

## MINUTES OF BOD MEETING OF THE BOARD OF DIRECTORS Date: March 3, 2018

The Directors named in these minutes of the California State Soccer Association-South, constituting the Board of Directors of said California Corporation, held its regular meeting at Corporate office in Fullerton, CA. President and Chairman of the Board, Cindy Quan, called the meeting to order at 9:06 a.m. **A quorum of 10 was present.**

<i>Present</i>	<i>BOD Member</i>	<i>Title</i>	<i>Attendance Type</i>
Y	Cindy Quan	President	Board Meeting
Y	Roy Carlson	Executive Vice President	Board Meeting
N	Vacant	Vice President Youth	Board Meeting
Y	Chris Haitz	Vice President Adult	Board Meeting
N	Vacant	Treasurer	Board Meeting
Y	Toni DeCarlo	Secretary	Board Meeting
Y	Mark Flahan	District 1 Commissioner	Conference call until 12:30 pm
Y	Luca Pacelli	District 2 Commissioner	Board Meeting
N	Vacant	District 3 Commissioner	Board Meeting
Y	Humberto Jara	District 4 Commissioner	Board Meeting
Y	Louie De La Cruz	District 5 Commissioner	Board Meeting
Y	Jack Larkin	District 6 Commissioner	Board Meeting
Y	Christie Paulson	District 7 Commissioner	Board Meeting
Y	Johnnie Garza	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>
Steve Hoffman	Cal-South	Director of Coaching Education	Board Meeting
Jon Grissom	Cal-South	Cal-South Attorney	Board Meeting
Jonathon Smith	Cal-South	Chief Financial Officer	Board Meeting
Bob Hocker	Cal-South	Litigation Counsel	CS Board Meeting
Will Browning	Cal-South	Litigation Counsel	CS Board Meeting – Conference call

1. Call to Order/Welcome/Roll Call 9:06 am
2. Approval of Minutes
  - 2.1. Minutes from Feb 17, 2018

**Motion 1:** Luca Pacelli: Approve updated Feb 17, 2018 minutes to include month in the date.

**Second:** Christie Paulson

**Vote:** Unanimously passes

2.2. Minutes from Special Meeting Feb 27, 2017

**Motion 2:** Roy Carlson: Approve Special Meeting Feb. 27, 2018

Second: Christy Paulson

Yes – 8

No - 0

**Abstentions:** Chris Haitz, Jack Larkin

**Vote:** Motion Passes

3. President's Communications  
Report on SharePoint

Cindy Quan stated that she will be engaging the National office for USYS, USSF USASA to gain an update on past communications and current Initiatives.

4. Executive Session – Discussion with counsel

**Motion 3:** Cindy Quan to go into closed session at 9:30 am

**Second:** Louie De La Cruz

**Vote:** Unanimously passes

**Motion 4:** Cindy Quan made Motion to Ratify Motions made in Executive session 2:15 pm

**Second:** Roy Carlson

**Vote:** Unanimously passes

5. CEO Report 2:20 pm

5.1. Report on SharePoint

5.2. Cal South Audit

The current status is that the Audit is with the Auditors being finalized.

Luca asked for a more detail Financial and Operational Audit to review all operational processes with respect to "Best Practices".

Roy Carlson and Audit Department committed to taking the task of engaging in a more detail Audit.

5.3. NBRI Survey

Johnnie Garza stated that the Survey will be sent out March 5th.

Luca asked for a copy to be sent to the BOD.

5.4. Foundation

Johnnie Garza presented the Foundation Service Agreement for approval.

Discussion ensued and based on some requested additional due diligence the Agreement was not approved.

Chris Haitz suggested further discussion needs to be held regarding the foundation relation to Cal South.

Luca Pacelli further added that the process for assigning a Cal South Board member to the Foundation needs to be reviewed.

5.5. Coaching Education

Steve Hoffman presented the Coaching education plan for this year explaining the USSF License progressions with respect to the 4v4, 7v7, 9v9, 11v11.

Steve Hoffman also discussed the proposal from Cal South to the USSF Education program to provide discounts for the License Fees for the introductory courses.

Steve additionally mentioned the need to have more teachers teaching the courses and a plan to eventually having designated Teachers at the League/Club level teaching the lower level License.

The discussion then moved to the issue that except for the 4v4 the other courses are currently not available for the members and will likely not be ready until July of 2018.

Luca commented that this will be too late for the members to engage and that at this time the 4v4 License curriculum that is available for the members should be used as the replacement for the expired "F".

After some discussion the Board agreed and Johnnie Garza will draft a communication regarding this decision for 2018.

6. Financial Report - None

7. Board Reports

Reports on SharePoint

No discussion

8. Committee Reports:

8.1. Reports on SharePoint

8.2. NEC

Report Number of Applications for Cal South Board Vacancies

- VP of Youth – Dropped Humberto and added 2 Board recommendations – Total of 13
- Treasurer – Total of 3
- District 3 – Total of 3

NEC Committee will perform preliminary interviews of the candidates and then present the set of best candidates to the BOD for interview.

The candidates for the Treasurer position will also be discussed with Johnnie Garza and CFO.

## 8.3. Finance Committee

Luca Pacelli stated that we need to have a decision regarding the Investment Portfolio Strategy as presented by RBC to increase the reserve per earlier agreement. We received the proposal from RBC and a decision needs to be made regarding the level of commitment.

Cindy Quan stated that this can be addressed by calling a Board Special Meeting in the coming weeks.

## 8.4. Technology Committee

Luca reported: The Cal South Registration system RFP responses have been submitted and are being reviewed.

A weighted criteria for the evaluation of the RFPs is being defined and will be used to evaluate the different Application Systems.

## 9. New Business

A discussion was held about Committee assignments. Cindy Quan said that Board members need to choose at least 3 committees; there is a spreadsheet on SharePoint. Cindy also contacted each BOD member to ask what they wanted.

Cindy Quan commented that Luca will post on Share Point the spreadsheet with the list of the known meetings for travel approval. BOD members can choose which meeting they would like to attend. Suggested to have 1 Representative at each meeting.

## 10. Old Business

Luca will send a report to Cindy Quan regarding the outstanding items not covered during this Cal South BOD Meeting.

### 10.1. Cal South Policy regarding the 8 year old Competitive Floor.

Johnnie Garza and Steve Hoffman referenced a response received from USSF Ryan Moonie requested by Cal South after receiving a request from the members to get additional clarification.

The USSF communication supports the previously stated PDI information received from the USSF and it clarifies that the classification of players that are younger than 8 years of age is not the critical issue what is the critical issue is the treatment of the younger ages as it relates to training gaming and tournaments.

It was determined that the Bylaw Rules Policy Committee will work with Steve Hoffman and staff to draft amendment to the previous 8 Year Old Competitive Policy and present the change to the Cal South BOD for approval.

## 11. Good of the Game

The Board commented that it was engaging to focus on soccer

## 12. Adjournment

**Motion 5:** Christie Paulson Motion to adjourn 5:10 pm

**Second:** Louie De la Cruz

**Vote:** Unanimously passes