

**Raleigh Youth Board Meeting**  
**Board Meeting Minutes May 18, 2014**

**Attendees:** David Wright                      Lori Parro  
Steve Henley                                  Dave Jones  
Shane Willis                                    Jean Rogers  
Jenny Kosnik                                  Rich Shulmistra  
Clay Cotie                                      Andy Haldane

- I. **Meeting Called to Order:** David Wright at 6:30 p.m. Roll call was taken to confirm appropriate quorum. Quorum was established.

**David Wright reviewed agenda for the Board Meeting:**

- a. Finance Update
  - i. Fiscal Year 2013-14 Review
  - ii. Fiscal Year 2014-15 Projections
- b. Review of New By-Laws and Organizational Changes
- c. 8U Proposal
- d. Status of Tryouts and Teams 2014-15
- e. Finalize Team Gear Awards
- f. Executive Board Session

II. **Finance: Jenny Kosnik/Lori Parro reported on Financials:**

- a. We are two weeks away from fiscal year end
- b. Projected 26 teams and 394 kids for upcoming season
- c. Allocated ice burn and overhead
- d. The ice burn was only 4% compared to 13% the year before
- f. We are in the best financial position we have ever been in
- g. Had 2 year plan to eliminate negative position left from prior ice contracts, which included ending 2013-2014 in the red and 2014-2015 in the black. We are on target with that plan. In fact, will end 2013-2014 in better than expected position.
- h. Merchandise Sales – sales are good from merchandise and jersey purchases
- i. We have no ice burn expected for 2014-2015 season based on last year's utilization and budgeted ice use for 2014-2015
- j. Budgeted and expect a prudent reserve next fiscal year
- k. This season we had no write offs, no collections, few refunds and no unpaid bills

III. **Executive Director: Steve Henley reported on current ice contract sessions**

- a. We are contracted for 250 spring hours. We will use 269 hours and they are paid for
- b. All programs have covered the contracted ice and we have 2 summer programs
- c. We have a flexible ice contract with IcePlex and Polar works with us to fill ice requirements above current contract commitments

**IV. President: David Wright and Lori Parro reported on By-Laws Review:**

- a. Simplified By-Laws – Executive Board to vote on By-Laws
- b. Change: President/Chairman of Board, 3 Directors or 20% of Membership can call a special meeting
- c. 5 person voting Board, which is the same as the current board structure. The Board can serve as the officers of the association or the Board can appoint other officers
- d. 5 voting members can be:
  - i. Chairman/President
  - ii. VP Finance
  - iii. Secretary
  - iv. And (2) other Vice Presidents (to be determined)
- e. We will still have an election for Board Members – Board of Directors
- f. Clay pointed out that there has been discussion/concern from the membership that the board has been together and unchanged for too long. Question was posed as to how many years the current board has been together:
  - i. President – 2 terms – 6 years – term ends and will not be returning after conclusion of the 2014-2015 fiscal year.
  - ii. VP Finance – 1-1/3 terms – 4 years – term ends at conclusion of 2015-2016 fiscal year.
  - iii. Executive Director – 6 years on staff

David noted that he ran essentially uncontested in the last election due to the current requirement that nominees must have served on the board in another capacity in order to be eligible. He only agreed to run for a second term given the lack of interest from eligible candidates. He has no interest in continuing with the board after his current term. David also noted that interest in running for the board is typically low.
- g. We need to do more to educate members on the roles and responsibilities of the Board. With staff now in place, the time commitment from the Board of Directors is much less than in the past. This along with changes in term duration may help to improve interest in serving on the board.
  - i. Steve Henley as Executive Director has day to day operations in place with Jenny Kosnik as Bookkeeper and Jean Rogers as Administrator
  - ii. There is more expectation on the staff. With increased competitive level and exceptional customer service
- h. The new bylaws will eliminate the current pre-requisite that candidates for the President/Chairman must have served on Board.
- i. Current term limits are 3 years for the executive board. The new bylaws call for 2 year terms.
- j. We will likely retain current election timeline - November elections for President and VP Fund Raising. Term will start June 1. This allows for proper transition of responsibilities and allows incoming board members to participate in planning and budgeting for the next fiscal year.
- k.
- l. Changes made to Steve Henley and Shane Willis' Board roles – move to non-voting. New directors will have to be identified and process for backfilling these will have to be established. Lori to discuss process with legal counsel. Some potential candidates were discussed.

- m. Shane will have a non-voting position. His role on the RYHA board is primarily to protect the Carolina Hurricanes logo/brand. Additional concerns and questions were raised including:
  - i. When was the relationship established and what were the Canes expectations with respect to voting privileges: David explained that the partnership was struck in 2007 with the beginning of our AAA program. It was the RYHA Board's decision to give the CYAH/Canes representative voting privileges and not a requirement of the Hurricanes.
  - ii. Why change the relationship: Given the actions taken this past Summer and Fall without the knowledge and permission of the board by Shane with respect to a proposed youth hockey merger, legal issues and concerns were raised and legal counsel has advised that this change be incorporated into the bylaws. Rich Shulmistra commented on Shane has own opinions on all organizations, held private formation meetings with other groups, asked for our vote for merger without including existing group in any discussions or meetings.
  - iii. Does this change open the door for the Canes to create and run their own youth hockey organization: There was a rumor to this effect and David asked the Hurricanes staff (Shane Willis, Doug Warf, Jon Chase) about the prospect of them doing so. They were emphatic that there were no such plans and had no interest in creating a competing organization.
  - iv. Andy Haldane and Dave Jones dispute Shane not having a voting right, think it diminishes our relationship with the Hurricanes. Think it gives RYHA an edge.
  - v. Lori Parro explained that Shane, by default and by legal definition, is not a disinterested party when it comes to certain topics of discussion (such as the recent merger or any other topic that surrounds the Hurricanes' involvement with other competing hockey associations) and that his fiduciary obligation to RYHA is compromised during these discussions. In addition, in Shane's current role as CYAH youth hockey coordinator, he has an equal interest and obligation to all of the area youth organizations as it relates to their part in the growth and success of youth hockey. This conflict of interest represents a legal risk for RYHA, the Carolina Hurricanes and Shane Willis. To involve Shane on the Board while removing him from his fiduciary responsibility protects all parties involved but does not reduce his advisory role.
  - vi. Shane and the Hurricanes have confirmed that they are fine with the changes to a non-voting board status. Shane noted that Doug Warf was also fine with the proposed change in voting status. David had previously spoken with Doug and confirmed the same.
- n. Bylaws still provide the Board the ability to create committees: i.e. Hockey Advisory Board
- o. Concern was raised that the proposed board structure would not continue to use the hockey advisory committee to guide hockey decisions and program. David and Steve emphasized that the bylaws allowed the Board to establish committees and that the Hockey Advisory Committee would remain an important part of how RYHA operates. In fact, Steve was already working to establish the committee membership which would include several of the current Associate Directors. In addition, we would work to include board directors with hockey background. The primary things the Board would vote on: Budgets, Updating By-Laws, Write-offs, New Additions. Board does not vote on hockey matters without input and recommendation from extended group of Directors.
- p. During legal process, was determined that amendment was made decades ago to amend original charter to Board run organization from member run organization.

Executive Board to vote on returning to original charter. Organization has been run in accordance with original charter all along.

- q. Membership meeting will be held to approve new by-laws. A date will be set once all teams are formed. We will need to figure out a way to encourage participation. Past member meetings have been poorly attended.
- r. Board of Directors has fiduciary responsibility to RYHA
- s. David noted that additional discussion will be needed to finalize the board structure, establish committees, etc.
- t. Andy asked if the final edited bylaws could be distributed to the group prior to membership vote. David agreed. Andy also asked how these would be distributed to the membership. We agreed that the bylaws would be posted along with a key points summary to help folks understand the key points and changes.
- u. Board Positions:
  - i. We will have election for BOD positions
  - ii. We need to educate members of how the Board operates
  - iii. We need to recruit qualified people for Board positions
  - iv. We need succession plan

#### **V. General Discussion**

- a. Clay Cotie raised the concern that the Eagles have been aggressively recruiting and that we were at risk at the midget levels. David noted that we raise this same concern each year. We need to focus on our program and continue to work in an accordance with our own policies and values. We expect that with the recent announcement of Steven Halko as U16AA coach that we will be fine at that level.
- b. The Eagles invited players to junior showcases and offered contracts. Concern was raised that some players may have been misled or do not understand that the Eagles will be attending/running as many as 3 more showcases and that some players may not actually make the team. What will happen to these players if they are released? Are they being offered 18U or 16U positions as an alternative?

#### **VI. President: David Wright and Shane Willis explained the 8U Proposal**

- a. Shane explained that Polar and the Carolina Hurricanes are working on branding the Polar House program as the House Junior Hurricanes.
  - i. Canes agreed on creating a new logo incorporating the Canes logo
  - ii. Budget includes branding in the Polar rinks (painting, banners, etc.)
  - iii. They met with Mike Grabowski and Mike Baxter
- b. Shane and David explained the proposed agreement for merging our 8U program under the Polar House program:
  - i. Reviewed proposed agreement provided by Polar
    - 1. Agreed to set the term to 2 years to ensure we are happy with the arrangement
    - 2. Agreed to include language to establish an 8U Committee comprised of RYHA and Polar participants. This group would act as an advisory board to Polar with respect to the 8U program
    - 3. Agreed to add language requiring Polar to reduce ice commitment by ice not used for the 8U program.
  - ii. Need to tighten down agreement to protect RYHA before approval
  - iii. Polar will run a structure similar to that run by RYHA prior to losing house. Polar will have a 6U group at the foundation, an 8U lower, and then the 8U

upper/advanced. The 8U upper/advanced would be run very similar to our 8U Dev A program with 2 practices per week.

- iv. Polar will honor our coaching commitments for the 2014-2015 season at 8U
- v. RYHA will be able to offer tournament teams (House Select) during the year at all levels. Teams will compete as Junior Hurricanes.

**VII. President: David Wright discussed Team Gear Awards**

- a. Need to finalize awards. Group discussed options and agreed to the following:
  - i. Team Bags will stay the same with Brent Selman
  - ii. Team Jackets and warm ups will stay the same with Pro Sharp
- b. Discussion then turned to the game jersey award. Several bids were received as required. The primary candidates were CCM/Five Hole Sports and SP/Player's Bench. Both were very similarly priced.
  - i. CCM was a new offering completely custom. Vendor claims that they can do quicker turnaround of individual/small orders than SP and other vendors. Issue was that sample jerseys sent did not fit properly. Sleeves were almost half the size of the SP we had last year and many players had difficulty at sizing. Vendor committed to send new size run with adjustments. Sleeves appeared better per Shane, but red color was still an issue and not what was expected.
  - ii. SP is well known and we have a good history with SP and Player's Bench. Consistently good delivery and product. Material sent seemed more durable than CCM. Concern discussed that one off/small order turnaround was a possible concern but manageable.
  - iii. After lengthy discussion it was agreed to award jersey bid to SP/Players Bench. Feeling was that we had a known quantity with this group and given some of the early issues with CCM jerseys the group felt the SP option was low risk.
- c. Reaffirmed that players will keep their jerseys with the name bar and Canes logo. We are going with fully sublimated jerseys and name bars. New style red and white Hurricanes replica jerseys.
- d. Numbers - players will pick their own number and submit top 3 choices. Coaches will control the numbers for players. Only concern raised with this method was concern that it increased the potential for conflicts the following year. How would conflicts be resolved if two players with the same jersey number want to reuse their jerseys the following season? Discussed that this would be left to parents to resolve and deal with costs.

**VIII. President: David Wright discussed Fundraising**

- a. Fundraising – Andy Thomas would like to continue with the VIP Card Fundraising program. We need to recruit vendors for discounts. David asked the board to send ideas to Andy or actively recruit vendors for the program.
- b. We are also considering various option for sponsorship and advertising on the RYHA website.
- c. It was suggested that we look at starting "Game of the Week" program where we could promote teams/association and help build interest in the program and youth hockey. We could look for sponsors for these games. Possibly have someone (such as Amber Jay) film and report on games during the season. Someone suggested that we have AAA back to back games, play the National Anthem and have a game announcer.
- d. Agreed to amend the fundraising rules for the coming season and allow teams to keep 100% of proceeds less a small administrative fee (likely less than \$100). We need

provide better ways for teams to help reduce their fees. Requirement that all teams be made aware of fundraising opportunities remains in place. Participation is their own choice. All funds collected must be returned and distributed by RYHA given past issues.

**IX. Executive Board Session (others dismissed)**

- a. Vote to pass amended bylaws. Shane requested we strike sentence #9 from Article #5: *Notwithstanding the foregoing, the Association reserves the right not to provide information and to exclude the Observer from any meeting, or portion thereof, of the Board of Directors if a majority of the Board of Directors determines that such action is necessary or appropriate because of a good faith justification or the loss or adverse effect upon the attorney-client or similar privilege of the Company.* Agreed to consult with counsel regarding striking or amending in accordance with NC statute and governance of RYHA. Vote passes 5-0
- b. Motion made to approve the agreement with Polar for the 8U program with the amendments discussed in the general meeting. Lori seconded the motion. No further discussion. Motion passed 5-0.

A motion was made by David at 9:30 p.m. to dismiss the Board Meeting. Motion was seconded by Lori, motion carried.

Respectfully submitted:  
Jean Rogers, Administrator RYHA