



**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
April 9, 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 April 9, 2016 at the corporate office in Fullerton, CA. President and Chairman of the Board, Derek Barraza, called the meeting to order at 9:00 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, left meeting at 4:30 | <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,
- Bernie Towers, President Coast Soccer League
- Gary Sparks, Coast Soccer League
- Lu Tejada, President-Hotspurs Soccer Club
- Alan Whitman, Cal South Foundation

1. PUBLIC COMMENTS

Per Bernie Towers discussed a situation with a Nomads soccer team and an opportunity has arisen that Coast Soccer would like to discuss. Nomads not playing in our league but they are playing in National Cup and CRL. Clubs complaining about getting lists from the Coris system and we have shut down the family lookup which has created an issue for registrars. Can Cal South give more access to the Super Users (Gaming Leagues).

Per Gary Sparks, Christie Paulson has done a great job with Pad which has saved time for Coast Soccer

Lu Tejada discussed an issue that has arisen due to a conflict with their professional tournament director. Hotspurs had held the tournament at the same fields for more than 7 years. One of the issues deals with fields.

Lu Tejada presented information and documentation showing a potential conflict of interest with actions taken by both the outgoing District 1 commissioner Sally Grigoriev and the Tournament Director Raffi Ruotolo.

2. BOARD APPOINTMENT

Derek Barraza advised that he would like to recommend that Mark Flahan be elected as District 1 Commissioner.

Luca Pacelli commented that the process should have been engaged by the NEC committee with a formal announcement of the District Opening and if more than one candidate surfaced then a quick election could have been administered. The current online voting process provides for a quick election.

Motion #1 Derek Barraza moved to consider Mark Flahan as District 1 commissioner.
Ken Goldman seconded
Motion passes with Luca Pacelli, Lila Smith and Humberto Jara abstaining

Mark Flahan was assigned the task to investigate Lu Tejada claims.

3. CONSENT CALENDAR

Motion #2 Roy Carlson moved to approve Consent Calendar as presented
Cindy Quan seconded
Motion passed with Mark Flahan abstaining

Motion #3 Cindy Quan moved to approve Yucaipa United FC as an affiliate member
Ken Goldman seconded
Motion Passed unanimously

4. PRESIDENT'S REPORT-See Written Report

Derek Barraza submitted a report this month. Derek Barraza discussed US Soccer meeting which was centered on growing the Youth and Adult.

Luca Pacelli commented that the President report was not an informational report but an outline.

The President report should provide information on the topic reported and then if a Board member has a question about the information they can selectively ask the question at the BOD meeting. Additionally, the report should list all of the meetings attended by the President on behalf of Cal South.

Johnnie Garza gave us his insight on the meetings that were shown in Derek Barraza report.

US Soccer Diversity is working in urban areas to grow its membership. Doug Andreassen is interested in growing this in Southern California.

Roy Carlson brought up the issue with Regional Camp and players being contacted directly from the Region or US Youth Office to attend the Camp.

Johnnie Garza discussed how the correspondence is going to the players and what is happening with ODP.

Derek Barraza commented that Region IV TOPSoccer Symposium was very informative for him.

Women's Soccer Committee will be recommending a new Chair.

US Soccer Strategic planning committee will bring this up at next board meeting.

Leadership Academy next session will be for Inland Empire, Cindy Quan has not heard back from Emilio Posee to schedule the date.

Luca Pacelli asked again for the Leadership Academy Status report inclusive of the evaluation of the ROI regarding the program. He also stated that last year the Cal South BOD had decided that this initiative was now a "Operational" initiative and should be administered by the CEO and "Staff" if they see a benefit for the Cal South members and its continuation. Luca Pacelli also added that the BOD has never received a plan or a curriculum for the Leadership Academy as had been agreed at the inception of the program.

Urban Soccer Symposium update, Luca Pacelli asked what Cal South is getting from attendance to these Symposiums.

Luca Pacelli commented that Derek Barraza and others have attended the annual US Soccer Diversity and Urban Soccer meeting in Washington DC for several years at a high cost and we have not seen any ROI or action items resulting from the meetings that benefit Cal South or our members from these meetings. Cal South is one of the few or only state organization attending these meetings. Additionally, Cal South Urban Soccer committee never even met last year.

Chris Haitz we should discuss the mechanism of measurement for the Board undertakings.

Rick Velasco advised Presidents report should be geared toward what Cal South is getting from attendance.

Mark Flahan advised we need to establish membership tools to evaluate before sending someone to an event.

5. CEO REPORT- See Written Report

Johnnie Garza apologized for the 1099 fiasco. Steve Hoffman and Johnnie Garza met with Wayne Wilson from LA84 Foundation.

City of Coachella is interested in establishing a Cal South Recreational Program for their community.

An issue with Phone outages and challenges is currently being worked on getting this fixed.

Working on putting together a Spotlight on Clubs, we will discuss in the future criteria for doing this.

Luca Pacelli commented that we need more ODP sessions closer to San Diego, currently the San Diego players have to go to Ventura College for the ODP Camps.

6. TREASURER'S REPORT

Derek Barraza will be sending a communication to membership on the open position which will include a letter from Ken Goldman. The communication will advise that the position will be appointed by board and effective June 1, 2016.

Ken Goldman presented financial statements as of 2/29/16. State Cup and National Cup field costs are higher than last year but are within budget.

Ken Goldman will be giving us a template for guidelines on expenses.

7. CAL SOUTH FOUNDATION APPOINTMENTS

Alan Whitman gave an update on the challenges of the last year. Foundation is here to be a supporting group for Cal South. Have prepared amended By-laws, Organizational structure and operating agreement.

Alan elaborated on the makeup of the Foundation Board which will include 4 Cal South appointed Board members and after the Bylaws are approved it will also include the Cal South President as an ex officio non-voting member.

Luca Pacelli commented that the Cal South President should not be on the Foundation Board since it will create a potential for political leverage.

Luca Pacelli asked if Alan Whitman can tell us what the focus will be and if the candidates presented will be helping the Foundation accomplish this.

Per Alan Whitman more involved in field development and recently were pushing Futsal concept. Helping get kids on the pitch and helping the urban communities where fields are limited.

Motion #4 Roy Carlson made the motion to approve the two candidates Tony Cardenas and Jonny Joseph as requested by Alan Whitman as Cal South Foundation interim board members
Rick Velasco seconded
Motion Passed unanimously

Motion #5 Roy Carlson made the motion that Cal South designate 3 directors Jerry Selby, Ken Goldman and Lynn Mullahey to be installed as Cal South appointed board members once the Bylaws are approved
Rick Velasco seconded
Motion Passed with Ken Goldman abstaining.

Motion #6 Roy Carlson moved to approve Ken Goldman and Jerry Selby to serve on the nominations committee once the bylaws are approved by the interim board members.
Rick Velasco seconded
Motion Passed with Ken Goldman abstaining.

8. FUTURE MEETINGS-PROPOSAL

Johnnie Garza discussed the topic on shaping our future meetings:

- Managing operational stuff
- Strategic Planning items

Working with Palladium to put together a plan for staff to handle the strategic plan and then will include the board. Looking to put together meetings with DC's and staff to build cohesive group.

9. US SOCCER DEVELOPMENT MANDATES

Johnnie Garza updated us on:

- In December Johnnie Garza and Steve Hoffman met as part of the Youth Council, has reached out to get updates.
- Recently received info on field sizes for moving forward
- PDI-Player Development Initiative
 - Opening the system for new registration(opened now);
 - Printing cards(not open yet); working on labeling issue
 - Up Level PDIs to leagues
- Concussion (no update for USYS at this point) need to discuss by next meeting
- USYS has also not finalized their policy for Heading for the Under 10 and the Under 11 and Under 12. This should be communicated in the coming month.

10. QUANTUM GOVERNANCE RECOMMENDATIONS

Quantum recommended that we put together a task force to tackle the changes. Discussion on how the board moves forward with tackling the recommendations.

Derek Barraza has requested a proposal from Quantum for them to help us move forward.

Roy Carlson advised that if we decided to restructure leadership, we might want to have other associations discuss how they changed their leadership.

11. EXECUTIVE SESSION

Motion # 7 Roy Carlson made the motion to move into Closed Session at 3:01 pm
Cindy Quan seconded.
Motion passes unanimously

Out of closed session at 6:57 pm

Motion # 8 Cindy Quan moved to ratify items in Closed Session
Sue Abadie seconded.
Motion passes unanimously

12. GOVERNANCE COMMITTEE CHARTER

Board to send comments to Rick Velasco on charter provided.

13. 2016-17 COMMITTEE ASSIGNMENTS

Motion #9 Roy Carlson moved to accept committee assignments as presented.
Sue Abadie seconded
Yes-Sue Abadie, Cindy Quan, Roy Carlson, Rick Velasco, Christie Paulson
No, Humberto Jara, Lila Smith, Luca Pacelli, Jack Larkin, Chris Haitz,
Mark Flahan Abstained
Motion failed

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

Rick Velasco advised that a new auditor had been selected for BOD approval.
Lila Smith commented that the Audit Committee had not convened to review the potential Auditor and review the engagement letter.

Motion #10 Rick Velasco recommended that we should engage the services of a new Auditor.
Roy Carlson seconded
Yes- Cindy Quan, Sue Abadie, Christie Paulson, Rick Velasco
No-Luca Pacelli, Chris Haitz, Roy Carlson, Mark Flahan, Humberto Jara, Lila Smith
Motion failed

Rick Velasco will get engagement letter and meet with the audit committee before next meeting.

ADJOURNAMENT

Motion #11 Roy Carlson moved to adjourn 7:22 pm
Chris Haitz seconded.
Motion passed unanimously