



**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
December 13, 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 December 13, 2015 at the Laguna Cliffs Resort in Dana Point, CA. President and Chairman of the Board, Derek Barraza, called the meeting to order at 1:00 p.m. A quorum was present.

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| <input checked="" type="checkbox"/> Derek Barraza, President | <input 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 type="checkbox"/> Brett Wood, Vice President-Adults | <input checked="" type="checkbox"/> Humberto Jara, District 4 Commissioner |
| <input checked="" 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 |
| | <input checked="" type="checkbox"/> Christie Paulson, District 7, Commissioner |

Also present for various parts of the meeting:

- Johnnie Garza, Chief Executive Officer
- Kathy Lawson, SingerLewak
- Nick Metz, SingerLewak

1. PUBLIC COMMENTS

None

2. CONSENT CALENDAR

3. ANNUAL AUDIT REPORT

SingerLewak was present to give the board an overview of the annual audit. Rick Velasco welcomed the auditors and thanked them for making themselves available on a Sunday.

Ken Goldman reported that Program service expenses were greater than 80% of total expenses. This is an excellent metric for not-for-profit organizations. Ken Goldman advised that the audit was done way in advance compared to last year. Derek Barraza wanted to thank Johnnie Garza, staff, board and volunteers that helped Cal South accomplish this goal.

Ken Goldman provided clarity on items discussed for Board to understand clearly the items that the auditors discussed. Internal controls shown on the auditor's letters are normal and are being worked on. Three of the five items have already been completed the other two are in the works.

Rick Velasco gave his overview, would like to suggest that a procedure for stale checks be implemented.

Johnnie Garza wanted to show his appreciate to the Auditing team for the help in getting this audit completed under the timeline presented.

Motion #1 Rick Velasco moved to accept the audit report as presented.
Christie Paulson seconded.
Motion passed unanimously

4. PRESIDENT'S REPORT-See Presidents Report

Derek Barraza gave a quick overview of his report. Jessie Harold Region III is one of the candidates for US Youth Soccer President. Region II Bill Podewils has resigned.

Region IV Event Improvement Committee meeting was attended by Derek Barraza, Sue Abadie and Johnnie Garza. Sue Abadie commented that there was concern with college players.

Johnnie Garza advised that during the Youth Council meeting there was a lot of discussion on ODP. Discussion on why Cal South is not sending kids to Regional camp. Cal South has offered to host Regional Camp.

Roy Carlson commented on Regional camp and background on how we got to where we are on this.

Upcoming events:

January 8-10-San Diego-USASA Region IV Meeting

January 6-10-Phoenix-USYS RIV ODP Championships

January 13-17-Baltimore-USYS NSCAA

Johnnie Garza will have the 2016 Travel tracker updated and posted in the Board documents.

Meeting scheduled Cal South Foundation meeting will be held on December 18th at Cal South offices.

Next Leadership Academy will be held in Inland Empire on February 27-28th, 2016.

5. CEO REPORT- See report.

Meeting that he attended in Dallas was centered on how to address Federation. Gave us an overview of what transpired at meeting and advised it was a very collaborative meeting.

U.S. Adult working on response on RFP.

Annual General Meeting, Annual Business Meeting and Hall of Fame Ceremony will be held on Saturday February 13, 2016 in Long Beach.

6. NOMINATIONS/ELECTIONS COMMITTEE REPORT

Rick Velasco gave an overview of what nominations have been received.

Luca Pacelli advised how the voting process went last year.

7. CONFLICT OF INTEREST AND NON-DISCLOSURE FORMS

Moved to next month

8. DC MEETINGS

Motion #2 Luca Pacelli made the motion to allow District Commissioners to hold meetings to discuss issues in the districts.
Ken Goldman seconded.
Motion passes unanimously

9. SUPPORTING BOD DECISIONS/DISPUTE RESOLUTION PROCESS

Rick Velasco and Roy Carlson have been asked to come up with a Process. Roy Carlson commented on Dispute Resolution and how we should be reviewing this. Governance Manual does address these items, but we need to delineate what the issue is and how it needs to be addressed.

Board members should review the Governance Manual and provide feedback to Rick Velasco. Need to get a process in place for resolution so that we can move forward.

10. EXECUTIVE SESSION

Motion #3 Cindy Quan made the motion to move into Closed Session at 3:20 pm
Christie Paulson seconded.
Motion passes unanimously

Out of closed session at 3:49 pm

11. NEW BUSINESS-REVIEW ACTION ITEMS/PLAN FOR NEXT MEETING

Next Youth Council meeting on April 9, 2016

District Symposiums scheduled for:
District 1 & 2: March 19, 2016
District 3 & 4: April 02, 2016
District 5: April 16, 2016
District 6: May 07, 2016
District 7 North: May 21, 2016
District 7 South June 04, 2016

Motion #4 Sue Abadie moved to approve committee reports
Cindy Quan seconded.
Motion passes unanimously

ADJOURNAMENT

Motion #5 Jack Larkin moved to adjourn 3:00 pm
Christie Paulson seconded.
Motion passed unanimously