

MINUTES
UNITED STATES SOCCER FEDERATION, INC.
BOARD OF DIRECTORS MEETING
NOVEMBER 20, 1999
BOSTON, MASSACHUSETTS
8:30 AM EASTERN TIME

PRESENT: Dr. S. Robert Contiguglia, John Motta, Bill Goaziou, Alan Rothenberg, David Askinas, Marypat Bell, David Burton, Chris Christoffersen, Amanda Cromwell, Thomas Dooley, John Doyle, Mike Edwards, Terry Fisher, Werner Fricker, Sr., Don Garber, Sunil Gulati, Burton Haimas, John Harkes, Mary Harvey, Marge Madriago, Marty Mankamyer, Francisco Marcos, Vincent Mauro, Brooks McCormick, David Messersmith, Larry Monaco, Jr., Bob Palmeiro, Alex Para, Kevin Payne, Charles Robinson, Darl Rose, Jim Sheldon, Bruno Trapikas, Wally Watson, Peter Wilt

VIA PHONE: Virgil Lewis, April Heinrichs, Cameron Rast.

APOLOGIES: Brandi Chastain, Bob Gansler, Jonathon Kraft

IN ATTENDANCE: Hank Steinbrecher, Jim Hamilton, Dan Flynn, Bill Sage, Mark Noonan, Esse Baharmast, John Collins, Julie Ilacqua, Rich Matthys, Michael Malamut, parliamentarian

President Contiguglia called the meeting to order at approximately 8:30 a.m. Hank Steinbrecher called the roll. A quorum was present.

CONFIRMATION OF MINUTES

First, the Board reviewed the minutes for the July 29, 1999 meeting that had been previously distributed. David Messersmith requested that the section on the Database Marketing Committee be revised to read as follows:

David Messersmith reported to the Board that the Federation had entered into a database marketing agreement with one member organization that was different than the database marketing agreements with all other member organizations. Mr. Messersmith voiced concern with these differences. After a discussion on the topic, President Contiguglia instructed the parties including AYSO, appropriate staff, and appropriate database marketing committee members to meet, identify and try to resolve any issues with the agreement.

The Board unanimously APPROVED the minutes as corrected. The Board then approved the agenda for the meeting.

PRESIDENT'S REPORT

President Contiguglia welcomed the new members to the Board. He then reported to the Board that he had recently undergone knee replacement surgery, so his remarks would be abbreviated. He advised the Board that Tony DiCicco had chosen not to continue as coach of the Women's National Team and that the Federation would be conducting a nationwide search for his replacement. He then noted the success that the Women's National Team and Men's National Team have enjoyed since the last Board meeting. President Contiguglia discussed the success of the Under 17 National Team in New Zealand in the FIFA World Championships. President Contiguglia concluded by then noting the Federation's continued efforts to resolve the issues raised at the Annual General Meeting and to improve communication at all levels.

SECRETARY GENERAL'S REPORT

Hank Steinbrecher delivered the Secretary General's report to the Board. He reported on the U-17 Team's recent success, U.S. Soccer's new arrangements with the Mexican Federation with respect to matches in the U.S., and FIFA's new rule with respect to international clearances for youth players. Mr. Steinbrecher then reported on recent meetings with the South African Federation and the AYSO Database agreement report that had been provided to the Board. He also reported on U.S. Soccer's efforts to improve communications with its members and requested a meeting with the state presidents and an Athletes' summit be held in the near future.

NATIONAL TEAMS

Tom King summarized the upcoming schedules for Women's and Men's National Teams. He further reported on the U-23 Team's schedule and qualification efforts for the 2000 Olympics as well as the U-17 Team's progress in the FIFA World Championships.

MARKETING

Mark Noonan reported on the status of U.S. Soccer's marketing efforts. He described the new sponsorships from the past year, U.S. Soccer's brand building efforts, improved television coverage and production for U.S. Soccer matches, and improved media coverage for the sport.

ADMINISTRATION

Bill Sage reported on the Open Cup. He then stated that the next Board meeting would be February 12, 2000 in Miami.

INTERNATIONAL PANEL OF REFEREES

U.S. Soccer's Vice President, John Motta provided the Board with the list of the 2000 International Panel of Referees approved by U.S. Soccer's Referee Committee on September 11,

1999 (a copy of which is attached) and requested that the Board adopt it. A **MOTION** was made and seconded to adopt it. The motion unanimously **PASSED**.

STATE PRESIDENT-S MEETING AND ATHLETES SUMMIT

Mike Edwards **MOVED** that the Board of Directors be offered the opportunity to be included in the state presidents= meeting and the Athletes= summit. Discussion ensued. The **MOTION** was then divided to consider attendance at each meeting separately and seconded by Bruno Trapikas. Discussion ensued. Mr. Edwards clarified that the motions were for U.S. Soccer to pay for the Board to attend each meeting. President Contiguglia called the question on the **MOTION** for U.S. Soccer to pay for its Board to attend the state president=s meeting. The motion unanimously **PASSED**.

The Board then considered the **MOTION** for U.S. Soccer to pay for the Board to attend the Athletes= Summit. Discussion ensued. Mr. Edwards then withdrew his **MOTION** and **MOVED** that U.S. Soccer pay for only two individuals from each council to attend the Athletes= summit. President Contiguglia called the question. The motion **PASSED** by a vote of 35-2. April Heinrichs and Sunil Gulati voted against the motion.

TREASURER-S REPORT

Next, U.S. Soccer=s Treasurer, William Goaziou, presented two budget amendments to the Board for adoption. First, Mr. Goaziou presented a budget amendment for \$124,100 to cover the costs for the state presidents= meeting. This budget amendment was increased to \$160,000 to cover the additional costs for the Board to attend. A **MOTION** to approve this budget amendment was made and seconded. The motion unanimously **PASSED**. Next Mr. Goaziou presented a budget amendment in the amount of \$120,750 to cover the costs of the Athletes= summit. This budget amendment was increased to \$128,750 to cover the costs for the six additional individuals to attend. A **MOTION** to approve this budget amendment was made and seconded. The motion unanimously **PASSED**.

Mr. Goaziou then reported that for the fiscal year ending August 31, 1999, U.S. Soccer had a deficit of \$163,000, which was \$313,000 better than originally budgeted. Mr. Goaziou then requested that the Board approve two loans that had been extended to USASA collectively totaling \$150,000. A **MOTION** to approve these loans was made and seconded. Discussion ensued. The motion unanimously **PASSED**.

OTHER REPORTS

OLYMPIC COMMITTEE AND TRAINING CENTERS

Marty Mankamyer reported on her recent trip to Australia to survey sites for the 2000 Olympic Games. Ms. Mankamyer reported on the accommodations for the Women=s Team and stated that the USOC has a travel package for the Games which the U.S. Soccer family should

consider if they are planning to attend. Ms. Mankamyer then reported on the status of the request for proposals that the Training Center Development Committee is preparing in connection with a national training center.

ATHLETE REPRESENTATION

Larry Monaco and Werner Fricker raised questions concerning the USOC's definition of "Athlete" and how that definition is applied to U.S. Soccer. Discussion ensued on this topic. President Contiguglia then recommended that Mr. Monaco and U.S. Soccer's General Counsel meet with the USOC to resolve this issue. Mr. Monaco agreed.

U.S. SOCCER FOUNDATION

U.S. Soccer Foundation President, Jim Hamilton, reported that the Foundation had received another clean audit for its recent fiscal year. Mr. Hamilton further reported that grant applications were due by December 1, 1999 and that it was expected that the grant pool for the year would be approximately \$3,000,000.

WOMEN'S PROFESSIONAL DEVELOPMENT COMMITTEE REPORT

Burton Haimen reported that Mark Abbott, the consultant for Women's Professional Soccer, LLC, is preparing a variety of financial models based upon different equity structures to examine operating costs and potential synergies. The business plan remains a work in process and John Hendricks remains committed to the project. Mr. Haimen stated that the business plan should be completed for the next Board meeting.

NEW BUSINESS ITEMS

COMMITTEE AND TASK FORCE APPOINTMENTS

President Contiguglia presented the Board with a written list of committee and task force appointments. He then modified that list by withdrawing the Player Development Task Force and added Todd Smith to the Appeals Committee, Francisco Marcos to the Indoor Committee, and John Ertmann to the Rules Committee. Jim Sheldon then requested that Mike Parsons be added to the Coaching Committee and Jack Huckle added to the Hall of Fame Committee. Mike Edwards requested that the chair of the USASA's Women's Development Committee be added to U.S. Soccer's Women's Development Committee. Bob Palmeiro **MOVED** that the list be adopted as amended. Mr. Goaziou seconded the motion. The motion unanimously **PASSED**.

USSF POLICIES

Burton Haimen distributed a book of the U.S. Soccer rules that were not repealed when U.S. Soccer's new bylaws became effective on September 1, 1998. The Rules Committee

reviewed these rules and made correcting changes to them to conform them as policies under the new bylaws. A **MOTION** to adopt these polices was made and seconded. The motion unanimously **PASSED**. A new policy covering referee assault in professional league matches was then presented for adoption. Discussion ensued. Don Garber then **MOVED** that the policy be tabled. The motion **PASSED** by a vote of 31-6. A policy defining the responsibilities of the International Games Committee was then presented to the Board. A **MOTION** to adopt the policy as drafted was made and seconded. The motion unanimously **PASSED**.

INDOOR LEAGUE RULES

David Messersmith provided copies of proposed indoor professional league standards to the Board. Mr. Messersmith then moved that the Premier Soccer Alliance be provisionally admitted as an Indoor Professional League member of U.S. Soccer. David Askinas **MOVED** that the motion be tabled. The motion to table **FAILED**. Discussion ensued on the motion for provisional membership. A **MOTION** was made and seconded to postpone the discussion on the indoor standards to the next Board meeting and then to accept applications for that category of membership after the appropriate standards have been adopted. The motion unanimously **PASSED**.

STATE ASSOCIATION BYLAW COMPLIANCE

Burton Haimes reported that 67 state associations were in full compliance with U.S. Soccer's Bylaws and that an additional 28 state associations were in the process of coming into full compliance. Four state associations C Alaska adult, Alaska youth, Vermont adult, and Wyoming adult C did not responded. U.S. Soccer is working to assist those states.

AUTHORITY AND ACCOUNTABILITY OF THE EXECUTIVE COMMITTEE

Mr. Monaco **MOVED** the adoption of the following resolution:

RESOLUTION

Related to the authority and accountability of the Executive Committee.

Resolved,

Section 1. The Executive Committee of the United States Soccer Federation, Inc., is authorized to exercise the same authority that the Board of Directors of the Federation has, except as otherwise provided in this resolution or as may hereafter otherwise be provided by the Board of Directors.

Section 2. The Executive Committee has no authority to do the following:

- (1) to approve the appointment or hiring of a member of the Federation staff whose hiring is subject to approval by the Board of Directors;
- (2) to take any action regarding any Organization Member membership;
- (3) to change the date, time, or location of a meeting of the Board of Directors;
- (4) to take any action that affects any motion, resolution, or other action of the Board of Directors related to the Executive Committee;

(5) to act on any matter that does not require approval prior to the next meeting of the Board of Directors; and

(6) to act on any other matter excluded from the authority of an Executive Committee by the New York Not-For-Profit Corporation Law.

Section 3. Copies of the minutes of every meeting of the Executive Committee, including minutes of meetings or parts of meetings held in executive session, shall be distributed to all members of the Board of Directors within 10 days after the Committee has met. If the minutes have not been approved by the Committee at the time of distribution, the minutes shall be marked "Not Approved". If the minutes have been approved, the minutes shall be marked "Approved" and the date of approval.

Section 4. Every member of the Board of Directors shall be notified of the date, time, place, agenda, and other arrangements (including telephone conference call arrangements) about every meeting of the Executive Committee at the same time that members of the Executive Committee are notified of the meeting. Each member of the Board may attend in person (if the Committee is physically meeting in person) or by telephone conference call (whether the Committee is physically meeting or meeting by conference call). A member of the Board who is not a member of the Committee may not actively participate in the Committee meeting except and only to the extent the Committee grants the non-Committee Board member permission to speak.

After consultation with the parliamentarian and legal counsel, President Contiguglia ruled the motion out of order because it directly conflicted with the Federation's bylaws. Mr. Monaco appealed the ruling of the chair. President Contiguglia ruled this appeal out of order for it directly conflicted with the Federation's bylaws and therefore was dilatory. Mr. Monaco appealed this ruling of the chair. President Contiguglia ruled this appeal out of order as dilatory.

PROJECT 2010 AND PROJECT GOLD

Mr. Monaco then raised an issue regarding the implementation of Project 2010. President Contiguglia stated that he and Mr. Monaco had discussed the issue before the meeting and that it has been resolved. President Contiguglia stated that he decided to reconstitute the Player Development Committee and U.S. Soccer would not implement any new programs under Project Gold and Project 2010 C i.e., programs other than those already budgeted and approved by the Executive Committee C until the Player Development Committee had provided additional reports and President Contiguglia reported those items to the Board.

The meeting **ADJOURNED** at approximately 12:22 p.m.