

MINUTES
UNITED STATES SOCCER FEDERATION, INC.
BOARD OF DIRECTORS MEETING
NASHVILLE, TENNESSEE
FEBRUARY 14, 2020
8:00 A.M. CENTRAL TIME

PRESENT: Carlos Cordeiro, Chris Ahrens, Carlos Bocanegra, Lisa Carnoy, Cindy Cone, Mike Cullina, Don Garber, Sunil Gulati, Patti Hart, Lori Lindsay, Richard Moeller, John Motta, Alec Papadakis, Tim Turney, Dr. Pete Zopfi

IN ATTENDANCE: Lydia Wahlke, Greg Fike, Leah Holt, Neil Buethe, Elaine Lemos, Pinky Raina, Brian Remedi, Tonya Wallach, Brian McBride, Kate Markgraf, Earnie Stewart, Náthan Goldberg, Helen Syreggelas [others per attached public sign-in form]

Carlos Cordeiro called the meeting to order at 8:00 a.m.

Helen Syreggelas took roll call and announced that a quorum was present.

WELCOME

Mr. Cordeiro began with an overview of the agenda for the meeting and thanked the Board for its engagement. He also gave a summary of the planning and preparations for the 2026 World Cup.

APPROVAL OF MINUTES

The Board reviewed the minutes of the Board meeting on December 6, 2019. It was **MOVED** to approve the minutes. The Motion **PASSED**.

ADMINISTRATIVE AND STAKEHOLDERS

Brian Remedi updated the Board on a few matters, including the U.S. Soccer headquarters space. Mr. Remedi reviewed the relocation options and the different properties that the group had looked at thus far. He explained that his group had been working with staff to understand their needs on a department by department basis.

He then moved to a discussion of the Innovate to Grow program. In January, the Board approved 27 programs, and Mr. Remedi noted that we had executed 22 of the grant agreements.

He then addressed the latest fundraising revenue, including a projected increase of \$1.2 million from last year, the Champions Circle Leadership Council that will require a \$200,000 minimum commitment, and the new National Women's Circle.

Elaine Lemos gave an update on the international relations program.

Mr. Remedi concluded with a summary of the Youth Task Force.



TECHNICAL UPDATE

Earnie Stewart began with thanking the Technical Committee for its work. He then updated the Board on the highlights from the calendar for the next six months and then showed a video of the Women's National Team. Kate Markgraf went through the Women's National Team activities, including qualifying for the Olympics. She also gave a brief overview of the camp leading up to the Olympics and the U-20 and U-17 qualifications.

Mr. Stewart continued with a discussion about the January camp being moved from Qatar. Brian McBride explained why MNT camp moved to Bradenton from Qatar. He also gave an overview of the MNT U-23 Olympic qualifying process and the FIFA calendar.

Mr. Stewart finished with a review of the Extended National Teams, the search for a new Beach National Team coach to replace Eddie Soto, the current hiring process for Youth National Team coaching staff, and the current youth landscape and youth talent development.

FINANCE UPDATE

Pinky Raina addressed the Board and gave an Investment Committee Update, beginning with thanking Tim Turney and the other Investment Committee members for their time and effort. In the first nine months of 2019, the investment portfolio resulted in \$10 million in returns or over \$6 million in gains. Ms. Raina next reviewed the change of all accounts to interest-bearing accounts at J.P. Morgan Chase, resulting in \$300,000 in interest income over the past year. She also reviewed the new rebate program for the J.P. Morgan Chase credit cards, which produced an additional \$300,000 in income.

Next, she reviewed the FY'20 operating and non-operating expenses through December 2019, and the actual operating results through December of a \$2.3 million surplus. Ms. Raina then explained the decision to move legal expenses to the non-operating side. Next, she reviewed the non-operating results of a \$12.7 million deficit and explained those results. Mr. Cordeiro asked Ms. Raina to give the results in the context of the five-year plan that the Board developed a few years ago.

Ms. Raina finished with the FY'19 990 tax return for the Federation. The RAC Committee reviewed the 990 the day before, and Mr. Cordeiro asked for a motion to approve the 990 tax return. It was **MOVED** to approve the FY'19 990 tax return. The Motion **PASSED**.

TALENT UPDATE

Tonya Wallach began with a discussion of the employee engagement survey of all employees at the Federation. She gave a brief description of the process for moving out of Soccer House and employee responses to the commuting survey. She also recognized employees with 15 years or more with the Federation. She ended with an overview of the employee benefits and hiring Assurance as U.S. Soccer's insurance broker.

COMMUNICATIONS AND PUBLIC RELATIONS UPDATE

Neil Buethe gave an update on the 2020 content strategy, including SheBelieves and the summer Olympics. He played a short clip and reviewed the Stake Your Claim campaign from the Men's National Team January camp and the social media campaign for the Women's National Team. He finished with an overview of the new U.S. Soccer Communications social media account.



NOMINATING AND GOVERNANCE UPDATE

Chris Ahrens provided an update on the Nominating and Governance Committee's recommendation to the Board to have Juan Uro as the next independent director for the Federation. He noted that the Board approved the recommendation. Greg Fike thanked the Committee for its work. He noted that as part of the Nominating and Governance Committee process, it approved the two candidates for the Vice Presidential election at tomorrow's National Council Meeting – Cindy Cone and John Motta.

LEGAL UPDATE

Lydia Wahlke updated the Board on the results of the first-ever SafeSport audit, noting that the full audit could be found on safesoccer.com. The Federation received a fully implemented score in all categories, which is the highest score available.

Mr. Fike next reviewed the pending membership applications. CP Soccer was conditionally approved by the Board as a disabled service organization and will be up for approval at the National Council Meeting. NISA was provisionally approved as a Professional League by the Board and will be up for approval at the National Council Meeting. Finally, United Futsal Association applied to be a National Affiliate Member, but they asked to be provisionally approved as an Other Affiliate. Mr. Fike asked for a motion to approve United Futsal Association as an Other Affiliate. It was **MOVED** to approve United Futsal Association as an Other Affiliate. The motion **PASSED** by unanimous consent.

Mr. Fike updated the Board on the United States Armed Forces Sports Council request to change from an Associate to a National Affiliate. Mr. Fike asked for a motion to approve the Armed Forces Sports Council as a provisional National Affiliate Member. It was **MOVED** to approve the Armed Forces Sports Council as a provisional National Affiliate Member. The motion **PASSED** by unanimous consent. Discussion ensued regarding the question of whether an organization is in 26 states.

Mr. Fike updated the Board on the 2020 Bylaw and Policy Amendments. He reviewed the proposal to amend Policy 202-1 regarding the Professional Council delegates. Mr. Fike provided the Rules Committee recommendation to the Board. He noted that the amendment was not moved forward by anyone on the Board in December. Mr. Fike reviewed the proposal to amend Policy 214-2 regarding fees for Organization Members. Mr. Fike provided the Rules Committee recommendation to the Board. He noted that the policy was not recommended by the Board at the December meeting, so it would not be voted on by the National Council. Mr. Fike reviewed the proposal for a new Policy 414-1 regarding the Federation's Board minutes and Committee minutes. He provided the Rules Committee recommendation to the Board. The Board agreed to refer to the Nominating and Governance Committee for further discussion. Mr. Fike next reviewed the proposal for a new Policy 511-2 regarding a detailed procurement policy. Mr. Fike provided the Rules Committee recommendation to the Board. He noted that the Board rejected the policy by vote at the December Board meeting. Mr. Fike reviewed the proposal to amend Policy 601-5 regarding amateur player registration. Mr. Fike provided the Rules Committee recommendation to the Board. It was **MOVED** to approve the Policy 601-5 amendment. The Motion **PASSED**.

Ms. Wahlke reviewed the outcome in favor of the Federation in the arbitration in front of the Court of Arbitration in Sport brought by Miami FC and Kingston Stockade against U.S. Soccer, FIFA, and Concacaf. The panel ruled in the Federation's favor, finding that the regulations governing the interpretation of the FIFA Statutes do not require promotion and relegation in the United States.



Lynn Berling-Manual, CEO of United Soccer Coaches, asked for an opportunity to speak. She asked whether the Armed Forces Sports Council's change in status affected its ability to co-sponsor a bylaw. Mr. Fike responded that he would speak with the Parliamentarian and give her an answer as soon as possible.

Mr. Fike updated the Board on two pending grievances. One of the grievances involving the Georgia State Soccer Association was resolved without a hearing. Another grievance involving Colorado Soccer Association was decided by an arbitrator and CSA appealed. It was **MOVED** by Mr. Zopfi to overturn the ruling of the arbitrator. Mr. Turney seconded. The motion **FAILED**. Mr. Zopfi and Mr. Turney voted to overturn the ruling of the arbitrator.

Mr. Fike updated the Board on the Bylaw amendments. He reviewed the proposal to amend Bylaw 109 regarding Pro League Standards. He noted that Mr. Papadakis, Mr. Garber, and Mr. Bocanegra be recused from any deliberation or vote. Mr. Fike provided the Rules Committee recommendation to the Board. (*Ms. Cone, Mr. Papadakis, Mr. Garber, and Mr. Bocanegra left the meeting.*) It was **MOVED** to support the Rules Committee recommendation that Bylaw 109 not be approved tomorrow at the National Council meeting. The motion **PASSED**. Mr. Fike reviewed the proposal to amend Bylaw 413 regarding Associate Members voting for the "at-large" Board Member. He provided the Rules Committee recommendation to the Board. Ms. Berling-Manual asked for an opportunity to speak to address the issue. Discussion ensued. Mr. Fike reviewed the proposal to amend Bylaw 703 regarding the addition of an athlete to the grievance process. It was **MOVED** to support the passage of Bylaw 703 to add an athlete to the grievance process. The motion **PASSED** by unanimous consent.

NEXT MEETING

Mr. Cordeiro confirmed that the next meeting would be in Chicago on June 12-13, 2020.

