

Loudoun Soccer Board Minutes
Monday, April 4, 2011
National Conference Center

Introduction:

- Prior to calling of order Tom Thomas welcomed member parents for their attendance and offered appreciation for their concern of the club. He asked for their appreciation and respect of board members.
- Peter Walther made note that Dave Edwards exit contract contained a mutually executed confidentiality clause
- Tom highlighted the board's top objective is to increase transparency and informed that financials will soon be presented for the first time in club history
- Tom went over the rules (Roberts Rules) to address the board and asked for adherence to the rules

Calling of the meeting to order: Tom Thomas at 7:18pm

Calling of the roll:

Board Members introduced themselves:

Kendra Davenport	Polly Downey	Mark Ziegler	Robin Phillips
Frank Mencini (phone)	Jennifer Price	Peter Walther	Tom Thomas
Steve Szczypinski (late)			

Also in attendance:

Alan Foy (Executive Director), Darryl Gee (Technical Director), Sharon Wells (TOPSoccer Director), and member parents from various travel teams

Proceedings:

- Per Robert's Rules each member who signed the record sheet was given two minutes to address the board. The board took notes of requests and questions to address at a later time.
- Pat McShea started the member input session speaking on behalf of a group of parents. They proposed that a by-laws committee be formed to update the document and in the interim submitted six petitions regarding by-laws changes for board consideration (attachment A).
- Russ Shaw also spoke on behalf of a group of parents. His document (attachment B) referenced club financial policy, raising three potential conflicts of interest and requested board action be taken. Additionally, a document (attachment C) from the U13 Loudoun Soccer 97G Red Team was presented with a request and questions to the board and ED.
- Numerous other parents spoke to address primarily their concerns over the decision to terminate Dave Edwards as DOC for Travel, Travel team coaching assignments, board operations, and the decision to join VCCL

- Member input session ended with board acknowledging numerous requests and questions that would be addressed separately via an email reply within two weeks to those in attendance and further made available to the general membership via website posting
- 5 Minute Recess Held
- Upon return modified agenda to eliminate a couple topics due to time constraints and shorten remaining topic presentations

New Business:

1. Executive Director Operational Update

- Alan Foy provided an update of efforts and progress against the 2011 Objectives
 - Financial Management and Efficiency
 - Chart of accounts work completed. Next step is to align 2011 chart of accounts to the budget. Decision needs to be made on whether to rework 2009 chart of accounts to match 2010.
 - Club & Business Management
 - Update provided on status of risk management/insurance coverage
 - Strategic Partnership progress being made as meetings have occurred with a number of local corporations. Follow up meeting for Jen, Frank, and Alan scheduled for April 7th to establish the tiers for sponsorship.
 - Field development committee further support needed. Much discussion occurred regarding Sycolin turf fields and what other organizations/counties offer.
 - Fundraising
 - 2011 Grants and Fundraising “tracking” calendars have been established
 - Awaiting final decision on Visit Loudoun grant submission
 - Advertisement to be placed in current week for fundraising position
 - Quality of Programs/Player Retention
 - Recreational coaches meetings have been well attended and well executed. Alan attended all meetings and spoke with coaches
 - Travel coaches and team manager meetings have been executed. Alan attended and spoke with attendees
 - Community Outreach
 - Alan along with Sharon, Morgan, and Travis Wells attended the TOPSoccer workshop and certification course March 19th/20th. Continued increases in TOPSoccer numbers being seen.
 - Marketing and Public Relations
 - Alan and Karen Corpe continuing research and meetings with potential website vendors. Conference calls held with Demosphere and Blue Sombrero and met with Korrio at NSCAA conference.
 - Constant Contact free 60 day trial to be started in mid-April
 - Other
 - Sycolin Road & Fields Update

- Blue Ridge Sports awaiting key VDOT approval which enables ground breaking to begin
- Alan met with a couple different banks to discuss potential for being part of field lending group
- Alan and Peter to meet with broker Lyle Jackson on April 5th to further discuss field project financing
- Operational Infrastructure Post Re-org Observations
 - Staff responding well but few stretched too far so need to re-visit peak period staffing
 - Michelle doing very well so have offered “permanent” seasonal role
 - Fundraising manager replacement will help cover front office needs and peak period coverage
 - Recognition of Karen and Fiona recommended for strong contributions
- Facilities
 - Phone system needs updating due to constraints with legacy system which does not have voice mail boxes, transfer call capability, or information options. New system estimates range from \$4500-\$8500.
 - Office lease needs to be addressed since current lease ends June 30th. Options under review are stay month to month or move temporarily two doors down. Sycolin Road timing needs to be considered in final decision.

2. Technical Director Update

- Darryl Gee provided an update on the status of the Recreation and Travel programs
- Recreation Program
 - Recreation program reached all time record numbers with over 7000 participants
 - Mini programs got off to good start the prior week at six locations
 - U7 program is underway. Scheduling 1700+ children across locations still needs some detailing for coaches
 - U8 Development Program – girls and boys tryouts are to occur upcoming Friday with 100 girls and boys apiece expected
- Travel Program
 - Goalkeeping TTA started today with over 20 U9/U10 players attending
 - Striker academy also got started today with 16 participants
 - TTA to be scheduled on Monday for those who can't attend Wednesdays
 - Lindsay Hughes from GMU has joined as a coach
 - Fiona sent out detailed schedule of TTAs today
- April Objectives
 - Hire a DOC for Recreation program
 - Establish conferences with coaches to establish rotation of coaches for next season

- Meet with VYSA to set up a couple licensing conferences for Loudoun Soccer coaches locally. E and F license courses to be administered.
- Schedule parents meeting for those with children new to Travel program
- Schedule parents meeting for information session and Q&A on VCCL

3. Meeting Minutes

- Steve reviewed the meeting minutes from the March meeting, providing handouts to publishing.
- Motion to approve amended minutes made by Tom, and seconded by Mark. Motion passed to approve March amended minutes.

4. Closing

- Tom thanked those parents who remained in attendance for the general meeting.
- Motion made to adjourn meeting at 10:05pm by Tom, and seconded by Peter.

Executive Session

- Board scheduled follow up meeting date of Wednesday, April 6th to address member questions and requests as presented at the meeting.

Introduction and By-Law Change Requests

I'd like to request that all aspects of the following statement are included in the official record for the board meeting. I will be submitting my statements for inclusion in your minutes.

In November of last year, the membership was invited in an open letter to provide the club with feedback on performance. Specifically, the "most important" request made by our club president was that "we need to hear from you". Tonight, as a group we'd like to share with you some of our collective opinions on how the club can operate differently to provide the accountability and transparency we strive to achieve. We hope to propose changes to board and club operations in a constructive manner, where specific suggestions are submitted to the board for consideration and a vote is entered for the record.

Recent events in the club have obviously caused tension, but we want to get beyond that in order to hold this discussion in a positive manner. These topics for vote should not be taken lightly and undoubtedly we won't all agree on outcomes. Healthy dissent should be valued in a forum like this and on our board in general; in fact, if we have a board where everyone agrees with each other on all major issues, we might as well not have a board.

We'd like to propose that the board setup a by-laws committee to review the entire document as it has not been rewritten in 5 years. In the interim, we have a number of items we are submitting through signed petition for consideration by the board. We have six petition items with >20 signatures from club members and we'd like these to be entered for the record.

I'd like to volunteer my service to chair or at least participate in the by-law committee. Thank you for your time.

Proposed Loudoun Soccer By-Law Change #1

Proposal: Three-year term limit on all board positions (partial years only count if term served is > 6 months). No member may serve on the Loudoun Soccer board for more than 3 years, regardless of changes in position during those three years. Three new board positions will be filled each year. Current board members beyond 3-year term currently will vacate their position within 60-days.

Rationale: A term limit will reduce the likelihood of individuals having undue influence over others on the board and minimize the chance of power or control being ceded to "senior" board members by default. We want a board with equal representation regardless of the amount of time any individual serves on the board. Having 3 new board positions take office each year, reduces the impact of turnover, while helping to ensure that fresh ideas are being brought to the club.

Proposed Loudoun Soccer By-Law Change #2

Proposal: Family members of people holding board positions cannot be paid in any manner by Loudoun Soccer, other than as a referee. Family members are defined as spouses, parents and siblings of board members.

Rationale: Board members are volunteers strictly prohibited from receiving any form of compensation. At the same time, having any form of authority on club direction influencing paid employees may place board members into conflict of interest situations. Adopting this rule ensures that board's integrity is unquestionable on financial matters.

Proposed Loudoun Soccer By-Law Change #3

Proposal: Board position appointments are voted for by members of the club. Web-enabled voting on Loudoun Soccer home page, with votes screened by registrant email addresses, along with brief candidate write-ups. Voting should be open for a set 14-day period online, and write in votes should be allowed as well as long as the voter/member includes email and contact info.

Rationale: Current board appointment voting is controlled entirely by those already on the board, calling into question inclusiveness of club. How many current board members were "sponsored by a friend"? How many just walked in and volunteered?

Proposed Loudoun Soccer By-Law Change #4

Proposal: If 2 sitting Board members have children on the same team, a 3rd parent from the same team cannot be considered for an open Board position

Rationale: Over-representation creates an obvious situation where self-interest can be perceived in an effort to act on the part of a small number of members. Eliminate the possibility that this can occur; this is an ethical policy issue of sorts. Any organization like ours with an ethics policy will include this type of rule.

Proposed Loudoun Soccer By-Law Change #5

Proposal: No fewer than 3 of 9 board positions should be held by rec members. The board must actively solicit the rec membership in an attempt to make this happen. If the number of board members changes, the board must consider adjust the minimum need to adequately represent rec members (approximately 1/3rd at a minimum).

Rationale: Current board representation is entirely travel in nature. Though some members may claim travel and rec status, the rec program makes up a large majority of our membership and has no representation. We need to encourage this representation as our rec program is the life blood of the club. We should never lose sight of this fact.

Proposed Loudoun Soccer By-Law Change #6

Proposal: The board hires an executive director, who then runs the club, making operational and technical decisions, coach hiring and placement decisions, club employment, contract and sub-contract relationships, and other day-to-day task execution. The role of the board is strictly advisory and strategic. The board hires our executive director based on a vote requiring 2/3rds approval for hire from the board.

Rationale: We need to let the people we hire do their jobs, leaving the soccer decisions to the soccer professionals. An executive board should be advisory in nature and set strategy. The executive director should be the club's CEO.

Conflict of Interest Statement

Again, I'd like to request that the following statements be included in the official record for the board meeting. I will be submitting my statements for inclusion in your minutes.

I'd like to thank the Board Members and President for the opportunity to speak on behalf of a broad set of parents that currently have children playing for Loudoun Soccer. We thank you for your service and for the benefits that our club provides our children. In order to secure the future of the club we respectfully ask for your attention this evening while we provide input to the board.

According to Part IV of the Loudoun Soccer Financial Policy, adopted May 7, 2006 and last revised March 1, 2007, Loudoun Soccer operates under a strict set of Conflicts of Interest rules. These rules guide the Board to ensure that these conflicts are documented and managed per the defined procedural policy.

As concerned parents of the club we have reviewed the policy and would like to raise three specific conflicts of interest to the board.

- 1) The VP Loudoun Soccer/VP Travel has a Financial and Business Conflict of Interest as her husband is in a Paid Coaching position for the club.
- 2) The VP Loudoun Soccer/VP Travel had a Financial and Business Conflict of Interest at the time her husband was hired as a Paid Coach, as this board member was overseeing the Travel program and providing operational guidance to the Director of Coaching, who was responsible for the selection of this coach.
- 3) The VP Loudoun Soccer/VP Travel has a Personal and Other Loyalty Conflict of Interest in that her child is a player in the same age group as her husband is coaching, and she has had direct oversight responsibility when this conflict was established.

As outlined in the current Loudoun Soccer By-Laws the Vice President(s), Recreation and Travel, has oversight for the soccer programs and operations. We feel that this Board has been unduly influenced by a single individual who has taken her position and used the power that it provides for unfair personal gain. The conflicts of interest and the improper use of her position are numerous. At this time we respectfully ask that the Board act to resolve this Conflict of Interest situation immediately.

For further clarity, it is the position of this parent group that there is an inherent conflict in having a Board member responsible for the Recreation and Travel programs, while having a spouse who is a paid coach for the club. The VP Travel has full access to performance, compensation and future hiring decisions for the technical and coaching staff that create a significant conflict of interest as it relates to the spouse coach. We believe that the only remedy to address this conflict of interest situation is to remove the VP Travel from the Board. We are open to your comments.

Requests & Questions from the U13 Loudoun Soccer 97 G Red Team

I would like to ask that the following requests and questions, and the answers provided by the Board, be noted in their entirety for the record.

The parents of the U13 Loudoun Soccer 97 G Red team request that Dave Edwards is contracted to provide coaching for the team from June 1, 2011 through June 30, 2012. As part of this coaching position Dave Edwards will have sole decision authority for all players selected to join the team during tryouts and throughout the season.

As we are still confused by the recent changes to the club, we'd like to understand the recent hiring of a new Technical Director for the club:

To Alan:

Does the new Technical Director for the club report to you?
 What objectives do you have for this position?
 How will this benefit the club and the players?

To Tom (President)

Why does the new Technical Director report to the President of the Board and not the Executive Director?
 In your letter responding to questions about the Director of Coaching position you stated that you function as an "Advisory Board". Why would this position report to you and not the Executive Director?
 What objectives do you have for this position?
 How will this benefit the club and the players?
 Do you see a conflict of interest in hiring an outside contractor to oversee the Technical development of the club?
 Do you see a conflict of interest in hiring the same contractor that you have outsourced the 'rec league' to as the Technical Director?
 Who in the club is qualified to review the overall performance of the outsourced vendor?

Finally, as we are the customers of the club, we would like to better understand the rationale for releasing the Director of Coaching. We are seeking the transparency that you promised:

To Alan:

What lead to your decision to release Dave Edwards from his Director of Coaching Position?
 What role did the Board of Directors and specifically the President of the Board play in enacting this decision?
 Was it your understanding that you would be responsible for hiring the technical and coaching staff of Loudoun Soccer?
 Did Coach Dave Edwards receive a positive review in the fall of 2010?
 What changed from Ted's fall review to March of this year?
 Why would you release Dave Edwards immediately after offering him a contract? He was qualified three weeks ago, what changed?
 At this time, we would like for you to please provide us with the club policy on employment. Please also provide the club employee handbook for our review as well.

Why would the club now hire a replacement for Director of Coaching that is actively employed by another competitive club in the Loudoun region?

We'd like to close by thanking you for your time this evening. We are proud supporters of Loudoun Soccer and appreciate your service to the club. It is our full intention to work diligently to educate the other parents, and the coaches, on the operations of the club so that we can solicit their feedback and ideas for improvement and bring those to this board for action. It is clear that it truly takes an extremely active constituency to make a successful club and through the actions taken earlier this year we know that we have to make time to support our children through active participation in the oversight of our club. We look forward to seeing you at each of the board meetings as we work together to improve Loudoun Soccer.



LOUDOUN S O C C E R

Parent Response Letter from April 4th Board meeting.

Thank you all for making the time to attend the Loudoun Soccer Board Meeting on April 4th. Although the circumstances that led to the large turnout of parents from the 96 and 97 Girls Red teams may not have been ideal, the feedback and ideas exchanged are beneficial to all of us as we move forward as an organization. Below we have answered the questions raised at the April 4th meeting to the best of our collective ability. We have taken care to give as much transparency as is possible in our answers; please understand that details regarding personnel issues retain confidentiality for the protection of both the organization and the individuals involved.

Please also consider that many of the recommendations from the meeting, and items that need Board attention, are, and will continue to be, works in progress. We are a new Board, with only two members having more than one year of tenure, and three members at only the 90-day mark. We have inherited many items that have needed attention for some time, and have developed strategic initiatives that enable us to look at the organization as a whole and address the areas requiring change in a logical and efficient manner. In addition, as you know, all Board positions are volunteer positions; we all hold full-time jobs, have families, and balance the countless number of other obligations that we know you all balance as well. Special thanks to the parents who were able to stay for the rest of the meeting on the 4th; we hope that you got a glimpse at all of the initiatives in which the Board is involved, and how much we do indeed need the help and support of our members to address our current and future initiatives for the collective betterment of the club.

In addition to the questions and feedback received from the parents who attended the meeting on April 4th, we have subsequently received a large amount of feedback from other families with travel players in the 97 girls' age group. This Q&A document is being submitted via e-mail to all member families with a daughter who plays on a 97 travel team, and all other members who attended the April 4th meeting and provided us with an e-mail address. Finally, we have listed our names, Board positions, and individual Board tenure. Please feel free to contact any or all of us at any time.

Name	Title	Joined Board of Directors
Tom Thomas	President	January 2009
Robin Phillips	Vice President	November 2005
Peter Walther	Treasurer	August 2010
Frank Mencini	Director of Business Development	March 2010
Steve Szczypinski	Secretary/Director of Communications	January 2011
Jennifer Price	Director of Operations	January 2011
Polly Downey	Member at Large	August 2010
Mark Ziegler	Member at Large	January 2011

Parent Questions:

Why was Dave Edwards released from the Director of Coaching-Travel position?

Although the Board does not have an obligation to discuss the circumstances of employee decisions, as a matter of good faith, we can say that Dave Edwards and the Loudoun Soccer Board could not come to closure on contract terms that were mutually agreeable to both parties regarding the Director of Coaching-Travel position.

Were parent evaluations considered in the decision to release Dave Edwards from the Director of Coaching-Travel position?

As mentioned above, although the Board does not have an obligation to discuss the circumstances of employee decisions, parent evaluations of employees are not typically used in employee evaluations. Parents evaluate a coach on his or her coaching abilities. We acknowledge Dave Edwards' skills as a coach, and he is still employed as a travel coach within the Loudoun Soccer organization.

Can you give details regarding the status of Dave Edwards' most recent Director of Coaching- Travel evaluation?

As noted above, as an organization, we do not share publicly information regarding personnel performance reviews.

Who will make the travel coaching assignments, and when will they be made public, for the 2011/2012 year?

The Director of Coaching – Travel will be making the coaching assignments, with oversight from the Technical Director. The information will be posted in the next few weeks.

Loudoun Soccer By-Laws were last amended on May 8th, 2006. They are in need of updating. A proposal was made by club members present at the meeting to establish a By-Laws Committee. In addition, six new By-Laws change requests were proposed by the same members at the April 4th meeting. What is the status of these requests?

In connection with the proposal to update the By-Laws, please see the attached Resolution Form to be presented by Board member Mark Ziegler at the May 2nd Board meeting regarding the establishment of a By-Laws committee. The Resolution Form contains proposed details regarding the size of board, general make up of its membership, and timelines for By-Laws review and change implementation. The proposed By-Laws changes will be considered by the By-Laws committee once it is formed.

We believe there is a conflict of interest between the Loudoun Soccer Board Vice President having a spouse who is a paid coach for the club.

Please refer to our Financial Policy – all Board members sign Conflict of Interest Disclosure documents which are on file at the office. As Board members, we will honor the commitment included in our Financial Policy to recuse ourselves from discussions and votes surrounding any issues where we may have an individual conflict of interest.

We believe there is a conflict of interest in having a paid coach for the club coach his own child.

We acknowledge that there is an apparent conflict of interest this Spring season on one travel team due to numerous mitigating circumstances. All decisions regarding player placement are made with the welfare of the player(s) as the top priority. In addition, because of team roster rules and requirements, we are unable to change this situation at this time. The final approval

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regarding this placement was made by the Technical Director, not the Board. It is the Technical Director's intent to resolve this individual situation before the start of the Fall season.

Can you give us assurance that Dave Edwards' Master Plan for coaching the 96G Red Team through their high school years will be honored?

The Board is not aware of any sort of Master Plan for coaching of the 96G Red Team. The policy of our Director of Coaching for the last four years has been to implement a 2-4 year coaching rotation per coach and team. We expect the new Director of Coaching - Travel will be working on short-term and long-range coaching plans going forward. The Technical Director of the Club was present at the April 4th meeting, was made aware of this concern, and will work collaboratively with the Director of Coaching – Travel to determine coaching assignments for the upcoming year(s).

What is the reporting structure of the Technical Director and the Executive Director?

Why doesn't the Technical Director report to the Executive Director?

Both the TD and the ED report directly to the Board. The ED position is primarily responsible for club business administration, and the TD position is primarily responsible for club technical administration. In a club of our size (approximately 7,700 players), both positions are encompassing enough without one having the additional responsibility of overseeing the other. Although not all clubs are structured exactly the same way, many larger clubs – like Loudoun Soccer – have the same reporting structure. A typical 501(c)(3) non-profit organization may only have their ED reporting to the board, but sports organizations are different as the technical aspects of the sports club are as important as the operational side. In addition to Loudoun Soccer club teams participating in the NCSL, WAGS, ODSL, and SFL leagues, the TD has a seat on the newly-formed VCCL board and we believe it will be advantageous to receive all technical information and changes directly from the TD on these issues. We will be posting our Organizational Structure on the website for clarity.

Isn't there a conflict of interest with Darryl Gee working as our Technical Director and the Darryl Gee Soccer Academy working as a subcontractor for the club?

Darryl Gee, the individual, is an employee of Loudoun Soccer as the Technical Director. Darryl Gee Soccer Academy, the company (DGSA), is a subcontractor to Loudoun Soccer that provides trainers to Loudoun Soccer's Recreational league. Loudoun Soccer has separate contracts with Darryl Gee as the Technical Director and DGSA, which were thoroughly reviewed by our legal counsel, and which contain specific language to address any conflict of interests or potential conflict of interests. The subcontractor's evaluation will be conducted by the DOC – Recreation, with oversight from the Board, as prescribed by the DGSA contract. In addition, there is specific language that addresses the authority of the Board to review/ make decisions in the event of a conflict of interest.

Does Loudoun Soccer have an employment handbook?

Loudoun Soccer does not currently have a specific "employment handbook." The Executive Director is working to review disparate documentation and various policies, and is currently updating and formalizing a concise policies and procedures manual for our employees. The policies and procedures manual will be available once it is complete. We hope that this process will also highlight any potential gaps or deficiencies in current policies that may exist and can thus be addressed. We are also attempting to mitigate the risk of loss of membership and related revenue. For example, as documented in the Board's January 2011 meeting minutes, the Board agreed to implement a non-compete policy for all employees. All of our employees

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have signed an offer letter and a non-compete agreement.

There were several questions regarding Loudoun Soccer's decision to join the VCCL. In addition there was a question about whether or not Loudoun Soccer had looked at the ECNL as another option.

A parent meeting with the Technical Director and Director of Coaching-Travel will be held on April 28th at Heritage High School from 8:00 – 9:30 PM to address questions regarding our membership in the VCCL. Notification of this meeting was sent out to travel team families on April 12th.