

## MINUTES

<b>IN ATTENDANCE</b>	Gordon Collins, Joshua Conlin, Suzy Cossette, Luis Reis, Ray Hixson, Cheri King, Martha Ehrenfeld, Michelle Nicholson, Andrea Norman, Craig Pasqua, Mary Ryniewicz, Jason Scalese (President) Pam Sloan (President-elect), Jack Walker (Treasurer), Keith Wheeler (Delegate/Parliamentarian), Scott Winn
<b>ABSENT</b>	Christine Costamagna, Alvin Hom (Advisory Director)
<b>ADVISORY DIRECTORS</b>	Michael Cooke
<b>NORCAL STAFF</b>	Summer Verhoeven, Executive Director, and Darren Wenger, Senior Manager of Strategy and Operations
<b>LEGAL COUNSEL</b>	Jonathan Madison, Esq., The Madison Firm
<b>GUESTS</b>	None
<b>CALL TO ORDER</b>	6:32 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. Ehrenfeld read the USTA NorCal Mission Statement.

**IV. Public Comments**

It was noted that there were no public comments.

**V. Approval of Agenda**

President Scalese proposed changes to the agenda to move the New and Renewing Member Organizations Report, Treasurer's Report, President's Report, Executive Director's Report and Delegates Report to follow Approval of the Minutes and to move the Committee Decisions, Cancellation of February 2<sup>nd</sup> Board Meeting Discussion, and Sanction Process Discussion to the Executive Session.

Ms. Norman moved to approve the amended agenda which was seconded by Mr. Winn. The motion passed by a vote of 14 in favor, none opposed, and no abstentions.

**VI. Approval of Minutes**

President Scalese first referred to the minutes from the December 8, 2021 Board meeting included in the material.

Ms. Norman moved to approve the December 8, 2021 minutes as presented which was seconded by Mr. Hixson. The motion passed by a vote of 14 in favor, none opposed, and no abstentions.

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## VII. New and Renewing Member Organizations Report

President Scalese called upon Mr. Wenger to present the report of new and renewing Organization Members that was included in the meeting packet so that the Board may fulfill its obligation to review such report pursuant to the Bylaws. Mr. Wenger presented the new and renewing member organizations. He reported that there was one new organizational member (Alpine Tennis) and seven renewals (Clovis Tennis Club, Diablo Tennis Club Association, Rio Del Oro Sports Club, Roeding Park Tennis, Sharon Heights Golf and Country Club and Sunnyvale Tennis Club). Upon inquiry, Mr. Wenger confirmed that all of the new registrations appeared to be in order.

## VII. Treasurer's Report

President Scalese called upon Mr. Walker to provide a Treasurer's report. Mr. Walker noted that the budget had little change since the last Board meeting. He reported that the November income statement showed a net loss of \$103,647.81 and year-to-date net income of \$803,007.86. He commented on the forecast for the year which was consistent with last month. He also noted that included in net income for 2021 was \$450,000 of the forgiven PPP loan proceeds. He reported that net cash flow for the month was negative \$125,736.61 with a cash balance of \$3.3 million.

Mr. Walker concluded by noting that USTA NorCal is in a solid financial position moving into the current year. He provided a high-level overview of the cash flow statement and reported that it is projected to have a surplus of \$2,000 by year end. He also reported that the Employee Retention Tax Credit had been applied for, projections were up to date and the budget was on track.

## VIII. President's Report

President Scalese referred to his report included in the meeting material. He reported that he had attended several meetings involving Governance, Ad Hoc Legal, Sanction and Scheduling, and with outside counsel on tournament related matters. He met with Mr. Walker, Mr. Wenger and Ms. Verhoeven to review budget matters. He also met with Ms. Verhoeven and Mr. Wenger on staff and HR issues, legal and operational issues, and setting the Board meeting agenda.

## IX. Executive Director's Report

President Scalese called upon Ms. Verhoeven to present her Executive Director Report. Ms. Verhoeven began by noting that the USTA Annual Meeting will be held in Orlando, Florida and that the USTA Medical Advisory Group will be monitoring whether or not COVID immunization and or booster shall be required to attend. She noted that the Section dinner will be Saturday, March 19<sup>th</sup> at Il Mulino New York Trattoria at 6:30pm. RVSP by February 1, 2022. She announced the Davis Cup Tie will be held in Reno, Nevada on March 4 – 5, 2022. She asked Board members to let her know if interested in attending so she can make arrangements for tickets. She reported that the USTA will be implementing the ITF World Tennis Number (WTN) as a rating tool and that educational webinar trainings have started with the USTA family. She noted that Conflict of interest forms will be emailed out soon to be completed online. She noted that the 2021 audit has been completed successfully and that Moss Adams has submitted a renewal contract for 2022 audit. After discussion, it was decided that Moss Adams would complete the 2022 audit and then research new company as a good business practice. She also informed the Board of two staff departures. She concluded that the office will remain closed until further notice due to current Covid conditions and that if staff have to come to the office they are required to wear masks and social distance.

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## X. Delegate's Report

President Scalse called upon Mr. Wheeler to provide his Delegate's report. Mr. Wheeler noted that December was significant as a Special Meeting of the Members took place in New Orleans. He reported that Ms. Verhoeven and Ms. Norman represented USTA NorCal at the meeting, called to discuss the Bylaw 4 amendments regarding the financing of Sectional Associations that was passed at the August 4, 2021 meeting. He noted that the Executive Committee met during immediately prior to the Special Meeting to discuss the proposed amendments with Ms. Verhoeven and Ms. Norman and directed Ms. Norman to cast our vote.

During the meeting Special Meeting, a compromise was reached between the sponsoring sections (Florida and Mid-Atlantic) and the USTA Board resulting in a sectional funding agreement, and an amendment to Bylaw 4 that returns it to its original form prior to the August amendments. . He reported that this resolution was very close to NorCal's position on these issues which were 1) the budget should be decided by the Board through the budget process, and not be determined by clauses in the bylaws, and 2) that the Sections should be funded at a higher, more appropriate rate.

## XI. Executive Session

Mr. Walker moved to go into Executive Session at 7:27pm which was seconded by Mr. Wheeler. By a vote of 15 in favor, 0 opposed, 0 abstentions, the Board moved into Executive Session.

The Board authorized the following actions taken in Executive Session to be reported in the public minutes:

### A. Cancellation of February 2, 2022 Board Meeting

Upon motion made by Mr. Walker and seconded by Mr. Conlin the Board approved cancelling the February 2, 2022 Board meeting by a vote of 15 in favor, none opposed, and no abstentions.

### B. Adult League Committee – Adult 40 Men's 4.0 Reno/Tahoe Request

Upon motion made by Ms. Norman and seconded by Mr. Reis Board approved the following resolution by a vote of 14 in favor, none opposed, and no abstentions:

**RESOLVED:** The Men's team will not be given a waiver to move on to Sectionals without play local league.

### C. NASO (National Association of Sports Officials) Stipend Program Proposal

Two members recused themselves from this matter: Ms. King and Mr. Pasqua. Upon motion made by Ms. Norman and seconded by Ms. Nicholson, the Board approved the following resolution by a vote of 12 in favor, none opposed, and no abstentions:

**RESOLVED:** Effective January 1, 2022 USTA NorCal will reimburse NorCal umpires who purchase or renew a NASO membership by November 30, of each year \$30 to help with the NASO membership fee.

### D. Sanction and Schedule

Two members recused themselves from this matter: Ms. King and Mr. Pasqua. Upon motion made by Ms. Norman and seconded by Pam Sloan, the Board approved the following resolution by a vote of 12 in favor, none opposed and 1 abstention:

**RESOLVED:** That, effective immediately, the tournaments listed on Exhibit A are hereby approved.

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## E. Junior Level 5 Closed Super Series Tournament

One member recused themselves from this matter: Mr. Pasqua. Upon motion made by Ms. Norman and seconded by Ms. Cossette, the Board approved the following resolution by a vote of 12 in favor, none opposed, and no abstentions.

**RESOLVED:** Switch the March 12-13, 2022 Level 5 Junior Tournaments from Tri Valley Tennis Academy to Events Managers.

## XII. Old Business

President Scalese asked if there was any old business to cover which there was none.

## XIII. Adjournment

The meeting was adjourned at 10:34.