to the Related Party:

4. Have you or any of your Related Parties purchased services or property from USCA in the past year (other than as a member of USCA and other than items that may be sold in the ordinary course of USCA's operations to its members and the public?

____ YES ____ NO

If yes, please describe the purchased services or property, and if a Related Party, the nature of your relationship to the Related Party:

5. Please indicate whether you or any of your Related Parties had, have, or will have any direct or indirect interest in any business transaction(s) to which USCA was or is a party?

____ YES ____ NO

If yes, describe the transaction(s), and if a Related Party, the nature of your relationship to the Related Party:

6. In the past year did you or any of your Related Parties receive, or are entitled to receive, directly or indirectly, any personal benefits from, or as a result of your relationship with, USCA that in the aggregate could be valued in excess of \$200 that were not or will not be compensation directly related to your duties to USCA or benefits from being a member of USCA?

____ YES ____ NO

If yes, please describe the benefit, and if a Related Party, the nature of your relationship to the Related Party:

7. Are you or any of your Related Parties a party to or have an interest in any pending legal proceedings involving USCA?

_____ YES _____ NO

If yes, please describe the proceeding(s), and if a Related Party, the nature of your relationship to the Related Party:

8. If there is any relationship or matter not disclosed above which might be perceived to compromise your obligations to the USCA under the USCA Ethics and Conflict of Interest Policy, or which may raise questions of a conflict between your duty and loyalty to the USCA and your economic self-interest, please describe that relationship or matter. If none, state, None.

In signing this Disclosure Statement, I acknowledge receiving and understanding of the USCA Ethics and Conflict of Interest Policy, and I pledge my full support for the principles and guidelines contained therein. I have completed this Conflict of Interest Disclosure Statement completely and to the best of my knowledge.

SIGNATURE

DATE

Appendix B – Code of Ethics and Fiduciary Responsibility.

USA Curling™

<p>UNITED STATES CURLING ASSOCIATION Code of Ethics and Fiduciary Responsibilities</p>

Pursuant to Section 18.1 of its by-laws, the United States Curling Association's (USCA) Code of Ethics and Fiduciary Responsibilities (Code) applies to its Board of Directors, officers, committee members, volunteers, and employees.

As the National Governing Body for curling in the United States, and because USCA operates in the public spotlight, USCA is expected to conform to the highest ethical principles. For these reasons, the USCA requires its Board of Directors, committee members, volunteers and employees to conduct business with integrity, to maintain a standard of ethical conduct consistent with the regulations of the State of Wisconsin in which USCA is incorporated, and to be guided by the knowledge that we are guardians of the Spirit of Curling. Furthermore, because the appearance of a conflict of interest or impropriety can be just as damaging as an actual conflict of interest or impropriety, conduct, which appears to be improper, is also unacceptable.

Accordingly, all USCA Board of Directors, officers, committee members, volunteers, and employees must agree to the following:

1. Conduct all dealings with honesty and fairness.
2. Respect the rights of all employees, athletes, and volunteers to fair treatment and equal opportunity, free from discrimination or harassment of any type.
3. Know, understand, and comply with the laws, regulations, and codes of conduct governing the conduct of USCA business, both domestic and foreign.
4. Ensure that all transactions are handled honestly and recorded accurately.
5. Protect information that belongs to the USCA, its members, individual curlers, USCA donors, sponsors, suppliers, and fellow workers.
6. At all times act and vote in the best interests of curling and the USCA, subordinating other interests.
7. Agree to be bound to the USCA's Ethics, and Conflict of Interest Policy promulgated pursuant to Section 18.1 of the by-laws. Further, all directors, officers, committee chairs, and employees will be required to complete a conflict of interest (COI) disclosure form annually or prior to assumption of responsibilities.

Additionally, all USCA Board, officers, committee members, and volunteers must agree to the following:

1. Avoid conflicts of interest, both real and perceived.
2. Never use USCA assets or information for personal gain.
3. Recognize that even the appearance of misconduct or impropriety can be very damaging to the reputation of the USCA and act accordingly.
4. Honor the confidentiality of Board and USCA matters.

As adopted by the USCA Board of Directors on the 11th day of May 2019 in Colorado Springs, Colorado.

APPENDIX C - Proposed By-Laws Amendments

USCA Proposed By-Laws Amendment to Article 15.6 Board of Directors Meeting, May 2019

This amendment will change the wording of Section 15.6 to add the word “disinterested” as follows:

Section 15.6. - Hearing Panel

Upon the filing of a complaint pursuant to [Section 15.2](#), the chair of the Judicial Committee, after consultation with the other Judicial Committee members, will appoint a Hearing Panel consisting of three (3) **disinterested** individuals to hear the complaint. The chair of the Judicial Committee will also appoint a chair of the Hearing Panel. Judicial Committee members may be appointed to serve on the Hearing Panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to serve on the Hearing Panel. At least one (1) member of the Hearing Panel will be an athlete representative. Members of the Hearing Panel need not be members of USCA or involved in the sport of curling. It is recommended that at least one (1) member of the Hearing Panel have a legal background.

USCA Proposed By-Laws Amendment to Article 15, Insertion of new Section 15.7 Board of Directors Meeting, May 2019

The following amendment will renumber Sections 15.7, 15.8, 15.9, 15.10, 15.11, and 15.12 to 15.8, 15.9, 15.10, 15.11, 15.12, and 15.13 respectively. No other changes will be made to these sections at this time.

The following will be inserted as the new Section 15.7.

Section 15.7. – Notice of Charges

- a) Within ten (10) days of the appointment of the Hearing Panel, the CEO (or his or her designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the complaint; (ii) all materials filed with the complaint, if any; and (iii) any relevant documents in the possession of USCA.
- b) The Hearing Panel shall ensure that any affected parties are provided with the relevant materials describe above. The Hearing Panel may also determine that individuals not listed by either the complainant or USCA as an affected party shall be given notice. Any party named as an affected party shall be eligible to participate fully in the Grievance, including the Hearing. Any party notified of the complaint as a potentially affected party shall be bound by the decision of the Hearing Panel, even if he or she chooses not to participate.

APPENDIX C (cont.)

**USCA Proposed By-Laws Amendment to Article 18
Board of Directors Meeting, May 2019**

Section 18.1 will be amended from:

Section 18.1. - Code of Ethics

USCA will adopt a Code of Ethics and Fiduciary Responsibilities and an Ethics and Conflicts of Interest Policy (the “Code”) as may be amended from time to time. The Code will be applicable to all USCA employees, directors of the Board, committee members, and volunteers. The Code will be subject to approval by the USOC. Each USCA employee, director of the Board, committee member and volunteer will annually certify compliance with the Code.

Thereafter to read as:

Section 18.1. - Code of Ethics

USCA will adopt a Code of Ethics and Fiduciary Responsibilities and an Ethics and Conflicts of Interest Policy (**collectively** the “Code”) as may be amended from time to time. The Code will be applicable to all USCA employees, directors of the Board, committee members, and volunteers. The Code will be subject to approval by the USOC. Each USCA employee, director of the Board, **officer and committee member and volunteer chair will** annually certify compliance with the **Ethics and Conflicts of Interest Policy**.

Appendix D – USCA Safesport Handbook as Updated May 2019

https://www.teamusa.org/-/media/USA_Curling/Documents/SafeSport/USA-Curling-SafeSport-Handbook-May-2019.pdf?la=en&hash=9D60D55404F943CCA1884C38C00BE389897DE563

Appendix E – Expectations of USCA Directors



UNITED STATES CURLING ASSOCIATION Expectations of USCA Directors

Directors of not for profit organizations are expected to adhere to certain principles listed below. In addition, there are certain expectations and responsibilities of USCA directors listed below.

CUSTOMARY NOT FOR PROFIT DIRECTOR EXPECTATIONS

- To know the mission statement, support its attainment and revise as needed.
- To assure financial sustainability.
- To ensure effective planning and execution for the attainment of the above.
- To support and empower the Chief Executive.
- To review Chief executive performance on a regular basis.
- To adhere to legal and ethical standards and norms.
- At all times to positively promote the organization.

ADDITIONAL EXPECTATIONS OF USCA DIRECTORS

Most board members are selected by State and Regional Associations, and others are recommended by the Nominating and Governance Committee. There may be an unfulfilled need for persons, for example, with financial, legal or marketing knowledge and the Committee will communicate such needs to State and Regional Associations. These needs for specific expertise should be considered in each submission.

In addition to the above not for profit board member responsibilities, the USCA has the following expectations and requirements:

- Per By-Laws (Section 7.12.b) to attend at least ½ of board meetings in person or electronically.
- To speak to the issues at hand in open dialogue.
- Board members have the responsibility to support the overall vote outcomes, regardless of their personal vote/opinion when speaking on behalf of the USCA. Board members can personally support causes, policies, and candidates that don't align with USCA positions, however, they need to make clear to external parties that these are personal endorsements/opinions.
- The Board is the moral owner of the USCA. A Board member cannot favor the interests of a particular stakeholder group above the overall interests of the USCA. For example, a regional or athlete representative can and should voice the perspectives of the region or fellow athletes in board discussions. But when voting, the representative must consider all relevant factors, including other constituent voices, and vote for and act on what is the best interest of the USCA.
- To monitor organizational performance and that of the CEO.
- To financially support the organization on an annual basis and for capital campaigns. Without 100% board support, it is very difficult to ask others to give.
- To assist the administration in additional fundraising and promotion.

- To monitor board performance on an annual basis.
- To recommend potential independent board members to the Governance Committee
- To enhance the image of the organization.
- To attend USCA sponsored events.
- To support the transition from the historical operating board to one of policy governance.

Signature

Date

Printed Name

As adopted by the USCA Board of Directors on the 11th day of May 2019 in Colorado Springs, Colorado.

Appendix F - Executive Meeting Minutes

Executive Committee Meeting

May 10, 2019

OTC

Colorado Springs, CO

AGENDA

1. Call to order – Schmidt
2. Additions, revisions to agenda
3. Overview of Board Meeting Agenda/Topics
 - A. Election of Board-Elected Director
 - i. Discussion of vote for board-elected director election at the board meeting on Friday, including need for ballot vs. roll-call vote. Roll-call vote decided.
 - B. COI and Policy Updates
 - i. Changes to COI form language will be voted on at the board meeting.
 - ii. Secretary McLean and Asst Secretary have reviewed all existing policies and has compiled proposed changes. Gordon proposed changes to seven, four are relevant and no changes were considered necessary, and eleven were considered irrelevant. Rick will review the recommended changes by Exec Comm meeting before the July board meeting to make a recommendation for vote at the July Board meeting.
 - C. Updates to bylaws – USOC review
 - i. As a result of the USOC audit, some changes to bylaws will be brought to the Board for vote.
 - D. SafeSport
 - i. Discussion of club compliance and how to best encourage/support individual club compliance. Clubs should already be in compliance with education and training. USCA has to demonstrate review of clubs' compliance. Updated SafeSport Handbook including Minor Athlete Abuse Prevention policies must be adopted by USCA and member clubs by June 23. Clubs remain liable under Federal law even if they don't adopt and opt out of the NGB.
 - E. Governance 2.0
 - i. Board training during the board meeting by BoardSpan.
 - ii. Intent is Board will vote on board changes at this meeting, bylaw changes/other items will be worked on over the summer and will be voted on at Members Assembly.
 - iii. Ad hoc committee chaired by Charlie Brown will be working on how regions and states interact with the national organization.
4. Staff Update – Rick
 - A. Two vacant positions.
 - i. Growth & Development hiring has been a longer process. Spoke with Ethics committee about a current Director that applied. Want staff in the office three days/week but may need to re-evaluate.
 - ii. Bookkeeper/Admin assistant just posted.
5. Budget Meeting Update
 - A. Still work to do to finalize FY20 budget. Committee feedback was given on revenue opportunities, junior program, new initiatives.
6. USOC Meeting Update
 - A. HP plan presentation was 5/8/19. Meeting was more of an update, but did present some projects for additional funding. USOC had questions about development pipeline, which was included in USCA presentation. Athlete well-being and resource allocation (direct support vs.

additional resources vs. coaching, etc.) discussed by AAC rep Gemmell and whether our resource allocation mirrors other NGBs.

- 7.** Vacant spot on Exec Committee
 - A. Courtney to fill vacancies on committee for CPersinger and JHannon.
- 8.** Other old or new business
- 9.** Adjourn

Appendix G - Site Selection Committee Meeting Minutes

Minutes

Site Selection Committee

Thursday, April 18, 2019

Committee Members: Jenny Biadasz, Sam Williams, Craig Brown, Fred Fetzer, Amelia Young, and Shawn Olsen and Derek Brown (absent).

1. Bids from the Bemidji Curling Club (Mixed Doubles Championships), Dakota Curling (Senior Men's or Junior National Championships), Fairbanks Curling Club (Senior Men's and Women's National Championships) were reviewed and discussed.

- **Bemidji Curling Club (MN)** – Mixed Doubles National Championships

Accepted with no objections.

- **Dakota Curling (MN)** – Senior Men's or Junior National Championships

Not accepted for either event.

Discussion notes: Many items were discussed including the seating capacity for the junior national championships (min. 250). An item of main concern for either event is the ice conditions and ice plant, not being up to par with many needed improvements needed before hosting an additional championship. Event surveys are not yet available for the current season. However, the feedback was received directly by most of the committee members addressing the ice conditions. Also organization and lack of in regards to general volunteers and officiating volunteers were not received well. Along with comments from participants, ice crew and officials at the 2019 Club Nationals, many comments were received in regards to the junior qualification bonspiel with the same opinions. The club has great potential, but with hosting a week-long championship event in the past two seasons, the club may be burning out members in regards to volunteering.

The club indicated that they would not like to be considered for the following year if not selected for the 2020 season.

- **Fairbanks Curling Club (AK)** – Senior National Championships

Accepted with no objections.

Discussion notes: The location was taken into consideration with the common concern of some teams being travel expense. The group agreed that this will always be a concern when hosting events in Alaska and registration numbers for the event may be affected. However we cannot disbar them from hosting due to location as this could be a reason for many teams no matter where an event is hosted.

2. Host sites needed for the 2020 Season: Mixed Doubles, Men's and Women's Challenge Rounds, Junior Nationals, Club National Championships and the Mixed National Championship.

3. Host sites for the 2020 season are as follows to date:

2020 Youth Olympic Games Trials (10/3-6/2019) – Denver Curling Club, Golden, CO

2020 Mixed Doubles Challenge (TBD-Dec. '19) - TBD

2020 Men's Challenge (1/2-5/2020) - TBD

2020 Women's Challenge (1/3-5/2020) - TBD **2020 Junior National Championships (1/12-18/2020) - TBD**

2020 National Championships (2/8-15/2020) – Spokane, WA

2020 Senior National Championships (2/19--23/20) – Fairbanks Curling Club, Fairbanks, AK

2020 Mixed Doubles National Championship (2/27-3/1/2020) – Bemidji Curling Club, Bemidji, MN

2020 College Curling National Championship (3/17-22, 2020) – Baxter Arena, Omaha, NE

2020 Club National Championships (3/7-14/2020) - TBD

2020 U18 National Championships (3/17-22/20) – Wausau Curling Club, Wausau, WI

2020 Mixed National Championships (3/28-4/4/2020) – TBD

2020 Arena Nationals (4/26-5/2/2020) –Wyoming Center Spirit Hall, Gillette, WY

4. Why are clubs not hosting?

Common consensus between committee members is that consistent feedback received from clubs is that it is difficult to give up ice time for leagues, and income received from learn to curl and corporate events, in addition to the strain on the clubs volunteer base, for little to no financial gain. Many events are breaking even if not at a loss. It's agreed that there does need to financial encouragement outside of the nonmonetary rewards, i.e. community awareness, building on membership, etc.