



Update 3/1/2018

Annual Board Meeting  
 Saturday Feb. 17, 2018 11:00 am  
 Renaissance Hotel, Long Beach

The directors named in these minutes of the California State Soccer Association Cal-South, constituting the Board of Directors of said California Corporation holds its regular meeting at Renaissance Hotel, Long Beach, Ca. President and Chairman of the board, Cindy Quan, called the meeting to order at 11:35 am. A quorum was present.

<i>Present</i>	<i>BOD Member</i>	<i>Title</i>	<i>Attendance Type</i>
Y	<b>Cindy Quan</b>	President	Board Meeting
Y	<b>Roy Carlson</b>	Executive Vice President	Board Meeting
N	<b>Vacant</b>	Vice President Youth	Board Meeting
N	<b>Chris Haitz</b>	Vice President Adult	Board Meeting
N	<b>Vacant</b>	Treasurer	Board Meeting
Y	<b>Toni DeCarlo</b>	Secretary	Board Meeting
Y	<b>Mark Flahan</b>	District 1 Commissioner	Board Meeting
Y	<b>Luca Pacelli</b>	District 2 Commissioner	Board Meeting
N	<b>Vacant</b>	District 3 Commissioner	Board Meeting
Y	<b>Humberto Jara</b>	District 4 Commissioner	Board Meeting
Y	<b>Louie De La Cruz</b>	District 5 Commissioner	Board Meeting
N	<b>Jack Larkin</b>	District 6 Commissioner	Board Meeting
Y	<b>Christie Paulson</b>	District 7 Commissioner	Board Meeting
Y	<b>Johnnie Garza</b>	CEO	Board Meeting

Also present for various sessions of the meeting were:

<i>First Name Last Name</i>	<i>Entity Representing</i>	<i>Title</i>	<i>Attendance Type</i>
Johnnie Garza	Cal-South	Chief Executive Officer	Board Meeting
Jonathon Smith	Cal-South	Chief Financial Officer	Board Meeting
Jon Grissom	Cal-South	Cal-South Attorney	Board Meeting
Ric Listella	USYS West Region	USYS West Region Rep	Board Meeting
Steve Hoffman	Cal-South	Director of Coaching Education	Board Meeting

1. Call to Order at 11:35 am
2. Public Comments: Ric Listella, USYS West Region Representative; Congratulations to Cindy and Toni
3. Report from the President: Congrats to Toni. Looking for guidance from the entire board. Carlos Cordeiro was elected President of USSF. All Cal-South Board was present.

Roy Carlson: Good opportunity to hear different issues. Carlos, as Cindy has a lot of integrity and has the ability will pull together a bunch of diverse interest. Mayor's Cup and Governors Cup teams looking to advance to Regionals and Nationals maybe put something together where most teams can participated without waiting a month. Need to create a model or multiple models to achieve the path to the highest level for each individual player.

Luca Pacelli: Acknowledges Ric Listella USYS West Region Representative who helped elect Carlos by the youth side; we need to continue to deliver on what to do with the youth. Keep them in the game, help evaluate on how to serve players and how to develop them.

Christy Paulson: January 13, 2018 minutes. Correction: Hall of Fame stated "Gary Thompson" amended to "Gary Sparks".

**Motion 1:** Roy Carlson moved to amend minutes.

**Second:** Christy Paulson

**Vote:** Yes – 7

No – 0

Abstentions: Louie De la Cruz

Toni DeCarlo

Motion passes

Executive Minutes: January 27, 2018. Special Meeting regarding Cal-South vote for USSF President.

**Motion 2:** Roy Carlson moved to approve minutes.

**Second:** Christy Paulson seconded.

**Vote:** Yes – 7

No – 0

Abstentions: Louie De la Cruz

Toni DeCarlo

Motion passes

4. Approval of Consent Items: none

5. CEO Report:

Discussed list of membership renewals; processed 142 youth renewals, 0 renewals on adults. Outstanding: 127 youth & 12 adult. Request to extend deadline to April 1st.

**Motion 3:** Mark Flahan moved to extend renewal deadline to April 1<sup>st</sup>, 2018

**Second:** Christy Paulson

**Vote:** Unanimously passed.

6. Financial Report:

December financial statement: \$400,000 shortfall attributed to the change with the Nike agreement. Three weekends of State Cup apparel sales \$500,000. "soccerloco" is a short term arrangement. Did not want to commit to a long term relationship until we saw how things would worked out.

7. New Business:

7A. Bank Update Documents: Johnnie Garza: Item #7 - Jonathon Smith, CFO discusses need to act on resolution to change signatories for Union Bank.

#### Resolution

The CEO presented the Board with the following resolution for adoption as required by Union Bank to amend Cal South Banking accounts and to add new contracting officers and signatories to the accounts.

The California State Soccer Association, South (Cal South) resolved that the President, Chief Executive Officer, and/or the Chief Financial Officer is each authorized, acting alone, to enter into deposit account, funds transfer, and Global Treasury Management Services agreements with Bank, and to designate from time to time who is authorized to withdraw funds, initiate payment orders, execute service agreements, and otherwise give instructions on behalf of the

Company with respect to its deposit accounts and treasury management services. This authorization is in addition to any other authorizations in effect.

**Motion 4:** Mark Flahan moved to accept Resolution.

**Seconded:** Roy Carlson

**Vote:** Unanimously passed.

Johnny Garza: Normal protocol and procedures is to shut down accounts for previous board members and volunteers. We will be going forward on the Risk Management assessment piece; out of that we will get a set of recommendation which will inform how we structure and manage the RM process going forward.

Luca Pacelli: Need advice from council about Alcohol clauses. Need to discuss with attorneys on how to go forward.

Johnny: Need to decide on interaction relationship with our foundation; President serves on that will be reaching out to Ken for guidance.

Mark Flahan: Past President is not an officer of the corporation, more to retain legacy discussions for transition only. He will need to return Cal-South property, not authorized to be on accounts. Term is for 1 year.

7B. Annual Conflict of Interest, NDA & Oath of Office:

Board Members will need to fill out Conflict of Interest forms, Non-Disclosure Form & Oath of Office. Adrian will put on SharePoint. Concentrate on being more transparent, do our due diligence. Roy to work on Conflict of interest form, needs to be reworded to make it more transparent.

Christy Paulson: Position for Treasurer and VP of Youth Press Release will go out next week. District 3 Commissioner opening there is one application.

Mark Flahan: Recognize Christy for doing an excellent job on the NEC Elections Committee.

8. Good of the Order: Louie De la Cruz talking with Steve Hoffman found a book (1990) on working with youth players; took 12 years to make any changes. Had the same discussions with Luca about the By-laws which has been working on for two years but nothing has been done. We need to do this quickly without taking a lot of time, getting communications out quickly.

**Motion 5:** Mark Flahan move to go to Executive Session. 11:47 am.

**Seconded:** Christy Paulson

**Vote:** Unanimously passed.