



**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
October 3, 2015**

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 October 3, 2015 at the Cal South State Office in Placentia, CA. President and Chairman of the Board, Derek Barraza, called the meeting to order at 9:03 a.m. A quorum was present.

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| <input checked="" type="checkbox"/> Derek Barraza, President | <input checked="" type="checkbox"/> Sally Grigoriev, District 1 Commissioner |
| <input checked="" type="checkbox"/> Roy Carlson Executive Vice President | <input checked="" type="checkbox"/> Luca Pacelli, District 2, Commissioner |
| <input checked="" type="checkbox"/> Rick Velasco, Vice President-Youth | <input checked="" type="checkbox"/> Sue Abadie, District 3 Commissioner |
| <input checked="" type="checkbox"/> Brett Wood, Vice President-Adults(call in | <input checked="" type="checkbox"/> 9:05am) Humberto Jara, District 4 Commissioner |
| <input type="checkbox"/> Ken Goldman, Treasurer | <input checked="" type="checkbox"/> Cindy Quan, District 5 Commissioner |
| <input checked="" type="checkbox"/> Lila Smith, Secretary | <input checked="" type="checkbox"/> Jack Larkin, District 6, Commissioner |
| Christie Paulson, District 7, Commissioner | |

Also present for various parts of the meeting:

- Johnnie Garza, Chief Executive Officer
- Ron Beaulac, U.S. Youth Athletic Network
- Carrie Taylor, Director of Coaching Laguna Niguel
- Steve Hoffman, Director of Coaching and Education(called in at 1:00 -1:30pm)

1. PUBLIC COMMENTS

None

2. CONSENT CALENDAR

Motion #1 Rick Velasco moved to approved August Minutes as amended.

Cindy Quan seconded.

Motion passed unanimously.

Motion #2 Rick Velasco moved to approve September 16, 2015 Minutes

Jack Larkin seconded.

Motion passed with Brett Wood abstaining

Motion #3 Roy Carlson moved to approved Consent Calendar with amendment to tournament approval.

Sue Abadie seconded.

Motion passed unanimously

Cindy Quan request that any questions poised to Arthur should be included in the report with his answers so that we don't ask the same questions twice.

3. **PRESIDENT'S REPORT-See Presidents Report**

Derek Barraza gave updates on meetings coming up:

- Region IV Workshop this week in Las Vegas Mirage
- USASA meeting in Newport Beach same weekend.

There was a mention that the Presidents report was not uploaded until the meeting day.

Per Derek Barraza one of the topics at the Region IV meeting is for SYRA's

Article on Pro+ was sent to Chris Moore, John Sutter and Ric Listella. Will be meeting with Chris Moore and John Sutter (Johnnie Garza will be included).

Roy Carlson asked what our position will be on the U12 at Far West Regionals; per Derek Barraza he has not asked DOC or teams about this issue. Only item on the U12 is the venue where they will be playing. Cal South is not in favor of dropping the U12 from Far West Regionals.

Per Luca Pacelli, if the Region does not move forward we could put together a Regional U12 tournament.

Region IV Council meeting will discuss leadership positions, Chair/Representative vs Chair and Representative; A single Vice Chair vs two Vice Chairs and Treasurer position.

Roy Carlson asked if Cal South received any feedback on the stay to play rule for Regional/Nationals.

Portland Adult meeting was attended by Roy Carlson, Johnnie Garza and Derek Barraza. All three gave feedback on meetings they attended. Roy Carlson pointed out that one of the big issues was the challenges to the state associations. USASA is hoping to get control of Adult tournaments in Las Vegas.

Committee assignments will be discussed later. Governance training is currently taking place a final report will be sent in the next week, prior to the first training. Will be speaking to members, Derek Barraza has chosen Gary Sparks, Bob Turner and Michelle Romero.

Rick Velasco advised the final report from Quantum will be distributed one week before the meeting to Johnnie Garza, Derek Barraza and Rick Velasco then three days before meeting to the rest of the board. Report needs to be reviewed so that we can be ready for discussion. The first session will be held on October 17th at the Fullerton Marriott beginning at 8:00 am.

Cal South Strategic plan is back on Johnnie Garza's plate. It will be a big part of our retreat in December.

Leadership Academy was held in LA Burbank Marriott. Turnout around 30 attendees, interaction between participants is the greatest part of the session. Currently schedule to hold next one in the Inland Empire area first part of 2016.

Brett Wood commented great communication ideas, lacking in getting to the grassroots and getting to the Presidents. Lancaster issue was a big deal, Cal South might suffer from participation in the tournament. Numbers game with USASA put together strategic plans,

hired a consultant and wanted to increase membership, however membership has dropped. Need to focus on growing membership, find out where the players are going. Prior meeting in January USASA advised that they would be focusing on 3 states (Cal South not one of them).

The Technical committee will be having a meeting on October 14th at the Fullerton Hotel.

President's Summit had a great turnout and feedback.

4. CEO REPORT- See report.

Johnnie Garza was asked to make some amendments to the Affiliate approval and Tournament reports that are given to the board.

Johnnie Garza advised that USASA chose to go to Colorado instead of Lancaster. Cal South found out through a report that was distributed.

Johnnie Garza discussed getting a hospitality suite put together for the Adult meeting, to include a viewing party for the USA vs Mexico game.

Updated budget sent to board. Luca Pacelli advised that even though the budget showed a deficit of \$9,000 it did not include the Affinity Online Registration revenue. Financials through August have been sent to Ken Goldman. Monthly dashboard and quarterly reviews will be done in the future. Per Johnnie Garza we currently have some issues that he is working on and will advise. Need to move toward online registration.

Updates on Silverlakes agreement, SoCal sports complex agreement will be revised as there have been some issues with stay to play format, Lancaster and EurMax. Luca Pacelli asked if the "Out Clause" for the quality of the fields had been included in the Silverlakes contract as previously requested. Johnnie Garza responded that he thought it had been included and would check.

Midmonth will be expanding office hours to open at 8:00 am and will look at closing later in the future.

CRL schedules have been posted for 1st week in December.

Affinity conference was held (President, CEO, VP of Youth and Registration manager were invited). Derek Barraza and Rick Velasco gave an overview of the meetings attended. Luca Pacelli asked about update to browsers, per Derek Barraza they are in the process of updating. Luca Pacelli asked if Affinity had announced a plan for a new release of the Affinity product and support of all the browser and specifically the new Microsoft Edge for Windows 10.

5. USSF Development Initiatives-

Steve Hoffman gave the board an overview of where we are at this point. He is looking at the field sizes and goal sizes. He will get more info on

Motion #4 Cindy Quan made the motion to adopt the Calendar year for fall 2016 season for Recreational and Competitive allowing summer tournaments to adopt calendar year early at their option.
Rick Velasco seconded.
Motion passed unanimously

Johnnie Garza discussed the October 14, 2015 meeting will be held at Hotel Fullerton from 10:00 to Noon. Seeking more input on small sided games. With communication Johnnie Garza will include the table.

6. TECHNOLOGY TASK FORCE REPORT

Nothing has happened at this point. Affinity contract expires in May 2016. Budget includes hiring and in house IT person to review or needs.

7. ANNUAL AFFILIATE APPROVAL PROCESS

Humberto Jara presented Member Proposal and the process is same as previously presented except for Item # 5, 12 and section 2.

Roy Carlson brought up the Non-Profit vs For Profit memberships. Johnnie Garza advised we need to look at the requirements and make sure not too cumbersome.

Motion #5 Humberto Jara made a motion to approve the Affiliate Renewal Process as proposed except for correction of Section 2.
Rick Velasco seconded.
Motion passed Brett Wood abstained

8. TRANSFER APPEALS COMMITTEE REPORT

Christie Paulson discussed the Cal South Roster freeze rule as CSL, Presidio, SDDA and SCDSL all have their own rules.

Luca Pacelli asked what caused the change in the Rule of the Release and Transfer and why this not processed through the appropriate committee and communicated to the members.

Cindy Quan advised that last year there was a committee that included gaming leagues.

9. APPEAL-TRANSFER WAIVER

Roy Carlson discussed an U14 player who wanted to move to another team in mid-July at which time Coach sent out an email to the team, parent did not do anything.

Motion #6 Roy Carlson made the motion a reverse decision by Appeals committee to allow player to transfer.
No Second
Fails due to no second

10. RON BEULAC-U.S. YOUTH ATHLETIC NETWORK

Ron Beulac from U.S. Youth Athletic Network gave a presentation on his firm; the purpose is Saving/Enhancing the Lives of Youth Soccer Players & Programs (working to enhance child self-image, obesity, child feeling alone)

11. WOMEN'S LEADERSHIP COMMITTEE APPOINTMENT

Carrie Taylor presented Women's Leadership Committee proposal and budget for Cal South consideration.

Motion #7 Lila Smith made a motion to approve the Women's Leadership Committee as part of the Leadership Academy budget Sally Grigoriev seconded.

Motion passed with Christie Paulson opposed and Humberto Jara abstaining

Roy Carlson, Sue Abadie and Sally Grigoriev will be on the committee and Staff Liaison will be assigned by Johnnie Garza.

12. CONCUSSION POLICY-UPDATE

No Report

13. BYLAW CHANGES- ARTICLE 5-COMMITTEES, ARTICLE 7-ELECTIONS

Motion #8 Rick Velasco made a motion to approve Article 5 Section 10 as amended (Governance Committee Chair)

Sue Abadie seconded

Motion passes unanimously

Motion #9 Rick Velasco made a motion to approve Article VII Section 3 Standing Committees & Article II Section 5. Advisory Committees as presented.

Sue Abadie seconded

Motion fails with yes- Sue Abadie, Rick Velasco, Sally Grigoriev, Derek Barraza; no- Brett Wood, Lila Smith, Luca Pacelli, Jack Larkin, Christie Paulson, Humberto Jara and Roy Carlson

Christie Paulson advised that rights have been violated

14. DECEMBER RETREAT, GOVERNANCE TRAINING & BOARD MEETING

More info to follow

15. CONFLICT OF INTEREST AND NON-DISCLOSURE FORMS

Motion #10 Sue Abadie made the motion to approve the recommendation of the Governance Committee on Conflict of Interest.

Sally Grigoriev seconded

Motion failed with yes(Rick Velasco, Sally Grigoriev, Sue Abadie, Derek Barraza) no (Brett Wood, Cindy Quan, Jack Larkin, Lila Smith, Christie Paulson, Humberto Jara & Roy Carlson) Luca Pacelli abstained

Luca Pacelli wanted a point of order as the motion made at the 8/15/15 board meeting was to hear both sides and that have not happened. Luca Pacelli requested clarification of what the reason for this motion. Derek Barraza referred question back to Governance Committee.

Luca Pacelli commented that only his Conflict of Interest had been discussed at the Governance Committee meeting. This was contrary to the directive of Motion #4 approved on the Board meeting on August 15th. Luca Pacelli stated that he was not given due process on this issue.

Derek Barraza advised that the “Members” wanted Luca to be reprimanded for “failure to disclose” potential Conflict of Interest. Luca Pacelli and Jack Larkin asked Derek Barraza who the members were that demanded discipline and Derek Barraza advised that it was Bob Turner and Michelle Romero. Luca Pacelli reiterated that none of the items mentioned have been proven to be a Conflict of Interest or perceived conflict of interest as defined in the Cal South Governance Manual.

Per Rick Velasco we need to delete paragraph three of findings. Last sentence of Item 4 is incorrect so needs to be deleted from letter. (The paragraphs deleted deal with the findings of the Governance Committee that was incorrect. 1). The Carmel Valley Recreation Council participation by Luca Pacelli was not considered a Conflict of Interest and therefore did not need to be disclosed. 2) The fact that Luca Pacelli’s wife Marilee Pacelli is the Treasurer of Presidio had been disclosed in prior Conflict of Interest forms.

Jack Larkin advised that he had reached out to prior board members who advised they were just told to update their forms and this process has never happened.

Roy Carlson advised that he is not happy that the board has been put in this situation a lot of time has been spent on this item. Roy Carlson has proposed an alternative to banning

Sally Grigoriev gave overview of how the Governance committee saw the issues. Luca Pacelli noted that per Rick Velasco’s elimination of certain findings the Governance Committee did not perform their due diligence in verifying the facts. Nobody on the Governance Committee has contacted individuals to get correct information regarding potential conflicts.

Humberto Jara advised he feels that Luca Pacelli has been target.

Luca Pacelli stated that since he has spoken out asking for information and justification of the Leadership Academy and other initiatives in the Budget he feels that he is being targeted by Derek Barraza and Bob Turner.

Christie Paulson wanted clarification of charges, is it Conflict of Interest or Failure to Disclose?

Motion #11 Roy Carlson made the motion to have Luca Pacelli amend his disclosure, removal from committee assignments through end of term and public disclosure (to be vetted through legal)

Rick Velasco seconded

Motion passes with No-Brett Wood and Derek Barraza

Luca Pacelli will write a letter to board and District 1 and 2 on the items now included in the Conflict of Interest form.

Per Rick Velasco PAD is responsible for members and Executive Committee is responsible for Board members.

Motion #12 Sally made the motion to have a hard stop at 5:00 pm Jack Larkin seconded.
Motion passed unanimously

Reviewed Conflict of Interest forms for:

- Brett Wood-approve
- Derek Barraza-needs to amend his form-approve as amended
- Roy Carlson- gave update approve
- Rick Velasco- approve
- Ken Goldman-approve
- Lila Smith-approve
- Sally Grigoriev-approve

The balance will be deferred to next meeting.

Motion #13 Sue Abadie made the motion to amend hard stop at 5:30 pm Christie Paulson seconded.
Motion passes unanimously

Motion #14 Sue Abadie made the motion to move into Closed Session at 5:01 pm Christie Paulson seconded.
Motion passes unanimously

16. EXECUTIVE SESSION

Out of closed session at 5:36

17. REVIEW ACTION ITEMS/PLAN FOR NEXT MEETING

Next Meeting Strategic Plan will be updated

Motion #15 Jack Larkin moved to adjourn
5:37pm Christie Paulson seconded.
Motion passed unanimously