



**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
November 17, 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 on November 17, 2018 at the Corporate Office in Fullerton, CA. President and Chairman of the Board, Cindy Quan, called the meeting to order at 9:05am. A quorum was present.

- | | |
|---|--|
| <input checked="" type="checkbox"/> Cindy Quan, President | <input checked="" type="checkbox"/> Mark Flahan, District 1 Commissioner |
| <input checked="" type="checkbox"/> Roy Carlson, Exec. Vice President | <input checked="" type="checkbox"/> Luca Pacelli, District 2, Commissioner |
| <input checked="" type="checkbox"/> Jerry Selby, VP of Youth | <input checked="" type="checkbox"/> Grant Nadell, District 3 Commissioner |
| <input checked="" type="checkbox"/> Chris Hartz, Vice President-Adults | <input checked="" type="checkbox"/> Humberto Jara, District 4 Commissioner |
| <input checked="" type="checkbox"/> Mike Green, Treasurer | <input checked="" type="checkbox"/> Louie De La Cruz, District 5 Commissioner |
| <input checked="" type="checkbox"/> Monica Jara Guerra, Secretary | <input checked="" type="checkbox"/> Jack Larkin, District 6 Commissioner |
| <input checked="" type="checkbox"/> Johnnie Garza, Chief Executive Officer | <input type="checkbox"/> Christie Paulson, District 7, Commissioner |

Also present for various parts of the meeting:

- Luis Salcedo, OSG Manager**
- Steve Marquez, IT Manager**
- Jonathan Smith Chief Financial Officer**
- Carlos Torres, Creative Manager**

1. CALL TO ORDER at 9:05 am

2. PUBLIC COMMENTS

Roy would like to state for the record that he is not waiving the 30-day requirement for changing bylaws, consistent with his email to the board which was sent last night.

Motion 1: To adjust the agenda by moving the committee reports from afternoon to following the approval of the minutes since there are issues that needed to be voted on.

Luca motioned
Mike Green seconded
Motion passed

3. APPROVAL OF PREVIOUS MINUTES

Roy suggested to move the approval of the minutes to after the committee reports to give everyone an opportunity to read the minutes.

4. Committee Reports

First item discussed was the proposed separation between the AGM and the election. This item was previously discussed at the 11/11/18 Special Meeting conference call. Those who attended the call were all in agreement to put this proposal before the board. The BRPC committee shared that the primary reason would be to be able to set AGM at any time of the year to better fit the needs of Cal South and its members as a result of previous concerns. It will also allow elections to take place at their own time, etc, to give flexibility to board to do it when it makes most sense. Removes the need for elections to be done in the first quarter. The board engaged in a discussion regarding this proposal. A request for the minutes for the 11/11/18 Special Meeting since she was not on the call. The committee will wait for the 30 days to expire and bring it up to the Board at that point.

The second item from the BRPC with documents posted on SharePoint was Project 61 which is the heading policy, where kids of an age where they cannot head the ball are playing up to age groups where they can head the ball. The Chair of the committee went through the documents posted and explained the importance or value of each item. The Chair reported that there are about 1200 kids currently playing up into an age group where they are heading. Individuals reached out for policy recommendation from USSF. There is no hardline policy, but they reiterated that those that are playing up should not/cannot head the ball. The Board discussed ideas on how to identify the player, and the impact of publicly identifying these children as well as the legal responsibility of a child potentially becoming injured by engaging in heading. The Board also discussed the legal liability of the various options. From information gathered at this time, only Cal North, USYS, and AYSO were bound to mandated non-heading and it is best practices for other organizations. Staff was asked to check with the insurance company.

The BRPC was tasked to bring to the Board a policy on identifying a way to identify the young players that are playing up from a non-heading group to a heading group. The committee will take input from the insurance policy to be able to address the policy.

The committee was provided with a draft policy from SRC regarding referee assault in unsanctioned events.

The NEC has been working on the election and directed the Board to the documents on SharePoint. The Board reviewed three potential calendar options. It is difficult to create a calendar without an AGM date set. The Board engaged in a discussion on our bylaws and recommendations from board members.

Motion 2: To have the AGM on March 23, 2019

Roy motioned
Cindy seconded
Motion passed

Motion 3: To accept calendar dates as they are proposed on the NEC election calendar option 3 with an election date on February 22nd.

Luca motioned
Humberto seconded
Roy opposed
Motion passed

Everything is ready to go on Monday, November 19th to align with the now approved election calendar.

The Board reviewed the nomination process communication flow, including nomination process, to go out to credentialed members. The committee liaison is finalizing communications to go out on Monday.

The audit was discussed. The audit manager was on site Tuesday through Thursday. There are one or two things related to some of the change in revenue reporting that they want more information on. They are

looking at insurance, based on what makes sense as an appropriate liability. The process has gone smoothly. The report is expected not too long after Thanksgiving

Mike shared that he would like to be invited to audit committee as non-voting guest.

Following last board meeting, Grant reached out to clubs regarding the issue of bad behavior, especially targeted at referees. There was a recent issue that arose and suspensions. An agreement was made to wait for league season to be over to come up with a uniform response to address what is going on. Suspensions currently only hold through league season and do not impact participation in state cup. The Board briefly discussed this issue. Grant will follow up and work with Johnnie on this.

Hall of Fame Committee shared three nominations, information was posted on SharePoint. Came to three nominations to recommend

Motion 4: To accept the recommendations of the committee for Hall of Fame.

Jack motioned

Roy seconded

Louie & Luca abstained

Motion passed

5. **FINANCIALS (Budget Update)**

The financials are not done yet as a result of having an issue with the new system. The goal is to give financial statements to our Board by the last week of the month. The software vendor put out an update in the middle of Cal South's conversion which caused issues.

The policy for expenditures is on hold for now as it needs some additional "flushing out."

The Board discussed a friendly budget that was shared with members in the past which was not shared in the past year.

The Board briefly discussed the initiatives process. Initiatives go to finance committee to make sure it is complete, then the finance committee will bring a recommendation to the board. People may circumvent the finance committee and come straight to the Board as well.

The Cal South logo refresh was discussed. Potential images were shared; the Board provided feedback.

Motion 5: To go into executive session

Luca motioned

Mike seconded

Motion passed

Motion 6: To exit executive session

Chris motioned

Jack seconded

Motion passed

Motion 7: To ratify the actions taken in executive session.

Roy motioned

Chris seconded

Motion passed

6. **CEO REPORT**

Clarification regarding the strategic plan was requested.

Praesidium Accreditation Plan was received. Projected time is 9-12 months. This is a top priority for the organization.

Grant, Humberto and Mark will assist with the NBRI Action Plan.

In preparation for the 2019 Presidents Cup Regionals, there will be a site visit at Silver Lakes. Agreements are in place; the main agreement is between USYS and the complex itself. Cal South's commitment is staff support during the event, main cost of fields, and potentially hosting a VIP event. Everything is on track; hotel links will be available soon. The cost of supporting the referees for this event was discussed. USYS may ask Cal South to help create a larger referee pool for this event.

Budget rolled out by USYS has a proposed 50 cent increase applicable for this current year. An increase of 75 cents next year. Fee will go up from \$1 to \$2.25. The Board discussed how to handle the potential fee increase.

Two initiatives tied to Federation's innovating to grow grant was shared.

Zofi sent out updated announcement of USYS task leadership council that includes 6 areas of focus. They are soliciting for volunteers to commit 15-20 hours/month for the next year or so.

USYS Safe Soccer Framework is closely tied to the work with Praesidium.

Federation Meeting coming up in Phoenix. There is one election, Vice President.

Motion 8: To go into executive session with staff

Louie motioned
Jerry seconded
Motion passed

Motion 9: To exit executive session with staff

Roy motioned
Louie seconded
Motion passed

Johnnie shared that he will need to find a location for the AGM.

7. **NEW BUSINESS**

The Board was reminded that a few years ago, the Board approved a state cup subsidy model for a three-year period and it was time to reengage this process and decide how the Board wants to move forward. The board discussed the history and ideas around how to approach the subsidy model as the previously model simply does not work anymore. A recommendation and complete initiative is needed to be passed by the Board.

8. **UNFINISHED BUSINESS**

The Cal South Foundation was discussed. Members of the board requested a call to discuss the nuts and bolts of what was going on rather than spend the remainder of the meeting on this item.

A list of action items, tracked by Luca, was shared with the Board. The board briefly engaged in a discussion as to what to do with this list. A suggestion was made for a call after Thanksgiving to go through the list and discuss what needs further work, who is going to do it and what the timeline to address it will be. One of the lists included who these items were assigned to as well as included a timeline. A recommendation of making

sure that Luca was part of this conversation as the Board was unable to proceed on this matter without his presence at this point in the meeting.

9. GOOD OF THE GAME

Humberto shared that he received a call from a club in the San Fernando Valley because LAUSD will not renew their permits because clubs are fighting with each other for space. There are simply too many clubs in the area and not enough space.

10. ADJOURNMENT

Motion 10: To adjourn the meeting

Louie motioned

Jack Larkin seconded

Motion passed

Meeting adjourned at 3:35pm