



**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
March 5, 2016**

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 March 5, 2016 at the corporate office in Fullerton, 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 type="checkbox"/> Vacant, 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"/> Chris Haitz, 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
- Mark Flahan,
- Adam Wilson, United Academy

1. PUBLIC COMMENTS

Mark Flahan advised he was just here to see what is going on and find out about the District 1 Commissioner vacancy

2. CONSENT CALENDAR

Motion #1 Roy Carlson moved to approve Consent Calendar with minutes as amended.
Rick Velasco seconded
Motion passed with Jack Larkin abstaining

3. PRESIDENT'S REPORT

Derek Barraza will be giving us a verbal report this month, as it is not a requirement to file a written report. Very busy month with following events: ABM, AGM, US Soccer AGM, etc. taking place.

Regional –hot topics referees (issues ended up being the cost of the referees having to travel) looking to see about heading toward professional referee association. Report will follow from Region on how states are doing with requirement to send referees to events.

Per Johnnie Garza the referee item is a rule and we have supported the event for a long time.

CRL was a hot topic that was discussed.

Far West Regionals will include the U12 this year. Still looking at whether to continue including the U12 for the future years.

College Coaches Showcase have some registrations, Region will be reaching out to college coaches.

Update on Women in Soccer, since the Cal South event, the group has attended the NSCAA event.

Strategic Committee has had some meetings since our last meeting.

Leadership Academy has presented one of his modules (Change Management) Cindy Quan advised that she was disappointed that her session was Cancelled due to the San Antonio event but Emilio was not in San Antonio.

Per Derek Barraza he attended the Got Soccer event yesterday. Networking, Information and Knowledge exchange.

4. CEO REPORT- See Written Report

Per Johnnie Garza the State Referee Committee has recommended an implementation of the heading rules. We will need to strategize and before moving forward.

Luca Pacelli advised we should get with the Federation and clarify when the new rules will be publicized. Roy Carlson commented on the degree of difference in the three Options presented.

Johnnie Garza has uploaded agreements to Sharepoint. Steve Hoffman and Johnnie Garza leave tomorrow to Chicago to meet with the Federation (strategic meeting). Johnnie Garza advised he will be staying an extra day to meet with the 10 largest states. Adult meeting will be held on the 22nd and Derek Barraza will be attended.

Steve Hoffman and Johnnie Garza met with Scott Flood from US Soccer on the new requirement on D & E instructors being required to have an "A" licensed coach. Looking to see if we could have a "B" licensed coach assist.

Per Ken Goldman advised that Wendy Whitman has just received her "A" license.

Roy Carlson advised that he had asked that we hold a meeting a State Referee Committee with the Technical committee to make sure they are working together.

Luca Pacelli- Adult U23 requirements for leagues, clubs etc. Per Johnnie Garza, he will put together a meeting with Chris Hartz, Luca Pacelli and other that are interested in getting this.

Humberto Jara wanted to acknowledge that CAFLA has selected two referees, Juan Manual Gonzalez and Jose Luis Lopez to attend the International Referee seminar hosted in London United Kingdom March 2-9, 2016.

5. TREASURER'S REPORT

Per Ken Goldman financials for January have been posted. We are currently in good financial position, January numbers look low as we purchased all the State Cup apparel and it hit those

financials. Apparel sales are about 30-35% higher than last year. Metric and financials are up on Sharepoint.

Finance Committee had the quarterly investment meeting; currently the investments are all down due to market. February was a good month as the market rebounded. In February we increased reserves by \$100,000.

Rick Velasco advised that we should be going out to RFP for auditors. Rick Velasco and Ken Goldman have discussed and agreed. Topic will be brought up to the Board at next meeting.

6. ANNUAL CALENDAR

Future Board meetings:

April 9th, 2016

May 7th, 2016

June 11, 2016

July 9, 2016

August 6, 2016

7. CEO GOALS- UPDATE

Roy Carlson gave an update on where we are on the process. Goal is to provide Johnnie Garza with meaningful comments. Roy Carlson will be meeting with Johnnie Garza by end of week. Suggest we have a board conference call prior to next board meeting to move forward on the goals.

8. COMMITTEE ASSIGNMENTS

Derek Barraza advised he will have this ready for next month

9. US SOCCER DEVELOPMENT MANDATES

Derek Barraza gave an update on where we are. Chris Moore attended our AGM and had meeting with some of our Gaming Circuits.

Ryan Mooney had advised that there will be some changes to the current updates.

Johnnie Garza concerned that this is starting to get disjointed, due to the numerous separate conversation taking place.

Roy Carlson advised that he agrees with Johnnie Garza and Cal South needs to be aligned with US Youth.

All board members were able to give comments. It was agreed that we should have communication going out from Johnnie Garza and staff so that membership is getting the agreed upon mandates.

10. US SOCCER AGM REPORT

If you attended San Antonio, please file a report. All Board Members in attendance were able to give a quick overview of what they learned or important takeaways from meetings. US Adult Soccer approved 2 independent Council member seats; John Motta has asked if we have any candidates.

11. LEGAL COUNSEL COMMITTEE RECOMMENDATIONS

Motion #2 Roy Carlson made the motion to approve retaining Jonathan Grissom as our independent board counsel.
Cindy Quan seconded.
Motion passes unanimously

12. PICTURES IN CORIS-REFER TO YOUTH COUNCIL

Item being delegated to Johnnie Garza and staff to get this updated.

13. QUANTUM GOVERNANCE RECOMMENDATIONS-UPDATE ON PLAN

Rick Velasco advised we had 22 recommendations; key item is to put together a plan of action so we can move forward. First draft of plan of action should be at next board meeting.

Derek Barraza presented the board with a plaque that USASA presented Cal South during the event in San Diego.

14. MOVE RISK MGMT & PAD RESPONSIBILITY TO OPERATIONS

Moved to future date

15. CONFLICT OF INTEREST AND NON-DISCLOSURE FORMS

Reviewed individual Conflict of Interest Forms

Christie Paulson

Motion #3 Roy Carlson moved to accept Christie Paulson's disclosure form with caveat that no board member should be accepting comped hotel rooms.

Cindy Quan seconded

Motion passes with Christie Paulson abstaining.

Cindy Quan

Motion #4 Roy Carlson moved to accept Cindy Quan disclosure as completed

Ken Goldman seconded

Motion passes with Cindy Quan abstaining.

Derek Barraza

Motion #5 Roy Carlson moved to accept Derek Barraza disclosure form with caveat that no board member should be accepting comped hotel rooms.

Ken Goldman seconded

Motion passes with Derek Barraza abstaining.

Jack Larkin

Motion #6 Roy Carlson moved to accept disclosure form with caveat that no board member should be accepting comped hotel rooms.

Ken Goldman seconded

Motion passes with Jack Larkin abstaining.

Chris Haitz

Motion #7 Ken Goldman moved to accept disclosure as presented
Roy Carlson seconded
Motion passes with Chris Haitz abstaining

Ken Goldman

Motion #8 Derek Barraza moved to accept disclosure as presented
Roy Carlson seconded
Motion passes with Ken Goldman abstaining

Lila Smith

Motion #9 Ken Goldman moved to accept disclosure as revised
Roy Carlson seconded
Motion passes with Lila Smith abstaining

Roy Carlson

Motion #10 Ken Goldman moved to accept disclosure as presented
Jack Larkin seconded
Motion passes with Roy Carlson abstaining

Johnnie Garza

Motion #11 Derek Barraza moved to accept disclosure as presented
Roy Carlson seconded
Motion passes with unanimously

Humberto Jara

Motion #12 Derek Barraza moved to accept disclosure with change
Roy Carlson seconded
Motion passes with Humberto Jara abstaining

Luca Pacelli

Motion #13 Roy Carlson moved to accept disclosure as presented
Jack Larkin seconded
Motion passes with Luca Pacelli abstaining

Rick Velasco

Motion #14 Roy Carlson moved to accept Rick Velasco disclosure form with caveat that no board member should be accepting comped hotel rooms.
Jack Larkin seconded
Motion passes with Rick Velasco abstaining.

16. BYLAW CHANGE-ARTICLE 7- COMMITTEES

Discussion on ByLaw changes, we will relook at and comeback to this topic at a future meeting.

17. GOVERNANCE COMMITTEE CHARTER

Moved to April meeting

18. EXECUTIVE SESSION

Motion #15 Ken Goldman made the motion to move into Closed Session at 2:23 pm

Jack Larkin seconded.
Motion passes unanimously

Out of closed session at 4:41 pm

Motion #16 Ken Goldman made the motion that we will keep Public Comments on our Agenda item at the beginning of all regular Board of Directors
Rick Velasco seconded
Motion passes unanimously

Sue Abadie (Conflict of Interest and Non-Disclosure forms)
Motion #17 Rick Velasco moved to accept disclosure as presented
Roy Carlson seconded
Motion passes with Sue Abadie abstaining

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

Rick Velasco will be attending a meeting with US Youth Recreation Committee, give him feedback by end of week.

ADJOURNMENT

Motion #18 Ken Goldman moved to adjourn 4:48 pm
Christie Paulson seconded.
Motion passed unanimously