

VISION STATEMENT OF THE GOVERNANCE TASK FORCE

Purpose

The purpose of vision statement is to set out in some detail the recommendations of the Governance Task Force for changes to our governance structure. At the Spring Board meeting we will be asking both the Board of Directors and the Members to review these recommendations and to tell us whether you are ready to have us move on to the final step of drafting a set of by-laws based on this Statement. Our vision for a more effective USCA is a work in progress, but we are nearing the end of the process, where by-laws can be presented to the Board and the Members for ratification. We hope this vision statement will help our Members and Directors picture how the new structure will operate, and to explain why we believe it will help us move forward. The goal remains to grow the sport, and to have results in world competitions that make us proud. We want to be sure that our structure helps rather than hinders us in achieving these goals. We ask the Directors and the Members to review this statement prior to the Spring Meeting, and to be prepared to provide input, with the goal of having a working blueprint coming out of the spring meeting of how we want our organization to look in the future. That will guide us as we prepare a set of amended by-laws this summer, to be voted on in the fall by the Directors, followed by a vote by the Members.

Background

At the fall Board meeting, the Directors unanimously approved a set of general principles to guide us moving forward with our governance re-structuring. This vision statement takes it a step further by addressing specifics of how the USCA would function under the new governance procedures. The Governance Task Force is made up of 15 curlers drawn from across the curling community, including some whose states and regions opposed the previously proposed by-laws amendments.

What is the overall goal of restructuring?

To define the duties and authority of each part of our organization so that the USCA functions more effectively as a leader for growth of the sport and as the National Governing Body (NGB) for our high performance program. The new bylaws will need to address the role of: The Members Assembly; the Board of Directors; and the Staff. Athlete representation on all applicable governing bodies and committees must be assured. Each of these bodies relies on and needs to help direct and motivate dedicated volunteers and committee members. Finally, our structure must comply with federal law governing NGBs, and meet the significant responsibilities that come with designation as an NGB.

Summary of Recommended New Structure

The **Members Assembly** will have a far more active role in organizing volunteers and committees to work with and advise the staff to carry out the essential operational tasks of serving the needs of our member clubs and conducting championships. It will also change to

include 20% **athlete** representatives, a legal requirement under the Ted Stevens Olympic and Amateur Sports Act. The annual Members Meeting will include opportunities to communicate with the staff and directors about the needs of the clubs, to volunteer to serve on important committees, and to participate in clinics about the nuts and bolts of curling. This will be both a celebration of the year just completed and a time to get organized for the year ahead.

The **Board of Directors** will be the policy setting body for curling, but will relinquish day to day operational decisions to the Members and Staff. We will be Board governed, but staff managed. The Board will focus on strategic planning, setting overall policy, budget review, evaluation and tenure of the CEO, and fund raising. Its focus will be national and long term. It will also include a minimum of 20% **athlete** voting representation

The **Staff** will have clear authority for making day to day decisions to carry out the policies set by the Board. The CEO will be responsible for staffing decisions and office operations. The Staff will work closely with the Members Assembly to select operational committees, and will direct those committees to help accomplish the USCA's operational goals. It will submit a proposed budget to the board of directors. The Staff will have a high degree of autonomy in directing the high performance program. The path to success in curling at the world level lies in hiring an HP director and coaches who know how to identify and train our most talented athletes, and giving that Staff the authority to carry out their program, consulting with others, but being ultimately accountable for the execution and the results.

Our new structure will satisfy the requirements of the Ted Stevens Olympic and Amateur Sports Act, comply with USOC By-Laws, and move us significantly in the direction of the USOC Guidelines for Good Governance. (Copy available on the USCA website).

The Members Association and Members Assembly

In the past, our Members Association has met once a year in conjunction with the Spring Directors' meeting, with one representative from each region. Typically they have carried out only perfunctory duties like admitting new member clubs. Occasionally they have had a role in by-laws amendments. The new Members Assembly will become a significant actor in the organization and an important conduit between the USCA and the member Clubs and Regions.

The operational committees that are currently organized by the Board of Directors (e.g. Championships and Member Services) will migrate to the Members Assembly. Committee members will be drawn from the Members Assembly and general membership, no longer primarily from the Board of Directors. Committee chairs and other committee members will be under the direction of and work with a designated staff member or the CEO. The CEO will review our current committee structure with the goal of creating a more effective and streamlined committee structure. The CEO will have authority to create or eliminate committees to best meet the operational needs of the organization.

For voting purposes, a club may choose to send its own representative, or leave the voting power in the hands of its state or regional representative. A club will need to provide notice to the USCA and to its regional body of its intent to vote on behalf of its members, which notice shall

be effective for the next Members Assembly only. Voting power is based on number of curlers represented, whether by a club or regional representative. In addition, athletes will have twenty percent of the voting power at the Members Assembly as to any by-law amendment affecting governance, and on any matter affecting expenditure of funds not previously approved by the Board of Directors.

The Members Assembly would retain primary responsibility and authority over by-laws changes. The Members Assembly would not be a policy setting body. *(The GTF has not yet reached consensus on whether the Board of Directors should also be able to pass amendments to the by-laws, as allowed under our current by-laws, but we do agree that the final say on by-laws amendments rests with the Members Assembly)* The Members Assembly's primary function would be to assist and advise the staff in carrying out the policies set by the Board of Directors, and to serve as a conduit between the grass roots curlers and the staff and directors of the organization.

We envision the Members' Assembly as a dynamic event to which all curlers are invited. Even for those who are not voting, the meeting should be enjoyable and informative. For a curler who would like to get more involved, this would be an excellent opportunity to learn about USCA operations and to volunteer for a committee. The process of joining a committee will be more transparent. We anticipate that major committees, such as Member Services and Championships, will have chairs, who will work closely with the designated staff person to select committee members from among those who have expressed an interest in serving. Committee meetings occurring during the assembly will be open to observation by any curler. The staff and committee chairs will help direct volunteers to an area of need in which the volunteers are interested. To give everyone a chance to participate, we anticipate moving the Assembly around the country each year. Additional benefits for those who attend may include any of the following:

- clinics and discussion about building and retaining membership for established clubs;
- presentations about optimizing arena ice, and advancing to the next level of dedicated ice;
- developing community support for curling;
- training sessions for coaches, ice makers, instructors, and officials;
- a celebration of curling, capturing the highlights of the past year, with appearances by National team athletes;
- award presentations recognizing outstanding contributions to the sport;
- presentations by and a chance for dialogue with the leaders of USA Curling about the direction of the sport and the organization;
- depending on the location and facilities, it could include a high-level competitive event which showcases the sport or a concurrent bonspiel.

The Board of Directors

The Directors will be similar to a private sector corporate Board of Directors in that its focus will be big picture/long term and policy oriented. It will likely meet four times per year. Its major tasks will be to consider and approve or reject the budget proposed by the staff, to enhance the organization's fund raising, to set measurable performance goal and review the performance of

the CEO, to set policies, to review and approve the strategic plan, and to advise the CEO on major business decisions. Ideally, directors should be oriented to the national interests of the organization, have good business/financial skills, and be strategic thinkers. Those who have studied effective organizations have found that a board of directors functions best when its role is policy setting and oversight, rather than directing day to day operations. The Board is still the governing body of the organization, but operational decisions should be made by the staff within the policy parameters set by the Board.

The size of the current board is larger than optimal for the new duties we will be asking the board to fill. In addition, our current board is an operational board, and many of its members are oriented to operational issues. We envision that board members interested in operations will in the future gravitate to the Members Assembly, and be able to assist the staff through service on the many operational committees. We have a plan to shrink the board down to twenty directors, while retaining both regionally elected directors and nationally elected directors (see Appendix 1.)

It is anticipated that the directors will choose a Chairman of the Board with authority to call meetings, set agendas, and appoint chairs of the Board elected committees (see Appendix 2 below) and otherwise direct the Board in its business. The Corporation will not have a President or Vice-Presidents. The CEO will recommend individuals, subject to Board approval, to serve as secretary and treasurer to carry out the functions handled by those officers under our current structure. The secretary and treasurer need not be directors, and will not vote on the Board if they are not already directors.

The Staff

Our staff has grown significantly as we have asked them to do more over the years with additional championships and increased member services. When curling became an Olympic sport, the USCA took on the role of National Governing Body for the sport. We benefit from significant funding for our High Performance Program, but also assume responsibility and accountability for our stewardship of the program. The multiple layers of responsibilities to a variety of stakeholders and constituencies create greater complexity to the functions of a national organization than ever before, and the modern approach to governance of non-profit organizations (not specifically sport-related entities) is to enable a CEO/Executive Director to have greater authority over operations. Currently we have a Chief Operating Officer with no defined operational authority. We would change to a Chief Executive Officer with clear operational authority.

The duty of administering the high performance budget, and selecting a high performance director and coaches has been assigned to the staff by a Board resolution, but the bylaws have not been amended to define and approve the staff authority in this and many other operational areas. One concrete proposed change is to have the staff direct the operational committees such as championships, member services and operations. Over the years, our committees have proliferated to 33, with very little review of whether this committee structure best meets our needs. The CEO should be empowered to review the committee structure and make changes. There likely will still be volunteer chairs of the operational committees, performing functions

similar to our current vice presidents, but the staff will be in charge of the committees, which will be advisory to the staff. This will be particularly true for high performance. There will also be committees that will be intentionally independent of the CEO, such as the nominating committee or committees that handle grievances. These committees will report directly to the Board.

There is some confusion and concern about what it means to have a policy-setting board and an operational staff. The Board's primary jobs are to set the goals and priorities of the organization and give policy direction to the CEO. It is important to keep in mind that the Board still defines what is policy and what is operational. Theoretically the Board could set very detailed policies, and find itself sinking back into an operational role. An effective Board would refrain from doing that. Policies are about goals of the organization; operational decisions are about how we achieve those goals. Having the ultimate power to make decisions does not mean that the Board should exercise that authority. The owner of a sports team has the power to bench players and send in plays, but doing so would be a losing governance formula. An effective organization hires qualified people and gives them the space to do their job. The relationship between the CEO and the Board should be one of trust, respect, collaboration, and team work as each fulfills their particular role in building a strong future for USA Curling. Evaluation of results, rather than micro-management of plans, becomes the operative Board ethic. The person in charge then owns the results and can be fairly judged on the outcome.

The staff needs to be able to design and build its programs without fear of being overruled and second guessed by the directors or the members' assembly. There are numerous difficult decisions and judgment calls in high performance and they require observation and keeping records over time, careful evaluation of tangibles and intangibles, and expertise that no committee of part-time volunteers can provide if we want to be competitive at the highest level. Our Board has already voted to give the COO and the High Performance Director a high degree of autonomy over the direction of the program under our present structure. We have also voted as a matter of policy to preserve a path to world competitions for teams who are not in the high performance program and to preserve play on the ice as our selection method. Our board believes this is good policy for keeping us competitive in the long run. The board retains the power to define policies, but it should consider carefully before setting policies that unduly restrict the professionals' ability to conduct an effective program, and to deliver the results for which they are held accountable. In other areas, like member services, the same principle applies: when we hire someone to work full time to improve the services we deliver to our members, we ought to give them the authority to design and carry out the program. Otherwise they will have no incentive to take the initiative and cannot be fairly judged on the results achieved.

Meeting the Responsibilities of Being an NGB

Being an NGB carries with it responsibilities of compliance with Federal Law, USOC By-laws, and good governance practices. Our organization intends to continue as the NGB for curling and accepts the responsibilities that go with that designation, as stated below:

- (a) The USCA is currently the national governing body for the sport of curling within the territorial limits of the United State of America and shall be operated in such a manner to maintain such a status.
- (b) In furtherance of that purpose, USCA shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act, 36 U.S.C. § 220501 *et seq.* and as mandated in accordance with federal law by the United States Olympic Committee as such requirements are promulgated or revised from time to time. In fulfilling those requirements USCA shall:
- i. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee as the worldwide governing body for the sport of curling;
 - ii. be autonomous in the governance of the sport of curling by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
 - iii. maintain the managerial and financial competence and capability to establish national goals for curling relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of curling;
 - iv. provide for individual and organizational membership;
 - v. ensure that its Board of Directors has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in curling or who have represented the United States in an international amateur athletic competition in curling within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than twenty (20) percent of the voting power held in its Board of Directors or other governance body;
 - vi. be governed by a Board of Directors whose members are selected without regard to race, color, religion, national origin, or sex, with representation on the Board of both males and females when reasonably possible;
 - vii. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in curling competitions without discrimination on the basis of race, color, religion, age, sex, or national origin;
 - viii. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOC as a National Governing Body;
 - ix. provide procedures for the prompt and equitable resolution of grievances of its members;
 - x. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or official before declaring such individual ineligible to participate;

- xi. agree to submit to binding arbitration in any controversy involving:
 - (1) its recognition as a national governing body, or
 - (2) the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition in curling, upon demand of the USOC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official, conducted in accordance with the commercial rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;
- xii. not have eligibility criteria relating to amateur status or to participation in the Olympic Games that are more restrictive than those of the international sports federation for the sport of curling recognized by the International Olympic Committee;
- xiii. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOC on a National Governing Body.

Conclusion

We are currently operating with by-laws that were designed for an era when curling was not an Olympic sport, and we could only afford one staff person. By necessity, operational duties were carried out by the volunteers who made up the Board of Directors. With growth across the country spurred in large part by the Olympics, and with our designation as the NGB for curling, we have been able to expand our staff and do more in the way of member services and high performance training. We have advanced to the point where our governance structure is holding us back and needs to be changed to make us more effective. The key changes are that the board will set policy and provide oversight of the CEO; and the CEO and staff will be in charge of carrying out the policies at an operational level. The Members Assembly will provide an opportunity for more curlers to volunteer and be involved in the business of the USCA, under the direction of the staff. The members of the Governance Task Force have given these changes a great deal of thought and discussion, and ask for your input and support in taking our organization to a higher level of success through the changes outlined in this Statement.

Respectfully, the Governance Task Force

James Pleasants, Chair

Andy Anderson, Kent Beadle, John Benton, Dave Carlson, Maureen Clark, Gabrielle Coleman, Jeff Hannon, Rich Lepping, Gordon McLean, Leland Rich, Chris Sjue, Jennifer Stannard, Ann Swisshelm Silver, Carl Thomas

APPENDIX 1: COMPOSITION OF THE BOARD OF DIRECTORS

The GTF recognizes that the new Board of Directors will have a different role than our current board. For a Board focusing on national policies and goals, the size (currently 28) is greater than optimal, and the percentage of nationally elected representatives is too small (currently only one board-elected director serves, one USWCA appointed director, and all others are regionally appointed, except for athletes). One of the compromises growing out of GTF discussions was that our Board of Directors should have some regionally elected members and some nationally elected members, and that it should be reduced in size. This concept was approved by the Board of Directors, and the GTF continued to work on it after the fall meeting. The following position garnered significant support from most of the GTF, but still needs to be reviewed by the Board of Directors and the States/Regions. Under our current Board structure, we have representatives coming from State Associations and from Regional Associations composed of multiple states. A State or Region may have one, two, or three directors depending on the number of registered curlers.

We would like to reduce the number of directors to twenty. Our regions break down into three having 2,000 or more, three having almost 1,000, and six having significantly less than 1,000. By combining smaller regions, and setting the maximum number of directors at two, we could maintain some proportionality, but reduce the size of the Board. Regions having less than 2,000 registered curlers would have one director. Those with 2,000 or more would have two directors. We could also express this in percentage terms (e.g regions having 12.5% or more of the total registered curlers would receive an extra director). This would allow for growth and change without automatically increasing the size of the board.

By consolidating some states and regions for director voting purposes, we would not be abolishing any state organizations or affecting playdown regions. The USCA recognizes each state and region as an independent organization with its own governance, responsibilities and authority. Allocation of slots for playdowns is not part of the bylaws and would not be affected by any by-laws change. This proposal is applicable only in the context of voting for member-elected directors. We would propose to consolidate Colorado, Nebraska, and At-large into a Mid-South voting region having about 1,000 curlers. Illinois, voting with GLCA, would have a little over 1,000 curlers. Washington and Alaska would consolidate into a Northwest voting region, having about 1,000 members.

The regional part of our Board would then look like this:

Wisconsin	2 directors
GNCC	2
Minnesota	2
Great Lakes	1 (GLCA plus Illinois)
MOPAC	1
North Dakota	1 (include South Dakota, too)
Northwest	1 (Washington plus Alaska)
Mid South	1 (Colorado plus Nebraska plus At-large)
Regional total	11

The remainder of the Board would be non-regional, composed of:

Athletes	4 (voted in by the AAC)
USWCA Rep	1
Nationally elected	<u>4</u> (Voted for by the Board of Directors)
TOTAL number of directors	20

Independent Directors

One of the acknowledged deficiencies in our current structure is the limited use of independent directors: i.e. directors who bring to the Board a history of success from outside the world of curling and can give us fresh perspectives on governance, and contacts with the business community that can help in fund raising to support our goals of competitive success and growing the sport. The new structure would provide four potential director spots for qualified independent directors, and preference would be given in filling those spots to individuals who can bring those critical skills and experience to the Board. The nominating committee will propose nationally elected directors to meet the needs of the organization for independent directors. The Board of Directors will vote for the directors (referred to above as the 4 nationally elected directors). The following definition of independent directors is taken from our earlier proposed by-laws amendment:

- (a) The Nominating/Governance Committee shall present a slate of board-elected directors to the Board of Directors. In determining said slate, the Nominating/Governance Committee shall affirmatively make a determination as to the independence of each nominated board-elected director, and disclose those determinations. Under the definition of "independence" adopted by the Board, board-elected directors shall be determined to have no material relationship with USCA, either directly or through an organization that has a material relationship with USCA. A relationship is "material" if, in the judgment of the Nominating/Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the guidelines set forth below shall be applied on a case-by-case basis by the Nominating/Governance Committee.
- (b) A director shall not be considered independent if, within the preceding twelve (12) months of the director's initial election as Board-elected director:
 - i. the director was employed by or held any Governance Position (whether a paid or volunteer position) with USCA, regional or state curling associations, the international federation for curling;
 - ii. an immediate family member of the director was employed by or held any Governance Position (whether a paid or volunteer position) with USCA, regional or state curling associations, the USOC, or the international federation of curling;
 - iii. the director was affiliated with or employed by USCA's outside auditor or outside counsel;

- iv. an immediate family member of the director was affiliated with or employed by the USCA's outside auditor or outside counsel as a partner, principal or manager;
- v. the director was a curling member of USCA's Athletes' Advisory Council;
- vi. the director receives any compensation from USCA, directly or indirectly;
- vii. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USCA.

(c) A director shall not be considered independent if at any time during the director's term:

- i. an immediate family member of the director was employed by or held any Governance Position (whether a paid or volunteer position) with USCA, regional or state curling associations, the USOC, or the international federation of curling;
- ii. the director was affiliated with or employed by USCA's outside auditor or outside counsel;
- iii. an immediate family member of the director was affiliated with or employed by the USCA's outside auditor or outside counsel as a partner, principal or manager;
- iv. the director was a curling member of USCA's Athletes' Advisory Council;
- v. the director receives any compensation from USCA, directly or indirectly;
- vi. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USCA.

(d) If a person is elected as an independent director, that person is obligated to resign any position that said persons holds as an officer or board member of a curling club member immediately upon said person's election to the Board of Directors as an independent director. As an independent director, said person shall not, subsequent to his/her election as an independent director and while serving as an independent director, take a position as an officer or board member of a curling club member.

(e) Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating/Governance Committee.

APPENDIX 2: COMMITTEES

This section discusses in more detail our future committee structure, how the committees will be populated and who the committees will report to.

Our Current Committee Structure

We currently have in the neighborhood of 30 committees and subcommittees, some of which are active and some not. Under the current practice, all of the USCA volunteer committees report to the Board of Directors, usually via the vice-presidents. The majority of the committees are either chaired by or have one or more Board of Director members on the committees. The current By-Laws specifically grant to the Board of Directors or the President the authority to constitute the committees.

Three committees-- the nominating committee, the championship committee, and the Board of Review--are given specific tasks under the by-laws, but the other committees are at the discretion of the Board or the President. Twenty percent athlete participation is required on the three named committees by express provisions in the by-laws. Athlete representation on other committees is addressed in Exhibit A to the by-laws, consisting of a citation to the USOC athlete representation requirement. We have adhered to the athlete participation requirements in our committees, but not in regard to our Members meeting.

Under the proposed re-structuring, five committees will report to the Board of Directors. All other committees will work through the Members Assembly and ultimately report to the staff person in charge of coordinating that area. The number of operational committees and their duties are to be reviewed and determined by the CEO. It is anticipated that the number of operational committees will be greatly reduced, as committees are consolidated and re-organized.

Operational Committees/Members Assembly

The operational committees would include committees that currently conduct most of the business of our fall and spring meetings: e.g. championships, rules and officiating, arena, college curling, growth and development, Member Services, and education and certification. These operational committees would meet at least annually during the Members Assembly meeting and report to the Members Assembly. The purpose of these committees would be to provide advice to the paid staff of the USCA and to be the foundational work groups which would provide the services and programs to the individual curlers and their clubs. It is expected that the committees would be populated by individual curlers who are not necessarily current directors of the USCA.

The selection of committee members would be a collaborative process between the staff and the Members Assembly. It is anticipated that committee chairs would be selected to work with the staff to help find the best persons to provide advice and to take on assigned tasks in the major areas of interest to the Members: Growth and Development, Member Services including training and certification, championships other than the men's and women's championships, and Revenue Development. At the Members Meeting, and through other outreach, a curler would

have the opportunity to request placement on a committee, and the committee members would be chosen by the staff in collaboration with the committee chair. Final decision making authority on operational matters would rest with the CEO or designated staff member to whom the CEO has delegated authority.

In addition, the USCA would retain an open meeting policy such that any individual curler who is interested may attend the committee meetings, and there will be a clearer process for volunteering and being selected to serve on a committee. The overall direction of the operational committees and their number and work load would be set by the CEO.

The High Performance program is an autonomous program with unique responsibilities, and a larger staff consisting of the HP director, coaches, and other professionals. We recognize that the decisions they make require specialized expertise and constant evaluation of the performance and potential of athletes and teams. The High Performance Director and other HP staff should be free to consult such persons as they feel can be helpful to them, without imposing any rigid requirements for a standing HP committee of volunteer curlers or a volunteer chair. It is anticipated that the HP Director would oversee most aspects of the men's and women's national championships, and all aspects of the high performance program for able bodied and wheelchair curling, including training, coaching, funding, sports science, and world team prep.

The CEO will need to review the functions currently managed by the Championships Committee (site selection, awards, field of play, format, draws, rules and officiating, and requests for ruling), and determine the best relationship between the staff and the volunteer committees to carry out the many functions currently handled by volunteers on the championship committee.

Another important area for committee work involves the broad area of fund raising and revenue development: large donor, corporate sponsorship, annual giving, and planned giving. This function will be a key priority of the Board of Directors, so the Board and its independent directors should have a greater role in this area.

Board Level Committees

On the board level, five standing committees are proposed. These are Audit/Finance; Ethics, Judicial, Nominating/Governance; and Human Resources. These committees would report to the Board rather than the CEO because they handle the core oversight functions of the Board. These would be populated by either Board of Director members or board elected members on each of these committees. In addition, there would be at least one athlete representative on each of these committees because they are board level committees. As an NGB, we are required to have a grievance procedure that meets all federal requirements for impartiality, fairness, and timely decision making, and that function would be handled by the judicial committee. These committees would report to the Board. Chairs of the committees would be appointed by the Chair of the Board.

To assure freshness of perspective, there would be term limits established for membership on each of the board level committees. The proposal is the initial term of the committees members would be four years with a term limit of two terms or a maximum of eight years.

The following descriptions of the duties and particular requirements of the board level committees are substantially taken from the previous proposed by-laws amendments:

Audit/Finance Committee.

- (a) The Audit/Finance Committee shall consist of five (5) members, one of which shall be an athlete-elected representative who is a director.
- (b) The Board of Directors shall elect the members of the Audit/Finance Committee, all of whom shall be directors of the Board. One member of the committee shall, preferably, be an independent director with financial experience. The chair of said committee shall be appointed by the chair of the Board out of the elected committee members.
- (c) The Audit/Finance Committee shall:
 - i. recommend the independent auditor of USCA, review the report of the independent auditors and management letter, and recommend action as needed;
 - ii. investigate matters of fiscal controls and disclosure and such other matter as directed by the Board;
 - iii. perform such other duties as assigned by the Board.
- (d) The Audit/Finance Committee may meet periodically with management, USCA's financial staff, and USCA's outside auditor. The Chair of the Audit/Finance Committee, or its designee, shall meet with the outside auditor prior to the release and filing of USCA's audit reports.

Ethics Committee.

- (a) The term of the Ethics Committee members shall be for four (4) years. No committee member may serve more than two (2) consecutive terms.
- (b) The Ethics Committee shall consist of three (3) members, one of which shall be an athlete-elected representative, and none of whom shall be current members of the board. The other two members of the Ethics Committee will be shall be elected by the Board. The chair of the Board shall appoint the chair of the Ethics Committee from the three (3) members.
- (c) The Ethics Committee shall:
 - i. oversee implementation of, and compliance with, the Code;
 - ii. report to the Board on all ethical issues;
 - iii. develop, and review on an annual basis, a Code of Ethics for the Board, officers, committee and task force members, volunteers, staff and member organizations

for adoption by the Board;

- iv. generally administer and oversee compliance with the Code of Ethics;
- v. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
- vi. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USCA members;
- vii. perform such other duties as assigned by the Board.

Judicial Committee

- (a) The Judicial Committee shall consist of five (5) members, one of which shall be an athlete-elected representative, and none of whom shall be current members of the board. The other four (4) members shall be elected by the Board. The chair of the Board shall appoint the chair of the Judicial Committee from the five (5) members. At least one (1) member of the Judicial Committee shall have legal training.
- (b) The term of the Judicial Committee members shall be four (4) years. No committee member may serve more than two (2) consecutive terms.
- (c) The Judicial Committee shall:
 - i. generally administer and oversee all administrative grievances and right to compete matters filed with USCA;
 - ii. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - iii. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;
 - iv. hear and render a decision after hearing held pursuant to Section 5.6; and
 - v. perform such other duties as assigned by the Board.

Nominating/Governance Committee.

- (a) The Nominating/Governance Committee shall consist of five (5) members, one (1) of which shall be an athlete-elected representative. The other four (4) members shall be elected by the Board. The chair of the Nominating/ Governance Committee shall be elected by its members.
- (b) The terms of the Nominating/Governance Committee members shall be four (4) years. No committee member may serve more than two (2) consecutive terms.

- (c) No individual shall be eligible to be a member of the Nominating/Governance Committee if that individual is a current director of the USCA. No individual who serves on the Nominating/Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating/Governance Committee shall be precluded from serving as a Board director for a period of one (1) year after his/her term on the Nominating/Governance Committee ends.
- (d) The Nominating/Governance Committee shall be responsible for nominating candidates for the Board of Directors, all standing committees, and as USA representatives to the World Curling Federation. When nominating said candidates, the Nominating/Governance Committee shall be guided by the goal of having candidates who provide diversity in the governance of the USCA.
- (e) As applied to any prospective nominee, the Nominating/Governance Committee:
- i. shall identify and evaluate prospective candidates;
 - ii. shall select individuals to serve on any position as provided in these By-Laws;
 - iii. may take into consideration the candidate's contribution to effective functioning of the USCA;
 - iv. may take into consideration any potential or impending change in the candidate's principal area of responsibility with his/her company or in his/her employment;
 - v. may take into consideration whether the candidate brings or continues to bring relevant experience to the Board or committee, as is applicable;
 - vi. may take into consideration whether the candidate has the ability to attend meetings and fully participate in the activities of the Board or committee, as applicable;
 - vii. may take into consideration the candidate's reputation for personal integrity and commitment to ethical conduct;
 - viii. may take into consideration whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board or committee, as applicable;
 - ix. shall consult with the Ethics Committee with respect to vetting all nominees from potential conflict of interest or other problematic background issues.
- (f) The Nominating/Governance Committee shall perform such other duties as assigned by the Board. Within a reasonable time, the Nominating/Governance Committee shall provide to all of the Members an invitation to submit the names and qualifications of prospective nominees for identified positions to the Nominating/Governance Committee.

Human Resources Committee.

- (a) The Human Resources Committee shall consist of three members who are directors, one of which shall be an athlete-elected representative. The Chair of the Board shall appoint these three (3) members and shall appoint the Chair of the committee from said three (3) members.
- (b) Each of the Human Resources Committee members shall serve at the pleasure of the Chair. No committee member may serve more than two (2) consecutive two (2) year terms.
- (c) Human Resources Committee shall:
 - i. review and recommend employee benefit programs;
 - ii. review and recommend compensation for the CEO;
 - iii. conduct an annual review of the job performance of the CEO; and
 - iv. perform such other duties as assigned by the Chair.

Athlete's Advisory Council

The USCA shall have an Athletes' Advisory Council consisting of no more than eight (8) individuals.

Qualifications.

Those individuals:

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

AAC Representatives to USCA Board of Directors.

The Athletes Advisory Council shall elect from its members, by majority vote, an individual or individuals who shall be the athlete-elected representative(s) on the Board. The number of

athlete-elected representative(s) on the Board will be such that there shall be twenty (20) percent rounded up of all of the Directors.

Athlete Members of Committee.

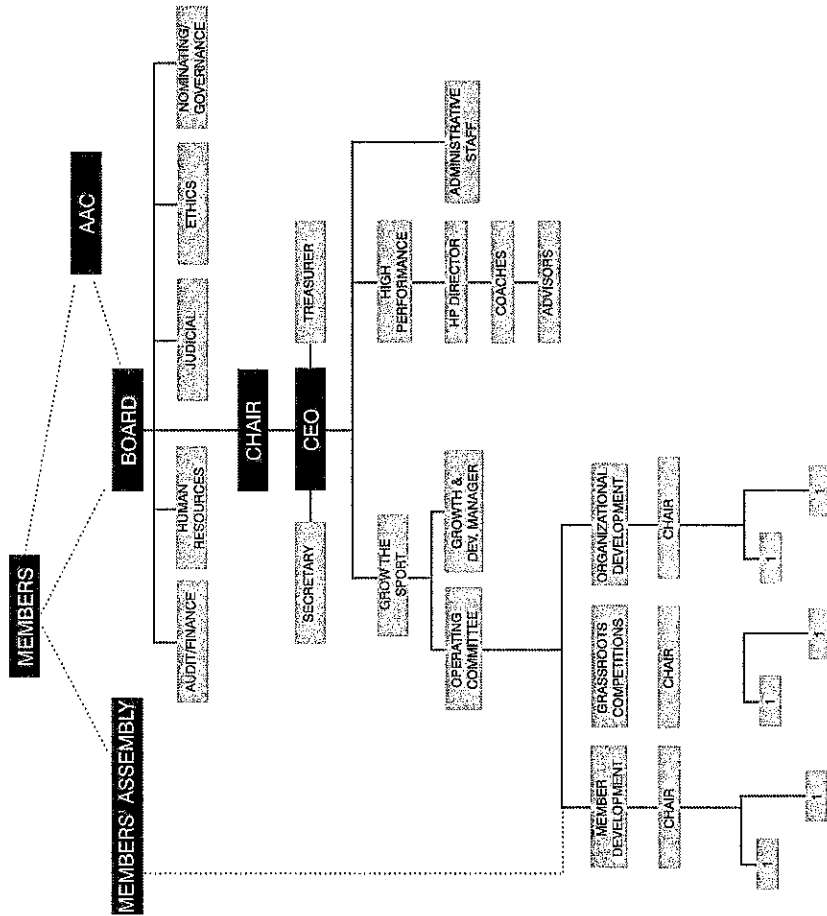
For the Nominating/Governance Committee, Judicial Committee, and Ethics Committee, the Athletes Advisory Council shall elect, among its members, by majority vote, an athlete who shall be the athlete-elected representative of each of aforesaid committees. The athletes who are elected as athlete-elected representatives on the Board of Directors shall not be the same individual athletes who will serve as athlete-elected representatives on each of aforesaid committees.

Procedures/By-Laws.

The Athletes Advisory Council shall establish such additional procedures and By-Laws for conducting its business and affairs as said council may see fit, provided the same do not conflict with the By-Laws of the USCA and/or USOC. Said procedures/By-Laws shall be published and available on USCA's website.

Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USCA shall pay for the reasonable expenses of all members of the Athletes Advisory Council to attend Athletes Advisory Council meetings. In addition, USCA shall pay for the reasonable expenses of the athlete Board members to attend Board meetings and for the athlete members to attend the Nominating/Governance, Judicial and Ethics Committee meetings.



1) Sub-committees with chairs; number of sub-committees to be determined

* Dotted line indicates relationship but does not imply accountability