



Palo Alto Soccer Club  
Special Board Meeting – October 27th, 2020  
7:30-8:40 pm

**I. Call to Order and Welcome**

1. Meeting was called to order at 7:30 pm.
2. Present: Ed Camarena, Natasha Parrett, Jonathan Chow, Jodie Craig, Rodrigo Baptista, Jim Smith, Solly Malchin, Neal Aronson

Special Board Meeting, called to order 7:30 pm

**II. Discussion Regarding Requests from 6 SVSA Parents**

Natasha introduced the purpose of the meeting:

- Request by 6 parents from SVSA to have SVSA be a standalone entity.
- These parents made some allegations.
- The allegations were reviewed by the PASC lawyer and provided a recommended response.

As background a board member provided a history of PASC involvement starting with the agreement with Juventus that created SVSA including the purpose and the resources and energy provided by PASC over the years.

An overview of the recent information and communication with parents and other clubs. Parents have made a set of demands related to communication to SVSA members and related to the organization structure. About six offers have been made to meet with parents to discuss but parents have not accepted the offers to discuss concerns.

It was mentioned there was an inquiry from the vice chair of MLS region asking about what was going on at SVSA.

It was mentioned that the SVSA board has talked a few times and are in general agreement. PASC appointed board members mentioned that the SVSA Independent board member stated it is up to PASC to decide how to respond and what changes are appropriate at SVSA.

It was mentioned that one of the parent's requests was for two SVSA board seats.

If asked for recommendation the PASC appointed SVSA board members. Both members felt SVSA is not a viable stand alone entity financially or from a player pool. On a player level, SVSA is not just MLS but also GA. The parents are only interested in the boys portion of SVSA. The bylaws cover both boys and girls so it is not in the interest of SVSA. Furthermore, SVSA is a single member entity and thus it is all up to PASC.

As SVSA board members, they suggested it might be appropriate for the remaining PASC board members to discuss what PASC should do without their participation so they temporarily dropped from the call.

Three issues are up for discussion:

- Interest in separation of SVSA from PASC.
- Response letter
- Board seat request

1. Regarding the issue of separation of SVSA from PASC

- Board member stated to not be an advocate of separating SVSA from PASC
- Another board member is not interested in separation as it would not be in the interest of SVSA or SVSA or PASC as it would probably not survive as a standalone.
- Another board member's impression is the idea of being independent appears to be driven by small group or individual preferences without a full understanding of the implications and does not appear to be in the interest of SVSA and PASC. Over the years, SVSA has desperately needed the PASC funding.
- Board member reiterated the original goals of forming SVSA and it has been a positive for SVSA players as well as PASC players. The inclusion of girls academy was a longstanding goal that was finally achieved. Separation would risk the success of the academy for both boys and girls.

Ed motions to not support a separation as not in the interest of either SVSA or PASC. Solly seconded. Also in favor: Neal, Jodie, Solly.

Legal response from lawyer :

- Board member thought it was well articulated response to the legal assertions made.
- There was a discussion on whether the request for very specific topics related to fiduciary failures was appropriate. Two board members agreed it was appropriately focused.
- Board member asked whether this letter should be from the lawyer or from the PASC board or both SVSA and PASC boards.

Jonathan motion to accept text of the letter and discuss separately with the full board on how it should be transmitted. Jodie seconded. Also in favor: Neal, Ed, Solly.

Request to grant two Board seats:

- Two board members feel any board seats should be through existing bylaws for board membership.
- Discussion that it was not felt additional seats were required to improve the governance.
- Neal motions to reject changes board composition and inform parents of normal process to get on the board. Solly seconded. Also in favor: Ed, Jodie and Jonathan.

Jim and Natasha rejoined the call for further discussion.

The earlier discussion was reviewed.

Two board members are not aware of any overall issues beyond this small group of parents. Jim believed that the parent group positioned themselves as speaking for the teams but did not really represent the teams. For example, the team with manager was not included when Jim asked the manager if she was aware of the parent's concerns.

Regarding the question of who the letter should come from, it was noted that the initial letter from parents was a legal request so the response should be a legal response. It was also noted that it will continue to be relayed that the SVSA board is open to engage to hear concerns.

The independent SVSA board member was planning to meet with the families and he was expected to reiterate that if they are interested in participation via PASC that was open to them.

Board member asserted that the letter should be sent as soon as possible. Another member agrees it should be sent.

Jim can not participate in meeting this weekend due to travel and suggested Ed participate given the knowledge of the history in setting up SVSA.

The board suggested the MOU should be published to be completely transparent. The board agreed to posting in the board document section.

Board meeting is adjourned 8:42 pm