

**USTA NorCal Board of Directors Meeting Minutes (\*as revised)  
October 21, 2009  
Four Points Sheraton, Pleasanton, California**

Call to order at 6:30pm by President Peterman

**USTA NorCal Board of Directors Present:** Margie Peterman, Karla Barnette, Brian Berry, Suzy Cossette, Terry Cossette, Deline Davis, Mike Dickey, Jack Drimmer, Hunter Gallaway, Bill Hansen, Jean Hassoun, Rick Kepler, Pam Sloan, Ron Ward.

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

**USTA NorCal Board of Directors Absent:**, Michael Cooke, Madhu Kohli, Bill Schoen

**Staff Present:** Steve Leube, Anna Elefant, Richard Noordyk, Jason Scalese, Lita Anderson, Summer Verhoeven, and Kate Walker

**Legal Counsel:** Michael Harrison

**Parliamentarian:** Rosie Bareis

**Guests Present:** Gordon Smith, Executive Director-USTA, Lonnie Dillard, Chair, Budget & Finance Committee, Steve Cornell, Chair of Sanction and Scheduling Committee, Christine Costamagna, Chair of Adult Tournament Committee, Charlene Murphy, Neil Rothenberg, Betty Cookson, John Dale Evans and Gordon Collins.

**Gordon Smith Comments:** Gordon Smith, Executive Director, USTA, addressed the Board and Guests, and commented the US Open success in 2009, USTA Junior initiatives and successes, and other USTA related topics. Gordon then responded to questions from the Board.

**Public Comments:** Bill Simon, Charlene Murphy, Neal Rothenberg, and Betty Cookson each spoke during the public comment section of the meeting

**Approval of Minutes:** The Minutes of the September 16, 2009 Board Meeting were discussed. A motion was made, and duly seconded, to revise the Minutes to include the text of the motion that was voted to be made public in Executive Session on September 16, 2009. The motion passed 8-0. The text of that motion is as follows:

A motion was made and seconded to appeal National's decision regarding Joelle Miller. The motion passed 16-1, with one abstention

A motion was made a duly seconded to approve the Minutes, as corrected. The motion passed 13-0.

**2010 Budget:** The 2010 Budget documents dated 10/15/2009 were referenced as the basis of discussion of the 2010 Budget.

Lonnie Dillard, Budget Chair, discussed the status of the 2010 Budget. Questions were asked, and discussion ensued.

A motion was made by Jean Hassoun, duly seconded by Ron Ward, to approve a budget of \$98,000 for Inside Tennis in 2010, and including a 4% increase for years 2011 and 2012. Discussion ensued. A motion to table the previous motion was made by Jean Hassoun, duly seconded by Terry Cossette. The motion to table the previous motion passed, 15-0.

A motion was made by Mark Manning, and was duly seconded, to authorize the Executive Director and President to discuss an 'advance payment' to Inside Tennis. The motion passed 16-0.

A motion was made by Rick Kepler, seconded by Terry Cossette, to approve the 2010 Budget, as represented in budget materials made available to the Board dated "10/15/2009". The motion passed 13-4.

### **Action Items:**

#### **A. "Resolutions"**

- a. From January 2010 and henceforth, USTA NorCal will keep, on the web, a master list of resolutions which will include all decisions made by the board and committee decision approved by the board. (We have this now, but it does not include all decisions.)
- b. From January 2010 and henceforth, USTA NorCal keep on the web a working list of resolutions. This list will not include decisions that have a life of 2 years or less.
- c. From January 2010 and henceforth, USTA NorCal keep, on the web, a list of all decisions made in Executive Session or by the ERC committee which can be accessed only through a password known by the Executive Director and/or the President.
- d. A motion to call the question was passed, 12-0-2
- e. Action Item "A" was approved, 13-0-1

B. Action Item "B" to modify the Board's August 19, 2009 decision, regarding the Northern California Tennis Foundation. The details of the Action Item were presented, and discussion ensued. It was moved by Paul Kepler, and seconded by John Frank, to modify the August 19, 2009 resolution, to delete section B, and modify #6. The fully revised decision was approved 17-0-0 and is as follows:

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. <Section B deleted>

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's Bylaws 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 AND USTA Norcal) PRIOR to the release of any USTA NorCal funds.  
*(changes to this section are denoted by underline)*
7. The above two resolutions and the Grant Agreement may only be modified by a vote of the USTA NorCal Board.

This Action Item was approved, by a vote of 17-0-0.

#### C. Sanctioned Tournament Conflict of Interest Policy

Resolved: That the following shall be the conflict of interest policy of USTA NorCal with respect to the sanctioning of tournaments:

At any time a sanction for a tournament is under consideration, a USTA NorCal Board Member or member of the Adult Tournament Committee, Junior Council, or Sanctions and Schedule Committee who is directly affected by the sanctioning of such tournaments shall:

- not participate in a challenge of a sanction that affects the tournament;
- prior to discussion, declare their conflict or potential conflict of interest; and
- recuse themselves from voting.

The above Action Item, passed 10-4-1

#### D. Action Item D was withdrawn by the presenters

#### **Tournament Approval**

A motion was made by Suzy Cossette, and duly seconded by Deline Davis, to approve all Junior and all Adult tournaments for 2010 that have been approved by the Sanction and Scheduling Committee. Discussion ensued. A motion to call the question passed, 12-1. The motion passed 10-0-6.

#### **Director Resignation**

Madhu Kohli's resignation from the Board of Directors, received during Board of Directors regular session on October 21, 2009 by email, was read to the Board

### **Nominations to replace Board positions open due to Director resignations**

A motion was made by Deline Davis, duly seconded by John Frank, to table all Board replacement nominations. The motion passed 15-2-2.

### **Executive Session**

At 11:05pm, the Board went into Executive Session

At 11:51pm, the Board exited Executive Session

### **Adjournment**

The meeting was adjourned at 11:52pm.

Respectfully submitted,

Mike Dickey

Acting Secretary, NorCal Board of Directors