

Minutes

AGA BOARD OF DIRECTORS MEETING

Sunday, March 18, 2012 – 8:10 PM EST

Meeting called to order by: Andrew Okun at 8:10p, EDT/5:10pm PDT
Type of meeting: Regular Monthly Conference Call

Attendees

Jie Li (JL) (At Large)
Paul Celmer (Eastern Region)
Lisa Scott (Central Region)
Daniel Smith (Central Region)
Andrew Okun (Western Region, Chairman)
Gordon Castanza (Western Region)
Allan Abramson (President)
Andrew Gross, President of the Seattle Go Center

Absent

Chuck Robbins (Eastern Region) – absent (signed in @ 8:30pm EDT/5:30pm PDT)

Agenda

1) Approval of Minutes

- a) Approval of minutes for meetings of January 4, 2012, January 21, 2012, and February 12, 2012. Moved by Smith for conditional approval of the minutes if there are no major corrections to March 26th, 2012; Seconded by Scott . Motion Passed.
- b) AO asked for approval to send the minutes of the 11/27/11 meeting to Chris Garlock. No Objections.

2) Additional Items/New Business:

- a) Selection of Secretary
- b) Rescind the TAP
- c) Congress Break-Even point

3) Discussion Item: Seattle Go Center

- a) GC moved to go into Executive Session to discuss Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the AGA. DS Second. Motion passed. Board went into Executive Session at 8:20pm EDT/5:20pm PDT
- b) GC moved that the Board go out of Executive Session. DS seconded. The Board left Executive Session @ 8:43pm EDT/5:43pm PDT

4) President's report

- a) Action Item: Recognition of Japanese visitor, Yoko Ohashi, who is in her mid-70s and has attended 20 US Go Congresses.
- b) Abramson recommended giving her a plaque of recognition during the Black Mountain Congress. Consensus approval.
- c) **Information item: Membership/Ratings System**
 - i) Mike Malveaux (Registrar) expects to be fully updated by the end of March.
 - ii) Abramson sent him four volunteers to train and to help, one of whom will stay on.
- d) **Information item: Seattle Go Center (SGC) situation**
 - i) SGC Board meeting Monday night, March 12, 2012, to discuss Nihon Ki'in decision to sell the building.
 - ii) Abramson approach is a "wait and see" strategy for now
- e) **Discussion item: FY 2013 Budget**
 - i) On March 13, 2012 Roy Schmidt (Treasurer) sent some questions about the FY '13 budget which Abramson answered on 3/14/12.
 - ii) Abramson hopes to have a final budget for the next meeting
 - iii) Castanza said he queried Schmidt why in line item 29500 – Congress Escrow on RS' 3Q FY '12 Balance Sheet–there was an asterisk next to line item 29519 – 26th Congress (Colorado Springs).
 - (1) Schmidt answered that the 26th Congress has not submitted a full accounting or their 50% to be held in escrow by the AGA.
 - (2) Abramson adds that the chapter sent a check for the surplus in the ballpark of \$5,000, but had their own bank account. This was deemed not worth a battle after discussion with Chris Kirschner.
 - (3) Castanza asked where the surplus appeared in the budget.
 - (4) Abramson responded it was in the final account for last fiscal year, and that it would not be on the budget sheet until Schmidt received the final figures.
 - (5) Okun asked if the AGA got 100% of the surplus or 50%. If 50%, then we don't need to show anything on the balance sheet because we aren't holding a reserve for them.
 - (6) Abramson said they sent only what they said was the AGA share.
 - (7) Smith asked if the chapter was ever giving AGA these funds.
 - (8) Abramson said that they chose to keep it themselves which is a violation of our Agreement, but that's the way it is. Robbins asked if the chapter filed a tax return on what they made, and Abramson did not know.
 - (9) Celmer says this indicates that the position of the Congress Liaison needs to be enhanced, and Abramson said there are plans to do so. Robbins said that if the Colorado chapter had

not filed a tax return, and that their funds needed to be held in escrow until they have a go related project. Before 2002, the AGF held Congress funds.

(10) Okun asked if the Colorado Spring Congress revenues and expenditures went through AGA and appeared on our 990.

(11) Abramson said the chapter had separate bank accounts from the AGA and that he thought AGA had not received revenue figures from the 2010 organizers.

(12) Robbins said his understanding was that the revenues should always be on the AGA 990.

(13) Abramson will look into it and get back to the board.

(14) Castanza and Robbins think that Congress accounting figures need to be looked into. Okun loves the idea 50 new Capital One credit cards being used and would like a plan

iv) Abramson says there was a recent ad and a button on the website. The idea will be presented to life members at Congress. 50 cards will take work. Abramson asked for board comments on any other budget matters within two-three weeks.

5) **President Search**

- a) Okun has contacted many people, who said “no.” He agrees with Li about rerunning the EJ ad for either President or President and EVP. Li says president first, then EVP, since EVP is appointed in consultation with President. Li also worried about picking two people who don't get along.
- b) Smith said there was an argument for mentioning both positions
- c) Scott liked the idea that the new president would have more help with an EVP.
- d) Li noted one could advertise the EVP position after and Okun agreed. Li suggested we could look for a two-person “ticket.” Okun will send the ad to the EJ tonight.

6) **New Business**

a) **Secretary**

- i) Celmer recommended asking Polly to return.
- ii) Smith suggests advertising for a new secretary.
- iii) Abramson suggests it may be too soon, but it never hurts to ask.
- iv) Smith said we could both ask her and put an ad in the EJ.
- v) Okun asking if picking the secretary was the board's or the president's action.
- vi) Abramson said the board.
- vii) Robbins agreed to call Polly and see if she's willing to come back.
- viii) Okun agreed to put an ad in the EJ after Robbins spoke to Polly.
- ix) Smith agreed to draft the ad.

b) **TAP – rescind or leave in place**

- c) Robbins spoke in favor of pursuing the policy.

- i) Smith said it was too late to do that.
 - ii) Okun said the President polled public opinion and recommended that we leave it be for rather a long time, a minimum of a year and that the board had gone along with the recommendation. Okun concurred.
 - iii) Smith said the board had not actually acted, but had gone along with Allan's determination not to implement.
 - iv) Okun said his sense of the Board was that opinions were unchanged.
 - v) Scott, Smith, and Robbins thought the year should be used to discuss, educate and persuade the membership about the uses of the TAP money.
 - vi) Okun said that the President had made clear that we need further work and passage of time before we would even consider implementing. No motion needed.
- d) **Congress Break-Even point**
- i) Okun Last time we discussed the Santa Barbara Congress and the financial loss and the concept of setting a break-even.
 - ii) Celmer said he didn't think the Board setting a break even point made sense. A stronger Congress Liaison could do so or the AGA could become more involved in controlling finances to do so.
 - iii) Smith said there was talk at the prior meeting about a break even percentage.
 - iv) Celmer said the board doing anything like that is "getting too far down in the weeds," Scott agreed.
 - v) Celmer said we needed to trust the President a little bit.
 - vi) Abramson said, for historical context, that there was vigorous debate over the \$2000 guarantee to local organizers, with some arguing for a minimum of \$5000 or even \$10,000. The final decision of \$2000 was fiscally conservative, but recognized our obligations to the local organizers no matter what happens.
 - vii) Okun reminded the Board that there was discussion of centralizing some of the Congress work in 2008 and we didn't follow up on it. What is the process for making Congress policy?
 - viii) Abramson said that the Santa Barbara Congress had a higher break-even point than what was built in for prior Congresses for many reasons. In future, a lower break-even point is needed and is built-in for 2012. We certainly learned a lesson from Santa Barbara and going forward it's going to be a lot better.
 - ix) Okun asked if the Board needed to make a new Congress policy?
 - x) Abramson said not on the break-even point, unless you feel really strongly that you want to set a maximum number.
 - xi) Scott said because it was based on a percentage of the previous year's attendance, it doesn't make sense to have a percentage.

- xii) Robbins said this was a bad standard because location plays a larger role than the previous year. West Coast is smaller than East Coast, and Central is smaller still.
- xiii) Okun asks to discuss next meeting if there is further discussion needed. Smith asked about the further statement on 2011 Congress financials that was promised in the press release.
- e) Scott said it never happened
- f) Abramson thought that at this point there was no need to call attention at this time.

7) Date and Time of the next meeting

- a) **Celmer** moves to have the next meeting on April 22nd . Scott seconds. Unanimous consent.

8) Adjournment

- a) **Celmer** moves to adjourn, Castanza seconds. Meeting was adjourned at 9:30pm EDT/6:30pm PDT.