

Revised 4/6/11

**USCA TASK FORCE GOVERNANCE
EXECUTIVE SUMMARY OF PROPOSED CHANGES**

Significant structural changes are proposed for the governance of the USCA. On a separate document is outlined the motivation for these proposals. The changes will affect the Board of Directors, the Members Meeting and the Officers of the Corporation.

BOARD OF DIRECTORS

1. Current Board. The current board is made of a total of 27 individuals. Nineteen of them are member-elected, two are board-elected and six are athlete-elected. In addition, one board member who is a WCF representative has voice but no vote.

Proposed Board. The proposed board is to be made up of a maximum of 15 individuals. Seven (7) of the members are to be member-elected, up to six (6) will be board-elected, and up to three (3) will be athlete-elected to fulfill the 20% athlete requirement.

2. Current Board. The current board's responsibilities are a mix of policy setting and dealing with operational issues on a committee basis.

Proposed Board. The proposed board shall provide oversight and direction to the management of the USCA but will not manage the USCA. Rather, the proposed board will be obligated to select a CEO who will be responsible for the day-to-day management and implementation of the policies as set by the Board. The proposed board will focus on long term objectives and impacts. In addition, a primary responsibility of the Board members will be fundraising for the USCA.

3. Current Board. The current board directors who are member-elected have a two (2) year term. Board-elected directors are elected to a one (1) year term. There are no term limits.

Proposed Board. The terms of the proposed board members are for two years with a term limit of eight (8) consecutive years total.

4. Current Board. The current board meets as a board twice a year. There are also more frequent meetings of the Executive Committee.

Proposed Board. The proposed board is to meet a minimum of four (4) times a year. There will be no Executive Committee.

OFFICERS

1. Current Officers. Currently there is a President, four Vice Presidents, a Secretary and Treasurer as officers of the USCA. The President chairs the meetings of the Board of Directors and the members.

Proposed Officers. There is to be but one (1) principal, but not sole officer of the USCA, who is the chair of the board. The chair of the board is to be elected by the board. The CEO will appoint a Secretary and Treasurer as will be necessary under Wisconsin non-profit corporate law. There will be no President or Vice Presidents of the corporation.

2. Current Officers. The current officer's term is for one (1) year. The President is limited to being elected to a second one (1) year term for a total of two (2) years.

Proposed Officers. The chairman of the board is to be elected to a two (2) year term. The chair is limited to serving up to two (2) non-consecutive terms over a potential eight (8) year period. The Secretary and Treasurer, if appointed, are appointed at the pleasure of the CEO and therefore do not serve any specified term of office.

COMMITTEES

1. Current Committees. There are a total of thirty standing committees of the USCA. These committees are divided into five areas, each area being headed by a Vice President or President. The committee membership is made up of Board of Director members and non-board volunteers.

Proposed Committees. On a Board of Director level, there is proposed to be five committees. These are Audit/Finance; Ethics; Judicial; Nominating/Governance; and Human Resources. The Audit/Finance Committee and the Human Resources Committee shall be made up of members of the Board of Directors. The Ethics Committee, Judicial Committee and Nominating/Governance Committee will have non-directors as members. The Ethics Committee will be made up of three members, one of which is member-elected, one is board-elected, and the third is athlete-elected representative. The Judicial Committee and Nominating/Governance Committee shall have five members each. Two of the members shall be board-elected, two shall be member-elected and

one shall be an athlete-elected representative. The terms of the committee members shall be four (4) years, up to a limit of two (2) consecutive terms except for Human Resources. Its members serve at pleasure of chair up to a maximum duration of four (4) years. Numerous current committees under competitive programs and member services, for example, will be committees that will be continued at the discretion of the CEO. These committees will be populated by volunteers who will not necessarily be board members or delegates to the Members' Assembly. Committees that effect competitive programs and championships will be determined by the CEO and High Performance Director to be hired.

MEMBERS' ASSEMBLY

1. Current Members Meeting. The members meet once a year in the spring as part of the spring board meeting. The members are state and regional associations as represented by their President or proxy.

Proposed Members' Assembly. The Members' Assembly will meet on an annual basis in conjunction with a Board of Directors meeting. The members of the Members' Assembly will be the local clubs represented by their President or other designated representative.

2. Current Members Authority. At the member's meeting, new members are admitted to membership. In addition, the new directors from the state or region are recognized. The members also are able to amend By-Laws and Articles of Incorporation upon proper notice.

Proposed Members' Assembly. The Members' Assembly will be charged with electing seven (7) member-elected Board of Directors, and committee members to the Judicial, Nominating/Governance and Ethics Committees. The Members' Assembly shall also admit new members to the USCA. The Members' Assembly will retain the right to amend the Article of Incorporation upon proper notice. However, the Members' Assembly will not be entitled to amend the By-Laws of the USCA. Rather, this authority will be limited to the Board of Directors.

3. Current Member Vote. Each state or region has a weighted vote based upon the number of dues paying individual curlers registered with the USCA as of January 31st of the year in question.

Proposed Members' Assembly Vote. Each curling club will be entitled to a weighted vote based upon the number of dues paying individual members registered with the USCA to that curling club as of January 31st.

4. Proxies. There is no stated limit of the number of proxies a state or region may hold at a member's meeting.

Proposed Members' Assembly Proxies. In order to give a means of effective voice to the smaller curling club members, any member will be permitted to hold proxies of other members up to a stated limit. The stated limit is that the maximum number of votes held by proxy in addition to the member's vote is equal to but not more than 10% of the total votes as certified as eligible to vote at the Members' Assembly meeting.

ATHLETES ADVISORY COUNCIL

1. Current Athletes Advisory Council. From the Athletes Advisory Council are the directly elected athletes as board members of the USCA. Other athletes are encouraged to be members of the various committees.

Proposed Athletes Advisory Council. The proposed Athletes Advisory Council will elect up to the three athlete-elected representatives to the Board of Directors based upon total board population of 15. In addition, non-board member athlete-elected representatives shall be elected for the positions as members of the Judicial, Nominating/Governance and Ethics Committees.