

MINUTES

IN ATTENDANCE	Gordon Collins, Joshua Conlin, Suzy Cossette, Christine Costamagna (Secretary), Luis Dos Reis, Ray Hixson, Cheri King, Martha Ehrenfeld, Michelle Nicholson, Andrea Norman, Craig Pasqua, Mary Ryniewicz, Jason Scalse (President) Pam Sloan (President-elect), Jack Walker (Treasurer), and Keith Wheeler (Delegate/Parliamentarian)
ABSENT	Scott Winn, Alvin Hom (Advisory Director)
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	6:33 PM

- I. Call to Order**
President Scalse 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**
Mr. Collins read the USTA NorCal Mission Statement.
- IV. Public Comments**
It was noted that there were no public comments.
- V. Approval of Agenda**
President Scalse proposed moving the Tournament Application Approvals to the Executive Session.

Ms. Norman moved to approve the amended agenda which was seconded by Mr. Hixson. The motion passed by a vote of 12 in favor, 0 opposed, 0 abstentions.
- VI. Approval of Minutes**
President Scalse referred to the minutes from the January 19, 2022 Board meeting included in the material. Ms. Costamagna requested that the approval be tabled to give adequate time to directors to suggest any changes. She then made a motion to table the approval which was seconded by Ms. Norman. Mr. Hixson requested an amendment to have draft Board minutes distributed to the entire Board for review prior to the next Board meeting in a cloud document or other format that allows Board members to see suggested edits already made. The amendment was seconded by Mr. Pasqua. A lengthy discussion ensued and Mr. Hixson withdrew his proposed amendment and it was noted that the minutes editing process would be discussed offline. As there was a motion made and seconded to table the approval of the January 19 minutes, a vote was taken and the motion was approved by a vote of 12 in favor, 0 opposed, 0 abstentions.

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VII. New and Renewing Organization Member Report

President Scalese called upon Mr. Wenger to present the report of new and renewing Organization Members that was included in the meeting material so that the Board may fulfill its obligation to review such report pursuant to the Bylaws. Mr. Wenger reviewed the report and responded to questions from the directors. Mr. Wenger confirmed that all of the new registrations appeared to be in order.

The Board unanimously agreed to take a 5-minute recess at 7:04 pm.

Ms. King joined the meeting.

The meeting reconvened at 7:10 pm.

VIII. Committee Updates

Executive Committee Report

President Scalese noted that the Executive Committee met on February 1, 2022 to consider 2 matters that needed approval and which could not wait until the February 16, 2022 Board meeting. He noted that the Executive Committee reviewed and unanimously approved the hiring of an HR consultant and making available Davis Cup tickets to volunteer leadership.

Strategic Planning Committee

President Scalese called upon Ms. Sloan to provide an update on the Strategic Planning Committee. Ms. Sloan began by noting that the Committee met twice and has a 6-phase process for the Strategic Plan:

1. Strategic Planning Project Set Up
2. Gather and Analyze data to get insights as to the organizations direction
3. Innovation Process
4. Define NorCal's Strategic Plan
5. Operating Plan which is driven by staff
6. Implementation, Testing, and Validating

Ms. Sloan reported that the Committee completed phase 1 and started phase 2 which includes determining data collection through people analytics, SWOT analysis, market analysis, internal/external data (focus groups, surveys, interviews). She noted that the Committee will be looking for a third-party vendor to assist with focus groups, surveys and interviews. In response to questions from the directors, she agreed that Diversity and Inclusion (D&I) should be a strategic priority and will work with the D&I Committee.

Ad Hoc Committee

With respect to the Ad Hoc Committee, it was agreed that the topic should be discussed in Executive Session. Mr. Hixson moved to go into Executive Session at 7:22 pm which was seconded by Mr. Wheeler. By a vote of 13 in favor, 0 opposed, and 0 abstentions, the Board moved into Executive Session to cover the Ad Hoc Committee update.

Ms. Sloan moved to come out of Executive Session at 7:28 pm. The motion was seconded by Mr. Walker. By a vote of 13 in favor, 0 opposed, 0 abstentions, the Board moved out of Executive Session.

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IX. Action Items

RFP Proposal

President Scalese called upon Mr. Hixson to present the Request for Proposal (RFP) process. Referring to the handout included in the meeting material, Mr. Hixson began by providing an overview of the proposed process. Mr. Hixson, Ms. Verhoeven, and Mr. Wenger discussed the results of further due diligence by staff (per Mr. Collins' recommendation in the January Board meeting) on where to set the dollar amount based upon review of an internal vendor report. Ms. Norman suggested that officials be made an exception as the Board should not be involved in their hiring. A discussion ensued around the D&I focus which should be made a priority. It was suggested that the Strategic Planning Committee could collaborate with D&I Committee on messaging and policies. Ms. Sloan noted that D&I is a high priority at the national level. Mr. Hixson commented on the changes to the process based on the comments from the directors.

Thereafter, Mr. Hixson made the motion to approve the following RFP proposal which was seconded by Ms. Sloan. The motion passed by a vote of 14 in favor, 0 opposed, and 0 abstentions.

RFP Proposal

Before proposing to the Board or any NorCal committee any vendor contract involving costs of \$12,500 or more in any twelve-month period, NorCal staff shall complete a Request for Proposal (RFP) process, including:

- (i) due diligence research of potentially qualified alternative vendors (keeping in mind NorCal's strong interest in diversity and inclusion);
- (ii) preparing a RFP document to solicit bids from such vendors;
- (iii) providing such vendors reasonable time to respond;
- (iv) after receiving the RFP responses, preparing an objective analysis of the pros and cons of each vendor candidate option for Board committee and/or Board review; and,
- (v) staff's recommendation of which vendor to select.

Staff may request the Executive Committee or the Board to approve an exception to the RFP requirement (e.g., in an unavoidably urgent situation where there is not time for an RFP process). This action item does not apply to tournament sanctioning (there are already detailed rules governing the tournament sanctioning process), and to the retaining of USTA certified officials as independent contractors.

Tournament Sanctioning Guidelines

In the absence of Mr. Winn, Ms. Norman presented the Tournament Sanctioning Guidelines (TSG) that were included in the meeting material. She noted that the procedures in the TSG are substantively no different from the guidelines that have been in place since 2012 and the guidelines that are specific to junior tournaments were approved by a straw vote of Junior Council in July 2021.

Ms. Norman then made the motion to approve the TSG which was seconded by Ms. Cossette.

A discussion ensued concerning the TSG. Mr. Hixson discussed limitations related to advisory committees and Mr. Pasqua suggested that the document address diversity and inclusion. Ms. Norman noted that staff will continue to include these in the sanctioning package. She also reminded the Board as to what the sanctioning process is and what an Organization Member can do when a sanction is denied. Mr. Cooke commented on the time consuming nature of reviewing all denials at the Board level. The Board discussed issues surrounding geographical distribution and the mileage rule which was lifted in the junior space. With

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respect to the D&I question, Ms. Norman suggested including “When recommending sanctions for approval, the Committee will take into account NorCal’s strong interest in diversity and inclusion” in the TSG.

After the discussion, it was noted that a motion had been made and seconded to approve the TSG which (based on the discussion) includes the D&I statement. The motion passed by a vote of 10 in favor, 0 opposed, and 1 abstention. Mr. Pasqua, Ms. King and Mr. Walker recused themselves from the vote.

RESOLVED: That, effective immediately, the Guidelines for Sanctioning USTA NorCal Tournaments attached as Exhibit A will become the guidelines used by the Sanction & Schedule Committee as it fulfills its charge to make tournament sanction approval recommendations to the Board of Directors.

Ms. Nicholson joined the meeting during this presentation.

Tournament Application Approvals (moved to Executive Session)

Moss Adams Proposal

Ms. Verhoeven reviewed the proposal included in the meeting material to approve Moss Adams to conduct the 2021 audit as she is familiar with USTA NorCal. She also asked that this expense be an exception to the RFP process for 2021, in light of timing considerations. President Scalese provided the directors with an opportunity to comment or ask questions.

Thereafter, Mr. Walker made the motion to approve the following resolution which was seconded by Mr. Hixson. The motion passed by a vote of 14 in favor, 0 opposed, and 0 abstentions.

RESOLVED: USTA NorCal will agree to terms with Moss Adams to complete the organization audit for fiscal year 2021. This decision would be exempt from any current RFP policies in place at the time of approval.

Ad Hoc Governance Committee – Non-Profit Counsel

Mr. Cooke led a discussion around the hiring of an outside counsel with non-profit experience. He noted that after conducting interviews, the Committee was unanimously recommending that Erin Bradrick be hired not only for the work related to the charge of this Committee but also as an on-going non-profit legal consultant for NorCal’s Legal Counsel.

Mr. Walker made the motion to approve the following resolution which was seconded by Ms. Norman.

RESOLVED: The Ad Hoc Governance Committee recommends retaining Neo Law Group/Erin Bradrick for ongoing non-profit corporate legal advice with an initial budget of \$5,000, which is in addition to the \$5,000 previously budgeted for work with the Constitution & Rules Committee.

Before the vote was taken, Mr. Hixson noted that he received a proposed engagement letter from Ms. Bradrick with a \$2,000 retainer provision. President Scalese asked that the contract be reviewed by Mr. Madison and Ms. Verhoeven. Mr. Cooke requested that the motion be updated to include that the engagement will occur once the contract has been reviewed.

Thereafter, Ms. Sloan made the motion to approve the following amended resolution which was seconded by Mr. Hixson. The motion passed by a vote of 14 in favor, 0 opposed, and 0 abstentions.

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RESOLVED: The Ad Hoc Governance Committee recommends retaining Neo Law Group/Erin Bradrick for ongoing non-profit corporate legal advice with an initial budget of \$5,000, which is in addition to the \$5,000 previously budgeted for work with the Constitution & Rules Committee. This engagement will occur once the contract has been reviewed and approved by Mr. Madison and Ms. Verhoeven.

X. Treasurer's Report

President Scalese called upon Mr. Walker to provide his Treasurer's report. Mr. Walker noted that the budget had little change since the last Board meeting. He reported that, overall, 2021 was a good year. He noted that profit was over \$900,000. He also commented on budget impacts, including legal matters and the employee retention tax credits. He also noted that net equity was up by \$1 million. He concluded by noting that USTA NorCal is in a strong financial position with a solid budget and improved financial reporting.

XI. President's Report

President Scalese referred to his report included in the meeting material. He noted that he had attended several meetings, including Governance, Ad Hoc Legal, and Sanction and Scheduling. He has also been meeting frequently with Ms. Verhoeven and Mr. Wenger on staff and HR issues, legal and operational issues, and setting the Board meeting agenda.

XII. Executive Director's Report

President Scalese called upon Ms. Verhoeven to present her Executive Director Report. Ms. Verhoeven began by providing additional details around the USTA Annual Meeting that will be held in Orlando, Florida. She noted that the Davis Cup Tie will be held in Reno, Nevada and that tickets were being made available to volunteer leadership. She reported that the Hall of Fame Committee wants to hold their event on June 10 at Green Hills Country Club and is asking whether the Board supports moving forward. The Board expressed their support. Ms. Verhoeven then provided updates around the US Open box, staff changes, the HR consultant, and legal invoices. She noted that the key performance indicators would be sent to the Board and Committee Chairs. Ms. Norman noted that technology options are being considered for tournament waivers.

XIII. Delegate's Report

President Scalese called upon Mr. Wheeler to provide his Delegate's report. Referring to the Proposed Amendment to the USTA Regulations included in the meeting material, Mr. Wheeler noted that the amendment addressed unsportsmanlike behavior and will be up for consideration at the Annual Meeting. Ms. Norman and Mr. Wheeler provided an overview of the issues that led up to this proposed amendment, including behavior of parents of junior players. Ms. Norman commented on the de-escalation process and the work being done with the officials department to prepare for implementation. Mr. Wheeler noted that the proposed amendment would take effect May 1 and that education of officials would occur. Ms. Norman noted that this proposed amendment would also apply to adult and wheelchair play.

Ms. Norman made a motion to ask Mr. Wheeler to vote on behalf of USTA NorCal in favor of the Proposed Amendment as discussed which was seconded by Ms. Cossette. By a vote of 15 in favor, 0 opposed, 0 abstentions, the motion was approved.

Mr. Reis joined the meeting during the course of this report.

The Board unanimously agreed to take a 5-minute recess at 9:07 pm.

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The meeting reconvened at 9:12 pm.

XVI Executive Session

Mr. Walker moved to go into Executive Session at 9:13 pm which was seconded by Mr. Wheeler. By a vote of 15 in favor, 0 opposed, 0 abstentions, the Board moved into Executive Session. Mr. Cooke left the meeting at this time.

Mr. Reis moved to come out of Executive Session at 10:45 pm which was seconded by Mr. Walker. By a vote of 15 in favor, 0 opposed, 0 abstentions, the Board moved out of Executive Session.

XV Old Business

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

XVI Adjournment

The meeting was adjourned at 10:50 pm.