



UAHA Monthly Business Meeting
December 5, 2011

- Call to order and approval of minutes from previous November – Steve made a motion to approve the minutes from November. Shannon 2nd. Derrick abstain, motion carries.
- Conflict of interest policy
 - Fred presented a copy of his proposed Conflict of interest procedure to be added to the UAHA P&P (see attached). The policy is modeled after the Illinois procedures. Discussion followed on class A vs. class B conflicts and how to define a class B conflict. Fred will reword the procedure to correct for some things that the board felt needed to be changed. Fred will resubmit at the next meeting.
- Charlton hearing review
 - Geoff explained the difference between an appeal and a review. WIHOA is asking for a review of the length of the suspension. Discussion followed on the USA Hockey rules regarding reviews/appeals of Match Penalties. Discussion followed on what specifically should be reviewed and what documentation should be allowed for the review. The board entered a closed door executive session to discuss and review the hearing. Derrick made a motion to note that with the facts that were supplied (the disciplinary decision from the disciplinary committee and the report from the referee issuing the penalty) the board feels that the one game suspension given for this penalty was not adequate. The board feels that a 1 – 3 month suspension would have been more appropriate. The board is modifying the decision as follows: Gunner will be placed on probation for 1 year from the date of this decision (12/5/2011). Any game misconduct or match penalty incurred within the probationary period will automatically be heard by the full UAHA board for determination of further discipline. Chris 2nd. Passed unanimously.
- Enterprise Rental Car Discount Contract
 - There was discussion on the contract with enterprise and where the money from the rebate should go.
- Harrow rebate
 - Fred discussed the rebate of \$543.80 that we received from Harrow and asked what we wanted to do with the money. It is in credit to be used toward purchases for

Harrow gear. Fred suggested that everyone take a look at the online catalog and come in with some suggestions on how to spend the money.

- Tier council update
 - Tier II State Championships – Tournament dates have been finalized and schedule is done.
 - State Player Evaluation Camp – Still need volunteers to help with planning and organization.
 - Tier I procedures – The tier council is working on writing up procedures to submit to the board for approval.
- Date for January Meeting (1st Monday is January 2nd)
 - Meeting will be Monday December 9th.
- Mike Holmes said that the money that UAHA has given to support Special Needs hockey has enabled them to grow and be self-sustaining and thanked the board for their generosity in the past in helping establish this program.
- Motion to adjourn – Derrick, Pete 2nd. Meeting adjourned at 9:30 pm

UAAHA Board Meeting

Monday Dec 5th

Name	Representing
Sandy Curtis	UAAHA Secretary
Aaron Kinslow	Tier
STEVE METCALF	YOUTH
Dorann Rook	YOUTH
Mike Mann	YOUTH
Mike Holme	Regulators
Tray CHARLTON	Gunner Charetan
Chris Mephee	WIHOA
Chris Smith	WIHOA
Scott Ingraham	WIHOA
SARAH HENDERSON	WIHOA
MATT BRICKLEY MRB	ADULT
Chris Billetier	ADULT
Goff Fisher	UAAHA President
FRED WILNER	UAAHA VP
KATHLEEN SMITH	UHSR REP
SHANNON SCHMIDT	"
Shannon Schmidt	UMSM Rep

Sandy Curtis

From: DAVE SOUTTER <dsoutter@msn.com>
Sent: Sunday, December 04, 2011 10:01 PM
To: Sandy Curtis; akinner29@hotmail.com; Cathy Anderson; cbilleter@slco.org; dradke@co.summit.ut.us; Don Korth; Henderson, Ed; Fred Wilner; Geoff Fisher; Jared Youngman; Kathy Smith; mattbrickley@comcast.net; Mike Holmes; Mike Maero; pbratsos@comcast.net; Scott Hinerman-HOME; sschmidt@slco.org; Steve Metcalf; puck4wri@yahoo.com
Subject: RE: Meeting Reminder

Sandy:

I will have to miss this month's meeting.
Viewmont has a game tomorrow evening
at 6:30 pm.

Dave Soutter

From: delicate_flower@comcast.net
To: Akinner29@hotmail.com; catherine.anderson@jordan.k12.ut.us; cbilleter@slco.org; dsoutter@msn.com; dradke@co.summit.ut.us; korthit@yahoo.com; hendu91@yahoo.com; fredw326@hotmail.com; geofffisher44@aol.com; jyoungman@utahgrizz.com; tvillehockey@integra.net; mattbrickley@comcast.net; mholmes@nwregulators.com; mikem@cve.com; pbratsos@comcast.net; hinerman571@comcast.net; sschmidt@slco.org; steve.metcalf@olyparks.com; PUCK4WRI@YAHOO.COM
Subject: Meeting Reminder
Date: Wed, 30 Nov 2011 10:29:14 -0700

Hi All,

This is just a reminder that our next board meeting will be Monday December 5th at 7:00 pm at the Maverik Center. Dinner at Chili's at 5:30pm....everyone is welcome to join us. Please let me know if you have any agenda items or if you will be unable to attend.....you should all know the drill by now. Also, please don't wait until 3 pm on Monday to send your proxy, I will not get it before the meeting. I usually log off my computer at about 2 pm.

Have a great week.

Sandy

Sandy Curtis

From: Scott & Teresa Hinerman <hinerman571@comcast.net>
Sent: Sunday, December 04, 2011 10:58 PM
To: DAVE SOUTTER; Geoff Fisher; Fred Wilner; Sandy Curtis
Subject: Re: Meeting Reminder

Me too.

Geoff, also a reminder we 'get' to spend the morning of the 13th with USA Hockey doing a financial review. I received the certificate from the State of Utah on Friday that we are now officially registered as a charitable organization.

Thanks,
Scott

From: "DAVE SOUTTER" <dsoutter@msn.com>
To: "Sandy Curtis" <delicate_flower@comcast.net>, akinner29@hotmail.com, "Cathy Anderson" <catherine.anderson@jordan.k12.ut.us>, cbilleter@slco.org, dradke@co.summit.ut.us, "Don Korth" <korthit@yahoo.com>, "Ed Henderson" <hendu91@yahoo.com>, "Fred Wilner" <fredw326@hotmail.com>, "Geoff Fisher" <geofffisher44@aol.com>, "Jared Youngman" <jyoungman@utahgrizz.com>, "Kathy Smith" <tvillehockey@integra.net>, mattbrickley@comcast.net, "Mike Holmes" <mholmes@nwregulators.com>, "Mike Maero" <mikem@cve.com>, pbratsos@comcast.net, "Scott Hinerman-HOME" <hinerman571@comcast.net>, sschmidt@slco.org, "Steve Metcalf" <steve.metcalf@olyparks.com>, puck4wri@yahoo.com
Sent: Sunday, December 4, 2011 10:00:54 PM
Subject: RE: Meeting Reminder

Sandy:

I will have to miss this month's meeting.
Viewmont has a game tomorrow evening
at 6:30 pm.

Dave Soutter

From: delicate_flower@comcast.net
To: Akinner29@hotmail.com; catherine.anderson@jordan.k12.ut.us; cbilleter@slco.org;
dsoutter@msn.com; dradke@co.summit.ut.us; korthit@yahoo.com; hendu91@yahoo.com;
fredw326@hotmail.com; geofffisher44@aol.com; jyoungman@utahgrizz.com;
tvillehockey@integra.net; mattbrickley@comcast.net; mholmes@nwregulators.com;
mikem@cve.com; pbratsos@comcast.net; hinerman571@comcast.net; sschmidt@slco.org;
steve.metcalf@olyparks.com; PUCK4WRI@YAHOO.COM
Subject: Meeting Reminder
Date: Wed, 30 Nov 2011 10:29:14 -0700

Hi All,

This is just a reminder that our next board meeting will be Monday December 5th at 7:00 pm at the Maverik Center. Dinner at Chili's at 5:30pm....everyone is welcome to join us. Please let me know if you have any agenda items or if you will be unable to attend.....you should all know the drill by now. Also, please don't wait until 3 pm on Monday to send your proxy, I will not get it before the meeting. I usually log off my computer at about 2 pm.

Have a great week.

Sandy

Sandy Curtis

From: Catherine Anderson <catherine.anderson@jordan.k12.ut.us>
Sent: Monday, December 05, 2011 12:39 PM
To: Sandy Curtis
Cc: Aaron Kinslow; Chris Billeter; Dave Soutter; Derrick Radke; Don Korth; Ed Henderson; Fred Wilner; Geoff Fisher; Jared Youngman; Kathleen Smith; Matt Brickley; Mike Holmes; Mike Maero; Peter Bratsos; Scott Hinerman; Shannon Schmidt; Steve Metcalf; Wade Bateman; <nate@jtvproductions.com>
Subject: Re: Final Reminder....Meeting tonight

I will not be there tending my new grandson and his Mom!
Happy Holidays to you all--hockey on my end will be slowed down for a couple of days!!
Cathy

Sent from my iPhone

On Dec 5, 2011, at 11:32 AM, "Sandy Curtis" <delicate_flower@comcast.net> wrote:

Hi all,

This will be your final reminder that there will be a board meeting tonight at 7:00 pm at the Maverik Center in the pressroom. We will be meeting at Chili's at 5:30 pm, everyone is welcome to join us. Attached is the agenda for tonights meeting, please let me know if there is anything I missed, if you have something that you would like discussed please send it to me prior to 2 pm today. The minutes from last month are on the website as usual – board page/minutes button.

If you will not be in attendance please send me your proxy/notification prior to 3 pm today, I may not see it if you send it after that time and if there is no written record your proxy will not be counted.

Have a great day everyone.

Sandy

<Meeting Agenda December 2011.pdf>

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. **or the appearance of partiality when voting on a particular issue.** 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.

4. Any disciplinary appeal to the UAHA State Board for any matter involving a player, coach or manager in a UAHA or a Related Organization in which the Responsible Person is affiliated.

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. Paid Employee of UAHA/USA Hockey, Inc., or a Related Organization
6. Coach and/or Team Manager of Official of UAHA/USA Hockey, Inc., or a Related Organization
7. A family member of a person who is a Responsible Person
8. 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 maybe.

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 **whether a Class A or Class B 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 or 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: _____



Tour Operator/Lodging Preferred Rate Agreement

Company: Utah Amateur Hockey Association, Inc

Company: Enterprise Rent-A-Car Company of UT "Enterprise"

Contact: Fred Wilner

Contact: Betsy Stevens

Address: 9221 S Wedgefield Dr, Sandy, UT 84093

Address: 7144 South State Street, Midvale, UT 84047

Corporate Daily Rates

For rentals in U.S., Puerto Rico, and District of Columbia, the renting location from which the rental originates will apply a five percent (5%) discount off the standard, undiscounted daily, weekly and monthly rates charged at all participating home city and airport locations ("Rate Discount").

TERMS AND CONDITIONS

- Agreement Term Dates:** Rates above are guaranteed through Dec 1st, 2011 to Dec 1st, 2012. Either party may terminate this agreement upon 30 day written notice.
- Mileage:** For all rentals originating and ending in the same rental zone, Corporate Daily Rates for Compact through Premium vehicle classes include unlimited free miles per day, unlimited free miles per week and 2,500 free miles per month; all other vehicle classes include 150 free miles per day, 1,050 free miles per week and 2,500 free miles per month. Any additional miles will be charged at the rate of \$0.25/mile.
- Availability:** Enterprise Rent-A-Car has very limited availability on Large SUV's (7-8 Passengers) and 15 Passenger Vans, specifically in Peak Seasons. We ask that you please confirm that a vehicle is available in this size class with Enterprise directly, before guaranteeing it to your client. Please contact Betsy Stevens directly at elizabeth.e.stevens@erac.com to verify availability. Enterprise Rent-A-Car will also send email messages to your company when sold out dates or vehicle size classes occur. This is typically only during prime peak-dates (Christmas, Sundance & Presidents Weekend) and Enterprise Rent-A-Car will give your company as much notice as possible when "sold outs" do occur.
- Commissions:** Utah Amateur Hockey will be paid a monthly commission of five percent (5%) on all commenced rentals that the Utah Amateur Hockey corporate discount code (CUT6850) is referenced in Utah and Southern Idaho. Commissions are based on time & mileage revenue generated by Utah Amateur Hockey Rentals and identified by Enterprise Rent a Car revenue tracking system and shall apply only to rentals occurring at Enterprise Rent Car locations in Utah/Southern Idaho. Monthly commission checks will be mailed to Utah Amateur Hockey.

ENTERPRISE

Company: Enterprise Rent-A-Car Company of UT "Enterprise"

Name: Jim Crowder

Title: Business Rental Sales Director

Signature: _____

Date: _____

Park City Getaways

Company: Utah Amateur Hockey

Name: Fred Wilner

Title: _____

Signature: _____

Date: _____