



EMERALD CITY FOOTBALL CLUB

Emerald City FC Regular Board Meeting

September 14th, 2009

Sand Point Education Center, Seattle Washington

In attendance: President Joe Picciano, Executive VP Ruth Nicholson, Treasurer Jonathan Fischer, Secretary Tor Jernudd, VP of Membership Jeanne Suleiman, Coaches Representatives Tai Po (arrived late due to training conflict) and David Smith, VC Dan Barsher, Player Rep Chris Perkins, SYSA Commissioner Monique Keranen, Business Manager Mea Fischelis, Coaching Director Bobby Howe, Assistant Coaching Director Jon Matsushita.,

Excused: Player Rep Angela Fischer

Meeting was called to order by President Joe Picciano at 7:14pm.

Agenda: RN introduced the agenda and distributed supporting materials.

Minutes of Prior Meetings: *DB motions to approve June 8 and 18 Annual General Meeting Minutes. MK 2nds. Approved 8 yes, 0 opposed, 0 abstentions.*

After 3 minor grammatical errors were corrected, MK motions to approve July 20th special meeting minutes. JF 2nds. Approved 8 yes, 0 opposed, 0 abstentions.

After 1 error was corrected, JF motions to approve August 10th regular meeting minutes. DB 2nds. Approved 7 yes, 0 opposed, 1 abstention.

Reminder regarding the location of minutes on the web was circulated:

<http://sites.google.com/a/emeraldcityfc.org/ecfc-board-minutes/>

That site will be linked from our "regular" site to make them more accessible.

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Audit Management Letter

JF reported that he was very pleased with the “unqualified opinion” that we had received from our auditors and reported that there were no surprises to him in regard to the recommendations in the management letter.

Since Emerald City’s accounting procedures and internal controls as of March 31st, 2009 were in need of improvement and could not be relied upon by the auditors in making their determination regarding Emerald City FC’s financial condition there was no doubt that there were going to be recommendations to implement such a set of controls. JF had already started to initiate that process as soon as he was appointed ECFC Treasurer in the spring of 2009, and there is now a “matrix” of checks and balances in place.

JF alerted the board to the recommendations that would apply to the club as a whole and after some discussion it was agreed that it would be beneficial if club documents and records could be gathered in a central repository, perhaps online and that a document request policy should be put in place that balanced the need for transparency with the need to protect the confidentiality of some items such as individual coaches compensation. RN had some excellent suggestions and MF is working with our webmaster to explore options for online access.

In regard to the question of committees, it was agreed that the auditors recommendation was symptomatic of a rift between appearance and reality, and that while there were no actual issues with Emerald City FC Board committees, that it couldn’t hurt to do a better job communicating committee “charters” with more specific information made readily accessible regarding membership, tasks, timelines, scope, etc. RN distributed a sample document, and JP and TJ used that template to create an updated overview of all current committees.



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JF and MF suggested that the board should follow up in the not too distant future, perhaps by appointing an audit committee to evaluate the club's response to the management letter and make a more formal report. In order to receive government grants an annual audit may be required, but otherwise a more typical interval would be every 3-5 years.

Treasurer Report

JF presented the ECFC balance sheet and "09/10 budget vs actuals" as of August 31, 2009. JF and MF reported that Amy has done a great job in spurring collections and that ultimately no player cards were withheld for the start of the season. This early effort also helped to identify and correct potential issues before they became bigger problems. MF reports that she and Amy will have some suggestions for improving the financial aid process for the 10/11 year.

WYS

JP reported that the ECFC election supervisor had recommended to WYS President Terry Fisher that the "re-election" be halted since the outcome was certain, but Mr Fisher was unwilling to accept that recommendation and insisted that both the "meet the candidates night" and actual balloting take place.

JP also reported that he had communicated with WYS Treasurer George Maitland in regard to the audit management letter and the "phantom investigation" of ECFC and that Mr Maitland now had expressed a desire for a number of different items, including a review of the status of coaches as independent contractors (not employees). RN suggested and it was agreed that more formal communications using certified mail was desirable in order to avoid any confusion.

COMMITTEES

RN suggested that ECFC may want to consider a "Personnel Committee". There was some discussion regarding the issue and of the



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need for good governance to balance transparency with confidentiality of some records. RN and JF reported how Children's Hospital and "the Hutch" were also 501c3s and how they handled their confidential records. One idea that was discussed was a clarification of future ECFC policy in our registration process.

RN motions to create an "Implementation Committee" that is charged with evaluating and implementing the management letter recommendations, and integrating those with "best practices" and the ECFC by-laws. The committee will make recommendations to the full board. JF and TJ are appointed to lead the committee. DB (?) 2nds. Approved 9 yes, 0 opposed, 0 abstentions.

TRAVEL ISSUES

Coaches Rep David Smith requested that our current coach travel reimbursement policy be revised and provided supporting information. The main issue is the geographic inconsistency in that the Northern coach mileage reimbursement boundary is 50 miles further away than the Southern one (Bellingham vs Tacoma). The mileage reimbursement rate is intended to be updated annually to reflect IRS guidelines.

TJ motions that the coaches reps be asked to create a mileage reimbursement table that incorporates a "beyond 35 miles" principle in order to make a change to the coach travel reimbursement policy at the next regular ECFC board meeting. RN 2nds. Approved 9 yes, 0 opposed, 0 abstentions.

VP of Membership JS reported that the club needs a set of guidelines for out of state travel for older teams. Board members shared a variety of experiences that supported this observation. There was also some discussion regarding the accountability and oversight of team treasurers. JF suggested that as team treasurer he felt that he was accountable to the team parents and that was preferable and more effective than any potential oversight by the club treasurer.



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TJ motions that a meeting be convened of U15-U18 team treasurers, managers and travel coordinators to share “best practices” and to develop a set of guidelines for out of state travel. MK 2nds. Approved 9 yes, 0 opposed, 0 abstentions.

Player Rep CP requests to be excused at 9pm and also requests that he be excused from the “meet the candidates” night September 15th due to a school conflict. If necessary he appoints TJ to speak on his behalf.

Personnel

At 9:03pm board moves in to executive session for approximately an hour to discuss personnel matters. Guests are excused for last part of the discussion and are invited back in at approximately 10pm as the board returns to “regular” session. JS participated in the discussion for a few minutes before being excused for a family conflict.

RN motions that ECFC shall modify the business manager position to .6 full time equivalent (from current .5 FTE) retroactive to the start date in the fall of 2008, with the hours to be re-evaluated in March of 2010. DB 2nds. Approved 9 yes, 0 opposed, 0 abstentions.

Business Manager Report

In the interests of time MF presents written report (attached) and reminds the board that the Emerald City FC Sounders Night will be held on 10/24 and they will be expected to attend along with all staff members.

Coaching Directors Report

BH reports that while serving on the PDL coaching directors governing committee he had the opportunity to receive a proposal by WYS to move the PDL in to state operated leagues. The PDL was not receptive to this proposal and instead suggested to WYS that a higher priority was that WYS should create a new association for PDL clubs that would ensure that clubs could focus on developing players rather than having



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to waste resources and time on current association level issues and politics. BH also suggested that the PDL coaching directors have grown to appreciate their ability to make quick changes within the PDL.

The PDL coaching directors committee will be hearing a proposal from US Club Soccer later this week.

In addition it appears that WYS may submit a revised proposal.

SYSA Commissioner Report

MK reported that at the last SYSA meeting the SYSA district reps had also reported on the proposal for PDL teams to form their own association and reported that this was not well received at the district level. MK also reported that in consideration of the unprecedented Seattle United resolution banning Emerald City from offering various soccer programs the SYSA commissioners had explicitly dismissed any consideration whatsoever of the wishes of Emerald City FC parents, players and families.

The Seattle United resolution is attached.

ACD Jon Matsushita Report

JM reported that he is in advanced discussions regarding a major fundraising opportunity for the scholarship fund. Over 30 players attended the first "play days" event and more are expected next weekend. JM also noted that Mike Hays/ISS/ Seattle FC appeared to be expanding geographically and was now attracting a large number of players from the Mt Baker area including at the U-10 and below level. This development could have a large impact going forward for Seattle United's aspirations. JM also expressed concern regarding WYS cup schedules potentially conflicting with PDL league schedules.

Grievances



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RN reported that after meeting with a district commissioner and various others that it was strongly recommended that any pending or future grievances (such as the Anderson report) be submitted via certified mail. DB volunteered to follow up.

JF motions to adjourn at 10:33pm. RN 2nds. Approved, 8 yes, 0 opposed, 0 abstentions.



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