



# Board of Directors

Wednesday, December 8, 2021, 6:30 PM | Via Zoom

## MINUTES

IN ATTENDANCE	Gordon Collins, Joshua Conlin, Suzy Cossette, Christine Costamagna (Secretary), Luis Reis, Ray Hixson, Cheri King, Andrea Norman, Craig Pasqua, Mary Ryniewicz, Jason Scalese (President) Pam Sloan (President-elect), Jack Walker (Treasurer), Keith Wheeler (Delegate/Parliamentarian), Scott Winn
ABSENT	Martha Ehrenfeld, Michelle Nicholson
ADVISORY DIRECTORS	Michael Cooke
NORCAL STAFF	Summer Verhoeven, Executive Director, and Darren Wenger, Senior Manager of Strategy and Operations
LEGAL COUNSEL	Jonathan Madison, Esq., The Madison Firm
GUESTS	None
CALL TO ORDER	6:35 PM

**I. Call to Order**

President Scalese called the meeting to order once a quorum was established.

**II. Introduction of Guests**

It was noted that there were no guests.

**III. Reading of the NorCal Mission Statement**

Ms. Ryniewicz read the USTA NorCal Mission Statement.

**IV. Public Comments**

None; however, Mr. Walker noted that a number of players are questioning the timing of the 65s leagues being in the winter. As the players did not follow the process for submitting comments, President Scalese noted that this topic will be addressed in new/old business.

**V. Approval of Agenda**

President Scalese proposed changes to the agenda to move the Parliamentarian presentation to earlier in the meeting and add the Strategic Planning Committee announcement and Executive Committee report.

Mr. Winn moved to approve the amended agenda which was seconded by Ms. Costamagna. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

**VI. Parliamentarian Presentation/Training**

Mr. Wheeler led a discussion around parliamentary procedures. Referring to a report included in the meeting material, Mr. Wheeler reviewed Robert's Rules of Order including the making of motions, voting and debate. He also explained the secret ballot process. He then covered the recommended presentation/discussion time limits for 2022 – 5 minutes to present, 2 minutes for first round of comments, 1 minute for second round of comments.

Mr. Wheeler moved to approve the time limits presented which was seconded by Ms. Norman. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

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## VII. Approval of Minutes

President Scalese first referred to the minutes from the October 20 Board meeting. It was noted that most changes were non-substantive in nature. It was also noted that the Hall of Fame vote should be included in the public portion of the minutes.

Mr. Hixson moved to approve the October 20, 2021 minutes as amended which was seconded by Ms. Cossette. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

President Scalese then referred to the minutes from the November 17 Board meeting. In reviewing the proposed changes, a discussion ensued concerning documenting the reasons for granting/not granting sanctions. Ms. Norman addressed director recusal under the Conflict of Interest policy. Recording of votes was also discussed. Ms. Cossette had a question around the color coding of the tournament schedule.

Mr. Pasqua moved to approve the November 17, 2021 minutes as amended which was seconded by Ms. Norman. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

## VIII. 2022 USTA NorCal Board Meeting Calendar

President Scalese referred the directors to the proposed calendar of Board meetings for 2022. He noted that it included a legal/Board orientation meeting on February 2 as well as a November meeting. Ms. Costamagna suggested removing the March meeting because of the USTA annual meeting, potentially the August meeting because of the possibility of a USTA Semiannual Meeting in New York, and the November meeting because of the USTA NorCal Annual Meeting being at the beginning of November. A discussion ensued around the November meeting as the Bylaws require officer elections to occur at the first meeting after the USTA NorCal Annual Meeting which provides limited time for a President transition and newly appointed directors to get up to speed.

Mr. Hixson made the motion to approve the calendar of Board meetings, as amended to remove the March meeting and make the November meeting optional with a final decision to hold it to be made after the October meeting based on staff feedback. The motion was seconded by Mr. Reis. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

President Scalese noted that the President retains the discretion to cancel or schedule any meeting.

## IX. Strategic Planning Committee Announcement

President Scalese called upon Ms. Sloan who announced the re-formation of the Strategic Planning Committee. She noted that President Scalese has appointed her as chair and the members will be Mr. Collins, Mr. Cooke, Margie Campbell, Ms. Norman, Mr. Hixson and Ms. Verhoeven. She reported that the charge was to facilitate the updating of the USTA NorCal strategic directions and to advise on creative opportunities and strategies to achieve the NorCal mission. She noted that the Committee would start meeting in January, would leverage the prior strategic plan, would align to the NorCal operational plan and would create task forces as needed. A discussion ensued regarding diversity of the membership which will be addressed.

## X. Committee Decisions

President Scalese noted that the Committee Decisions were included in the meeting material and reiterated the process for challenging a decision.

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With respect to the Sportsmanship Committee decision, Ms. Norman raised a question around the rationale with respect to tournaments versus events. She also noted that, according to the decision, the Committee would not hear grievances without information from a USTA-certified official however she noted that Adult Level 7s and Wheelchair Level 5s would need to be carved out because the tournament directors can serve as a referee without the required certification. Ms. Costamagna noted that Leagues has its own grievance process. Ms. Norman briefly discussed the use of video, and also noted that there could be a Friend at Court policy contradiction.

Ms. Norman moved to table this decision pending additional review and language clarification from the Sportsmanship Committee and that the decision could be brought back to the Board in January. The motion was seconded by Mr. Reis. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

## XI. Action Items (Junior Council)

President Scalese called upon Ms. Norman to review the Action Item to increase NorCal Junior Level 3 through 7 tournament entry fees. Mr. Pasqua left the meeting during the discussion and vote.

It was noted that the Action Item represents an increase over what was previously approved for 2022 by the Board in July. Ms. Norman reviewed the reasons behind the increases, including rising court fees, ball costs, and official fees. She mentioned a minor adjustment included in the increases was due to incorrect information provided to 2022 applicants. Mr. Conlin raised concerns about the increased costs. Ms. Norman noted that the 2021 fee chart had not been approved by the Junior Council or the Board and did not account for the various tournament types with differing draw and match requirements, or the offering of doubles. She also pointed out that in some cases the fees proposed by the Action Item were less than players would have been charged had the 2021 fees continued. President Scalese noted that NorCal needs to listen to the needs of providers and continue to find qualified providers.

After discussion, Mr. Hixson made the following motion to approve the resolution below (and which was included in the meeting material) which was seconded by Ms. Sloan. The motion passed by a vote of 10 in favor, 1 opposed, 0 abstentions. Ms. King, Mr. Pasqua and Mr. Walker recused themselves from the vote.

**RESOLVED:** That effective January 1, 2021, the USTA NorCal Junior Tournament entry fees set forth in Table 1 of the USTA NorCal Junior Tournament Regulations will be as set forth below (stricken-through prices are replaced with the underlined prices):

Level	Singles Entry Fee	Doubles Entry Fee Per Player (When Held with Singles)	Doubles-Only Tournament Entry Fee Per Player
Level 7	\$60.00 ( <del>\$62.69</del> )	\$6.00 ( <del>\$6.74</del> )	\$26.00 ( <del>27.46</del> )
Level 6 Ratings Round Robins	\$73.00 ( <del>76.17</del> )	n/a	n/a
All Other Level 6	\$67.00 ( <del>\$69.95</del> )	\$6.00 ( <del>\$6.74</del> )	\$33.00 ( <del>34.72</del> )
Level 5 Super Series	\$82.00 ( <del>\$85.45</del> )	n/a	n/a

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Level	Singles Entry Fee	Doubles Entry Fee Per Player (When Held with Singles)	Doubles-Only Tournament Entry Fee Per Player
Level 5 Dominant Duo	\$93.00 (\$96.89)	n/a	n/a
All Other Level 5	\$77.00 (\$80.31)	\$6.00 (\$6.74)	\$38.00 (39.90)
Level 4 Super Series	\$92.00 (\$95.86)	n/a	n/a
Level 4 Dominant Duo	\$103.00 (\$107.25)	n/a	n/a
All Other Level 4	\$87.00 (\$90.67)	\$8.00 (\$8.81)	\$43.00 (45.08)
Level 3	\$97.00 (101.04)	\$8.00 (\$8.81)	\$48.00 (50.26)

## XII. New and Renewing Member Organizations Report

President Scalse called upon Mr. Wenger to review the Member Organizations report that was provided in the meeting material. Mr. Wenger noted that Collier has been changed to a park/rec member. Ms. Norman inquired whether last month's report had been corrected.

## XIII. Treasurer's Report

President Scalse called upon Mr. Walker to provide a Treasurer's report. Mr. Walker noted that USTA NorCal was in very good financial condition. He commented on specific line items, including fixed assets, cash liabilities and equity, in the balance sheet and income statement which were included in the meeting material. He also provided a high-level overview of the cash flow statement. He commented on the challenges around financial reporting which will be back on track in 2022. He also reported that a balanced budget was reached. He reported that it is projected to have a surplus of \$1 million by year end. A discussion ensued concerning league fees included in the current budget as compared to 2019. Mr. Walker reported that league fees were budgeted at 70% and that the budget will need to be adjusted for the addition of sectionals for combo and daytime leagues which had been approved after the budget was approved.

## XIV. Executive Committee Report

President Scalse reported that the Executive Committee meetings focused on who would be representing USTA NorCal at the National Leadership meeting in New Orleans. He noted that the Executive Committee had originally appointed Mr. Wheeler and then him but since he is no longer attending, the Executive Committee appointed Ms. Norman.

## XV. President's Report

President Scalse referred to his report included in the meeting material. He thanked the Executive Director search committee and also thanked Ms. Verhoeven and Mr. Wenger for all of their work on the transition activity. He noted that he is working on Committee changes. He also reported that all Board and Committee members must complete Conflict of Interest Disclosure Forms. He reminded the Board that USTA membership is a requirement of the Bylaws, and that he has made USTA membership mandatory for all committee members.

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## XVI. Delegate's Report

President Scalese called upon Mr. Wheeler to provide his Delegate's report. Referring to the report in the meeting material, Mr. Wheeler reported that the Call Item relates to the changes to Bylaw 4 which are being presented by the Florida and Mid Atlantic sections. He noted that the proposal adjusts the funding parts of Bylaw 4 that just passed in August and that it is an attempt at a compromise because National has offered a legal opinion that they do not have to follow the Bylaw or this new proposed Bylaw. He noted that National wants to retain the power to make and choose a budget. He reviewed both sides of the argument as to whether Boards/staff should make budgets annually or if it should be prescribed in the Bylaws. He noted that Ms. Norman, who is attending the National Leadership meeting, will be voting on behalf of NorCal and the USTA NorCal Executive Committee will be on standby should NorCal need to make any last-minute decisions. Ms. Norman also mentioned the possibility of other actions that could be taken including striking additional language in the Bylaw provision, going back to the original Bylaw provision or noting that sectional funding is a national strategic priority.

After discussion, Ms. Norman made the motion to vote against the Call Item presented to the Board which was seconded by Mr. Wheeler. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

Ms. Norman made the motion to delegate authority on how to vote on any other Call Item at the USTA Special Meeting on December 14, 2022 in New Orleans to the Executive Committee, which was seconded by Mr. Wheeler. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

Ms. Verhoeven mentioned that the USTA Annual Meeting was scheduled for March in Orlando and she reviewed the process around attendance.

Mr. Wenger shared updates from National on Safe Play and noted that all Board members were current. He also reported on Board compliance with the Conflict of Interest policy and Whistleblower policy.

## XVII. Old Business

President Scalese asked if there was any old business to cover. Mr. Scalese allowed for a discussion around the 65s Adult Leagues starting in January. Mr. Walker raised concerns of players about the start of the Leagues. The participation numbers were presented to the Board and it was noted that participation was trending at about 70% which was what is consistent with the 2022 budget. Ms. Costamagna noted that the Leagues Committee will be looking at data to consider changes for 2023.

## XVIII. Executive Session

The Board unanimously approved to go into Executive Session. Mr. Cooke left the meeting and did not participate in Executive Session.

The Executive Session covered legal invoices, litigation matters and Executive Session minutes.

Ms. Norman motioned to exit Executive Session which was seconded by Mr. Wheeler. The motion passed by a vote of 14 in favor, 0 opposed, 0 abstentions.

## XIX. Adjournment

The meeting was adjourned at 10:10.