

**USA HOCKEY, INC.
WINTER MEETING
BOARD OF DIRECTORS – OPEN SESSION
JANUARY 16, 2022
MINUTES (OF RECORD)**

Mike Trimboli called the meeting to order and welcomed everyone to the 2022 USA Hockey Winter Meeting. Attendance at the meeting is both in person and virtual via Zoom.

ROLL CALL

Bill Hall, Secretary, called the roll indicating there are 91 eligible voters. Bill noted that approval of a motion or amendment is either a majority or 2/3 of those who vote on any particular issue.

Voting Directors:	91
Present:	75 (19 on Zoom)
2/3rds:	50 (if all are voting)
Majority:	38 (if all are voting)

ATTENDANCE

PRESENT (VOTING MEMBERS)

Jay Finnigan	Glenn Hefferan	Frank McGady	Gene Palecco
Larry Hellwig	Al Deming	Mike Mullally	Les Teplicky
Christine Mayer	Steve Rizzo	Thomas McGrath	Jim Maimone
Gordon Bowman	Kevin Wood	Dan Jaroshewich	Tom Regan
Richard Oliver	Chris Washburn	Joe Baudo	Joe Eppolito
Gary Lebrun	Mark LaMarr	Dwayne Dillinger	Wayne Sawchuk
Kris Knauss	Tom Cline	Paul Day	John Karlocik
Kaye Pinkowski	Doug Kephart	Steve Gapinski	Steve Oleheiser
Kathleen Smith	Ted Skinner	Geoff Pashkowski	Mark Servaes
John Coleman	George Atkinson	Bruce Urban	Bob DeGregorio
Mike Snee	Jenny Potter	Mike Trimboli	Don Mulder
Bill Hall	Keith Barrett	John Tobin	TC Lewis
Gavin Regan	Donna Guariglia	Mike MacMillan	Steve Laing
Eric Ballard	Amy LaPoe	Ken Reinhard	Bill Daly

ZOOM (VOTING MEMBERS)

Cheryl Bonawitz	Craig Brady	Thomas Branden	Caitlin Cahow
Julie Chu	Meghan Duggan	Ben Frank	Declan Farmer
Sarah Fraser	Marc Friedman	Don Gould	Scott Gray
Donna Kaufman	Taylor Lipsett	Michael Mulhall	Kendall Coyne Schofield
James Slater	Roger Mauritho	Christopher Powers	

ABSENT (VOTING MEMBERS)

Chris Van Timmeren, College
Chris Clark, At-Large Director
Shawna Davidson, At-Large Director
Shelley Looney, At-Large Director
Michael Blabac, Athlete Director
Chris Butler, Athlete Director
Brianna Decker, Athlete Director
Molly Engstrom, Athlete Director

Robert Esche, Athlete Director
Lyndsey Fry, Athlete Director
John-Michael Liles, Athlete Director
Alex Lyon, Athlete Director
Eric Nystrom, Athlete Director
Don Fehr, Professional Sports Director
Greg Evenson, N Plains District Director
John Beaulieu, Pacific District Director

MOMENT OF SILENCE

There was a moment of silence to honor those who have passed away since the 2021 Annual Congress:

Bruce Camburn -- former coach Bethlehem Blast, Nazareth Youth Hockey and Quakertown High School
Mark Spease -- former coach and administrator Lehigh Valley Phantoms Youth and Lehigh Valley Flames; Head Coach for Temple University.
Dale LeClair -- Father of Michelle Romo, USA Hockey Accounts Payable Specialist
Phil Zona -- 2016 Winter Meeting Thayer Tutt Award Winner
Dan Rampino -- Past Massachusetts District Referee-in-Chief
Damian Bearley -- Franklin Regional Hockey Club player
Josephine DiFilippo -- Wife of Ron DiFilippo, Director Emeritus
Dr. Frank Pfalzer, Jr. -- Grandfather of Emily Pfalzer Matheson's, Olympian
Robert "Bob" Curl -- Grandfather of Britta Curl, US Women's National Team
Eugene Kauhane -- Father of Brad Kauhane, Manager, Facilities Operations, USA Hockey
Tim McIntosh -- USA Hockey Associate Registrar and Marquette Registrar for Michigan District
Claude Reed -- Father of Penny Castiglia, USA Hockey Executive Assistant
Charlotte O'Bryan -- Grandmother of Brianna Decker, Athlete Director, Youth Council
Erik Nyberg -- Oregon State Referee-in Chief
Edna Cady -- Mother of Steve Cady
Robert Bellchambers -- Mother of Nancy Hodge, Associate Registrar, California/Nevada
Maureen Gridley -- Mother of Chuck Gridley, Coach-in-Chief, New York District
Dorothy Barger -- Mother of Jon Barger, DVHL Blazer's President
Virginia Wiercinski -- Mother of Mike Wiercinski, DVHL Master Scheduler
Debbie McGady -- Wife of AAHA Director & New Jersey Youth Hockey President Frank McGady
Robby Kaufman -- 1st VP of the Pacific Northwest Amateur Hockey Association, Son of Donna Kauffman, USA Hockey Vice President, Junior Council
Roland Porter -- Father of Donna Kaufman, USA Hockey Vice President, Junior Council
Judy Jankowski -- Mother of Doug Wemple, SAHOF SafeSport coordinator
Matt Shott -- Senior Director of Hockey Development, Arizona Coyotes
Dave Hendrickson -- Mn Hockey District 12 Director, High Performance coach.
Ron Warren -- D3 Grievance/Discipline Chair for 20+ years
Teddy Balkind -- St. Luke's High School and Connecticut youth hockey player
Bill Belisie -- legendary Mount Saint Charles Academy coach in Rhode Island
Johan Bollue -- Vice President and sports Development Director for the Royal Belgium Ice Hockey Federation
Steve Fitzgerald -- Risk Manager from Massachusetts

APPROVAL OF MINUTES

The minutes of the Annual Congress meeting of the Board of Directors on June 12, 2021 were approved on a motion made by Joe Baudo and seconded by Al Deming. **The motion carried.**

PRESIDENT'S REPORT

Mike Trimboli described that he tries to get out all the Council reports from each month's Executive Committee meeting out so that everyone knows what is being spoken about. This helps advise the board and membership of current issues and so that we are always learning. He spoke about appreciating everyone for their knowledge and sharing of it. Times have been difficult, we all need to come together. He thanked everyone for their support, and asked them to keep everyone informed and to reach out if you need anything. We have a good team, everyone has their roles and responsibilities. He reiterated that he has trust in the Executive Committee and elected directors to keep the lines of communication going. He has been trying to get out and about to visit meetings, Affiliates and Districts, and asked representatives to please reach out if you would like him or Pat to attend something. They will do their best to get there. He feels it is important see the grassroots part of our sport in order to see how things are going. On the business side, governance changes need to be made, not because we want to but because we have to. This is not negative, but we are being mandated to get things done and with your support and transparency we will get it done. We need to move things forward; the Governance Task Force has done a great job. The proposed fee increase is not something we want to do, but it is a business and we need to do things to keep the business viable. Cuts in expenses and programs will have to be made if not passed. Communication will be most helpful as we have to make tough decisions. Conversations are necessary, knowing "the why" is important. The Finance Committee has done a great job explaining why we need the fee increase. Thank you for your time, support, efforts, understanding, and your sacrifice.

President's Award

Mike awarded the first President's Award to Madison Brown – Mike said: "talent, passion, fire, blue collar, these are some of the words that come to mind when I think of this individual. Someone who is in the forefront in leading our efforts in putting on world class events. As a one-person department she possesses a true energizer rabbit work ethic and is always willing to help others. Recently she led the enormous undertaking to move a World Championship event in 3 short months from Michigan to Texas, all in the middle of a pandemic and it was all done without incident. She played a lead role in staging this Winter Meeting and is annually at the forefront of staging one of our signature events in the United States Hockey Hall of Fame. While it is not uncommon to see her consistently have a smile on her face, that smile is a bit more prevalent today as a result of last night's trouncing by the Bills of the Patriots. It is my pleasure to present the President's Award to Madison Brown.

EXECUTIVE DIRECTOR'S REPORT

Pat Kelleher congratulated Madison Brown on her award and her team's win last night. Pat asked for patience as we do our first hybrid session of the Board of Directors. Voting will be a little different as we compile votes both in person and from Zoom. He thanked the staff, volunteers, and everyone in this amazing organization. Thanks to Bill Daly, and the NHL for their support of this organization.

3 things to move forward:

1. Growth, we are coming back fast but need to continue to grow.
2. Inclusivity and Welcoming: we are doing good things, but improvement is always possible.
3. Olympics and Paralympics – we want 3 great teams winning 3 gold medals. Our women's team and their success is amazing, as well as the sled team. We are just so excited for all three teams.

Thanks for all the time effort and consideration from the Finance Committee and the Governance Task Force. These are difficult decisions but necessary to move USA Hockey forward.

FINANCIAL REPORT

Foundation Treasurer's Report

Paul George mentioned that the USA Hockey Foundation is a public charity in place to support USA Hockey. The USAHF works under laws that govern foundation management. It is a separate 501c3 that is closely aligned with the sport. It provides grants for health and safety issues, maintenance of programs, and to support the facility in Plymouth.

The total assets including the US Olympic endowment fees are just over \$21.4M; Harp is at 6M. The Affiliates are at 4M.

President's Award

Mike awarded a second President's Award to Bill McCall – Mike introduced Bill as a “selfless volunteer that has come to the aid of countless staff and volunteers. He makes himself available at all hours of the day and night. We all know his key phrase, “I will make myself available” helped USA Hockey transition to a virtual training model with the use of new technology for the Coaching Education Model. He created surveys to track effectiveness and created a roadmap of consistent and quality training for coaches throughout USA Hockey.

Treasurer's Report

Foundation Update: Paul George

We are in a stronger financial position in FY21 from FY22. The \$3.7M increase in assets is due to how well our long-term investments performed in FY21.

Grants payable to USA Hockey are higher due to the timing of the NHL grant.

Our revenue increased by \$2M due to the investments, rental income from the arena improved, and the PPP loans.

We continue to monitor expenses well during the pandemic.

On USA Hockey Foundation grants paid, we paid out \$9.4M from the NHL, \$253K in block grants, and a total of a little over \$10M.

The audit was unmodified/unqualified/clean.

In December 2021 Kelly Mahncke, Paul George, Casey Jorgensen and Tony Rossi successfully amended the building financial bond. The new balance is \$9.2M at a lower rate (2.75% reduced from 2.89%).

USA Hockey has two PPP2 loans outstanding; \$251K for PAC and \$254K for BRC, which total \$505K. We are anticipating full forgiveness of these loans.

Our investments are doing very well. We have a total of \$31.5M in investment assets (approx. \$21M in the Foundation, \$4M with the Affiliates, and \$6M with HARP).

We still need a little over \$300k to meet the readjusted total goal for Raise the Flag since inception, we have raised \$1.2M over the past several years for the Olympics.

USA Hockey Inc.: Donna Guariglia

USA Hockey's Financial Journey 2020-2021:

Our volunteers and staff continue to rise to the occasion, pull together, and adapt to the changing environment.

As it relates to USA Hockey, Inc., Donna went through a high-level summary of the Consolidating Statement of Financial Position and the Consolidating Statement and Activities of Changes in Net Assets.

USA Hockey, Inc., USA Hockey Foundation & HARP Consolidating Statements of Financial Position as of Aug. 31, 2021.

Current assets increased to \$38.8M due to the increase in cash and cash equivalents and the timing of the grants receivable. By \$4.7M to \$23.99M, which constitutes roughly 60% of the increase in assets.

Total assets increased to \$90M, due to the long-term investments increasing to \$21M.

Total Liabilities also increased to \$31M in large part to the \$3M increase in deferred revenue.

The total liabilities and net assets also increased to \$90.8M.

Our total revenue was flat this year. Our main source of revenue is registration revenue and was reduced by nearly \$5M. This decrease in revenue was offset by the forgiveness of the PPP loans for \$2.7M and investments of \$4M.

Program expenses totaling \$33.8M were relatively flat, as were total expenses totaling \$44M.

In summary, USA Hockey, Inc.'s change in net assets was \$2.36M (\$2.2M was non-recurring PPP revenue) and overall the consolidated change in net assets was \$6.8M, which results in end of year net assets \$56.9M.

The next slide illustrates where our revenue come from, registration revenue is usually a much higher percentage. Shows visually where we spend our resources and this is pulled from the audit.

NHL Allocation for USA Hockey, Inc. for Fiscal Year Ending Aug. 31, 2021

\$8M from our partners at the NHL. The timing of the other \$200k was in this fiscal year for the Women's National Team.

We are doing our best to hold steady to the budget and currently off \$60k.

Motion was made by Donna Guariglia to allow voting by both in-person and on Zoom. Seconded by Gene Palecco, motion carried.

Audit report

John Tobin talked about the audit process. This year's audit was unqualified. The EC has recommended the approval of the audit. At this time John Tobin made a motion to accept the FY2021 audit as presented. Paul Day seconded the motion, no discussion, and the motion passed.

Fee Increase

Donna Guariglia then spoke to the 2022-2023 proposed fee increase. The Executive Committee unanimously voted that we needed a fee increase. The Finance Committee voted 11 to 1 that we needed a fee increase. Donna made a motion to approve a fee increase for 2022-2023 season; Jay Finnigan seconded, no discussion, motion carried.

Donna made a motion to vote on the three proposals presented by Finance Committee. Gene Palecco seconded, motion carried.

Donna made motion to vote on the three sub-Committee solutions for fee increase, Tom Cline seconded, no discussion. Donna presented the three proposals. After the first vote, if there is no majority then the proposal with the lowest vote will be eliminated, and the other two proposals will then be voted on again. Proposal 3 had the fewest votes and is eliminated.

Proposals 1 and 2 move forward for a second vote. Donna made motion to vote on the two proposals, Paul Day seconded, no discussion. Proposal 1 passed for the fee increase.

Council Reports

Mike Trimboli asked the respective Council Chairs if there were any important additions to the submitted written council reports.

Adult Council: Don Mulder updated the Adult Tournament information:

Feb 11-13 USA Hockey Pond National Championships – Eagle, WI

April 7-10 Adult Men's National Championships Wesley Chapel, Florida

April 21-24 Adult Women's National Championships Wesley chapel, FL

Legal Council: John Tobin reported that a small committee is being formed to look at penalties that are issued in disciplinary matters. The goal is to make them consistent around the country.

President's Award

Mike Trimboli introduced the next two winners of the President's Award with the following: "Teamwork and leadership are significant cornerstones for any successful team. The next two recipients are the epitome of that style of teamwork. As we all know the pandemic has caused many challenges, including substantial financial issues for USA Hockey. Fortunately, we have had two leaders that have been a steadying force and worked day and night to lead us in helping to insure our financial solvency. Since being hired in 2019, one has been a champion for transparency and has helped implement new policies,

technologies and safeguards to modernize our efforts and to help USA Hockey thru some extremely challenging times. She is our Assistant Executive Director of Finance and just yesterday celebrated a birthday. The other, passion, even keel, knowledgeable through and through, and inclusive are words that come to mind. She has been involved in many facets of our organization as a volunteer. She has run a grass roots organization and championed efforts in leading USA Hockey girls and women's programs. And most recently has been a significant voice in helping our organization evolve in the area of diversity, equity and inclusion. Since 2015 she has served as Treasurer for USA Hockey. A great leader, as well as a terrific person and a key member of the Executive Committee. As you probably already figured out I can't do them separately because they are a team. It is my pleasure to present the bulldogs Kelly Mahncke and Donna Guariglia."

Legislative Proposals

Bill Hall introduced the legislative proposals by reminding everyone that this meeting is to consider amendments only to the submitted legislation. We did not prepare printed booklets, but all original legislation was emailed to you and has been available on the website. A summary sheet of the legislation has been printed and is at your seat.

There were two proposals sent to you on Friday with proposed amendments to Governance #1 and Governance #2. Those amendments are being put forward by the Governance Task Force and Bill called on Tom Regan to present those amendments. The Amendments will be shown on the screen.

Governance #2

Governance #2 amends USA Hockey Bylaws one through three and there are two amendments to this proposal. The first provides for the Congress to have the responsibility for recommending fee increases to the Board in the same manner as the annual budget in the original legislation. Congress will recommend fee increases to the Board upon the adoption of the new governance structure. The Board would have final approval, but can only alter the Congress-approved fee increase by a two-thirds vote.

The second proposed change to Governance #2 is a change to the language with regard to Affiliate or local changes to playing rules which basically conforms this process to the Playing Rules Proposal #1. Tom Regan moved to amend Governance #2, Joe Baudo seconded; there was no discussion and the amendments passed.

Governance #1

This proposal amends Bylaws four through nine. It clarifies the qualification 10 Year and 10+ Year Athletes so that new qualifying events are recognized after the year that the IIHF held events for U18 division in both Men's and Women's hockey, as well as the Men's U20 World Championship. This will increase our pool of athletes for councils, committees and sections going forward.

It confirms the board members, reps, councils, committees and section members do not receive compensation for their services.

It establishes attendance requirements for Congress representatives and board members. They cannot miss more than three consecutive meetings unless excused.

It requires members of the Board, Congress councils, committees and sections much complete SafeSport training, submit for background screens and submit a conflict of interest disclosure prior to election or selection for the position and must keep them current or they may be prohibited from performing their duties. This is in conformance with the new USOPC and SafeSport requirements.

On an annual basis the Board shall determine which Vice President shall preform the President's duties or serve as interim President in the event of a conflict of interest or inability to perform the duties of the President.

It confirms time of appointments for councils, committees and sections and that no term limits apply except as otherwise set forth in the Bylaws.

Council, committee and section members must attend at least one meeting per year.

It has a provision that the Nominating Committee will work with the Athlete Advisory Committee to identify and vet 10 year and 10 plus year athletes.

We confirm that the athlete representation on committees is included to create selection procedures for the selection of athlete team members and staff for international competition. This is a USOPC requirement.

It includes a requirement and process for board members to disclose conflicts of interest during meetings and how they will be addressed.

There are also general housekeeping changes throughout which conforms the language to various references to Congress, Board, Annual Congress, and Executive Committee etc.

Gavin Regan moved the amendment to approve amendments to Governance #1 as written. Al Deming seconded; there was no discussion. The vote was held and the amendment passed.

There is one additional amendment to Governance #1 that was submitted, and defines the composition of the Player Development Committee going forward. Gavin Regan moved the amendment to approve the change to Governance #1, Larry Hellwig seconded. A vote was held and the amendment passed.

Officials #1

Proposed to amend and include non- tenured in the language. Ken Reinhardt moved to amend Officials #1. Bruce Urban seconded. A vote was held and the amendment passed.

Officials #2.

Ken Reinhardt proposed removing the requirement for a modified closed book exam, requires an on-ice session for both level 1 and level 2 officials. Also, specifies that only level 2, 3, and 4 officials including tenured officials must be completely registered (card and crest issued) on or before December 31 to be eligible to officiate in any state, district or regional playoff or national championship. Only Level 3 or 4 officials may officiate national championships. Ken Reinhardt has moved these amendments, Jay Finnegan seconded; A vote was held and the amendment passed.

Legal #2

Language change to Safe Sport and Background Screening. This was moved by John Tobin, seconded by Tom Regan. A vote was held and the amendment passed.

Legal #3

Proposed amendments to the Bylaw 10 proposal on the appeal procedure and amending the burden of or the standard of review on appeal at the Affiliate level and the National Appeal Committee level. Language to define an original hearing and an appeal which is not a new hearing. John Tobin made a motion to accept the amendments, Gary Lebrun seconded. Vote was held and the amendments passed.

Old Business

NONE

New Business

NONE

Announcements

Annual Congress will take place on June 8 to 11, 2022, at the Denver Marriott Tech Center.

Mike Trimboli asked for a motion the adjourn. Mark Lamarr made the motion, Kaye Pinkowski seconded. The motion was approved and meeting was adjourned.