



CAL SOUTH
MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
August 15, 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 August 15, 2015 at the Cal South State Office in Placentia, CA. President and Chairman of the Board, Derek Barraza, called the meeting to order at 9:06 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 (left at 7:05pm) |
| <input type="checkbox"/> Brett Wood, Vice President-Adults(closed sess) | <input checked="" type="checkbox"/> Humberto Jara, District 4 Commissioner |
| <input checked="" type="checkbox"/> Ken Goldman, Treasurer (left at 4:29pm) | <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
- Mark Flahan, Assistant DC
- Bob Turner, Presidio President
- Terry Michelitch-Willis Insurance
- Jennifer Adams-Willis Insurance
- Arthur Reiman-Nonprofit Attorney

1. PUBLIC COMMENTS

Mark Flahan was attending to see how everything is going.

2. CONSENT CALENDAR

Motion #1 Rick Velasco moved to approved Consent Calendar minus Minutes.

Roy Carlson seconded.

Motion passed unanimously.

Motion #2 Roy Carlson moved to accept June Minutes as amended

Jack Larkin seconded.

Motion passed with Sally, Cindy, Lila abstaining, Ken, Rick and Luca NO

Luca Pacelli mentioned that the Agenda had been changed just before the meeting and discussed that the agenda needed to be approved before it is presented at the board as a matter of proper process.

3. PRESIDENT'S REPORT

Derek Barraza gave a brief overview on Tulsa and Kansas City meetings. All by laws we voted on failed except one. Thanks to Roy Carlson for posting the results of the elections. USYS possible candidates for President are Bill Podewils and John Mullen.

Region IV council meeting was held good discussion on Far West Regionals and competitions and how to improve. U12 were discussed as thought was to remove them from competition due to lack of fields and hotels.

US Soccer changes recently announced were discussed at the meeting and 91% of delegates voted to implement the changes in 2016 and will be mandatory in 2017. This item will be discussed at the US Soccer meeting in August in San Diego.

We will be having a separate board meeting to discuss the changes and discussing with Presidents at President's Summit.

Items coming up:

- Region IV Workshop will be in October at the Las Vegas Mirage
- USASA meeting in Newport Beach on the same weekend.

Rick Velasco advised that he is working on Leadership Training for the board, has reviewed proposal from 3 companies and has decided to go with L3. Training will be 3 days Sept 12, Oct 17 and Dec 12, everyone must be present. (8 hours sessions) Will do an assessments and interview the board, an email will be sent from company to board members.

Luca Pacelli advised that Derek Barraza needs to take a vote on Cal South positions as presented at Regional and National Meetings before having them presented as a Cal South official position at the Regional and National meetings. Also Cal South needs to start reviewing when and how the changes are being mandated by US Soccer. Johnnie Garza will put together a plan of action and bring it back to the board.

Roy Carlson advised that we should have a Steering Committee made up of DC to work with Johnnie and staff.

Motion #3 Roy Carlson moved to accept June Minutes as amended
Rick seconded.
Motion passed unanimously

Motion #4 Roy Carlson made a motion to have a steering committee of a minimum of 3 district commissioner
Luca Pacelli seconded.
Motion passed unanimously

Johnnie Garza advised that he would schedule a meeting for all the DCs to participate in a discussion on the subject.

4. CEO REPORT- see report.

Johnnie Garza introduced Cindy Glascock to the board.

Received a card of appreciate from Bela Birzcak wife.

Conference call with Willis Insurance to discuss the Insurance renewal as the renewal date is 9/1/15.

Johnnie Garza discussed the overview of the insurance and the process

Motion #5 Ken Goldman made the motion to accept the AIG option B plan
Sue Abadie seconded.
Motion passed, Lila Smith abstained

Motion #6 Ken Goldman made the motion to move forward to negotiate the Everest General Liability
Roy Carlson seconded.
Motion passed, Lila Smith abstained

5. FINANCIAL REPORT-

Ken Goldman has advised that they do not have the June financial yet. He gave an overview of the where the process is. The quarterly investment meeting is being postponed.

6. BY LAW CHANGE-ELECTIONS

Rick Velasco is proposing 2 amendments (Article 4) which are in SharePoint. Cannot run for more than 1 position, timeline

2nd is Article 7-committees

Motion #7 Rick Velasco made the motion to change the date of the 2016 AGM from 2/20/16 to 2/13/16

Roy Carlson seconded.

Motion passed unanimously

7. Annual Affiliate Approval Process

Humberto Jara brought up the issues with automatic renewal of membership. Johnnie Garza will review the process and get back to us.

8. BOARD COMMUNICATIONS, ROLES AND RESPONSIBILITIES-ARTHUR RIEMAN

Cindy Quan asked why this portion was in open session and was advised that no information is confidential during presentation.

Arthur Rieman reviewed Board member Duty, Authority and Liability. Q & A should be closed session.

9. CONFLICT OF INTEREST AND NON-DISCLOSURE FORMS

Rick Velasco discussed his role on governance. Brought up a nondisclosure issue with Luca Pacelli.

10. EXECUTIVE SESSION

Motion #8 Roy Carlson moved to enter closed session at 12:22 pm

Cindy Quan seconded.

Motion passed unanimously

Out of closed session at 2:47 pm

Back in order at 3:02 p.m.

Motion #9 Cindy Quan moved that we go into closed session at 3:08 pm

Christie Paulson seconded

Motion carries with Ken Goldman, Sally G, Rick Velasco, Derek Barraza, Sue Abadie opposed

Out of closed session at 5:08 p.m.

Motion #10 Jack Larkin moved to ratify actions taken in closed session
Roy Carlson seconded
Motion passes unanimously

We will need an addition meeting this month to discuss the budget

11. CONCUSSION POLICY-UPDATE

Rick Velasco discussed the policy drafts are in SharePoint; look at when we require an update to the course.

Roy Carlson discussed his discussion with licensing and requirement of concussion training.

12. CAL SOUTH LEADERSHIP ACADEMY- 8/28-29, LA

Plan for next year is currently posted on Sharepoint. Has some recommendations on changes to next year. Current list of attendees has been sent to the board.

13. TRANSITION TO A SHARED SERVICES MODEL

Johnnie Garza and Cindy gave us an overview of their model. Transition into new model is scheduled to occur on or around October 1, 2015. Feedback was given on what the current staff has been experiencing.

Sally Grigoriev gave an update on the Membership Management Task Force they believe their roles and responsibilities. This is for our registration data base not for all Cal South's technology needs.

Johnnie Garza will be out of the office this week.

Protest and Appeals Task Force will be chaired by Christie Paulson with Adrian Ruelas from the office staff. Task Force will include Jack Larkin and Cindy Quan. Rick Velasco, Roy Carlson and Derek Barraza will be the first points of contact from board to recommendations of task force on appeals.

Motion #11 Sally Grigoriev moved to authorize Release and Transfer appeals commission to have the authority to make the final decision on behalf of board.

Jack Larkin seconded
Motion passes unanimously

14. REVIEW ACTION ITEMS/PLAN FOR NEXT MEETING

15. ADJOURNMENT

Motion #12 Roy Carlson moved to adjourn at 7:13 p.m.

Sally Grigoriev seconded
Motion passes unanimously