

MINUTES
UNITED STATES SOCCER FEDERATION, INC.
BOARD OF DIRECTORS MEETING
WAILEA, HAWAII
MARCH 3, 2017
8:00 A.M.

PRESENT: Sunil Gulati, Carlos Cordeiro, Dan Flynn, Jeff Agoos, Chris Ahrens, John Collins, Cindy Cone, Dr. Robert Contiguglia, Jesse Harrell, Arthur Mattson, John Motta, Fabian Núñez, Tim Turney

BY PHONE: Val Ackerman

REGRETS: Don Garber, Alec Papadakis, Donna Shalala

IN ATTENDANCE: Jay Berhalter, Brian Remedi, Eric Gleason, Lisa Levine, Greg Fike, Linda Cardenas, Ryan Mooney

Sunil Gulati called the meeting to order at 8:00 a.m.

Linda Cardenas took roll call and announced that a quorum was present.

CONFIRMATION OF RECEIPT OF THE BOARD MATERIALS

Sunil Gulati confirmed that the members present received the Board Materials.

APPROVAL OF MINUTES

The Board reviewed the minutes of the Board meetings on: November 22, 2016 by telephone conference; December 6, 2016 in New York, New York; January 6, 2017 by telephone conference; and February 9, 2017 by telephone conference. Mr. Gulati noted that the minutes from the January 6 meeting should reflect that Mr. Collins and Mr. Papadakis attended. With that change, all minutes were **APPROVED**.

PROPOSED AMENDMENT TO POLICY 531-9

Mr. Mooney updated the Board on the Referee Committee review of the proposed amendment to policy 531-9.

CONCACAF CHAMPIONS LEAGUE QUALIFICATION

Mr. Berhalter updated the Board on the modification of CONCACAF Champions League Qualification, given the competition's change in format beginning in 2018. After discussion, it was **MOVED** to adopt the proposed change. The motion **PASSED**.

VIDEO REPLAY AND PROFESSIONAL REFEREE ORGANIZATION

Mr. Flynn updated the Board on the request for \$1.3 million in funding to test video replay for one year in professional leagues with stadiums that can support the technology. After discussion, it was **MOVED** to grant the funds as an extraordinary item. The motion **PASSED**.

U.S. OPEN CUP POLICY AMEDMENT

Mr. Fike updated the Board on the unanimous approval of the U.S. Open Cup Committee on several policy amendments to accommodate this year's tournament. It was **MOVED** to pass the amendments. The motion **PASSED**.



PRESIDENT'S REPORT

Mr. Gulati updated the Board on his attendance at a FIFA Summit with other federation presidents. He also provided updates on the performance of various national teams in their respective international competitions.

SECRETARY GENERAL'S REPORT

Mr. Gleason updated the Board on the FY2017 financials. Mr. Flynn also provided an operating update, apprising the Board on the status of its mission regarding its athletes and referees. Mr. Gulati noted the success of the national beach soccer team. Mr. Berhalter updated the Board on fan outreach and the brand relaunch.

BOARD COMMITTEE REPORTS

Mr. Gulati updated the Board on the Governance Committee's recommendation that Ms. Ackerman fill the unexpired term of Mr. Cordeiro on the Board. Mr. Gulati also updated the Board on Pete Briger, the chairman of the Investment Committee.

INDEPENDENT DIRECTOR UPDATES

Mr. Gulati welcomed Ms. Ackerman to the Board, outlining her credentials and ability to contribute to the sport. Ms. Ackerman thanked the Board and expressed her excitement at the opportunity. Mr. Gulati also emphasized diversity as the Board looks to add an additional independent director.

NWSL UPDATE

Mr. Gulati updated the Board on the NWSL and its joint venture with A&E which has an equity stake in the league and will broadcast games through a broadcast agreement.

PROPOSED POLICY 213-1

Mr. Motta updated the Board on proposed policy 213-1. President Gulati agreed to send the proposed policy to the Rules Committee for review.

BYLAW AMENDMENTS

The proposal of 12-year term limits for the President and Vice-President was endorsed by the Board. Mr. Collins proposed further shortening the term limits from 12 to 8 years for the President and Vice-President. Mr. Collins indicated that he might submit his proposal as a substitute amendment.

CONFLICTS OF INTEREST POLICY

Mr. Cordeiro proposed that the Conflicts of Interest Policy adopted over 20 years ago be reviewed by the legal department who would then provide updates at the next Board meeting. Mr. Gulati reminded the Board that the policy had been reviewed by Latham & Watkins within the last two years.

OTHER BOARD ELECTIONS UPDATE

Mr. Gulati updated the Board on the members seeking reelection and those attending their last meeting. Mr. Gulati thanked those stepping down.

(At this point, the Board went into an executive session. The minutes for that session are contained in a separate document.)

The meeting was adjourned at 10:45 a.m.

