

Minutes - AGA BOARD OF DIRECTORS MEETING

Sunday, May 18, 3:30 PM EDT

Meeting called to order by: Roy Laird at 3:34 EDT

Type of meeting: Special meeting to address the issues surrounding the disputed Fujitsu Qualifier tournament

Attendees:

Roy Laird (At Large) Chairman

Paul Celmer (Eastern Region)

Chuck Robbins (Eastern Region)

Laura Kolb (Central Region)

Roy Schmidt (Central Region)

Willard Haynes (Western Region)

Gordon Castanza (Western Region)

Mike Lash (President)

Chair Roy Laird opened the meeting at 3:34 pm.

The purpose of the meeting was to address issues proposed by Dr. Castanza. The issues were:

1. The Board should enjoin Chairman Laird from discouraging Board members from communicating with members of the AGA.
2. Chairman Laird should apologize to the Board for his behavior.
3. The Board should reprimand Chairman Laird for exceeding his authority.
4. Chairman Laird should be suspended from his post as Chairman of the Board for four months including suspension from any ceremonial, representative, and/or ancillary roles and positions afforded him.

Dr. Laird stated that given the agenda he thought it best that someone else chair the meeting and he nominated Roy Schmidt, which was approved.

Acting chair Dr. Schmidt then asked if Dr. Castanza's four proposed resolutions drafted in response to the controversy surrounding Jie Li's status after the Fujitsu Qualifier should be voted on separately or together. It was decided that each motion should be voted on separately.

Issue 1:

Dr. Castanza put forth his first motion that stated "The Board should enjoin Chairman Laird from discouraging Board members from communicating with members of the AGA."

Mr. Haynes seconded the motion.

There was discussion of the motion.

There was a general request for clarification as to what exactly the motion referred to. Dr. Castanza explained that the motion was made in reference to Dr. Laird's reaction following the failure of Dr. Castanza's motion to impeach at the end of the April 6th Board meeting in which Chairman Laird said he was going to conduct an investigation into who on the board leaked a draft of his letter to Jie Li. Dr. Castanza noted that there was nothing in the AGA by-laws that prohibited the dissemination of internal Board communications.

Mr. Lash noted that if AGA communications and deliberations go public before they are complete then

the Board and leadership have a trust problem amongst themselves. Dr. Laird pointed out that it is legitimate for the Chair to discourage people from leaking confidential information. Dr. Castanza accepted an amendment to change the word “enjoin” to “reprimand” for clarity. Dr. Castanza also offered to work on drafting policies concerning confidential communications. Dr. Schmidt wondered if perhaps the real issue here is the manner in which Mr. Laird’s note communicated his disapproval of the prematurely released information.

The motion was voted on with Castanza and Haynes in favor, Celmer, Kolb, and Schmidt opposed, and Laird and Robbins abstaining. The motion did not pass.

Dr. Schmidt noted that the Board should develop a policy to keep this kind of premature release of information from occurring. Dr. Castanza volunteered to draft Operating Principles for a policy on privacy of internal Board communications, and this offer was accepted.

Issue 2:

Dr. Castanza proposed the motion: “Roy Laird should apologize for his behavior.”

Mr. Celmer asked Dr. Castanza to clarify the motion. Dr. Castanza explained that Dr. Laird should apologize to the board for his behavior regarding overturning President Lash’s ruling on the Fujitsu qualifier tournament, and his lack of timely response to Jie Li’s requests for an explanation. Mr. Celmer noted that Dr. Laird had already apologized in a recent letter to the Board. Dr. Laird took this opportunity to say that “I do apologize again to the Board. I feel on the procedural issue I let you guys down, but I did feel that you would approve of the action.” Dr. Castanza stated that he thought Dr. Laird violated AGA by-laws. Dr. Laird stated in response: “I agree there were no provisions in the By-laws for what I did and I apologize for that.” Furthermore, Dr. Laird stated that he did try to communicate and negotiate with Mr. Li but he was unable to make any progress, and he reiterated his apology.

Both Dr. Castanza and Dr. Schmidt expressed the view that Dr. Laird’s communications with Mr. Li seemed to reflect a lack of understanding of Asian culture, and may have been inadvertently provocative in that way.

Mr. Lash noted that Mr. Li’s verbal communication to him (Mr. Lash), confirmed Mr. Li’s written communication in that Mr. Li felt that he had tried for about a month to communicate with the AGA but he did not get a satisfactory response and the longer he waited the more upset he became.

Dr. Laird responded that he did send two emails to Mr. Li in that intervening month that explained to Mr. Li that the Board was drafting a response and that a full and complete response would be forthcoming.

Mr. Lash responded that from Mr. Li perspective, he still was not getting a specific response to his concerns about exactly how the disputed decision came about and what was the authority behind the decision. Dr. Schmidt noted that some of Dr. Laird’s communications to Mr. Li seemed more focused on justifying the action rather than apologizing, and this might have contributed to Mr. Li’s displeasure. Dr. Laird noted that part of the cautious and slow response was prompted by the need to take special care since Mr. Li had threatened legal action. Dr. Castanza thought that Mr. Li was thinking more hypothetically than seriously preparing legal action. Dr. Laird once again apologized for not seeking Board approval in this matter, and wished he had sought more guidance.

Mr. Lash noted that no one had as yet discussed the damage this matter has done to the office of AGA president and how badly the president was treated. Mr. Lash continued, stating that “If the Board does not respect the power and controls of the president, the AGA has a problem. This matter is about

respect and organizational integrity.” Dr. Castanza stated that in his motion to impeach at the April 6th Board meeting he specifically pointed out the transgression on Presidential powers enumerated in the Board By-Laws.

Dr. Castanza asked that Dr. Laird’s emailed apology be included into the minutes. Dr. Laird’s apology as emailed to the board May 17th, 2008 was as follows:

Chairman Laird mentioned that “I owe you all an apology, and reviewing my e-mails, I think it's true. I acted in the urgency of the moment, assuming but not confirming your support, and now we have all this trouble. I apologize to each of you for every moment you have wasted on this issue. Honestly, I do not feel solely responsible, and I can't say the action itself was wrong. But I'm sorry that I didn't find a better way through all of this.”

A discussion of the relevance of the motion began, since all agreed Dr. Laird had already apologized.

Dr. Schmidt asked Dr. Castanza's motion be amended to read: “The Board accepts Roy Laird’s apology to the Board and president Lash for Dr. Laird’s conduct during the Jie Li matter.”

Mr. Haynes seconded the motion.

The vote was Castanza, Celmer, Haynes, Kolb, Schmidt in favor, and Laird and Robbins abstaining. The motion passed.

Issue 3:

Dr. Castanza made the motion: “I move that the Board reprimand Chairman Laird for exceeding his authority.”

Willard Haynes seconded the motion.

Mr. Celmer stated that he will wait to vote on Laura Kolb’s motion that is more specific yet has a similar purpose to the motion put forth by Dr. Castanza. Dr. Castanza responded that he thought the motion was clear enough given the context of the discussion the Board had been having.

Dr. Schmidt noted that Dr. Laird's actions clearly exceeded his authority, so there was no question of ambiguity in the motion.

The vote was Castanza, Celmer, and Schmidt in favor, and Kolb, Laird, Haynes, and Robbins abstaining. The motion did not pass.

Issue 4:

Dr. Castanza proposed the motion: “Chairman Laird should be suspended from his post as Chairman of the Board for four months including suspension from any ceremonial, representative, and/or ancillary roles and positions afforded him.”

The motion did not receive a second.

Laura Kolb Motion on disapproval:

Laura Kolb had to leave the meeting. Mr. Haynes proposed a motion on behalf of Ms. Kolb regarding release of a public statement as follows:

“We recognize (1) that Board Chair Roy Laird was faced with a situation that he honestly and reasonably believed required urgent action, (2) that he attempted to act in the best interest of the AGA when he reversed the disqualification of Mr. Jiang in the recent Fujitsu Qualifier, and (3) that he decided to take this action in consultation with one member of the Board, Chuck Robbins. The Board disapproves of the fact that Dr. Laird acted without attempting to consult with the whole Board first, and we trust that such unauthorized action will not happen again.”

Discussion:

There was a suggestion to amend the language of Ms. Kolb's motion, but Mr. Haynes did not feel that it was appropriate to accept friendly amendments to her motion. Mr. Robbins suggested the Board go ahead and vote on the motion as stated and consider amendments if the motion did not pass.

Dr. Castanza stated his objections to the motion. With regards to item 1, he did not agree with it because, "Roy admitted he acted without approval and that does not meet my definition of honesty." With regards to 2, Dr. Castanza continued, "subsequent events have not born this out." With regards to the fourth clause, Dr. Castanza said "I think we should strike out the remainder of the clause beginning with 'I trust' because Dr. Laird has eroded his trust with me and the membership."

Mr. Robbins thought the language of Ms. Kolb's motion was appropriate. Mr. Robbins called the question on the motion as worded by Ms. Kolb.

The vote was Celmer, Haynes, Kolb, Schmidt in favor, Castanza opposed, Laird and Robbins abstaining. The motion passed.

Dr. Schmidt noted that the motion should be posted publicly and to all AGA outlets.

Mr. Robbins stated that "I'd like to extend my apologies I made at the last Board meeting and I apologize now to Mike for not slowing Roy down in his overriding your authority." Mr. Lash accepted Mr. Robbins apology.

Next Meeting:

It was decided that at the next Board meeting the dispute surrounding Ming-jiu Jiang's tournament attendance will be discussed. Dr. Castanza said that he agreed with President Lash's e-mail that arrived prior to the Special meeting of the Board in which he spelled out that the issues Chairman Laird had suggested as agenda items were well within the powers of the President's authority to make operational decisions. He further stated that the Board does not need to micro-manage these operational issues and they should be left entirely up to the President. President Lash said that since the Board has already injected itself into making these decisions, he was stepping back from taking on the role now; they are now issues for the Board to deal with.

Dr. Laird moved to adjourn the meeting. Chuck Robbins seconded the motion. The motion passed with all in favor and none opposed at 5:15 pm EDT.

Minutes submitted by Paul Celmer, AGA Board Member