



NORTH CAROLINA ADULT SOCCER ASSOCIATION

BOARD MEETING

MINUTES

February 21, 2022

Call to Order: 7:05pm

Roll Call: Sam Cohen, Donna Langdon, Paul James, Alex Vidaurri, Vance Carlisle, Scott Eisenbraun, Jeremy Mikell, Matt Friedman, Emmanuel Sarkorh, Darius Ejlali

Not Present: Bob Kepner, Laura Collins

Quorum determination

Officer & Staff Reports

- President – Welcome All – NCASA family has lost an important individual, Margaret Kepner passed Monday February 14, 2022. Please hold Bob Kepner and his family in your thoughts and prayers. NCASA looks forward to honoring Margaret Kepner through donating to a charity the family has designated.

We will be considering the proposed motions, the first will consider the scheduling of our meetings. Virtual meetings are working well now. Later in the year, NCASA will decide if we will return to in person meetings. There is value for the in-person meeting but there are practical issues to deliberate.

Other motions will be focused on reaffirming our practices of this past year, re-enforcing transparency and inclusiveness.

Thank you to Jeremy Mikell for compiling league information regarding field costs and referee pay across the state. Our members asked and we have responded, which is very important.

- Executive Director – As spring kicks off, assisting leagues get started has been a focus. Working with Affinity to unravel issues that certain glitches are causing. Preparing tracking methods for our Insurance Claims, Discipline and Appeals hearings and SafeSport compliance.
- Vice-President – No Report
- Treasurer’s Report – report has been submitted and circulated.

Approval of Minutes

Minutes for the January 10, 2022, and Special Meeting February 8, 2022, were approved unanimously.

Growth Initiative

- Registration Report – Registration numbers look fantastic, NCASA has already hit 30% of the annual projections.
- First-Year-League Updates – there are no first-year leagues
- New League Update – 2022 potential – A Pre-College Academy has contacted NCASA about establishing an academy outside of Charlotte and will be affiliating to USASA through the State Association or may consider direct registration if they meet the criteria.
- La Liga de Coats in Angier have requested a formal meeting to discuss possible affiliation with NCASA.
- Emmanuel Sarkorh reports that there have not been any movement from the Eastern Premier League as to establishing a presence in NC.

Competitions

- Carolinas Cup – Working with SCASA on the Memorial Day Carolinas Cup in Charleston. Healthy registration numbers already. Many out of state teams have also registered.
- VP Men's Competition, Scott Eisenbraun discussed preparing teams for the USASA Region III National Championships.
- Celebrate the Tatas – Have not started meeting yet. Trying to lock down date and complex.

Organizing Committees

- AGM Committee – Safe Sport policy passed. Set up first online session to inform leagues of their responsibility and how NCASA can assist. The first session was attended by Catawba Valley Adult Soccer, Premier Adult Soccer, Winston-Salem Adult Soccer and Wilmington Adult Soccer. The second SafeSport conference is scheduled.
- Election Committee – still searching for a secretary
- Awards Committee – no action
- D&A – No cases have been reported

Board Q&A (10 Minutes) – none

Old Business – none

New Business (motions) – NCASA Monthly Board Meeting Schedule

Whereas determining Board meeting dates in advance will allow Board members to block time on their calendars and allow better attendance at Board meetings; and

Whereas, NCASA traditionally has held its Board meetings on the third Monday of each month;

Be it resolved that NCASA Board meetings from now until the 2022 Annual General Meeting shall be held on the following dates:

- February 21, 2022 (Note: 3rd Monday = President’s Day)
- March 21, 2022
- April 18, 2022
- May 16, 2022
- June 20, 2022
- July 18, 2022
- August 15, 2022
- September 19, 2022
- October 17, 2022
- November 21, 2022
- December 12, 2022 (2nd Monday; 3rd Monday is during winter break for many NC schools)
- January 9, 2023 (2nd Monday; 3rd Monday = MLK Jr. Day)

Be it further resolved that all Board meetings up to and including the July 18, 2022, meeting will be held virtually;

Be it further resolved that the Board will decide at the July 18, 2022, Board meeting whether each of the remaining listed meetings will be held virtually or in-person; and

Be it further resolved that the monthly Board meeting dates will be posted on the NCASA website.

Motion passed unanimously

Transparency of NCASA Board Meetings and Activities

Whereas Board members are better able to meaningfully contribute to decision-making and discussions during Board meetings if they are provided with relevant information in advance; and

Whereas Member Leagues only are able to express their opinion on issues before the Board and decisions made by the Board if they are informed about issues and decisions in a timely manner; and

Whereas NCASA is dedicated to the growth of soccer in NC and interested soccer players should be able to easily learn about the work being done by NCASA;

Be it resolved that NCASA approves the following “Transparency of Board Meetings and Activities Policy”:

North Carolinas Adult Soccer Association Transparency and Accountability Policy

NCASA is committed to transparency in its operations as part of its commitment to having good governance, meaningful stakeholder input into its decision-making processes, and accountability to the North Carolina adult soccer community. NCASA believes that transparency in operations will increase trust in NCASA, which in turn will enable NCASA to more effectively promote the growth of adult soccer in North Carolina.

Making relevant information available to stakeholders, including the general public, in a timely manner – both before and after decisions are made – will allow:

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1. Board members to more meaningfully contribute to discussions and decision-making during Board meetings;
2. Member Leagues to express their opinion on issues before the Board and on decisions made by the Board; and
3. Soccer players and other interested persons in North Carolina to more easily learn about – and hopefully support – the work being done by NCASA.

This policy is intended to promote NCASA transparency and accountability in service of these objectives, and any ambiguity in this policy will be interpreted in a manner consistent with advancing NCASA transparency and accountability.

Advance Notice of NCASA Board Meeting Agenda Items

Notice to NCASA Board Members and Member League Representatives. The NCASA Board meeting agenda and associated materials – including the text of proposed motions -- for each NCASA Board meeting will be circulated via email to every Board member and to each Member League President (or other designated representative of the Member League) at least seven days before the date of the Board meeting.

Notice to the Public. The NCASA Board meeting agenda for each NCASA Board meeting will be posted to NCASA's official social media channels, e.g., twitter (@NCAdultSoccer) and Facebook, at least seven days before the date of the Board meeting.

Advance Notice of Motions. The NCASA Board only will take formal action (i.e., vote) during its meeting on proposed motions that have been included with the agenda circulated at least seven days before the date of the Board meeting, unless the Board agrees to consider an issue as New Business with a 2/3 vote of Board members present at the meeting.

As a general rule, the Board will approve items to consider as New Business under this procedure only if the motion to be voted on is time-sensitive (e.g., a decision must be made before the next Board meeting) and could not reasonably have been included in the circulated agenda (e.g., the relevant information only became known after the agenda was circulated).

Use of Written Motions

In order to reduce any uncertainty about specific actions taken by the NCASA Board, the Board only will take formal action (i.e., vote) on proposals – whether included on the agenda or introduced as New Business – that have been presented in writing;

Before a final vote for approval on a proposal is taken by the NCASA Board, the final written text of the motion being voted on will be made available to the Board.

Public Nature of Board Meetings

Board Meetings are Public. NCASA Board meetings are considered “open to the public.”

“Open to the public” means that any Member League representative or NCASA-registered player has the right to attend an in-person or virtual NCASA Board meeting as an observer. Other members of the public, including members of the press, also are presumptively permitted to attend NCASA Board meetings, but may be excluded at the discretion of the Board.

NCASA maintains the right to remove disruptive attendees from meetings. NCASA also retains the right to close portions of a NCASA Board meeting to non-Board members with a 2/3 vote of the Board to discuss sensitive and/or confidential topics or to facilitate discussions whose outcome should not be immediately disclosed publicly (e.g., the determination of the winner of the annual NCASA awards).

Live-stream Audio. To the extent feasible, live-streamed audio of all Board meetings will be made available to the public, and the method for accessing this audio will be made publicly available through NCASA’s social media channels. For the purposes of this policy, providing an audio-video conference link (e.g., Zoom link) or audio-only conference link (e.g., Zoom call in number) to an interested individual upon request is sufficient for meeting this provision. This policy does not require NCASA to make or make available to the public audio-recordings (or other recordings) of meetings.

Public Participation. To the extent feasible, NCASA will provide an opportunity for a public comment/Q&A section at each Board meeting, which may be in the form of permitting access to a typed chat or Q&A feature when a Board meeting is held virtually.

Notice of Actions Taken

Notice to NCASA Board Members and Member League Representatives. Within four days of each NCASA Board meeting, the following information will be circulated via email to all Board members and to each Member League President (or other designated representative of the Member League):

- Minutes of prior meeting(s) approved at the Board meeting;
- Draft of the meeting minutes from the Board meeting; and
- Final versions of all motions approved at the Board meeting.

Notice to the Public. The same information described above (approved minutes, draft minutes, approved motions) will be posted to NCASA’s website and information on how to access this information on the website will be posted to NCASA’s official social media channels within four days of each NCASA Board meeting.

Draft meeting minutes will be removed from the NCASA website and replaced with the approved version of the meeting minutes when meeting minutes are approved.

Motion passed unanimously

Budgetary Spending Authority

Whereas the NCASA membership approves an annual budget at the Annual General Meeting, but the NCASA Board still must exercise its oversight of NCASA expenditures and NCASA-sponsored events;

Be it resolved that NCASA approves the following “Budgetary Spending Authority Policy”:

North Carolina Adult Soccer Association Budgetary Spending Authority Policy

NCASA prioritizes appropriate fiscal management and being a good financial steward of the resources under its control. In keeping with this priority, the NCASA membership approves an annual budget at the NCASA Annual General Meeting (AGM), and the NCASA Board exercises oversight of NCASA expenditures and costs associated with NCASA-sponsored events during the course of the year. NCASA will approve the spending of funds in keeping with the requirements of this policy.

Proposal and Approval of Annual Budget

NCASA will approve an annual calendar year budget at the AGM. The budget presented for approval at the AGM will be approved by the NCASA Board before the end of the prior calendar year, and the proposed budget will be circulated to the NCASA membership at least 14 days before the Annual General Meeting.

Prior to approval of the annual calendar year budget at the AGM, NCASA may spend funds consistent with the proposed budget being presented for approval. For example, NCASA may spend budgeted funds for the costs of the AGM at which the budget is being presented, even though the budget will not yet have been approved by the NCASA membership. If the AGM will not occur in January or February, NCASA must call a special meeting of the NCASA Council to occur before the end of February at which the annual calendar year budget will be presented for approval.

General - Expenditure of Funds After Approval of Annual Budget

After the annual calendar year budget has been approved, subject to normal financial controls, funds may be expended without further NCASA Board action for all items included in the approved annual calendar year budget except for items included in the following Expense categories:

- Tournaments – Carolinas Cup;
- Tournaments – Carolinas Cup Subsidy; and
- Tournaments – Celebrate the Tatas.

If budgeted funding for any of the line items that may be expended without further NCASA Board action is projected to be insufficient to meet actual expenses, the NCASA Executive Director will report this expected deficiency before it occurs and request supplemental funding from the Board.

In all cases, the NCASA Executive Director will report to the NCASA Board no later than the monthly Board meeting in October regarding whether funds budgeted for any line item are expected to be insufficient to meet projected expenses for the remainder of the year;

Celebrate the Tatas – Requirement to Present Proposed Budget

No later than three months before the start date of the Celebrate the Tatas tournament, the Celebrate the Tatas committee will present to the NCASA Board for approval a proposed budget describing how already budgeted funds are expected to be spent. For example, if the tournament is scheduled to occur in early October before the scheduled October NCASA Board meeting, the committee most likely will need to present the proposed budget to the NCASA Board at its June meeting because the July meeting will be less than three months before the start date of the tournament.

Upon approval of the proposed budget by the NCASA Board, subject to normal financial controls, budgeted funds may be expended without further Board action for expenses associated with the Celebrate the Tatas tournament. Prior to approval of the proposed budget by the Board, NCASA may spend funds consistent with the proposed budget being presented for approval to the extent that doing so is reasonably required for the purposes of promoting and/or hosting the event. For example, prior to approval of the proposed budget, funds may be spent for the creation of promotional materials that will be distributed before the budget is presented to the Board.

After Board approval of the proposed budget, if it becomes apparent that revenues from the event (e.g., registration fees, etc.) will exceed budgeted revenues, the Celebrate the Tatas committee may expend funds up to the amount of revenues received for Celebrate the Tatas tournament-related expenses without further Board approval.

However, if after Board approval of the proposed budget it becomes apparent that expenses from the event will exceed budgeted expenses and additional event revenues are not available, the Celebrate the Tatas committee will inform the Board and receive Board approval of additional expenses prior to the expenses being incurred.

Carolinas Cup (Dec. 11v11 tournament) – Requirement to Present Proposed Budget

No later than three months before the start date of Carolinas Cup tournament, the Carolinas Cup committee will present to the NCASA Board for approval a proposed budget describing how already budgeted funds are expected to be spent. For example, if the tournament is scheduled to occur in early December before the scheduled December NCASA Board meeting, the committee most likely will need to present the proposed budget to the NCASA Board at its August meeting because the September meeting will be less than three months before the start date of the tournament.

Upon approval of the proposed budget by the NCASA Board, subject to normal financial controls, budgeted funds may be expended without further Board action for expenses associated with the Carolinas Cup tournament. Prior to approval of the proposed budget by the Board, NCASA may spend funds consistent with the proposed budget being presented for approval to the extent that doing so is reasonably required for the purposes of promoting and/or hosting the event. For example, prior to approval of the proposed budget, funds may be spent for the creation of promotional materials that will be distributed before the budget is presented to the Board.

After Board approval of the proposed budget, if it becomes apparent that revenues from the event (e.g., registration fees, etc.) will exceed budgeted revenues, the Carolinas Cup committee may expend funds up to the amount of revenues received for Carolinas Cup tournament-related expenses without further Board approval. However, if after Board approval of the proposed budget it becomes apparent that expenses from the event will exceed budgeted expenses and additional event revenues are not available, the Carolinas Cup committee will inform the Board and receive Board approval of additional expenses prior to the expenses being incurred.

Approval of Non-Budgeted Funds by NCASA Board

Subject to the requirements of the NCASA Transparency of Board Meetings and Activities Policy, the NCASA Board may approve the expenditure of funds not included in the annual calendar year budget approved at the AGM by a majority vote of the NCASA Board. The NCASA Board will approve additional expenditures only when doing so does not pose an undue financial burden on NCASA's financial strength and is otherwise consistent with appropriate fiscal management of the financial resources under NCASA's control.

Ability of Finance Committee to Approve Additional Expenditures Totaling Less than \$2,000 (Friendly Amendment) – Presented by Sam Cohen, President

Friendly amendment was accepted without objection.

Ability of Finance Committee to Approve Additional Expenditures Totaling Less than \$2,000

The NCASA President will appoint the members of the NCASA Finance Committee each year at the first NCASA Board meeting held after the AGM. The Finance Committee will include a minimum of five NCASA Board members, which must include the President, Executive Vice President, Secretary, and Treasurer (unless one of these positions is not currently filled).

Notwithstanding the other provisions of this policy, if (i) a need is identified for spending to cover expenses beyond the amounts approved in the annual calendar year budget or otherwise approved by the Board and (ii) in the interest of efficient administration the decision to approve the additional spending must occur before the next regularly scheduled meeting of the NCASA Board, the Finance Committee is authorized to approve the additional spending by majority vote, so long as the total additional expenditures approved by the Finance Committee and not yet ratified by the full Board does not exceed \$2,000.

At the first NCASA Board meeting after the Finance Committee has approved additional spending, as described in the previous paragraph, the authorized spending will be presented to the full Board for ratification. If the Board does not ratify the authorized spending, the Board's failure to ratify a decision by the Finance Committee will not impact the spending authorization granted by the Finance Committee. Rather, this failure to ratify the authorized spending will impact only the value of the Finance Committee's permitted future spending authorization limit.

Motion passed unanimously

Old & New Business (discussions)

(New) 2022 AGM Draft Minutes – Please Review

(New) League field, referee, and league play fees – Jeremy Mikell – lead the discussion, receiving information from 9 of the 13 leagues. More information to come.

(New) Board opening – Secretary – discussion about outreach

(New) Committee appointments (full-year committees)

- Celebrate the Tatas – Alex Vidaurri (chair), Sam Cohen, Talia Goldman, Sondra Goldman
- Carolinas Cup – Scott Eisenbraun (chair), Sam Cohen, Alex Vidaurri, Vance Carlisle
- Finance Committee – Bob Kepner (chair), Sam Cohen, Donna Langdon, Jeremy Mikell
- Budget Committee – Bob Kepner (chair), Sam Cohen, Donna Langdon, Jeremy Mikell
- D&A Committee – Bob Kepner (Chair); this year will be a transition year, with Mario Garcia (CPSL) preparing to take over as committee chair by the start of next year
- State Referee Committee – Sam Cohen has a seat with the NCSRC and Jeremy Mikell serves as well.

(New) USSF AGM – USSF Presidential Election – Discussions were held around candidates and issues that impact NCASA.

Additional New Business (discussions) – Discuss with NCYSA Executive Director about approved referee fees

Takeaways/To Do Item Wrap-up - none

Thoughts & Visions (10 minutes) - none

For the Good of the Game / Announcements

Adjournment – 8:50pm

2021 NCASA REGISTRATION REPORT

	2022 Player Registrations													Total # Players	
	As of												2022		
	Jan	Feb	Mar	April	May	June	July	Aug	Sept	Oct	Nov	Dec	TOTA	2021	2020
ABASA		432											432	1433	932
AC Sandhills														0	31
Catawba	58	4											62	146	61
Charlotte Independence	15	30											45	485	
CPSL	285	228											513	661	614
First Flight League														484	0
Metrolina														727	688
NCASA Annual Pass		9											9	48	7
Pitt Greenville	4	2											6	182	134
Premier Adult	13	44											57	130	118
Seashore Soccer League	2	3											5	73	0
Swansboro														312	278
TASL	1438	149											1587	2926	2413
Wilmington	412	50											462	712	474
Winston Salem	21	9											30	201	218
TOTAL PLAYERS	2248	960											3208	8520	5968
Tournament Only Passes															
Beer City Cup														879	
Carolinas Cup Charleston														24	
Carolinas Cup WS														401	
Celebrate the Tatas														47	
Queen City Cup														175	
USASA Adult Soccer Fest														1	
TOTAL	0	0												1527	
Temporary Passes															
	0	0												27	
													TOTAL # PLAYERS	10074	