

MINUTES

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

I. Director Photos

II. Dinner

III. Call to Order

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

IV. Introduction of Guests

President Scalese noted that there were no guests.

V. Reading of the NorCal Mission Statement

The USTA NorCal Mission Statement was read.

VI. Public Comments

It was noted that there were no public comments.

VII. Approval of Agenda

President Scalese then asked for any changes to the agenda. Mr. Winn moved to approve the agenda which was seconded by Ms. Norman. The motion passed by a vote of 13 in favor, 0 opposed, 0 abstentions.

VIII. Review of Meeting Parliamentary Procedures and Time Limits

President Scalese spent a few minutes reminding the Board of the general parliamentary procedures to be followed during the in-person Board meetings as well as the approved time allocations for discussion items. He also noted that the non-profit outside counsel advised that the President should be voting on matters coming before the Board. He also noted that this will not apply to Committee Chairs for the time being.

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IX. Approval of Minutes

President Scalese referred to the minutes from the July 20, 2022 Board meeting which were included in the meeting material. Ms. Costamagna moved to approve the July minutes as amended which was seconded by President-elect Sloan. The motion passed by a vote of 13 in favor, 0 opposed, 0 abstentions.

X. 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 noting that there were 2 renewals and 3 new. He responded to a question concerning the number of courts to which he noted that that information typically becomes available at month end as well as during an audit held in advance of the director election.

XI. Committee Updates

Strategic Planning Committee Update

President-elect Sloan, who also is the Chair of the Strategic Planning Committee, reported that this Committee launched its tennis survey and has received over 400 responses thus far. She commented on the marketing efforts around the survey and noted that the Committee has a goal of 1000 responses.

Constitution and Rules Committee and NorCal Bylaw Proposals

President Scalese called on Mr. Hixson to review various bylaw amendments that are being proposed by the Constitution and Rules Committee.

Amendment #1 – Audit Committee

Mr. Hixson reviewed the amendment which is self-explanatory regarding the creation of an Audit Committee.

Amendment #2 – Adoption/Amendment/Repeal of Bylaws/Constitution

Mr. Hixson reviewed this amendment noting that this type of provision is common in most bylaws and in the case of NorCal, there are complexities around holding an Organization Member meeting to address proposed changes. An extensive discussion ensued around the vote percentage needed for the Board to adopt, amend or repeal the bylaws or constitutional documents. Ms. Norman raised concerns around having no guardrails about what the Board can and cannot do as well as provisions around overturning a decision should an Organization Member disagree. President Scalese noted that the Board should be allowed to make changes to be in compliance with the law and provide appropriate notification to the Organization Members. Ms. Norman noted that USTA NorCal should be in sync with the National bylaws. Mr. Hixson would share these comments with the non-profit outside counsel for advice.

Amendment #3 – Eliminating Roberts Rules of Order Mandates for Board Meetings & Organization Meetings

Mr. Hixson noted that this amendment was self-explanatory. The Board agreed that the Board could set a policy around procedures.

Amendment #4 – Expenditure Limitations

Mr. Hixson reviewed this amendment noting that it deletes describing expense authorization as a Board power and limiting the Board's delegation authority.

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The Board unanimously agreed to move into Closed Session at 7:34 pm.

The Board came out of Closed Session at 7:41 pm.

Amendment #5 – Direct Board Involvement in Sanctioned Events

Mr. Hixson reviewed this amendment noting that it is contradictory to best practice as these responsibilities would normally be delegated to a Committee or staff. Ms. Norman expressed some concern around the grievance process and due process and that we should look at the National bylaws for guidance.

Mr. Hixson noted that the Committee would be meeting with the non-profit outside counsel next week and that the Committee could review these amendments again with her and can come back to the Board at its September meeting for final review and support.

President Scalese explained the voting process for the proposed amendments as well as for the election of directors. He reminded the directors that the USTA NorCal Annual meeting was scheduled for November 5.

XII. Committee Action Items

Budget & Finance Committee

WorkDay Adaptive Planning Financial Software Proposal

President Scalese called upon Mr. Walker to first review the WorkDay Adaptive Planning Financial Software proposal. Mr. Walker began by noting that USTA NorCal used this software for years to assist with budgeting, forecasting, financial reporting, and analytics. He noted that the contract was not renewed during the pandemic. He noted that by re-implementing this software, it will improve efficiency across all areas of business by eliminating numerous manual processes, minimizing the potential for errors, and saving staff countless hours annually related to budgeting and forecasting. He noted that there would be a one-time implementation costs to re-integrate with NorCal's systems. He also noted that the timeline to re-implement the software is roughly 12 to 16 weeks from contract date and he reviewed the costs of the engagement.

Mr. Walker moved to approve the WorkDay Adaptive Planning Financial Software which was seconded by Mr. Wheeler. A discussion ensued concerning whether this should receive a waiver to the RFP process as well as the anticipated cost savings by re-engaging a vendor previously used. Then, by a vote of 14 in favor, 0 opposed, 0 abstentions, the Board approved the following resolution:

RESOLVED: That, effective immediately, USTA Northern California contract with Workday Adaptive Planning financial software at a cost no more than \$25,000 annually (for the first year) and spend up to \$35,000 on the necessary one-time implementation costs.

2022 Budget Adjustments

Mr. Walker noted that due to a number of organizational changes throughout the year and a handful of previously approved board action items, budget adjustments were deemed necessary in the Grassroots and Administration department budgets. He also commented on the additional league sectional events which need to be captured for revenue and expense purposes.

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Ms. Norman moved to approve the 2022 budget adjustments which was seconded by Ms. Costamagna. By a vote of 14 in favor, 0 opposed, and 0 abstentions, the Board approved the following resolution:

RESOLVED: That, effective immediately, the following 2022 Budget adjustments are made:

- **Grassroots Department:**
 - **4920 – Sponsorships:** Remove annual budgeted income total of \$120,000 related to PIVOT Agency (\$60,000 each in July and November)
 - **6613 – Other Professional Fees:** Remove annual budgeted expense total of \$120,000 related to PIVOT Agency (\$10,000 monthly)
- **Admin Department:**
 - **6613 – Other Professional Fees:** Increase budgeted expenses to include an additional \$25,000 related to the Strategic Planning Committee (previously approved by the board).
 - **6613 – Other Professional Fees:** Increase budgeted expenses to include an additional \$75,000 annually (\$6,250 monthly) related to hiring a HR Manager/Consultant.
 - **6000 – Salary Expenses:** Decrease budgeted expenses by \$75,000 annually (\$6,250 monthly) related to not hiring a HR Manager as a staff member and instead hiring them as an Independent Contractor.
 - **6610 – Legal Expenses:** Increase budgeted expenses by \$10,000 related to the Ad Hoc Governance Committee (previously approved by the board)
- **Adult Leagues Department:**
 - **4106 – Sectional Playoff Fees:** Increase budgeted revenue to include an additional \$500 for Adult 70s Daytime Sectionals Registration Fees
 - **6050 – Umpire and Referee Expense:** Increase budgeted expenses by \$2,300 related to Adult 70s Daytime Sectionals
 - **6210 – Court Fees:** Increase budgeted expenses by \$6,000 total related to Adult 70s Daytime Sectionals Court Fees
 - **6220 – Awards & Trophies (Particip):** Increase budgeted expenses by \$9,120 related to Adult 70s Daytime and Combo Sectionals Awards
 - **6365 – Tshirts/Giveaways:** Increase budgeted expenses by \$21,300 for Adult 70s Daytime and Combo Sectionals T-shirts/Giveaways
 - **6899 - Other Grants:** Increase budgeted expenses by \$3,400 related to the National Open & 5.5 Team Championships (previously approved by the board)

Junior Council

President Scalse called upon Ms. Norman to present the “Head Tax Refund to Organizations When Full Tournament Cancellation” action item. Ms. Norman noted that it recently came to the attention of NorCal staff that the language in the USTA NorCal Junior Tournament Regulations is slightly different from the language appearing in the USTA NorCal Junior Circuit Regulations with respect to the collection of Head Taxes when a player enters and pays a tournament directly and not through the Serve Tennis system. She noted that this rules amendment clarifies the process for the collection and payment.

Ms. Cossette moved to approve the resolution concerning the head tax refund which was seconded by Mr. Winn. By a vote of 14 in favor, 0 opposed, and 0 abstentions, the Board approved the following resolution:

RESOLVED: That effective immediately that the USTA NorCal Junior Regulation 25.B. is hereby amended as set forth below (underlined language is proposed to be added; stricken-through language is proposed to be deleted):

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25. Payment of Entry Fees and Refunds. Players are charged the following fees when accepted into a USTA NorCal tournament:

- the entry fee for each event;
- a one-time USTA NorCal fee (“Head Tax”) that is included in the entry fee, but is paid to USTA NorCal per tournament (not per entry); and
- a Serve Tennis administrative fee (“Serve Tennis Fee”) paid to the service provider for processing the online entry.

B. Collection of Head Tax for Entries Not Paid for in Serve Tennis. When a player competes in a tournament without making payment in the Serve Tennis system, within 30 days of the completion of the tournament, the organizer must pay the Head Tax to USTA NorCal ~~the sanction holder will be billed for the Head Tax. Payment must be made within 30 days of the completion of the tournament.~~ Failure to pay an outstanding Head Tax ~~invoice~~ may result in the loss of future sanctioned tournaments and/or consideration of future sanctioned tournaments.

Adult Leagues Committee

2023 Leagues Calendar

President Scalese called upon Ms. Costamagna to review the proposed updates to the 2023 Leagues calendar. Ms. Costamagna noted that, in response to player feedback and staff capacity, the Committee and staff are recommending that the larger Sectionals take place over two weekends which will provide more facility options throughout Northern California.

Ms. Costamagna moved to approve the resolution concerning the proposed updates to 2023 Leagues calendar which was seconded by Ms. Nicholson. A brief discussion ensued regarding the rationale for the two weekends as well as registration periods. Then, by a vote of 13 in favor, 0 opposed, and 1 abstention, the Board approved the following resolution:

RESOLVED: Effective immediately, the dates for the following Sectionals events be changed as follows (underlined is added dates and stricken through is proposed deleted dates):

2023 Adult 40 & Over League

Team registration: November 7, 2022

Closes: December 5, 2022

Season opens: January 2, 2023

Season Closes: March 13, 2023

P: March 23-26; March 30-April 2; April 13-16, 2023

S: ~~May 5-7, 2023~~ May 12-14; 19-21, 2023

2023 Adult 40 & Over Daytime League

Team registration: November 7, 2022

Closes: December 5, 2022

Season opens: January 2, 2023

Season Closes: March 13, 2023

P: March 23-26; March 30-April 2; April 13-16, 2023

S: ~~May 5-7, 2023~~ May 12-14; 19-21, 2023

2023 NorCal Adult 65 & Over Daytime League

Team registration: December 5, 2022

Closes: January 9, 2023

Season opens: February 6, 2023

Season Closes: April 14, 2023

P: April 24-28; May 1-May 5, 2023

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S: ~~May 16-18, 2023~~ May 23-25, 2023

2023 Adult 18 & Over League

Team Registration: January 23, 2023

Closes: February 21, 2023

Season opens: April 10, 2023

Season closes: June 18, 2023

P: July 6-9, July 13-16; July 20-23, 2023

S: ~~August 4-6, 2023~~ August 11-13; 18-20, 2023

2023 NorCal Adult 18 & Over Daytime League

Team Registration: January 23, 2023

Closes: February 21, 2023

Season opens: April 10, 2023

Season closes: June 16, 2022

P: July 10-14, July 17-21; July 24-28, 2023

S: ~~August 4-6, 2023~~ August 11-13; 18-20, 2023

2023 NorCal Combo League

Team registration: July 3, 2023

Closes: July 31, 2023

Season opens: August 28, 2023

Season Closes: November 5, 2023

P: November 16-19; November 30- December 3; December 7-10, 2023

S: January 19-21; 26-28, 2024

2023 NorCal Combo Daytime League

Team registration: July 3, 2023

Closes: July 31, 2023

Season opens: August 28, 2023

Season Closes: November 3, 2023

P: November 13-17; November 27-December 1; December 4-8, 2023

S: January 19-21; 26-28, 2024

Determining Wildcards at NorCal Sectional Events

Ms. Costamagna noted that at the request of staff, the Adult Leagues Committee wanted to ensure there is a documented process in place for selection for when wildcards are needed.

Ms. Costamagna moved to approve the resolution concerning document process which was seconded by Ms. Nicholson. By a vote of 14 in favor, 0 opposed, and 0 abstentions, the Board approved the following resolution:

RESOLVED: Effective immediately, the process for determining wildcards for the single elimination playoff after round robin play has concluded is as follows:

Wildcards may be used to round out the number of teams that advance to the single elimination playoff rounds in Events. The winners of the round robins advance to the single elimination playoff round and wildcards may be selected from the second place teams with the best record.

In the event of a tie amongst the second place teams, the tie shall be broken by the first of the following procedures that does so:

- Individual Matches. Winner of the most individual matches in the entire competition.
- Head-to-Head. Winner of head-to-head match only if all tied teams have played each other and one team defeated all the teams that are tied.

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- Sets. Loser of the fewest number of sets.
- Games. Loser of the fewest number of games.
- Game Winning Percentage: Total games won divided by total games played
- A Method to be Determined by the Championships Committee. Procedure to be announced prior to commencement of championship competition.

The Board agreed to take a brief break.

The meeting recommenced at 8:54 with a quorum present.

X. Treasurer's Report

President Scalese called upon Mr. Walker to provide the Treasurer's report. Mr. Walker noted that a draft of the audit has been received. He then provided a high level overview of the various financial statements included in the meeting package. He commented on surplus and the annual net income which was well ahead of plan. He reported that, overall, the financials are stable.

Mr. Walker noted that audited financials would be available at the next meeting. He also discussed the timeline for the 2023 budget process. A brief discussion ensued concerning investment options for the surplus and it was suggested that an Investment Committee be formed to focus on this aspect.

XI. President's Report

President Scalese briefly commented on the meetings he has attended, including the retreat at the Mubadala Classic. He has worked on the Hall of Fame and awards matters. He has also been working with counsel and the Executive Director on various legal matters.

XII. Executive Director's Report

President Scalese called upon Ms. Verhoeven to present her Executive Director Report. Ms. Verhoeven began by noting that national staff would be visiting NorCal. She provided a recap of the Mubadala Classic, including Kid's Day, activations and the Level 1 Coaches Workshop. She commented on the nationwide survey concerning women in coaching.

Referring to a deck including in the meeting material, Ms. Verhoeven shared the DE&I activations at the US Open. She then noted that her report contains upcoming junior tournaments and upcoming registrations for Junior Team Tennis and officials. A brief discussion ensued concerning the promotion of junior team tennis. Ms. Verhoeven briefly reviewed the happenings in the adult space. She commented on the USTA partnership with Jack and Jill of America which will in turn be partnering with the Oakland/Bay Area Chapter. She also provided an update on marketing, the NorCal sticker contest and staffing.

XIII. Delegate's Report

President Scalese called upon Mr. Wheeler to provide his Delegate's report. Referring to the proposed amendments included in the meeting material, Mr. Wheeler first reviewed the proposed USTA bylaw amendments:

B1 (Bylaw 19) which clarifies that failure to pay dues results in a loss of membership rather than a suspension

B2 – B6 (Bylaw 26, Bylaw 27, Bylaw 35, Bylaw 39, Bylaw 41, Bylaw 43) which reflects the granting of a waiver of certain requirements regarding the definition of Elite Athletes

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Mr. Wheeler moved to support the USTA Bylaw amendments which was seconded by Mr. Winn. By a vote of 14 in favor, 0 opposed, and 0 abstentions, the Board approved supporting the proposed amendments.

Then, referring to the proposed amendment to the USTA Regulations, Mr. Wheeler reviewed the proposed amendment which allows Sections and Districts the flexibility of no longer having officiating committees.

Mr. Wheeler moved to support the USTA Regulations amendment which was seconded by Ms. Costamagna. By a vote of 14 in favor, 0 opposed, and 0 abstentions, the Board approved supporting the proposed amendment.

XIV. Closed Session

The Board agreed to move into Closed Session at 9:41 pm.

The Board agreed to come out of Closed Session at 11:07 pm.

XV. Old/New Business

President Scalese noted that there was no old or new business.

XVI. Adjournment

On motion made by Ms. Cossette and seconded by Mr. Collins, the Board unanimously agreed to adjourn the meeting at 11:08 pm.