

USTA NorCal Board of Directors Meeting Minutes
August 19, 2009
Four Points Sheraton, Pleasanton, California
6:00 p.m. Dinner
6:30 p.m. Meeting

Call to order at 6:30 p.m. by President Peterman

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

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

USTA NorCal Board of Directors Absent: None

Staff Present: Steve Leube

Legal Council: Michael Harrison

Parliamentarian: Rosie Bareis

Guests Present: Joe Ernst, Steve Cornell, Chair of the Scheduling and Sanctioning Committee, and Jason Scalese, Adult Tournament staff.

Public Comments: None.

Reading of USTA NorCal Mission Statement: The mission statement was read by Bill Schoen.

Approval of Minutes: A motion was made and seconded to approve the June Minutes. The motion passed 15-0.

Marketing – Paul Kepler made a presentation regarding the marketing committee and marketing efforts of USTA NorCal. Questions were asked and discussion ensued.

New Office Building – Steve Leube made a presentation regarding the status of the new office building. Steve introduced Joe Ernst, the proposed Project Manager for the buildout of the new office building. Mr. Ernst made a presentation. Questions were asked and discussion ensued.

A motion was made and seconded to hire Joe Ernst as the Project Manager. The motion passed 22-0.

Action Items.

Perry Gregg Grant Application.

Hunter Gallaway made a presentation regarding this action item. Questions were asked and discussion ensued.

A motion to call the question was made and seconded and passed 14-4.

A motion was made and seconded to deny Perry Gregg's grant application. The motion passed by a vote of 12-11.

Legal Advice

Paul Kepler made a presentation regarding this action item. Questions were asked and discussion ensued.

A motion to call the question was made and seconded and passed 17-0.
The following three motions were made and seconded:

- 1) The General Counsel of the Association shall serve without remuneration;
- 2) Remuneration for legal advise is subject to specific board authority;
- 3) The Executive Director and/or other staff members of the Association should limit their involvement in Association legal matters to: (1) providing specific information requested from the General Counsel (or alternative counsel) and (2) specific communication authorized by the General Counsel (or alternative counsel).

Motion #1 was defeated by a vote of 16-4.

Motion #2 was defeated by a vote of 16-1.

Motion #3 was defeated by a vote of 13-8.

USTA NorCal Employees sanctioning and/or receiving compensation for running tournaments.

Ron Ward made a presentation regarding this action item. Questions were asked and discussion ensued. Jason Scalse made a presentation. Questions were asked and discussion ensued.

A motion was made and seconded to go into Executive Session. The motion passed by a vote of 20-0.

At 10:02 p.m., the board ended its Executive Session.

Gary Lee – Hall of Fame

The Board congratulated Gary Lee on his induction into the USTA NorCal Hall of Fame.

Northern California Tennis Foundation.

Mark Mosley made a presentation regarding this action item. Questions were asked and discussion ensued.

A motion was made and seconded to call the question. That motion passed 20-0.

The following motion was made and seconded:

A. To formally approve the formation of the Northern California Tennis Foundation (the “Foundation”), to accept Mark Mosley as its Designated Director until the Foundation board elects its first full-term president, and to transfer up to \$85,000 from USTA NorCal (from budgeted grant funds) for 2009, as needed, and up to \$100,000 (expected NorCal budget for grants) for 2010, as needed.

B. To relocate USTA NorCal’s required operating reserves, up to a maximum amount of \$1 million (“temporary endowment”) into the Foundation subject to the Grant Agreement being signed by the full-term Foundation president (when elected) and formally confirmed by the Foundation Board. It is a condition of this resolution that these funds can be recalled by USTA NorCal AT ANY TIME FOR ANY REASON.

These two resolutions are subject to the following conditions and are intended to cover the two years 2009-2010.

1. The Foundation will develop a formal policy that will provide for a minimum of 25% of its annual dollar amount of grants to be awarded to individuals.
2. No USTA NorCal Board Member may serve on the Foundation Board, or as an officer of the Foundation, or as a staff member of the Foundation while they are an active voting member of the USTA NorCal Board.
3. The Foundation’s Directors (and staff, if any) shall receive no monetary compensation for their services except for reimbursement of necessary expenses; USTA NorCal will contribute in-kind administrative staff services to assist in the function of grant administration and supervision.
4. The Foundation will conduct an annual audit (performed by USTA NorCal’s auditors); provide a quarterly written report and an annual in-person report acceptable to the NorCal Board; and maintain its status as a USTA Member Organization, all at its own expense.

5. Any member of the USTA NorCal Board, its Executive Director and any full time employee of USTA NorCal will be allowed to attend regularly scheduled Foundation Board meetings (excepting executive sessions).
6. USTA NorCal's Legal Counsel and the individuals who comprise the Executive Committee shall each separately confirm that the above five conditions have been met by the Foundation and that they are included in the Foundation's Grant Agreement (so long as this latter requirement does not cause adverse tax consequences for the Foundation) PRIOR to the release of any USTA NorCal funds.
7. The above two resolutions and the Grant Agreement may only be modified by a vote of the USTA NorCal Board.

The Motion passed by a vote of 21-1, with one abstention.

Meeting adjourned: A motion was made and seconded to adjourn the meeting. The motion passed 20-0.

Meeting adjourned at 10:55 p.m.

The meeting was reconvened at 11:00 p.m. and went into Executive Session.

At 11:10, the board ended its Executive Session.

A motion was made and seconded to make public the motion regarding the Joelle Miller grievance. The motion passed 16-0.

A motion was made and seconded to adjourn the meeting. The motion passed 16-0.

Meeting adjourned at 11:25 pm.

The next board meeting will be on September 16 at 6:30 p.m. at the Four Points by Sheraton, Pleasanton, California.

Respectfully submitted,

Erika B. Smith
Secretary
USTA NorCal Board of Directors

