



## Utah Amateur Hockey Association Board Meeting April 4, 2011

- Call to order and approval of minutes from March – Geoff Fisher  
Steve made a motion to approve the minutes from March Fred 2<sup>nd</sup>. Motion carries.
- Geoff introduced James McMaster from Marriott who talked about the relationship between Marriott and USA Hockey.

### **New Business**

- Courtney Welch – Grow the game
  - Courtney gave a presentation to the board on grow the game tools that are available for our sub-affiliates. Her focus is to help us grow the game at the 8 and under age group. Courtney asked for questions from the board and discussion followed.
- Roberts Rules of Order – Geoff Fisher
  - Geoff discussed the Roberts Rules of Order and suggested that we begin using some of these principles as a governing tool for our monthly meetings. Discussion followed on this.
- Jr C Teams for summer league – Mike Holmes
  - Mike introduced Aaron Kinslow he and talked about the Jr. C summer team opportunity and what his plans are for the upcoming summer season and the purpose of putting this program together. There were questions from the board and discussion on how this program will run. Peter made a motion to allow Regulators hockey to register Junior C teams for the summer of 2011 following all USA Hockey guidelines for play within their league. Fred 2<sup>nd</sup> with a friendly amendment that it be contingent upon them supplying the board with policies and procedures to govern

their league. Discussion followed. 7 for Matt voted against, no abstentions. Motion carries.

- Girl's/Women's UAHA web page – Shannon Schmidt
  - Fred made a motion to create a girls/womens webpage on the UAHA site with Shannon Schmidt as the administrator for that page. Kathleen 2nd. Passed unanimously.
- Conflict of Interest Policy – Fred Wilner
  - Fred discussed adopting a conflict of interest policy for the state. Fred also introduced Ben Wilner who was just named the Harrow Hockey rep for the state of Utah. UAHA has a contract with Harrow for the purchase of gear. Discussion followed on the conflict of interest policy and if it is needed or not. Fred suggested we table this until next month and discuss it then to see what we want to do.
- Update on Nationals and State Camp – Peter Vittands
  - Peter gave an update on the state camp, and national tournaments numbers were up over last year, Utah Union teams are up and running and are planning on have at least 2 – 3 teams. The officiating camp that is run in conjunction with the district camp was also discussed. Participation from the different organizations was discussed and how other states handle recruiting at this camp and how it is handled at district camp.
- Finances – Scott Hinerman
  - Scott posted the financials to the website for the board to review and reviewed them in our meeting. Scott also mentioned next year's Grizzlies season tickets. Fred made a motion that we buy the season tickets from the Grizzlies and make an addition to our P&P to address how to allocate the distribution of the tickets. Fred withdrew the motion and tabled it until next month.

#### **Follow up from March**

- By law revisions discussion – Fred Wilner
  - Fred is proposing a bylaw revision to section 4 regarding registering under a section. Discussion followed on this proposed revision. It was suggested that the board develop a basic set of rules that need to be adhered to and signed off on by groups wanting to register as a section.
- P&P revamp meeting – Sandy Curtis
  - Will be April 17<sup>th</sup> at Steiner it is anticipated that it will take all day, everyone is invited.
- Update on Adult Tournament – Debbie Modrovsky
  - Debbie gave an update on the tournament, which will take place this coming weekend.

Kathleen motion to adjourn, Peter 2<sup>nd</sup> passed unanimously.






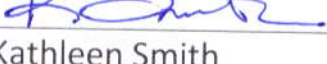



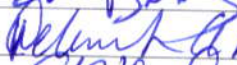



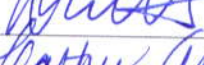


Meeting adjourned at 9:37 pm

# Attendance Sheet for UAHA Monthly Business Meetings

Monday, April 4, 2011

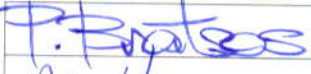
Maverick Center, West Valley City, Utah

## Signature or Proxy Given to:

|                                     |  |
|-------------------------------------|--|
| Geoff Fisher, President             |    |
| Fred Wilner, Vice President         |    |
| Sandy Curtis, Secretary             |    |
| Scott Hinerman, Treasurer           |    |
| Peter Vittands, Tier Rep            |    |
| Kathleen Smith, HS Rep              |    |
| Rich Sovereign, HS Rep              | Kathleen Smith   |
| Ed Lukacs, Youth Rep                | Mike Maero   |
| Mike Maero, Youth Rep               | Ed Lukacs <del>and Steve Metcalf</del>  |
| Steve Metcalf, Youth Rep            |    |
| Wade Bateman, Adult Rep             |   |
| Matt Brickley, Adult Rep            |                                        |
| Debbie Modrovsky, Girls/Women's Rep |                                        |
| Ed Henderson, WIHOA                 |                                        |
| Jared Youngman, Utah Grizzlies      |                                        |
| Dave Soutter, ACE Director          |                                        |
| Don Korth, Coaching Director        |                                        |
| Cathy Anderson, State Registrar     |                                        |

## Visitors Name

## Representing:

|  |                          |
|--|--------------------------|
|  | U.H.S.H.                 |
| M. HIGGINS   | REGULATORS               |
| A KISSLOW  | "                        |
| Don KORTH  |                          |
| Shannon Schmidt  | SL County                |
| Darrick KADKE  | Parish City Youth Hockey |
|  |                          |
|  |                          |

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**UAHA Meeting**

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**From :** Edward Lukacs <elukacs@provo.utah.gov>

Mon Apr 04 2011 1:05:02 PM

**Subject :** UAHA Meeting**To :** delicate flower <delicate\_flower@comcast.net>**Cc :** mikem@cve.com

Sandy,

I will not be in attendance to tonights board meeting. I apologize for the late notice. And I do regret that I will not have the pleasure of meeting with Courtney Welsh, as I am sure that her visit can benefit my program and the programs throughout the state. However, I have another engagement this evening that I cannot miss. Below is my proxy.

I, Ed Lukacs, as a voting member of the Utah Amateur Hockey Association, proxy my vote to Mike Maero, for the regularly scheduled board on April 4th, 2011 at 7:00pm. There are no limitations on the proxy holder.

Thanks.

Ed

**SECTION 6.6 PROXY VOTING**

Except as specifically limited herein, proxy voting shall be allowed in all regular meetings by the presentation of a written proxy or proxies to the UAHA Secretary which shall include the name of the member granting the proxy, the name of the person being granted the proxy, the date of the meeting and any limitations on the proxy holder. Proxies must be given to another member of the council or if no council member is available to another member of the segment of the hockey community that the board member represents. No person can hold more than one proxy for any meeting of this association. Proxy votes may not be given to the UAHA President or Vice President.

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**[Fwd: board meeting]**

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**From :** Kathleen Smith <tvillehockey@integra.net>

Mon Apr 04 2011 1:43:02 PM

**Subject :** [Fwd: board meeting]**To :** delicate flower <delicate\_flower@comcast.net>

----- Original Message -----

Subject: board meeting

From: "Rich Sovereign" &lt;rsovereign@xmission.com&gt;

Date: Mon, April 4, 2011 7:09 am

To: "Kathleen Smith" &lt;tvillehockey@integra.net&gt;

Hi Kathleen,

I have my kids monday nights now so I won't be there tonight, will you please take my proxy.

If I can I am going to get of the State board I just don't have time on mondays,

Thanks  
Rich

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## **UAHA CONFLICT OF INTEREST POLICY**

Conflicts of interest have the potential to cause legal problems as well as embarrassment for UAHA/USA Hockey, Inc. While transactions involving conflicts of interest are not prohibited, they must be duly considered by the Board of Directors of UAHA/USA Hockey, Inc., based on disclosures as may be required by the Board.

This conflict of interest policy is intended to help directors, officers, and certain other persons identify situations that present possible conflicts of interest and to provide UAHA/USA Hockey, Inc., with a procedure whereby such potential conflicts may be reviewed by an appropriate party when necessary. Part II of the policy is intended to take advantage of certain statutory procedures which protects certain conflicted transactions from subsequent legal challenge.

### ***Part I – Definitions***

#### **A. Conflict of Interest**

A “Conflict of Interest” exists when a Responsible Person is called upon by the President to act on a transaction to which UAHA/USA Hockey, Inc., would be a party, where the Responsible Person’s actions or relationships present the potential for improper personal gain or advantage, or an adverse effect on the interests of UAHA/USA Hockey, Inc. Although it is impossible to list every circumstance giving rise to a Conflict of Interest, the following will serve as a guide to the types of transactions and relationships that create Conflicts of Interest. “Class A” Conflicts of Interest relate to transactions in which a Responsible Person has a direct conflict of interest. “Class B” Conflicts of Interest involve relationships or transactions that create indirect conflicts of interest.

#### **B. Class A**

1. A transaction between UAHA/USA Hockey, Inc. and a Responsible Person or Family Member.
2. A transaction between UAHA/USA Hockey, Inc. and an entity (*other than a Related Organization*) or individual in or of which a Responsible Person or Family Member has a material financial interest or is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

#### **C. Class B**

1. A Responsible Person’s actions or involvement competing with UAHA/USA Hockey, Inc., or a Related Organization in the rendering of services or in any other transaction with a third party.
2. A Responsible Person having a material financial interest in an entity or individual that competes with UAHA/USA Hockey, Inc., or a Related Organization in the provision of services or in any other transaction with a third party.
3. A Responsible Person accepting gifts, excessive entertainment or other favors from any individual or entity that does, or is seeking to do, business with UAHA/USA Hockey, Inc., or a Related Organization, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in his or her duties to this corporation. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship

and not related to any actual or potential transaction or activity of this corporation or a Related Organization.

A list of examples of the foregoing types of transactions is set forth in Part V.

#### **D. Control**

“Control” exists if one organization or individual:

1. Owns, directly or indirectly, at least 50 percent of the stock ownership or membership interests of another organization;
2. Has the right, directly or indirectly, to direct or cause the direction of the management and policies of another organization, whether through the ownership of voting interests, by contract, or otherwise.

#### **E. Family Member**

A “Family Member” is a spouse, parent, child or a spouse of a child, brother, sister or spouse of a brother or sister, of a Responsible Person.

#### **F. Related Organization**

A “Related Organization” is an entity that controls, is controlled by, or is under common control with USA Hockey, Inc.

#### **G. Responsible Person**

A “Responsible Person” is any person who holds one or more of the following positions with respect to UAHA/USA Hockey, Inc., or a Related Organization:

1. Director
2. Officer
3. Member of a Committee
4. Member of the Executive Staff
5. Any other person who is determined by the Board of Directors to be subject to this policy.

### ***Part II – Standards and Procedures***

#### **A. Report To President**

Each Responsible Person who has or anticipates having a Conflict of Interest shall report the Conflict of Interest to the President of the corporation, or to an individual or committee designated by the President, immediately upon identifying the Conflict of Interest. A Conflict of Interest identified by a Responsible Person in the course of a meeting of the Board of Directors or of a committee shall be reported immediately to the Board of Directors or committee, as the case may be.

#### **B. Class A Conflicts**

Class A Conflicts of Interest by a member of the Board of Directors of UAHA/USA Hockey, Inc., shall be reported by the Responsible Person, the President, or the President’s designee, to the Board of Directors or to the committee that is considering or has considered the transaction to which the Conflict of Interest relates. The Board or committee shall consider the Conflict of Interest in accordance with the following procedures:

1. If the director who has the Class A Conflict of Interest is present at the meeting at which the transaction involving the Conflict of Interest is to be considered, such director shall disclose to the Board or committee all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting.
2. If the director who has the Class A Conflict of Interest is not present, or has not made the disclosure required by the preceding paragraph, the President or a representative designated by the President shall disclose to the Board or the committee all known facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
3. A director who has a Conflict of Interest shall not be counted in determining the presence or absence of a quorum for purposes of the vote. The Director having a Conflict of Interest shall not vote on the transaction. Such director's ineligibility to vote shall be reflected in the minutes of the meeting.
4. The transaction or relationship shall be approved only if it receives the affirmative vote, in good faith, of a majority of all of the members of the Board of committee, as the case may be. The approval may be given before, after, or concurrently with the transaction that involves a Conflict of Interest.
5. In the event that the number of persons having Conflicts of Interest with respect to a particular transaction is so large that it is impossible to obtain a quorum, or the number of votes necessary for approval as described in paragraph 4, then the transaction shall be approved only upon the unanimous vote of the disinterested directors, provided that there are at least two disinterested directors. The minutes of the meeting shall reflect an analysis of the fairness and reasonableness of the transaction as to this corporation.
6. The procedure described in this section is intended to comply with the requirements of any statutory provision which provides for authorization, approval, and ratification of certain transactions involving Conflicts of Interest. In the event of any inconsistency between the provisions of this section and those statutory provisions, the statutory provisions shall govern.

### **C. Other Councils**

The President shall take such action as he or she deems appropriate with respect to reported Class A Conflicts of Interest involving persons other than directors and all reported Class B Conflicts of Interest. Such action may include, but is not limited to, (1) simply noting the Conflict of Interest in the corporate files, (2) reporting the matter to the Board of Directors for its information only, or (3) referring the matter to the Board of Directors or one of its committees for review.

## ***Part III – Confidentiality***

### **A. Nondisclosure Policy**

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information, the disclosure of which might be adverse to the interests of UAHA/USA Hockey, Inc., No Responsible Person shall use confidential information for his or her personal gain.

### **B. Types of Confidential Information**

The following types of information received by a Responsible Person in the performance of his or her responsibilities as a Responsible Person shall be treated as confidential unless otherwise determined by the

Board:

1. Information regarding the appointment or termination of employees.
2. Employee evaluations and compensation.
3. Information about contractual relationships with third parties. The foregoing is not intended to be a complete list of all the types of information that may be considered confidential.

### **C. Failure to Comply**

Any director, officer or member of a committee of UAHA/USA Hockey, Inc., who fails to comply with the provisions of this Part III shall be subject to such sanction as the Board of Directors determines is appropriate. Any other person who is subject to this policy and who fails to comply with it shall be subject to discipline, termination of employment, or such other sanction as the Board of Directors determines is appropriate.

## ***Part IV – Administration of Policy***

### **A. New Directors**

Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

### **B. Annual Review**

This policy shall be reviewed annually by the Board of Directors or a committee designated by the board. Any changes to the policy shall be communicated immediately to all Responsible Persons.

## ***Part V – Examples of Conflicts of Interest***

### **A. Class A**

1. A transaction between UAHA/USA Hockey, Inc., and a Responsible Person or Family Member.

**Example:** The Board of Directors approves an agreement for the provision of consulting services by a member of the Board of Directors of UAHA/USA Hockey, Inc.

2. A transaction between UAHA/USA Hockey, Inc., and an entity (*other than a Related Organization*) or individual, in or of which a Responsible Person or Family Member has a material financial interest, or is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

**Example:** The Finance, Investment & Audit Committee approves an investment management agreement with a company of which a UAHA/USA Hockey, Inc., Director is the Vice President.

### **B. Class B**

1. A Responsible Person competing with UAHA/USA Hockey, Inc., or a Related Organization in the rendering of services or in any other transaction with a third party.

**Example:** An officer of UAHA/USA Hockey, Inc., agrees with another National Governing Body to promote the National Governing Body in talks with potential sponsors or licensees.

2. A Responsible Person having a material financial interest in an entity or individual that competes with UAHA/USA Hockey, Inc., or a Related Organization in the provision of services or in any other transaction with a third party.

**Example:** The spouse of an officer of UAHA/USA Hockey, Inc., is an investor in a licensing agency company that attempts to obtain sponsors or licenses for clients other than UAHA/USA Hockey, Inc.

3. A Responsible Person accepting gifts, excessive entertainment or other favors from an individual or entity that does, or is seeking to do, business with USA Hockey, Inc., or a Related Organization, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in his or her duties to this corporation. This does not preclude the acceptance of items of nominal or insignificant value that are clearly tokens of respect or friendship and not related to any actual or potential transaction or activity of this corporation or a Related Organization.

**Example:** The chair of the Finance, Investment & Audit Committee is offered free use of a lake home belonging to the President of an organization that has a finance proposal under review by UAHA/USA Hockey, Inc.

***Part VI – Acknowledgement of Conflict of Interest Policy***

The undersigned hereby acknowledges that he or she has read the attached, The UAHA/USA Hockey, Inc., Conflict of Interest Policy, has had an opportunity to ask any questions that he or she may have about the policy, and understands and agrees to comply with the policy.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_



Regulators Hockey is in the process of putting together a summer league for elite hockey players in Utah. We believe that the 16-20 age level is an ideal place to begin. It will assist players to play very competitive hockey during the summer and to stay fresh and be ready to hit the ground running at the beginning of the season in September.

By offering opportunities here it will hopefully keep Utah players in the state longer. The concept is simple: Provide a way to give more skilled Utah players the competition and exposure they need at a more competitive level without disrupting their summer high school experience. We would like to keep our kids at home. We also encourage players to participate in sports other than hockey through the summer. Take a few minutes to review our proposal and we would like feedback. We are going to put this on the April Utah Hockey agenda.

## **JUNIOR “C” SUMMER ELITE ALLSTARS HOCKEY LEAGUE**

### **Purpose:**

To encourage athletes from Utah to “stay at home” and demonstrate that there is no need to leave the state to find competitive AAA & AA hockey - through comprehensive and intense summer competition against players of a higher skill level. seek out of state hockey opportunities at the H.S./AA/or AAA levels.

### **Format:**

- **Ages:**
  - 16 to 20 years of age – Junior “C” USA Hockey registered teams
- **Practices:**
  - 7 practices – 1hr in length
- **Number of Games:**
  - 14 games
- **Length of Games:**
  - 2 periods of 30 min running time periods with a 5 min. warm up
- **Total number of hours:**
  - ½ hours of Ice time for this league, per team.
- **On Ice infractions:**
  - If a serious “intent to injure” takes place that player will be asked to leave the game and upon further review of the situation a suspension of adequate number of games will be added.
  - Fighting will not be tolerated or supported. If a fight occurs both players will be asked to leave & will not be able to participate in any more games until a hearing in front of Regulators Hockey is completed. The mandatory 1 games USA Hockey suspens is just the starting point.
  - There will be no Hazing or Bullying in locker rooms or on ice
  - No racial comments will be tolerated and if heard, will result in a Match Penalty being assessed.
  - Checking: A modified check form of checking along the boards similar to a “rubout”. No checking from behind or open ice checking or “takeouts” into the boards will be permitted.

### **Fees:**

- \$367.00 per player: covers the cost of referees, coaching, jersey and sox, and all ice rental.

### **Coaches Qualifications:**

- A minimum USA Hockey Level 3 certification will be required for each coach.



[ComePlayYouthHockey.com](http://ComePlayYouthHockey.com)

A program of USA Hockey, Inc. 

## GROW THE GAME MEETINGS WITH USA HOCKEY

Courtney Welch, Program Services for Utah Amateur Hockey Association, will be in Utah April 1-5. She would like to visit with you to talk about acquisition & retention & share resources!

If you would like to set up a meeting, please call her at (719) 538-1118 or email [courtneyw@usahockey.org](mailto:courtneyw@usahockey.org).

### Utah Amateur Hockey Association Meetings

Monday, April 4 - 7:00 pm

Maverik Center

Salt Lake City, UT

#### Topics Include:

Best Practices to Attract New Players

Best Practices to Keep Kids Coming Back

2010-11 Local Association Membership Statistics

2 & 2 National Challenge

Take-away Resources from USA Hockey

For more information, please contact Utah Program Services Manager Courtney Welch at (719) 538-1118 or [courtneyw@usahockey.org](mailto:courtneyw@usahockey.org).