

**Mass Youth Soccer BOD Meeting via Video Conference
Call February 3, 2021**

Present Board Members: D. Amidon, H. Blatt, D. Boloz, J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, T. Loftis, A. MacPherson, S. McArdle, D. Santilli, J. Scarpaci, T. Ringler, and B. Trudeau (14)

Absent: L. Taruqinio (1)

Non-Voting Members/Staff: M. Borislow, R. Holliday, S. Smoller and R. Wolf (4)

A quorum was declared and President Bob Trudeau called the meeting to order at 7:05 PM.

GUEST SPEAKER (Ted Priestly)

Ted Priestly made a presentation for partnership consideration with his newly formed company, Fundraise4U.net.

STRATEGIC INITIATIVE: CONSTITUTION AND BY-LAW RECOMENDATIONS

David Amidon thanked Lori Jimenez, David Dalrymple for their help on numerous “minor edits” and “clean-up” language for both the Constitution and By-Laws. **Motion by David Dalrymple, second by Jared Scarpaci to adopt the changes to the Constitution as recommended by the subcommittee. Motion approved unanimously. Motion by Jeff Chambers, second by David Dalrymple to adopt the changes to the By-Laws as recommended by the subcommittee. Motion approved unanimously.** These will now be proposed for ratification at the upcoming Annual General Meeting of the membership. The track-change Constitution and By-Law documents will be posted on the website and hyperlinked in the membership invitations to the AGM.

Consent Agenda

Bob commented on minor edits to the posted November and December board meeting minutes along with the January Special Membership Meeting and considered them approved by consent agenda.

SYRA Report

Russ Wolf thanked the many attendees to the recent MSRC meeting and reported on planning efforts underway to recertify the 3,500 referees and to attract and certify up to 1,500 new referees.

Financial Update

Thomas Ringler reported that the audit is nearly complete, which has been quite time consuming and many thanks to Tara Petricca for her efforts. He also reported that the financial situation is conservatively better than expected largely due to 70,000 registrants (higher than projected) and efforts to reduce expenses to-date. If this trend continues it is unlikely that it will be necessary to dip into the investment account.

Executive Director Report

Mike Borislow highlighted the Mass Youth Soccer Strong campaign focused on Mental Strength Monday, Technical Tuesday, Wellness Wednesday, Thankful Thursday and Fitness Friday. Rob complimented Jamie Balboni on her efforts to support the campaign on social media resulting in 800+ click-throughs which is “record-breaking” for Mass Youth campaigns. Also, Mike recently sent out the annual Conflict of Interest policy and acknowledgement to Board members and requested expeditious compliance. Additionally, Mike commented on the recent MIAA Fall #2 season as well as the NEP affiliation with US Club.

President's Report

Bob presented for a ratification vote Russ Wolf as SYRA as of January 1, 2021 which is an appointed position by Mass Youth. Bob also noted Russ' positive impact during the years he has served in this role. **Motion by David Dalrymple, second by Tony Loftis to ratify the appointment of Russ Wolf as the SYRA for 2021, motion approved unanimously.**

Bob also reported that he appointed the following Nominations Committee: Janet Gargan, Chair, Caryn Goulet, Tom Parker (South Coast President) and Steve Robinson (former NSL President) which recommended to him for acceptance the following nominations:

David Amidon, re-election for EVP
Tony Loftis & Alex McPherson for (2) of the at-large Director openings
Sean Ndebele, for the 2nd at-large Director opening

Note: The deadline for additional submittals is February 17, 2021.

Bob present for ratification the selection of Mass Youth's audit firm selected by Thomas Ringler. **Motion by David Dalrymple second by Jared Scarpaci to ratify the selection of Tonneson & Company as the audit firm. Motion approved unanimously.**

Executive Session 8:53 PM to 9:05 PM.

Bob reminded members of the option to attend the virtual Urban Soccer Symposium, will be a virtual experience March 25th & 26th.

For the Good of the Game

On this, National Girls & Women in Sports Day, Alex McPherson recognized Anna Heilferty, a recent Boston University graduate who was drafted in the second round of the NWSL by the Washington Spirit.

Next Meeting: March 3, 2021.

Motion by Jeff Chambers, second by Jared Scarpaci to adjourn the meeting at 9:16 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
March 3, 2021**

Present Board Members: D. Amidon, H. Blatt, D. Boloz, J. Chambers, J. Gargan, C. Goulet, A. MacPherson, S. McArdle, D. Santilli, J. Scarpaci, T. Ringler, L. Tarquinio and B. Trudeau (13)

Absent: D. Dalrymple and T. Loftis (2)

Non-Voting Members/Staff: M. Borislow, R. Holliday, S. Smoller and R. Wolf (4)

A quorum was declared and President Bob Trudeau called the meeting to order at 7:07 PM.

US Soccer AGM

Bob reported on February meeting noting that the Federation is in the 4th of a 5-yr planned surplus draw down and that the approved budget included a 40M near-term deficit but a projected long-term surplus of 22M. Cindy Parlow Cone ran unopposed as President for the remaining year of the term previously vacated by Carlos Cordeiro. There were four candidates for Vice President and Bill Taylor was elected by majority vote. Additionally, eleven by-law and policy proposals were presented for ratification, including one regarding the weighted voting for US Soccer council members which was eventually tabled. The next US Soccer AGM is planned in-person for March 2022.

Fundraise4U

Following up on last month's presentation from Ted Priestly presentation, the Executive Committee approved an agreement for a partnership. Rob Holliday reported on progress and planning meetings underway. Rob gave a heads-up about plans to engage the Board to better identify desired development initiatives for the upcoming year.

Update on COVID-19 Protocols

Mike Borislow reported on updates and changes to the allowable practice and play provisions due to COVID-19 and hopes for Phase 4 to be effective March 22, 2021, including relaxed restrictions on border-state travel for teams outside of Massachusetts.

US Center for Safe Sport and US Soccer Policy Regarding Players 18+

Mike clarified the history and relationship between the US Center for Safe Sport requirements and the US Soccer framework and related policies regarding players 18+. Effective January 1, 2022, Mass Youth and all of its member organizations will have to comply by ensuring that all players (coaches, referees and volunteers) age 18+ will have to comply with the SafeSport training and background checks. This prospectively impacts 3K players in the state.

Consent Agenda

Caryn Goulet commented on a minor edit to the posted February board meeting minutes (date) and considered them approved by consent agenda. Thomas Ringler augmented the posted quarterly financials with a summary on revenues, expenses and cash flow. Thomas complimented Mike and the staff for the numerous cost saving actions taken balanced by everyone's efforts to motivate registrations.

Program Reports

Rob Holliday reported that all program reports for the AGM have been posted on the website and will be included for the AGM.

SYRA Report

Russ Wolf reported that recertification and growth is trending a little less than hoped but growing. Four components now exist for referees 18+ in addition to recertification, all of which can be accessed through the US Soccer Learning Center. In addition to the new East Region lead, Lee Socket (from Eastern PA) MSRC has named its newly named leadership core:

- State Referee Administrator, Rich Frongillo
- State Youth Referee Administrator, Russ Wolf
- State Director of Instruction, Kara Honthumb
- State Director of Assessment, Elie Nassif
- State Director of Assignment, Fred Corey
- Futsal Coordinator, Soorena Farboodmanesh

The 2021 MSRC Town Hall meetings will be held virtual:

- Wednesday, March 24, 7-9pm
- Wednesday, April 14, 7-9pm - MSRC Town Hall
- Wednesday, May 12, 7-9pm
- Wednesday, June 9, 7-9pm
- Wednesday, July 14, 7-9pm - MSRC Town Hall
- Wednesday, August 11, 7-9pm
- Wednesday, September 8, 7-9pm
- Wednesday, October 13, 7-9pm - MSRC Town Hall
- Wednesday, November 10, 7-9pm
- Wednesday, December 8, 7-9pm

Board Member Updates

Caryn reported on the evolution of activity in support of TOPSoccer

Executive Director Report

Mike expressed appreciation for the schedule sacrifices that the Mass Youth staff has invested during the past year and was happy to report that all will be returning to normal in March. He added extra thanks to Brian Falvey and Jason Colecchi were particularly creative and effective in unnecessary expense avoidance. Additionally, Mike reported that all town-based leagues plan on playing this Spring, in contrast to only two that played in the Fall.

President's Report

Bob reported that no new submissions for board openings were received by the February 17, 2021 deadline thus the candidates for the (4) open positions stand:

- David Amidon, re-election for EVP
- Tony Loftis & Alex McPherson for (2) of the at-large Director openings
- Sean Ndebele, for the 3rd at-large Director opening

Mass Youth AGM: March 10, 2021 via Zoom. As a reminder, advance registration required.

Recalling the Diversity, Equity & Inclusion initiative from USYS (headed by Hugh Goodrich) Bob reported on the committee's impressive efforts and progress to-date.

For the Good of the Game

Bob shared that he has been working with Mike, Rob and Lynn Gugliuzza for a video-based recognition of the Massachusetts-based USYS state, regional and national award winners.

Stephanie commented on the reality in Lawrence regarding the city's continued restrictions on any play despite loosening of restrictions in all of the surrounding communities.

Next Meeting: April 7, 2021

Motion by Jeff Chambers, second by Jared Scarpaci to adjourn the meeting at 8:54 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

BOD 4/07/2021

**Mass Youth Soccer BOD Meeting via Video Conference Call
April 7, 2021**

Present Board Members: D. Amidon, D. Boloz, (via phone), J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, T. Loftis, A. MacPherson, S. McArdle, S. Ndebele, T. Ringler, D. Santilli, J. Scarpaci, L. Tarquinio and B. Trudeau (15)

Absent: H. Blatt (1)

Non-Voting Members/Staff: M. Borislow, R. Holliday, T. Priestly, S. Smoller and R. Wolf (5)

A quorum was declared and President Bob Trudeau called the meeting to order at 7:06 PM.

Welcome

Bob and all attendees welcomed new board member, Sean Ndebele.

Update on COVID-19 Protocols

Mike Borislow reported on updates and changes to the allowable practice and play provisions due to COVID-19 and hopes for Phase 4 since those last published on March 22, 2021, including attendance/assembly maximums and travel advisories.

Board Roles and Responsibilities

Bob shared the existing list of short-term and long-term board initiatives and asked all members to identify (or re-identify) those of interest, including preferred role. Bob also recounted the (8) strategic initiatives that were initially identified; some of which are complete and under periodic review, some which have been “graduated” into formal programs and others that are in near-final stages.

Fundraise4U

Rob Holliday and Ted Priestly provided an update to Mass Youth’s fundraising efforts during the past month since the partnership began. Progress is led by connections in healthcare, identify desired development initiatives for the upcoming year.

Consent Agenda

Bob noted that the March board meeting minutes and financials are considered approved by consent agenda. Thomas Ringler augmented the posted quarterly financials with a summary on revenues, expenses and cash flow.

SYRA Report

Russ Wolf reported that Massachusetts’ recertification numbers are better than most states, but still less than needed. Russ also reported on a new API feed with the US Soccer Learning Center to help MSCR and assignors track where referees are in the registration process with fairly quick turnaround. Lastly, Russ noted that Massachusetts is the host-location for an ODP regional event during June, however no funding exists for traditional referee mentoring and coaching.

Board Member Updates

None at this time.

Executive Director Report

None at this time.

For the Good of the Game

Bob reported on the Keeper Wars event that recently took place at the complex, noting that 90+ participants were in attendance.

Next Meeting: May 5, 2021

Motion by Jared Scarpaci, second by David Dalrymple to adjourn the meeting at 9:09 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
May 5, 2021**

Present Board Members: D. Amidon, H. Blatt (*dropped off approximately 8:15 PM*), D. Boloz, J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, T. Loftis, A. MacPherson, S. Ndebele, T. Ringler, J. Scarpaci and B. Trudeau (13)

Absent: S. McArdle, D. Santilli and L. Tarquinio (3)

Non-Voting Members/Staff: M. Borislow, R. Holliday and S. Smoller (3)

A quorum was declared and President Bob Trudeau called the meeting to order at 7:06 PM.

Announcement

Howie Blatt announced that he is stepping down his position effective immediately and his request to be a Director Emeritus. Howie has dedicated more than 20 years to the sport as a volunteer in a number of roles. Perhaps one of his greatest areas of impact has been Howie's guidance of the Technical Department. Per Mass Youth's By-Law 1.02.4 Howie has been offered to be a Director Emeritus and has accepted.

Board Roles and Responsibilities

Bob shared the revised list of short-term and long-term board initiatives for which Board members identified their areas of interest, including preferred role. The Board then participated in an initial exercise to revisit the roles and responsibilities of a Board member.

Non-Results Oriented Play Younger than Grade 4

Bob reopened a discussion about non-results-oriented play that the Federation issues more than (10) years ago. He asked the Board to reaffirm Mass Youth's commitment and defer to the Rules & Regulations Committee to provide recommended Policy clarification of better definition of non-results-oriented play.

Consent Agenda

Bob noted that the April board meeting minutes and financials are considered approved by consent agenda. Thomas Ringler augmented the posted financials with a comment that Spring 2021 already sees more than 100,000 players registered which is a good sign.

Program Reports

None at this time.

SYRA Report

Bob reported on Russ Wolf's behalf. Russ is collaborating with US Officials on referee assignments for State Cup. He is also working with Lynn G. on referee assignments and logistics to the USYS Regional Championships being held the end of June in NJ. Finally, Russ is working with the SYRAs of NH and RI to assign referees to an ODP regional tournament being held at the Lancaster facility June 11 -13. Bob also shared the recent loss of Angelo Bratsis, perhaps one of the most experienced referees in the state, both nationally and internationally.

Board Member Updates

None at this time.

Executive Director Report

Mike advised that the next update from the EEA on COVID guidelines is expected May 10th.

President's Report

Bob reminded everyone about the DE&I webinar being held tomorrow by US Soccer. All Board members were asked to check their schedules to staff State Cup during the weekends of May 15th & 16th, May 22nd & 23rd and June 5th & 6th and respond to David Dalrymple to assist.

Next Meeting: June 2, 2021

Motion by David Dalrymple, second by Jared Scarpaci to adjourn the meeting at 9:21 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
June 10, 2021**

Present Board Members: D. Amidon, J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, T. Loftis, S. McArdle, S. Ndebele, T. Ringler, J. Scarpaci and B. Trudeau (11)

Absent: D. Boloz, A. MacPherson, D. Santilli and L. Tarquinio (4)

Non-Voting Members/Staff: M. Borislow, R. Holliday and M. LaRoche (3)

A quorum was declared and President Bob Trudeau called the meeting to order at 7:06 PM.

Town Select League

Maureen LaRoche presented on the history and progress of the Town Select League (“TSL”) including the impacts of COVID-19 which were similar to many town-based and club leagues. Maureen also presented a promotional video depicting the program. Many thanks and congratulations to Maureen (who recently obtained her D license) who embodies the attitude and ethic of a “true servant leader” for her tireless efforts to grow the program.

Board Roles and Responsibilities

Mike Borislow shared the consolidated list of Board member roles and responsibilities as created by the feedback during last month’s exercise. Additionally, Bob reviewed the consolidated list of Board member strategic initiative assignments. In the interest of succession planning, Jared noted the need for definition and documentation for a variety of roles noted including: Program Liaison, Chair/Member, Program Monitor, Initiative Advocate, Program Leader, Committee Chair, Lead, Program Support, Committee Member, etc.

Consent Agenda

Bob noted that the May board meeting minutes and financials are considered approved by consent agenda. Thomas Ringler augmented the posted financials with a review of the 6-month financials noting continued positive trends in registrations balanced with only modest expense increases.

Board Member Updates

Jared Scarpaci reported on his recent attendance at the Mass Soccer (Adult) AGM and related updates. Jeff Chambers reported on USYS’ recent agreement with United Futsal Associates and a 2022 National Championship Series to be held in Oklahoma.

Program Reports

None at this time.

SYRA Report

None at this time.

Executive Director Report

Mike reported on Lynn Gugliuzza’s successful management of State Cup activities during the weekends of May 15th & 16th, May 22nd & 23rd and June 5th & 6th. David Dalrymple has been extremely helpful in automating the GotSport process and platform for State Cup. Mike also noted the help and support of Board members and long-time volunteers Dave Westbury, Ross Weaver and Dave Martinez. Bob Trudeau was able to hand out all of the awards to winning teams. Of note, State Cup happened to coincide with Mass Youth also hosting the Northeast ODP games.

Lastly, Mike reported on the likelihood that the turf fields will need replacement soon; noting that they still pass safety testing but are two years past original intentions for replacement. Field Turf will supply updated pricing. On a related note, Thomas shared a multi-pronged approach to secure

the necessary financing to replace the turf: refinance existing loan and/or secure an additional loan to take advantage of the current low interest rates, fundraise, take some out of the investment account, and/or work on a payment plan with Field Turf.

President's Report

Bob reported that of the 14 Massachusetts State Cup Champion teams and 5 Massachusetts National League Champions are heading to East Region Championships in New Jersey. Of the State Cup Champions, exactly one half are USYS affiliated and the other half initially affiliated with US Club before affiliating with USYS and Mass Youth Soccer to participate in State Cup. Bob followed up recent communications about interest expressed by Andy Henderson to fill the current Board vacancy. **Motion by Jeff Chambers, second by David Dalrymple to appoint Andy Henderson as At-Large Director for the balance of the current vacancy until the AGM in March 2022. Motion approved unanimously.**

Next Meeting: July 13, 2021, 7:00 PM, Virtual.

Motion by Jeff Chambers, second by David Dalrymple to adjourn the meeting at 8:59 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
July 13, 2021**

Present Board Members: D. Amidon, D. Boloz (via phone to start then dropped off), J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, A. Henderson, T. Loftis, S. Ndebele, T. Ringler, D. Santilli, J. Scarpaci and B. Trudeau (13)

Absent: A. MacPherson, S. McArdle and L. Tarquinio (3)

Non-Voting Members/Staff: M. Borislow, R. Holliday (via phone) and S. Smoller (3)

A quorum was declared, and President Bob Trudeau called the meeting to order at 7:04 PM.

Welcome

Bob welcomed new board member, Andy Henderson.

Progin Park Complex

In follow-up to the June Board meeting (along with others before it) discussion continued about the need for improvements and renovations at the Progin Park complex. For context, Bob provided a detailed history:

Mass Youth had traditionally rented fields such as UMass Amherst, Smith & Wesson, Springfield, Fort Devens, Chelmsford HS for programs and events. Fields were geographically spread out, available on a first-come, first-serve basis despite Mass Youth's rental history and occasionally were inconsistent in size and quality. As a result, Mass Youth's leadership desired to secure ownership that belonged to the membership.

Land search began in earnest in late 1990's and initial interest was in a farm property in Fairhaven, MA (1998) which was subsequently determined to be undesirable due to non-centralized location and high majority of it being classified as wetlands so, therefore unable to be developed. Soon after, the Lancaster site came on to radar, a property then owned by Compaq with more than 300 acres and an existing building for training (state office) at the top of the hill.

A Special Membership Meeting was held on January 9, 1999 regarding the prospective purchase of the Lancaster property. The motion to approve purchase passed 197 yea, 12 nay, 7 abstentions (91% approval) and it included a \$1.00 per player assessment towards debt service on the purchase.

The complex' build out project was delayed due to lack of financial sponsorship and the bank required collateral due to the delay in the revenue timeline. The association then began fundraising efforts including hiring a fundraising firm. Efforts were largely unsuccessful and seed money to begin development was raised by selling pieces of the property including to the Toyota dealership (still located on the corner of Rte. 70 and Old Union Turnpike) and to Bouchard auto dealership for the portion up the hill on Old Union Turnpike (western edge of property).

The seed money from the sale of the land parcels was insufficient to cover all project costs so during 2005 the Association explored additional financing options, quickly narrowing down to two: sell the property or secure a loan. A series of meetings was held with league and member organization leaders to explain the options, including proposal of a \$3.00 per player debt service fee that prospective lenders would require to service the debt associated with a loan to fund the project.

A Special Membership Meeting was held on September 18, 2005 regarding the status of the project and the need to secure a loan to finance its completion. A motion to approve a \$3.00 per player fee to service the debt of the project loan passed 284 yea, 117 nay (71% approval.) Construction of the facility started in late 2005, first games played on turf fields in spring 2007.

Additionally, Bob noted that turf fields are typically warranted for 10 years and can be stretched to 11-12 however Mass Youth has managed to squeeze 15 years out of the original turf fields including hosting the following:

- State Cup
- MTOC
- ODP
- Districts
- TSL
- Coaching Courses
- Summer Player Development Camps
- Middlesex Commissioners Cup
- Nashoba Valley Spring Tournament (tentative)
- Recreational Tournaments:
 - Kohl's Cup
 - Target Cup
 - Keeper Wars

Mike detailed the current complex needs including the replacement of the turf fields via a proposal from Field Turf, along with a list of recommended infrastructure and physical plant repairs and improvements.

Field Complex Renovation Financing Options

Thomas Ringler shared a detailed presentation with options to secure the necessary financing to replace the turf fields and also cover other repairs and improvements detailed by Mike. The Association could consider some or all of the following:

- Refinance existing loan
- Secure an additional loan to take advantage of the current low interest rates
- Fundraise
- Take some out of the investment account
- Secure a payment plan with Field Turf

Motion by David Amidon, second by Jeff Chambers to authorize the solicitation of a term sheet substantially in accordance with the terms presented at this Board meeting and, upon receipt of such a term sheet, to circulate same for consideration and approval by the full board, in order to move forward with the field complex renovation project, as presented at this and prior board meetings. Motion passed 9-2-0.

Next Meeting: August 4, 2021

Motion by Jeff Chambers, second by David Dalrymple to adjourn the meeting at 8:59 PM; motion approved unanimously.

Respectfully submitted,
Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
August 5, 2021**

Present Board Members: D. Amidon (via phone), J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, A. Henderson, T. Loftis, A. MacPherson, S. McArdle, S. Ndebele, T. Ringler, D. Santilli, L. Tarquinio and B. Trudeau (14)

Absent: D. Boloz and J. Scarpaci, (2)

Non-Voting Members/Staff: M. Borislow, R. Holliday and S. Smoller (3)

A quorum was declared, and President Bob Trudeau called the meeting to order at 7:07 PM.

Welcome

Mike Borislow announced two recent staff promotions: Jaime Balboni and Rob Holliday.

Field Complex Renovation Financing Options

Bob recalled the July Board meeting at which a motion was approved to authorize Thomas Ringler to obtain and circulate to the Board loan term details in support of prospective financing options in support of the project to replace the turf fields and cover previously recommended repairs and improvements. Bob recalled much activity and exchanges since.

Motion by David Dalrymple, second by Jeff Chambers to go into Executive Session at 7:23 PM and invite Rob Holliday to participate as a guest; motion approved by majority.

Motion by Caryn Goulet, second by David Dalrymple to come out of Executive Session at 8:54 PM; motion approved by majority.

Motion by David Dalrymple, second by Jeff Chambers for the Board to recommend to the Membership for the Association to spend an amount not to exceed \$2.5M as a capital expenditure for required Progin Park improvements; motion approved by majority.

The request was made to capture the 2005 motion that was approved at the September 18, 2005 Special General Meeting related to the financing of the original project:

“Paul Irwin moved, seconded by Wes Durant, that we amend our bylaws section 251 Player Membership Fee, paragraph 2 by deleting “\$6.00” and adding “\$9.00”. It is understood that the fee increase of \$3.00 will be specifically marked and only spent on the field development project in Lancaster. The increase shall be in effect for only the period of time necessary to repay the loans associated with the field development project in Lancaster.”

Lastly, Thomas noted that, should the Association wish to move forward with financing TD Bank will require a property appraisal and environment study on which to base its agreement. **Motion by Thomas Ringler second by Dana Santilli to continue the discussion with TD Bank in response to their expressed interest in financing options which includes a not to exceed amount of \$20,000 for the related property appraisal and environmental study; motion approved by majority.**

Treasurer’s Report

Thomas Ringler commented on posted financials noting that revenues are higher than expected and initially projected when COVID first hit. He also commented that expenses continue below plan in large part due to efforts of Mike and the staff to control. Further, he observed that the

combination of these bode well for the association to finish the year with a stronger performance than initially expected. Thomas also reported that the first PPP Loan Forgiveness application has been submitted and is awaiting response and approval.

Executive Director's Report

Mike deferred to Rob Holliday who reported positive, collaborative partnerships with the New England Revolution for the 2009 and 2010 ODP Boys tryouts as well as Mass Youth Soccer Night at the Revs scheduled for September 18, 2021. Additionally, the New England Revolution will host interested TOPSoccer players on November 17, 2021.

For the Good of the Game

Dana Santilli advised that the District Select Tournament will be held August 7 - 8, 2021 in Lancaster and invited available Board members to help staff the event.

Next Meeting: September 1, 2021

Special Membership Meeting: October 3, 2021 at 7pm

Motion by David Dalyrmples, second by Jared Scarpaci to adjourn the meeting at 9:30 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
September 1, 2021**

Present Board Members: J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, S. McArdle, S. Ndebele, J. Scarpaci, T. Ringler, D. Santilli, L. Tarquinio and B. Trudeau (11)

Absent: D. Amidon, D. Boloz, A. Henderson, T. Loftis and A. MacPherson (5)

Non-Voting Members/Staff: M. Borislow, R. Holliday, S. Smoller and R. Wolfe (4)

A quorum was declared, and President Bob Trudeau called the meeting to order at 7:04 PM.

Field Complex Renovation Financing Options

Prior to a review of loan consolidation and financing options, Thomas captured the strong revenue rebound for 2021 to near-pre-COVID levels, which is sooner than originally projected. Likewise, expenses are trending lower than expected against the revenue rebound which should help yield a net operating profit. Thomas also reported that Mass Youth received approval from the state confirming that the first PPP installment of ~\$390K (Loan #1) does not have to be repaid.

Thomas then reviewed in detail the research and analysis of financing options leading to a summary recommendation for Mass Youth Soccer to raise up to \$6M in new debt with TD Bank and Massachusetts Development Agency to 1) pay off current debt of \$4M with Massachusetts Development Agency, and b) use \$2M to pay for a not to exceed amount of \$2.5M capital expenditure.

In preparation for the October 3, 2021 Special Membership Meeting, two Town Hall Q&As will be held on Tuesday, September 14th and Thursday, September 23rd both at 7:00 PM.

Mass Youth COVID-19 Guidelines

Mike Borislow acknowledged that, with the expiration of the COVID state of emergency that Mass Youth and youth soccer is no longer being governed by the EEA. Further, Mike shared that Mass Youth has received no required guidance from any other agency within the Commonwealth reviewed the latest guidelines. As a result, Mass Youth has published updated guidelines.

Impending Increases in Liability Insurance for Members

Mike Borislow reviewed the significant increases in Mass Youth's General Liability (GL) policy premium (15%) renewal for the 2021-2022 youth soccer year. Although not final, the renewal increase is heavily rooted in the necessary riders for Sexual Abuse and Molestation (SAM) and Brain Injury. Additionally, the carrier removed SAM from the Excess Liability Coverage has required Mass Youth to secure a separate, dedicated policy for ~\$100K. Mike is negotiating alternatives and will bring the final results to a future meeting.

Consent Agenda

Bob noted that the June, July and August board meeting minutes and financials are considered approved by consent agenda.

Treasurer's Report

Russ Wolfe reported progress on submitting the Young Referee of the Year nominations on time. Further, Russ reported on a revamped, modular-based training approach for certifications and recertifications, including field components.

Executive Director's Report

Mike congratulated Rob Holliday on how effectively he has embraced the Director of Operations addition to his responsibilities. He also reported on the dissolution of the CCL-NE based on lack of enrollment and simultaneous growth of the NECSL. Additionally, Mike reported on efforts to increased programming with Boston SCORES. Also, the portable pitch served the Harwich Futsal and Beach soccer program operated by the Harwich Police Department. A new town-based program out of Monomoy was an outgrowth of the effort. Lastly, as a reminder the New England Revolution will be aiding the 2009 and 2010 ODP Boys tryouts as well as Mass Youth Soccer Night at the Revs scheduled for September 18, 2021 and all Board members are asked to help staff the event. The TSL Jamboree kick-off during the end of August was a positive, unique experience as was the District Select Tournament in August.

President's Report

Bob reminded all Board members to complete Adult Registration steps required for the 2021-2022 soccer year ASAP along with SafeSport and Concussion training requirements. Bob also noted that US Soccer is having a Special Meeting on September 23, 2021 in Miami, FL re: the USSF governance structure that does not align with the OFCCP requirements for representation. Requests have started to come in regarding the 2022 USC Convention and USYS Workshop January 19 – 23rd in Kansas City.

New Business

AGM Minutes of 2019 ...The correct answer to the question is reflected in the 2016 by-laws.

For the Good of the Game

Janet noted that during the August 22, 2021 Leagues Committee meeting, Dana Santilli (South Shore President) was elected as Chair and Tom Parker (South Coast President) was elected as Vice Chair. Stephanie reported on a successful TOPSoccer Jamboree as part of a collaborative between Beyond Soccer and the Merrimack Valley YMCA.

Special Membership Meeting: October 3, 2021 at 7pm

Next Meeting: October 6, 2021

Motion by Jeff Chambers, second by Jared Scarpaci to adjourn the meeting at 9:14 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

MINUTES
OF
THE BOARD OF DIRECTORS
OF
THE MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INC.

A Zoom meeting of the board of directors of The Massachusetts Youth Soccer Association, Inc., a Massachusetts nonprofit corporation (the “*Association*”), was held on Wednesday, October 6, 2021 at 7:00 p.m. ET, pursuant to notice given in accordance with the Massachusetts corporations law and the Association’s governance documents.

The following directors were present at the meeting:

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|---------------------------|-------------------------|
| Bob Trudeau, President | Janet Gargan |
| David Amidon, EVP | Andy Henderson |
| Thomas Ringler, Treasurer | Sean Ndebele |
| Jeff Chambers | Dana Santilli |
| David Dalrymple | Jared Scarpaci |
| Luci Tarquinio (late) | Steve Smoller, Emeritus |
| Tony Loftis | |

Caryn Goulet, Secretary; David Boloz; and Alex McPherson were not present.

Also present at the meeting were Mike Borislow, Executive Director; and Rob Holliday, [Director of Operations]. Bob Trudeau, the Association President, acted as Chair of the meeting. David Amidon, the Association EVP, acted as secretary of the meeting and recorded these minutes.

Bob called the meeting to order at 7:05 p.m. ET. Based on the number of directors in attendance at the meeting, the Acting Secretary determined that a quorum was present and stated that the meeting could proceed.

The first order of business before the meeting was to discuss various follow-up matters from the Association’s recent special membership meeting (SMM), relating to approval of the capital expenditures necessary for the Progin Park maintenance and renovation project. Bob thanked the Board for its participation in, and support of the SMM. He reported that the capital expenditures request was approved by an overwhelming majority of the membership participating in the SMM, which he ascribed as a testament to the excellent preparation made for the SMM by its organizers from the Board and state office staff. Bob allowed that this seems to be a good process to follow for all membership meetings in the future, where we need membership input, votes, approvals, etc. He concluded his remarks by reporting that next up is selection of project vendor(s) and closing of refi/extension of loan from TD Bank, Mass. Development.

The next item discussed at the meeting was an update on the Progin Park fields project status. Mike Borislow reported that the Association had approached four vendors, of which three submitted quotes, after which one (Field Turf) was chosen, based upon considerations of pricing, product quality,

strong referrals, and a locally based maintenance crew. Mike has asked Field Turf for updated pricing, and he expects the revised quote to come back at around \$1.8M for five fields, assuming the re-use of existing in-fill and the good overall condition of underlayment.

The next item discussed at the meeting was consideration of the bank financing to pay for the Progin Park project. Bob referred to the financial model provided for, and discussed during the September Board meeting, which was supported at that time by a consensus Board vote. Thomas presented the material terms of the current bank term sheets, and a general discussion ensued, after which it was, upon motion made by Dave Amidon and seconded by David Dalrymple, approved by a rollcall vote of 10 aye's, zero nay's, and one abstention:

RESOLVED: That the President, Executive Vice President, Treasurer, and Secretary of The Massachusetts Youth Soccer Association, Inc. (the "**Association**") (each, an "**Officer**" and collectively, the "**Officers**"), shall be and each hereby is authorized and empowered, acting singly or together and on behalf of this Association:

- 1) To enter into, on behalf of the Association, a certain financing, and refinancing arrangements in the principal amount of approximately \$6,000,000 with TD Bank and The Massachusetts Development Finance Agency (collectively, the "**Lender**") for the improvements to the Association's property known generally as Progin Park in Lancaster, Massachusetts (the "**Loan**").
- 2) To grant or enter into, on behalf of the Association, any agreement, instrument, document, or writing required or requested by the Lender in connection therewith, including (without limitation) a loan and security agreement, bond purchase agreement, mortgage and security agreement, assignment of leases and rents, and any additional documents required by the Lender, or either of them, for the closing of the Loan;
- 3) To enter into, execute, and deliver, in connection with the Loan, any related document, instrument, certificate, or agreement deemed by an Officer to be necessary or proper, on such terms and with such conditions as the Officers may deem to be necessary, convenient, or proper;
- 4) To establish with the Lender, or either of them, any one or more banking accounts and to enter into, execute, and deliver any documents and take any actions deemed by an Officers to be necessary or proper, on such terms and with such conditions as the Officers may deem to be necessary, convenient, or proper;
- 5) From time to time to modify, supplement, or amend any of such agreements, assignments, instruments, documents, certificates, and writings and to do and perform all other acts and things deemed by an Officer to be necessary, convenient, or proper to carry out any of the foregoing, an Officer's (acting singly or together) execution or performance thereof to be conclusive as to approval and authority thereof and the same being binding upon the Association;

- 6) To adopt as and for the account and vote of the Board of Directors of the Association the due execution of such other and further resolutions as may be required by the Lender in order to consummate the Loan and related transactions contemplated hereby, a copy of each such resolution to be annexed hereto, and the same to be conducted for the Association by such of its officers and representatives as is further described in the resolutions annexed hereto. and
- 7) To ratify and confirm all actions taken by each Officer in connection with any of the foregoing prior to the date hereof.

FURTHER

RESOLVED: That the Officers, acting singly or together, be and hereby are authorized and directed to certify as to the authenticity of true and accurate copies of the charter documents, Constitution, and Bylaws of the Association, the identity and/or true signatures of the Officers of the Association, that the foregoing votes and resolutions are in conformity with the charter documents, Constitution, and Bylaws of the Association, and that such votes and resolutions have not been amended, altered, or revoked and remain in full force and effect on the date in question.

The next item discussed at the meeting was a report on the upcoming USSF (hybrid) meeting on October 23 to consider certain changes to the Federation's bylaws were being considered, in light of the governance restructuring being mandated by US Olympic & Paralympic Committee (USOPC) and related Federal legislation from last fall, all as a reaction to Nassar investigation and fall-out from the ignoring of athletes' complaints around abuse. Bob reported that these changes will mandate greater athlete participation on national governing Boards (NGB), which flows down from the USOPC to all NGB's, including USSF. The practical result will give the USSF professionals' and athletes' councils a majority vote (20% + 33.3%) on the national council. Bob mentioned that we will be attending this meeting virtually, and a link will be circulated for any director interested in listening in...

The next item discussed at the meeting was consideration of reinstating the matching contributions to the Association's 401(k) plan. Bob provided some background, including that COVID-19 had required a freeze on the 401(k) plan's employer match, and a general discussion ensued, after which it was, upon motion made by Jeff Chambers and seconded by Jared Scarpaci, unanimously approved:

WHEREAS, Massachusetts Youth Soccer Association Inc. ("**Mass Youth Soccer**") established its "Safe Harbor 401(k) Plan" effective January 1, 2019; and

WHEREAS, by action of its Executive Committee, Mass Youth Soccer suspended the Safe Harbor 401(k) Plan in June 2020 as a consequence of the COVID-19 pandemic; and

WHEREAS, the Executive Committee of Mass Youth Soccer approved the reinstatement of the Safe Harbor 401(k) Plan, such reinstatement to be effective for the Plan Year beginning January 1, 2022.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Mass Youth Soccer hereby ratifies and confirms the actions taken by the Executive Committee in reinstating the Safe Harbor

401(k) Plan, such reinstatement to be effective for the Plan Year beginning January 1, 2022, whereby Mass Youth Soccer will match all plan participant contributions at 100% for up to 3% of eligible compensation, plus 50% for up to the next 2% of eligible compensation.

The next item discussed at the meeting was consideration of the consent agenda. The Acting Secretary reported that as the minutes of the September 2021 meetings were not made available to the Board prior to this meeting and, as such, the Board would defer consideration and approval of those minutes to a future meeting.

The next item discussed at the meeting was presentation of the 9-month report and statement of activities of the Association for the period ended August 31. Thomas reported that revenue is pacing ahead of plan, expenses are pacing below plan, and as a result both net profit and cash are pacing better than expected. He further reported that the budget and plan for the 2021-2022 soccer year will be presented at November Board meeting. A general discussion ensued.

The next item on the meeting agenda was the Executive Director's remarks.

- Mike reported that the US Center for SafeSport is mandating as of January 2022, that all USOPC sports need to deal with one-off 17-and-younger teammate triggering rest of team being SafeSport trained.
- Mike then reported that the Association's 2022 annual workshop may run virtually again, as it did in 2021, or in-person and in conjunction with support from the Revs. The sense of the meeting was that more discussions are needed with organizers, venues, etc., before a decision can be made.
- Finally, Mike reported the staff's thanks to the Board for its support and confidence in their work, and the staff's appreciation of all the hard work the Board does and its consistent focus on health, safety, and well-being of the kids.

The next item on the meeting agenda was the President's remarks.

- Bob reported that the annual US Soccer Coaches convention will be held in Kansas City in January 2022. He stated that our participation is under consideration, with a limited budget. Actual attendance will be determined in the coming weeks and may not be off that much, due to other organizations sponsoring certain of our customary attendees.
- Bob then reported that the Board intends to restart its focus on developing and implementing strategic initiatives (SI). He stated that it's been tough for the past 20 months, as we have focused almost exclusively on navigating the pandemic and return to play and the Progin Park field repair project. He opined that all directors, especially our new directors, need to be engaged at higher level, so the time has come to pick up with SI's again. For the November Board meeting, Bob asked each director to consider how we can re-engage with our current open initiatives and develop new ones to consider.
- Finally, Bob indicated that we are considering an in-person Board meeting in November, but that decision would be made and announced in the coming couple of weeks.

The next item on the meeting agenda was consideration of old business. Jeff Chambers asked for any updates on referees or the SYRA appointment. Bob addressed this, reporting that it's been a tough season, with many (~20%) uncovered matches across state. He went on to say that MSRC is building re-certification plan, which will be online for some/all referees. A general discussion ensued around shortages of referees and what's being and can be done to increase numbers to narrow the uncovered gap.

The next item on the meeting agenda was consideration of new business and none was offered.

The next item on the meeting agenda was discussion of "good of the game". It was reported that Jared's HS team is 10-0. It was further reported that the Revs are going into post-season play, and that we're getting access to some tickets; Mike asked the Board to let him know if interested in going! Finally, good luck tomorrow to the men's national team in its World Cup qualifying match.

There being no other business to consider, upon motion duly made by Jared Scarpaci and seconded by Jeff Chambers, the meeting was adjourned by the Chair at 8:51 p.m. ET.

David Amidon

David Amidon

Acting Secretary, as secretary of the meeting

**Mass Youth Soccer BOD Meeting via Video Conference Call
November 3, 2021**

Present Board Members: D. Amidon, D. Boloz (left early), J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, A. Henderson, T. Loftis, S. Ndebele, J. Scarpaci, T. Ringler, D. Santilli and B. Trudeau (13)

Absent: A. MacPherson, S. McArdle and L. Tarquinio (3)

Non-Voting Members/Staff: M. Borislow and R. Holliday (left early) (2)

A quorum was declared, and President Bob Trudeau called the meeting to order at 7:03 PM.

2021-2022 Budget

Thomas reviewed an aggregate of the association's proposed 2021-2022 budget including details around revenue and expenses. Recalling that the 2020-2021 budget was initially created during the midst of COVID and its related uncertainties, he shared some relevant details about registrations and program fees that factored into the projections for 2021-2022. On a related note, Mike reported that the recent loan financing process yielded an opportunity for the field complex assessment to be realigned with the adjusted, COVID-influenced revenue model.

Motion by Dana Santilli, second by David Dalrymple to approve the 2021-2022 budget as presented. Motion approved unanimously.

Mass Youth Strategic Initiatives

From a timing standpoint, Bob acknowledged that the staff are not currently well suited to absorb many/any new initiatives. As an activity, the Board brainstormed opportunities to redefine and reallocate staff resources around the urban and underserved communities.

Impending Increases in Liability Insurance for Members

Mike Borislow reviewed the significant increases in Mass Youth's General Liability (GL) policy premium (15%) renewal for the 2021-2022 youth soccer year. Although not final, the renewal increase is heavily rooted in the necessary riders for Sexual Abuse and Molestation (SAM) and Brain Injury. Additionally, the carrier removed SAM from the Excess Liability Coverage has required Mass Youth to secure a separate, dedicated policy for ~\$100K. Mike continues negotiating alternatives and will bring the final results to a future meeting.

Consent Agenda

Bob noted that the October board meeting minutes are approved by consent agenda. The September minutes and report of the fiscal year end will be deferred to December. Thomas did report that the loan process is moving along uneventfully, the commitment letter has been issued and a closing is expected November 19, 2021.

Board Member Reports

Jared reported that he will be attending the Mass (Adult) Soccer AGM in November and will report out any noteworthy items during the December meeting. Mike asked that Jared be sure to mention the 18+ SafeSport & background check requirements effective January 1, 2022 by US Soccer.

Executive Director's Report

Mike acknowledged Lynn Gugliuzza's 13+ dedicated years of service to Mass Youth and the indelibly positive impact she has had on the sport and our membership. Her new career path (project management in a technology firm) is well suited by her many successful years of

experiencing managing projects for Mass Youth. Lynn will be missed. Lastly, he reported on the Spring 2022 timeline for turf replacement.

President's Report

Bob noted that March 13, 2022 will be the AGM and asked for Board volunteers to be part of the Nominations Committee. Bob also reported on the USSF Extraordinary National Council meeting in which USOPC was driving a revised membership/voting mix. Following numerous proposals and amendments, what resulted was an accepted USSF governance restructuring alongside a sunset provision that allowed for a 16-month implementation transition window. Bob urged all Board members to take as many Grassroots courses as possible to improve acquaintance with USYS/Mass Youth's Play-Practice-Play model:

<https://www.mayouthsoccer.org/coaches/coach-education/>. Requests have started to come in regarding the 2022 USC Convention and USYS Workshop January 19 – 23rd in Kansas City.

For the Good of the Game

Caryn reported on the TOPSoccer Night at the Revolution event on Sunday, November 7, 2021 as part of the Revs annual and regular support for this program. Bob also noted that the Special Olympics statewide tournament also takes place on November 7, 2021, an event Mass Youth typically supports with logo'd items for participants. Lastly, Janet noted that CONGRATULATIONS are in order for Jeff Chambers as Mass Youth Soccer Administrator of the Year.

Next Meeting: December 1, 2021

Motion by David Dalrymple, second by Jared Scarpaci to adjourn the meeting at 9:01 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary

**Mass Youth Soccer BOD Meeting via Video Conference Call
December 1, 2021**

Present Board Members: D. Amidon, D. Boloz, J. Chambers, D. Dalrymple, J. Gargan, C. Goulet, A. Henderson, T. Loftis, S. McArdle, S. Ndebele, J. Scarpaci, T. Ringler, L. Tarquinio and B. Trudeau (14)

Absent: A. MacPherson and D. Santilli (2)

Non-Voting Members/Staff: M. Borislow, R. Holliday, and I. Mulliner (3)

A quorum was declared, and President Bob Trudeau called the meeting to order at 7:06 PM.

Technical Department Report

Ian Mulliner, Technical Director presented an overview of the efforts to-date by the Technical Department and staff. The pandemic forced the department to be more creative about services and vehicles through which to deliver them. Ian reported on interests to expand the offerings and polled the Board on priorities that should be incorporated into future development plans.

Urban and Underserved Communities Collaboration

In follow-up to the November Board meeting, and resulting survey, Mike shared the priorities and ideas that were generated.

Consent Agenda

Bob noted that the November board meeting minutes and financials are considered approved by consent agenda. The September minutes were posted too late to give proper review and consideration so will be deferred to the January meeting along with the unaudited financial report. With respect to the Program Reports, the suggestion was to tie them into the year-end program reports and have them created in anticipation of the AGM.

Treasurer Report

Thomas reported that the fiscal year end reconciliation is under way and the unaudited financials will be presented at the January meeting. Additionally, it was noted that the loan was executed and closed. All documents were well-organized. Many thanks to Thomas, Mike, Tara Petricca as well as David's staff who supported the process. Subsequently, the original loan was paid down with no residual liability. Mike confirmed that the agreement with Field Turf has been finalized, including a higher-level quality product than was previously discussed, for the same price. The higher quality product should ensure a bit longer life. The contract can now be signed, and the turf ordered in order to stay on time with an April delivery and installation.

Board Member Updates

Dave Boloz reported on the girls ODP Inter-Regionals that recently took place in Orlando, FL. Massachusetts was well represented with (19) players and (3) coaches. Of special note, the East Region girls tied Brandi Chastain & Tiffeny Millbrett's team! Rob Holliday was also in attendance for the boys, echoed Dave's comments and further reported that the sidelines were full of MLS scouts. He also noted that the National Training Center has expanded the event to include the 2008's.

Executive Director's Report

Mike reported on (2) new positions being recruited for the Mass Youth staff: 1) administrative resource to support Mary and Rachel and 2) a member services resource to support Tamie.

Presidents Report

Bob thanked the Board members who enrolled in Grassroots courses and invited any who had not yet had a chance to do so. Regarding Mass Youth Soccer Awards, Bob made special note of three Regional Winners: **Amelia Coutts** (Millis) as Female Referee of the Year, **Dominic Hoxholli** (Somerville) was the Male Referee of the Year. Additionally, **Deana Moreschi** (Needham) was both the Regional and National Girls Recreational Coach of the Year.

Bob reported that Russ Wolfe has stepped down from the SYRA position based on personal and professional bandwidth constraints. After five years in the position, Russ was instrumental in improving communications and relationships between Mass Youth, the MSRC and the Leagues. Russ was also effective in identifying top level referees and setting them on a track for success. In collaboration with Rich Frongillo, Bob announced that his plan is to appoint Elie Nassif as SYRA in Russ' place effective December 15, 2021. Ellie is currently the State Director of Assessment and Rich would backfill him. **Motion by Jeff Chambers, second by David Dalrymple to ratify Ellie Nassif as the new SYRA. Motion passed unanimously.**

Bob reminded all that the AGM March 13, 2022 Dana Santilli, Sean Ndebele, Jeff Heinz (Roots), Amanda LaFlamme (Essex), Cliff Cloutier (immediate past president of MAYS). **Motion by David Dalrymple, second by Jeff Chambers to ratify the selection of this committee. Motion approved unanimously.**

Positions due:

- President
- (3) At-large Directors for 4-year terms
- (1) At-large Director for a 2-year term

Bob noted that Jared Scarpacci is terming out as a Board member after a combined 20 years of service (his first board meeting was June 19, 2002)! Many, many thanks to Jared for numerous. Bob also reported on his own intentions not to seek re-election as President.

New Business

N/A

For the Good of the Game

N/A

Next Meeting: January 5, 2022

Motion by David Dalrymple, second by Jared Scarpacci to adjourn the meeting at 8:50 PM; motion approved unanimously.

Respectfully submitted,

Caryn Goulet, Secretary