

**USTA NorCal Board of Directors Meeting Minutes**  
**April 15, 2009**  
**Hilton Oakland Airport**  
**6:00 Dinner**  
**6:30 Meeting**

**Call to order at 6:40 PM by President Margie Peterman**

**USTA NorCal Board of Directors Present:** Margie Peterman, Brian Berry, Michael Cooke, Suzy Cossette, Terry Cossette, Deline Davis, Mike Dickey, Hunter Gallaway, Bill Hansen, Jean Hassoun, Rick Kepler, Madhu Kohli, Mark Mosley, Bill Schoen, Pam Sloan, Ron Ward

**USTA NorCal Past Presidents Present:** John Frank, Paul Kepler, Don Jacobus, Mark Manning

**USTA NorCal Board of Directors absent:** Karla Barnette, Erika Smith, Jack Drimmer and Gary Lee

**Staff Present:** Steve Leube ED

**Parliamentarian:** Rosie Bareis

**Legal Council:** Michael Harrison

**Guests Present:** Dale Evans (Entered late and was not introduced)

**Public Comments:** There were none.

**Reading of USTA NorCal Mission Statement:** Bill Schoen read the mission statement.

**Approval of Minutes:** The March Minutes were approved as corrected. Add "Gary Lee" under past presidents present. Under public comments change the first sentence to read "Jeff Southwick made a presentation regarding the fact that he had been removed as chair of the Coach's Commission." Page 2 second motion. Change motion passed to 21-0-1 abstention (Madhu Kohli)

**NorCal Board Activities:** John Frank

John, as chair of the Strategic Planning Committee, led a discussion on how to limit the meetings and make them more meaningful and productive. Board members should contact John if they have other suggestions.

## **New Office Building Update:** Steve Leube

Steve thanked those who were able to meet at our “potential” building prior to this meeting. New comparisons of lease and purchase property costs were distributed. He updated the financial picture according to Wells Fargo regarding the financing of the building. We do not qualify for a low interest bond, as previously thought, and would need a conventional loan somewhere between 6 – 8%. However, the financing does not have to be in place until July, and the final interest rate can’t be locked in until it is built out. He is looking at a \$150,000 deposit, tenant improvements at app. \$70 per sq. ft., and furniture expenditures. The cost of the building is \$1.250 million.

Paul Kepler and Ron Ward have joined the building committee to help with further investigation into financial arrangements.

## **By-law Change:** Margie Peterman

The By-laws committee has met, and Margie assigned them different parts of the by-laws to study. National suggested that we de-link our voting from the dues paid by member organizations. Discussion ensued concerning the by-laws and the use of an independent ballot counting service for our elections. A motion was made to table the by-law change proposal until the committee can fully discuss changes 15–0. Margie would like the board at the next meeting to tell the committee what the board wants from them.

**Action Items:** The following action items were presented.

### A. Section Reserves – Paul Kepler and presenters

Before this action item was dealt with, the foundation was discussed. Mike Dickey presented a proposed Agreement of Donation. The most controversial item was whether or not there should be total separation between the Board members and the Foundation members. A straw vote was later taken on this issue. 10(yes)-4(no).

The action item was bifurcated into three parts.

1. “Maintain our current target reserve policy of 25% of operating expenses (net of pass-throughs)” There was no need to vote on this as it was a resolution passed in 2001.
2. This was amended to read “Invest \$200,000 of the section’s reserves in National’s Portfolio (Cambridge). Review this investment in one year.” Motion passed 21 – 0
3. This was amended to read “Relocate the entire amount of NorCal’s target reserves (\$1.0 million) in the new foundation in the form of a “temporary endowment subject to legal counsel.” “With 30 days notice” was also eliminated from part C of this item. There was discussion mainly concerning the legal issues surrounding the “temporary endowment.”. A straw vote was taken. 14(yes)-2(no).

Paul thanked Mark Mosley for all his work. Mark and his group will proceed with further work on the Agreement of Donation, as well as conferring with the foundation attorneys regarding all the legal issues with #3.

- B. Committee Decision Challenge: Rick Kepler and presenters  
Three Sanction and Schedule Committee decisions were challenged.  
#1 Alameda Jr. Open is going to look for a different date.  
#2 Midweek Jr. Open dates were incorrectly listed. They are July 6-10 instead.  
#3 Johnson Ranch Open (July 31-Aug 2). This action item was tabled 17 – 0 till the next meeting. There was discussion concerning the number of new Jr. Tournaments, and the suggestion that staff, as well as Steve Cornell (chair of Sanction/Schedule), be at our next meeting for continued discussion.

**Treasurer's Report:** Mike Dickey

A. Monthly Financial Statements: Mike reviewed the NorCal Statement of Activity, noting the discrepancy between G&A funding for 2008 and 2009. Last year during the first quarter we received both network-funding checks from the USTA, while this year we have not received the 2009 funding yet.

B. Monthly Grants: Mark Mosley – There was discussion concerning individual grants. Steve has contacted the IRS to determine whether the proper form was filed with them that enables us to give individual grants, but has not received a response yet. Therefore, all 2009 individual grants previously approved are on hold. No money has been dispersed in 2009 except for the second installments of organizational grants that were approved in 2008. Therefore, the following motions were made.

1. “To approve all 2009 organizational applications that has been approved by the Grant Committee.” Motion passed 20-0, 1 abstention (Madhu Kohli).
2. “To give NorCal board members one week to challenge individual grants that were previously submitted and put on hold.” Motion passed 13-1(Madhu Kohli).

Bill Schoen, Mark Mosley, and Steve Leube will work on a policy for individual grants and present it to the board.

**Executive Session:** The board went into Executive Session from 10:30 – 10:45.

**New Business:** There was no new business

**Adjournment of meeting:** The meeting was adjourned at 10:50

The next meeting will be Wed. May 20, 2009 at Four Points by Sheraton, Pleasanton, CA.

Respectively Submitted,  
Suzy Cossette  
Acting Secretary, USTA NorCal Board of Directors