



**MINUTES OF THE REGULAR MEETING  
OF THE BOARD OF DIRECTORS  
December 7, 2013**

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 December 7, 2013 at the Corporate Office in Fullerton, CA. President and Chairman of the Board, John Mullen, called the meeting to order at 9:12 a.m. A quorum was present.

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| <input checked="" type="checkbox"/> John Mullen, President                    | <input checked="" type="checkbox"/> Mark Flahan, District 1 Commissioner            |
| <input checked="" type="checkbox"/> Derek Barraza, Vice President             | <input checked="" type="checkbox"/> Luca Pacelli, District 2, Commissioner          |
| <input checked="" type="checkbox"/> Roy Carlson, VP-Youth                     | <input checked="" type="checkbox"/> Sue Abadie, District 3 Commissioner             |
| <input checked="" type="checkbox"/> Brett Wood, VP-Adults (departed 4:15 PM)  | <input checked="" type="checkbox"/> Sharon Kornfield, District 4 Commissioner       |
| <input checked="" type="checkbox"/> Ken Goldman, Treasurer (departed 4:40 PM) | <input checked="" type="checkbox"/> Cindy Quan, District 5 Commissioner             |
| <input checked="" type="checkbox"/> Lila Smith, Secretary                     | <input checked="" type="checkbox"/> Ann Young, District 6, Commissioner             |
|   | <input checked="" type="checkbox"/> Rick Velasco, District 7, Commissioner (absent) |

Also present for various parts of the meeting:

**John Weinerth, Chief Executive Officer**  
**Adrian Marquez, Office Manager**  
**Bill Lewis, Director of Marketing**  
**Luis Salcedo, Director of Membership Development**  
**Steve Marquez, Director of Registration & Affiliate Account Management**  
**Steve Hoffman, Director of Coaching & Player Development**  
**Jeff Dyrek, Director of Tournaments & Competition**  
**Brandy Buell, Executive Assistant to the CEO**  
**Arthur Rieman, The Law Firm for Non-Profits**  
**Toni DiCarlo, Presidio Soccer League Director of North**  
**Doug Knarr, JUSA President**

**Public Comments:**

None.

**Roles and Responsibilities of a Board and Individual Directors**

The Board welcomed Arthur Rieman from The Law Firm for Non-Profits as part of Board training and continuing education on the roles and responsibilities of a Board and individual Directors. Mr. Rieman reviewed critical elements of a Director's fiduciary duty and key principles including charitable trust doctrine, private benefit, scope of Board authority, and reasonable inquiry. The role of the Board is to establish the mission, set policy and oversee the organization's affairs.

**Election Committee Update**

Motion #1: Mark Flahan moved to enter Executive Session.

Roy Carlson seconded.

Motion unanimously carried. Arthur Rieman was invited to remain for closed session.

The Board exited Executive Session at 12:00 PM.

Mark Flahan noted that the next Election committee meeting is on December 11<sup>th</sup>.

Motion #2: Mark Flahan made a motion to give all election candidates the VIP list with a disclaimer that the list is confidential and only for use for the election.  
Ken Goldman seconded.  
Motion unanimously carried.

### **Strategic Direction of the Board**

John Mullen spoke on the strategic direction of the organization that was formalized by the Board in the fall of 2012. The strategic planning process was led by Johnnie Garza and molded over a year and half by the Board in collaboration with two consultant groups. Mr. Mullen agreed to carry out the work established by Mr. Garza and the Board and wanted to get a sense as to where the existing Board's level of support stood on the strategic plan. Mr. Mullen took a straw poll of the Board members present requesting their support or disapproval of the strategic plan. There were eight members in favor and four members against.

### **Board of Directors on Operational Committees**

Discussion took place on Board members serving on committees that ultimately report to staff members. A decision was tabled until the January meeting.

### **Committee Structure**

The status of the Committee Work Group recommendations from the September 2012 Board approval was discussed. Arthur Rieman opined that the approval is still valid unless remanded by Board in a separate motion. Any amendment reflecting this within the Bylaws was tabled.

### **Executive Session**

Motion #3: Mark Flahan moved to enter Executive Session to discuss personnel and legal matters.

Roy Carlson seconded.

Motion unanimously carried.

The Board exited Executive Session at 2:56 PM.

Motion #4: Sharon Kornfield moved to ratify the decisions made in Executive Session.

Roy Carlson second.

The motion passed with Derek Barraza opposing.

Motion #5: Mark Flahan moved to go back into Executive Session to discuss contractual agreements.

Roy Carlson seconded.

Motion passed unanimously.

Luis Salcedo was included for the final portion of closed session.

The Board exited Executive Session at 3:46 PM.

Motion #6: Sharon Kornfield moved to ratify the decisions made in from Executive Session.

Mark Flahan seconded.

Motion passed unanimously.

### **Communication Task Force Findings**

Derek Barraza gave a brief update to the Board noting that additional information was uploaded to SharePoint for their review. Doug Knarr shared a bit about his perspective as an Affiliate President and a member of the task force. Mr. Barraza agreed to come back in January with next steps.

### **Offsite Momentum**

John Weinerth encouraged the Board to read through the compilation of output from the October offsite meeting. Mr. Weinerth noted that the staff would come to the meeting in January with some recommendations based on Board ideation and discussions from that meeting.

### **Tournament Blackout Policy & Revised Sanctioning Requirements**

Jeff Dyrek presented an updated blackout date policy. As per the Board direction from the October meeting, Mr. Dyrek worked with staff to open up the blackout dates in an effort to be a bit less restrictive and provide greater flexibility for our sanctioned tournaments.

Motion #7: Mark Flahan moved to approve the recommended sanctioned tournament weekend availability.

Sharon Kornfield seconded.

Motion unanimously carried.

As a result of the strategic discussions from the October meeting and agreement that we should look to review and streamline sanctioning and reporting requirement for our Affiliates, Jeff Dyrek presented a streamlined application and reporting recommendation for Cal South sanctioned tournaments going forward.

Motion #8: Mark Flahan moved to approve the recommended updated sanctioned tournament application and reporting process.

Ken Goldman seconded.

Motion unanimously carried.

Mr. Dyrek commented that he would work to bring an updated sanctioned tournament manual to the January meeting for review and approval.

Brett Wood was excused from the meeting at 4:15 PM.

### **Affiliate Sanctioning Requirements**

Luis Salcedo presented updated affiliate sanctioning requirements. The Board requested additional research and updates and tabled the item.

### **Consent Calendar**

Motion #9: Cindy Quan moved to approve the consent calendar.

Sharon Kornfield amended one line of the draft minutes.

Roy Carlson seconded.

Motion carried unanimously.

Appeals for two tournaments were reviewed.

Motion #10: Sharon Kornfield moved to decline both of the appeals the OCP Mayor's Cup in March 2014 and the Cali Crown Classic in April 2014.

Lila Smith seconded.

Motion carried. Ann Young and Derek Barraza abstained.

Ken Goldman was excused from the meeting at 4:40 PM.

### **Website Review Update**

Bill Lewis gave an update on historical website traffic analytics including a listing of the most and least viewed pages. Our website will be completely revamped this year and the analytics represent what information and areas of the site are accessed the most. Additionally we will be conducting a survey launched in the coming weeks to gain additional insight.

### **Birth Certificate Retention Recommendation**

Steve Marquez asked the Board to review the draft policy listed in SharePoint as he would like to bring a final recommendation to the January meeting for approval. He has received input over the past month from multiple Board members and welcomes any additional feedback or input.

### **CEO's Report**

Jeff Dyrek gave an update on younger's registration numbers for the Governor's Cup, President's Cup, and National Cup, all of which were up from last year counts. Mr. Dyrek also touched upon the published play down appeals policy that will be utilized to adjudicate any requests this year.

John Weinerth and Steve Hoffman gave an update on a US Soccer Elite Identification camp that will be hosted in Cal South in the summer of 2014. This will be staffed and run by US Soccer National Staff in collaboration with Cal South and represents a tremendous opportunity for Cal South members.

John Weinerth gave an update that Raicheal Sutherland, Sanctioned Tournaments Coordinator has landed a full-time position within her church and will be transitioning from the organization. We continue to work with US Soccer on a couple of city futsal court renovation projects and anticipate those being started in January. These projects are being funded by Yingli Solar in partnership with US Soccer.

Mr. Weinerth shared that Coast Soccer League requested articles for their Premier Magazine similar to last year. We provided them with three articles highlighting Coaching Education, Scouting, and the Pro+ program. We will bring in copies to share with the Board at the January meeting.

### **President's Report**

In the interest of time, John Mullen chose to hold his full report until the January meeting. He noted that one Board member turned in a series of reimbursement requests dating back to February and reminded everyone that pursuant to the Board approved travel policy that all reimbursement requests are due within 60 days.

### **Adjournment**

Motion # 11: Mark Flahan moved to adjourn the meeting.

Derek Barraza seconded.

Motion unanimously carried.

Meeting adjourned at 5:08 PM.