

9/22/2004

USTA NorCal Board of Directors Meeting
Minutes of September 22, 2004
ClubSport Fremont

Board Members Present: President Dwight Johnson, Betty Cookson, Terry Cossette, Jean Hassoun, Patrick King, Andrea Norman, Linda Peltz, Bill Schoen, Bill Simons, Shar'ron Smith, Dave Sperry, Phil Stromer, Fred Tierney.

Past Presidents Present: Liz Blum, John Frank, Don Jacobus, Paul Kepler, Gary Lee, and Mark Manning.

Staff Present: Executive Director Bruce Hunt.

Guests Present: Suzy Cossette, Bill Hansen, and Bill Jacobson.

Meeting: The regular meeting of the USTA NorCal Board of Directors was called to order by President Dwight Johnson at 6:35 p.m. at ClubSport Fremont. President Johnson noted that the order of the action items was changed, and with that a new agenda was distributed.

Introductions: Executive Director Bruce Hunt introduced the Chairperson of the Junior Council, Suzy Cossette, who stated that she does not feel like a guest. She indicated that the Jr. Council was in the process of approving sanctioned tournaments; Bill Jacobson, coach of South Bay Smash, was introduced and indicated that he will speak later in the meeting; Bill Hansen arrived late and was not introduced.

Minutes: The minutes of August 18, 2004, were approved as written and distributed.

Executive Committee: No report.

President's Report: President Dwight Johnson again introduced Bill Jacobson who reported on Wheelchair Tennis, and specifically on Sharon Clark who is presently in Athens, Greece, competing in the Paralympics in Wheelchair Tennis along with four men and three women representing the United States. Following a spinal cord injury in her senior year of high school that resulted in Sharon becoming a paraplegic, Sharon began competing in wheelchair tennis. Over the years she has been a

National champion four times. She holds the #1 ranking in the U.S., and consistently been ranked in the top ten in the world by the ITF. Sharon is truly a dedicated athlete. South Bay Smash is a program for adults and juniors for wheelchair tennis. Players are from all over the Bay Area and compete in many tournaments. Bill indicated that those involved would be happy to put on an exhibition match and will travel to any event. The next wheelchair tournament will be in October, in Truckee. On a side note, donations in memory of Ned Mansfield can be made to: Far West Wheelchair Sports, c/o William Jacobson, 17470 High Street, Los Gatos, California, 95030.

Dwight asked those who attended the Semi Annual USTA meeting in New York to reflect on the highlights of their experience. (Andrea Norman, Youth Competition; Gary Lee, Seniors; John Frank, Membership and Long Range Planning; Betty Cookson, Awards; Bill Simons, Media; Liz Blum, Nominating and Youth Comp. Bill Schoen, Publishing; Paul Kepler, Strategic Planning, committee structure; Terry Cossette, Sectional Representative; Fred Tierney and Dwight himself).

Delegate's Report: (white) Delegate Tony Silveria, although not present at the meeting, had his report included in the Board Packet. Speak with Tony if there are any questions.

Executive Director's Report: (white) The report was included in the Board Packet. Executive Director, Bruce Hunt highlighted our NorCal Annual meeting which will take place on November 6, 2004, at 1:00 p.m. with Franklin Johnson, USTA National presidential nominee, to attend. The regular Board of Directors' meeting will occur at 10:10 a.m. that same day. On Saturday, October 2, 2004, there will be a Diversity Workshop at Mills College spearheaded by the MPC Department's Sharon Mauney Smith. Bruce distributed the membership report; he noted the passing of Ned Mansfield.

Treasurer's Report: A). (green) Variance Report: Treasurer, Terry Cossette stated that, as of this date, there was a projection of a \$152,000.00 deficit for the 2005 budget, so the budget committee is working hard to present a balanced budget, as requested, at the next meeting. Questions regarding the variance report were answered.

B). (red) The monthly grants were noted. C). (purple) A request for \$27,600.00 to upload league data was discussed. This proposal would free the staff to do other things, and we would recoup our costs within one year. The budget committee recommended approval of this expenditure. A motion to expend \$27,600.00 for

uploading league match results into USTA's Tennis Link for leagues was passed. Item 3, Marketing and Sponsorship Budget, and Item 4, Junior Tennis Budget were not discussed.

Committee Decisions: (yellow). Attention was directed to the committee decisions passed since our last Board meeting.

Action Items: (blue) A). Constitution and Rules Committee, Bylaw Revisions: There was considerable discussion on substantive changes in the Bylaws regarding the removal of a director and the definition of meeting attendance (i.e. conference calls, non-scheduled meetings).

It was moved to table further discussion until October, 2004, with a strong recommendation to the Constitution and Rules Committee not to submit these Bylaw changes to the membership for 2004. Motion passed. B). Bylaw proposal submitted by Sunnyvale Tennis Club and presented by Phil Stromer to create four additional seats on the Board. These seats would be classified as "player representatives." The Board can support this or not with all secretary's proxies voted as the Board decides. Phil was urged to withdraw this submission and send it to the Constitution and Rules Committee for editing. He declined. Therefore, having given proper notice, this will be an item for consideration at the Annual Meeting. It was moved that the Board support this Bylaw proposal. The motion failed with a vote of 3 in favor and 12 against. All proxies going to the Secretary will be voted against this Bylaw amendment. C). Strategic Partner Benefit for Organizational Members (otherwise known as "pass through donations") was presented by Fred Tierney. This discussion indicated that there were shades of "money laundering" contained in this item in that once the money was disbursed USTA had no control of where it went. It was moved to table this item and to seek a written legal opinion regarding the appropriateness of providing this service. Motion passed. D). Presented by Fred Tierney. It was moved to Adopt the USTA Code of Ethics as the Code of Ethics for the USTA Norcal Board of Directors, and to make null and void the previously

adopted Code of Ethics (August 18, 2004). This is to become effective on October 1, 2004. The motion was amended to include

"USTA/USTA NorCal". Both the main motion and the amended motion passed unanimously. This code of ethics is to be given to all volunteers and committee chairs.

E). Presenter Fred Tierney moved to change the requirement to present action items at Board meetings from three board members to five board members. Included in the discussion was that three members allows for a minority opinion to be debated, five members indicates that half of the supporting board members would present a favorable opinion and not waste the Board's time, and if the Bylaw to increase the number of Board members were to pass then this should also be increased. The motion failed with three votes in favor and fourteen votes against. F). Action item F was withdrawn.

Old Business: Liz Blum, chair of the nominating committee, indicated that there were 17 confirmed nominations for the upcoming election for the Board of Directors. 8 or 9 nominees did not respond by submitting their resumes, so they were considered ineligible to be on the slate or to be interviewed, but they are still nominated and will appear on the ballot. The nominating committee will conduct 13 telephone interviews and will not interview present Board members seeking reelection.

New Business: A reminder about the Diversity Workshop to be held at Mills College on October 2, 2004.

There being no further business, the meeting was adjourned at 10:35 p.m.

Respectfully submitted,

Linda G. Peltz
Acting Secretary

BOARD OF DIRECTORS' MEETING AGENDA

Wednesday, September 22, 2004

ClubSport Fremont

46650 Landing Parkway

Fremont, CA 94538

Directions: Driving South on 880, take the Mission Blvd/Warren Ave Exit.

Continue on W. Warren and turn right on Landing Pkwy.

Driving North on 880, take the Gateway Blvd Exit. Continue on Gateway Blvd and turn right on Bayside Pkwy. Bayside turns into Landing Pkwy

I. Food and Beverage—6 PM

II. Call to Order—6:30 PM

III. Introductions

- IV. Public Comments-10 minutes, 2 minutes per speaker
- V. Approval of Minutes
- VI. Executive Committee Activities
- VII. President's Report—Wheelchair Tennis
- VIII. Delegate's Report on 2004 USTA Semi-Annual Meeting
- IX. Executive Director's Report
- X. Treasurer's Report
 - A. Variance Report (Green)
 - B. Monthly Grants (Red)
 - C. Budget Requests (Purple) League Upload Proposal and Community Tennis Grants
- XI. Committee Decisions/Reports/Meeting Schedule (Yellow)
- XII. Action Items (Blue)
 - A. Strategic Partner Benefit for Organizational Members
 - B. Adopt USTA Code of Ethics for USTA NorCal
 - C. Minimum Number of Directors to Sponsor an Action Item
 - D. Alternate Adoption of USTA Code of Ethics for USTA NorCal
 - E. Constitution and Rules Comm. Bylaw Revisions
 - F. Sunnyvale Tennis Club Bylaw Proposal
- XIII. Old Business
 - A. Umpires and Referees Committee-Grievance Procedure
- XIV. New Business
- XV. Adjournment of Meeting

Next Regular Meeting: Wednesday, October 20, ClubSport Fremont

Action Item

SEP 2004 A

Presenter(s):

Fred Tierney, Shar'ron Smith, Dave Sperry

Statement of New Business:

As we continue to help our organizational members form strategic partnerships that will help them grow tennis, should we take donations from other sources to benefit existing programs that recruit, retain and recover players and members?

Rationale for Action:

If we are asked in the future to help other organizational members with charitable donations, we need a policy to guide our decisions. If the Board approves accepting donations on behalf of the org members, guidelines will need to be established at a future meeting.

Fiscal Impact:

If we pass through donations for other organizations, it will take some staff time to accept donations, record them and deposit them and to maintain accountability records from the programs accepting the pass through. Even if we are swamped with donations, the expense for the staff time should be more than offset by the extra funds created for growing the game of tennis.

Staff Comments:

In 2002, USTA NorCal was asked if it could accept donations from sponsors of the Seascope Challenger so that the sponsors could receive a tax deduction for their gift. I checked with our CPA/Auditor and he affirmed that the Challenger definitely promoted our mission and that accepting the donations and passing through the amount to Seascope was proper.

The guidelines for accepting donations would include parameters like minimum amounts to be accepted, identifying the qualifying programs and establishing accountability procedures to verify proper use of the funds. These guidelines would be established at a future meeting if the Board approves accepting donations for the organizational members.

SEP 2004 B

Presenter(s): Alvin Hom, Dave Sperry, Shar'ron Smith, Fred Tierney

Statement of Action Item: Adopt USTA Code of Ethics as the Code of Ethics for the USTA Norcal

Board of Directors.

Rationale for Action: This is an attempt to improve the present Code of Ethics

Fiscal Impact: Not applicable

Staff Comments: No position

CODE OF CONDUCT

UNITED STATES TENNIS ASSOCIATION

VOLUNTEERS

The USTA has traditionally demanded and received the highest ethical performance from its Officers, Directors, volunteers and employees. The activities of the USTA mandate that continuing attention be given to the conduct of those individuals who represent this organization.

In an effort to maintain the high standard of conduct expected of the USTA with respect to the management of its own affairs and to enable the USTA to be deserving of the confidence and respect of the public it serves, the USTA Board of Directors adopted the following Code of Conduct.

1. A volunteer may not authorize the use of or use for the benefit or advantage of any person, organization or other entity, the name, emblem, endorsement, services or property of the USTA, except in conformance with USTA policy.

This provision prohibits the misuse of the USTA name, emblem, endorsement, services, or property. The term "property" as it is used in this provision includes records, data, and other information maintained or generated by or at the direction of the USTA. This provision does not preclude purely private activities, such as teaching, writing, public speaking, consulting, or other personal activities, in connection with which the volunteer's USTA affiliation is only identified as a biographical notation, provided there is no unauthorized use of USTA services or property.

2. A volunteer may not give to or accept from persons with whom the USTA does or expects to do business, cash, gifts, accommodations or favors, other than those of nominal value, offered as a result of the volunteer's USTA affiliation.

This prohibits the improper use of the volunteer's USTA position to give, accept or seek to obtain any benefit for himself, herself or any other person. It does not prohibit benefits or items of nominal value, including reasonable hospitality or social courtesy, incident to USTA activities. Nominal value usually means \$250.00 or less. It is understood that various sports or entertainment organizations invite volunteers to attend sports and social events of more than nominal value. Such invitations may be properly accepted only if they are part of normal, open and generally accepted business practices, are limited in number, and serve to promote the best interests of the USTA. Consultations with USTA counsel is invited as to specific matters which may raise questions and disclosure to the Board is to be made when recommended by USTA counsel.

3. A volunteer may not publicly utilize any USTA affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the position of the USTA.

This prohibits a volunteer from identifying the USTA with causes or subjects with which it is not appropriate for the USTA to be associated in view of its mission. It prohibits the promotion of the volunteer's private activities by the use of his or her USTA affiliation. It does not preclude participation in purely private activities by volunteers in connection with which the USTA affiliation is only identified as a biographical notation provided the affiliation cannot reasonably be construed as an endorsement by the USTA.

4. A volunteer may not disclose any non-public USTA information that is available solely as a result of the volunteer's affiliation with the USTA to any person not authorized to receive such information or use to the disadvantage of the USTA any such non-public information.

This prohibits both the disclosure and misuse of non-public USTA information as well as non-public information relating to those with whom the USTA does business. This provision applies solely to non-public information that is known to the individual only as a result of his or her affiliation with the USTA. However, misuse of non-public USTA information that is known to a volunteer through another source may be contrary to the best interests of the USTA in violation of Section 6 of the Code of Conduct.

5. A volunteer may not knowingly take any action or make any statement intended to influence the conduct of the USTA in such a way as to confer any financial benefit on such person or on any entity or person in which the individual has a significant interest or affiliation.

This prohibits a volunteer from obtaining or attempting to obtain a benefit or advantage for the volunteer or for any organization or person in which the individual has a substantial financial interest or with which the individual has an affiliation. Any volunteer who has such a conflict of interest should disclose it and should refrain from voting or decision making with respect to any issue relating to that organization or person. This provision does not preclude a volunteer from making known information or opinions on relevant issues, provided the nature of the potential conflict is disclosed, the individual does not participate in the decision making and offers to leave the meeting at which the matter is considered or voted upon.

6. A volunteer shall operate in a manner that is in the best interests of the USTA.

This provision imposes an affirmative obligation upon each volunteer to operate in a manner that is in the best interests of the USTA.

ACKNOWLEDGMENT

I have read the above Code of Conduct and agree to comply with its provisions.

To the best of my knowledge and belief, I am not involved in any activity and have no interests that conflict or suggest a potential conflict with the United States Tennis Association. I hold the following positions in companies in the tennis industry or that do or may do business with the USTA (list name of entity and position held, e.g., owner, director, officer, trustee, etc.):

Organization	Position
1. _____	
2. _____	
3. _____	
4. _____	

5. _____

6. _____

7. _____

Name:

Position:

Date:

SEP 2004 C

Presenter(s): Alvin Hom, Dave Sperry, Shar'ron Smith, Fred Tierney

Statement of Action Item: Change requirement to present action items at board meetings from 3 board members to 5 board members.

Rationale for Action: If one cannot get at least half of the projected votes to approve an item the board should not be taking valuable time discussing the item.

Fiscal Impact: None of significance unless this results in fewer action items and a savings in paper and printing.

Staff Comments: No position.

SEP 2004 D

Presenter(s): Jean Hassoun, Liz Blum, Hunter Delatour, Don Jacobus, Rick Kepler, Bill Simons, Philip Stromer.

Statement of Action Item: Adopt the USTA Code of Conduct as NorCal's to replace the existing Code of Ethics.

Rationale for Action: The current Code of Ethics is overly complicated and specific and our needs should be well addressed by the existing USTA Code of Conduct. The NorCal board is much divided over that code.

Fiscal Impact: Not applicable

Staff Comments: No position

SEP E and F are available on request.

The Old Business Item is also available on request.