

Minutes

AGA BOARD OF DIRECTORS MEETING

Sunday, October 23, 2011 – 8:00 PM EDT

Meeting called to order by: Andrew Okun at 8:03 PM EDT
Type of meeting: Regular Monthly Conference Call

Attendees:

Jie Li (At Large)
Chuck Robbins (Eastern Region)
Lisa Scott (Central Region)
Daniel Smith (Central Region)
Andrew Okun (Western Region, Chairman)
Gordon Castanza (Western Region)
Allan Abramson (President)
Pauline Pohl (Secretary)
Chris Garlock (e-journal editor) Guest

Absent: Paul Celmer (Eastern Region)

1. Status of Website Migration

- a. Chris Garlock joined the meeting to update the Board on the status of the website migration.
- b. The service is set up, and the membership manager is there. The ratings query code but not the ratings database has been moved.
- c. The e-journal mailing list has been linked to the membership database.
- d. There is a lot of content that has yet to be moved. The work is being done by a small group of volunteers.
- e. A lot of the content needed to be cleaned up before it is moved.
- f. Garlock is trying to push for a “drop dead” date for the work to be complete.
- g. Josh Simmons is the driving force, working 30 hours per week. Roger Schrag is working with Josh. Roger has coordinated this type of project before. Don Dressler is working on the database. Roy Laird has been doing a lot

of the migration work. There are a number of other people doing pieces of the work.

- h. Garlock is trying to balance between getting all of the key parts finished correctly and getting online quickly.
- i. Garlock said the workers have suggested December 1 may be a realistic date for a launch.
- j. Garlock said Josh Simmons has asked for some of the e-journal writers to help edit the website content.

2. Approval of August 4, 2011 minutes

- a. Castanza made a motion to approve the minutes. Daniel Smith seconded the motion. The minutes were approved unanimously.

3. Approval of September 25, 2011 minutes

- a. Jie Li has some corrections to the September 25 minutes, and asked to delay approval until after he can send those through e-mail later this week.
- b. Castanza made a motion to table the approval of the minutes. Robbins seconded the motion. The motion passed unanimously.

4. Call for additional agenda items and new business

- a. Abramson will update the Board on the Korean Tournament, the Volunteer Coordinator Position, and the Treasurer transition.

5. President's Report

- a. **Board members report on renewal calls to chapters**
 - i. Abramson asked the Board to report on their phone calls to chapters.
 - ii. Scott and Smith put together a list of more than a hundred chapters from the Central region and are slogging through it.
 - iii. Smith said he called an expired chapter representative in Montana, and he said he hadn't thought about the AGA in ten years. Smith said the Board should contact chapter representatives more than once per decade.

- iv. Scott said she has had several successful phone calls, but each one takes about a half hour, so it will take some time to get through the list.
- v. Robbins said he has not had a chance to contact anyone on the east coast and he doubts that Celmer has started yet.
- vi. Okun said he has not started his phone calls yet.

b. Status of website migration

- i. Done at the beginning when Garlock was on the phone.

c. Status of membership database payment

- i. Abramson said he hasn't seen an invoice.
- ii. Scott said there has been a miscommunication between Andrew and Abramson.
- iii. Robbins said it should be simple to write what work was done on an invoice.

6. Discussion of Overall AGA Goals from now until the North Carolina Congress

- a. The priorities that have been suggested are:
 - i. Rank Certification
 - ii. Professional System
 - iii. Improving the AGA member experience in an assortment of ways
 - iv. Fundraising and Sponsorship money
 - v. Using new methods to market Go and increase membership
- b. Abramson said the problem with all of these initiatives has always been a lack of resources.
- c. Chris Kirschner has been working on the rank certificates.
- d. Okun has been working on the professional system.
- e. On the member experience improvement, it is definitely a case of limited resources, so we need to prioritize and start working methodically.
- f. Abramson said he might ask Sam Zimmerman to help analyze the membership data, because he has done this sort of thing before. Zimmerman knows the questions to ask.

- g.** Abramson said he would like to add to the list the initiative that the Board members try to increase membership through outreach to chapters.
- h.** Abramson would also like to add some significant fundraising success this year. The fundraising committee has had some good ideas, but not a lot of money has come in yet.
- i.** Okun said the fundraising initiative has been launched, but it could be added as a continuing priority for the year.
- j.** Scott said an idea that has been raised through her phone calls with chapter organizers is that the AGA needs to market itself. One member suggested using meetup.com to host a group in three different areas during a month in a trial basis. You can use the website to market to people with interest in Anime, Asian culture, strategy games, etc. to try to attract new members to clubs.
- k.** Abramson said he would like to have a national day of go sometime this spring.
- l.** Okun asked if the Board wants to formalize the list of priorities for the coming year.
- m.** Smith said we should select a few to start with so we can focus.
- n.** Okun said the professional system is a high priority as is the rank certification.
- o.** Scott said we should pick a few for now and some others to start six months out.
- p.** Abramson, Scott and Smith are going to work to come up with some top priorities to improve the AGA member experience.
- q.** Castanza said what we are talking about is a germ of a strategic plan. It would be nice to start formalizing that so we can show the membership that we are working on these issues and have people working on them.
- r.** Scott asked if we can add a strategic plan to our list of priorities.
- s.** Castanza said when he gets the minutes of this meeting, he will start plugging these initiatives into an outline of a strategic plan and he will circulate it among the Board.

- t. Okun said that is great, but we need to keep moving ahead on the initiatives, and we don't want to pause for the strategic plan to be completed.
- u. Okun said continuing to work on membership is a priority, but what specifically needs to be done? Abramson said doing what we have always done isn't enough. We need to do more to get ahead through marketing and trying new ideas. We need to try activities in different areas of the country and through marketing. We might try using Facebook or LinkedIn to grow the organization.
- v. Okun said he is working with Chris Garlock to get a Facebook page set up for the AGA.
- w. Scott made a motion that we set the five items above as goals to accomplish over the next year. Smith seconded the motion. The motion passed unanimously. The goals will be:
 - i. Rank Certification
 - ii. Professional System
 - iii. Improving the AGA member experience in an assortment of ways
 - iv. Fundraising and Sponsorship money
 - v. Using new methods to market Go and increase membership

7. Discussion of Castanza's proposal

- a. Okun said this topic is complicated because there are so many parts. He would like to give everyone a chance to respond briefly to the proposal and then we can proceed.
- b. Abramson said he thinks there is a lot of material in the proposal, and it will take hours to go through it in a thoughtful manner. When putting a policy in writing, it's important to know why we want to write it down and what problem is trying to be solved.
- c. If we can't come up with good reasons to write things down, we should not do it. It is best to have a minimal number of policies so we don't become overly bureaucratic.
- d. The Board should decide which policies should be sent to the Governance committee, and let them decide which ones to implement.

- e. Castanza said the point of order is that he has proposed a number of policies. First there should be a motion to approve the suggestions. At that point discussion can start. The question can be divided into smaller sections or approved or rejected as a whole.
- f. Abramson said the motion should not be made before the policy committee has looked at it.
- g. Robbins made a motion to send Castanza's proposal to the Policy and Governance committee for consideration and ask them to make suggestions. Castanza seconded the motion.**
- h. Robbins said he thinks the Policy and Governance committee is in disarray and may need to be organized.
- i. Abramson said there is a committee, but there is currently no leader.
- j. Robbins suggested approaching Keith Arnold and asking him to lead the committee again. Robbins offered that Keith was a very smart man, and a deep thinker, and felt that these qualifications made him a good candidate to lead the Governance Committee.
- k. Abramson said all of the members of the committee have a deep history with the AGA and are deep thinkers. The committee hasn't been active lately, but they need to be involved with this question.
- l. Okun asked if the Board wants to discuss Castanza's proposal or to divide it up before sending it to the committee.
- m. Robbins said he thinks we should send the whole thing to the committee.
- n. Okun said he is concerned that some of the items may conflict with the bylaws. Robbins said Keith Arnold had a part in writing the bylaws, so he would be sensitive to any conflicts.
- o. Castanza said the proposal is intended to supplement the bylaws and should not conflict in any way.
- p. Abramson said he thinks there may be some conflicts, but the committee should be able to sort those out.
- q. Okun asked if there's anything we want to pull out of the 20 some documents.

- r. Smith thinks the strategic plan and priorities (BP1000) should be kept out, because they are more specific to the Board rather than to the organization.
- s. Okun said if we want to pull those out we need a friendly amendment or to rephrase the motion.
- t. **Castanza suggested a friendly amendment that we drop BP 1000 and BP1010 from the original motion.**
- u. **Robbins seconded the friendly amendment.**
- v. Okun said 1080 involved amending the bylaws, which we probably can't do. A change to the bylaws has to be done at an assembly.
- w. Abramson said that BP3000 and BP3300 both have language that implies the Board will get involved in monitoring expenditures and approving payments that will slow down operations.
- x. Castanza said he just means that the Board will monitor the payments, not approve each one separately.
- y. BP3300 says that the Board needs to approve expenditures of more than \$100, but Okun suggested changing the number to \$1000. Castanza stated that the \$100 figure was just a starting point to open up discussion. He said he's been in large organizations that allowed the CEO to make up to \$1million in expenditures without Board approval; on the other hand he's also been in organizations that only allowed \$10,000. Castanza stated that he's comfortable with \$1,000.
- z. **Smith proposed changing BP3300 and BP3110 to have \$1000 rather than \$100 be the cutoff for Board approval.**
 - aa. **Scott seconded Smith's amendment.**
 - bb. Abramson suggested modifying BP3300 so that the last sentence is removed. Robbins said the Committee will look at all of the documents and they can edit the documents and they are not likely to suggest we approve something that isn't a good idea.
 - cc. Okun said BP4000 suggests that the Board needs to approve all volunteer staff appointments, but that will only slow down work and impede progress.

- dd.** Smith said he would change the word from approve to confirm, as a confirmation could be done after the fact without slowing the process of filling a volunteer position.
- ee.** Abramson said the bylaws state that the president selects volunteers, so the change would conflict with the bylaws. He asked why Castanza would want the change.
- ff.** Castanza said there have been cases in the past where not only Board members' families but also significant others and maybe domestic partners were paid by the AGA, which is a conflict of interest.
- gg.** Okun said he doesn't want the Board to get involved in selecting volunteers like Roger Schrag and Josh Simmons that Garlock is using to upgrade the website.
- hh.** Castanza said he didn't even know who was working on the webpage until this evening, and he thinks the Board should be informed of who is doing what.
- ii.** Robbins said he doesn't want the Board to get involved in minutia; we should be focused on the big picture.
- jj.** Okun said the Board shouldn't be involved in selecting volunteers, but he would like to know who is doing what.
- kk.** Robbins said when the website is up and running, there will be a page for volunteers to be listed which we can look at any time.
- ll.** Okun said he would like to reduce the work of the Governance committee. Robbins said if we can get Keith Arnold to lead the committee, he will be able to weed through the documents.
- mm.** Okun asked if we want to change the review of the President to every year rather than every two years at the end of his/her term. Robbins said the president serves at the pleasure of the Board, and can be fired at any time for a good reason, so no changes need to be made. Castanza commented that this has been tried several times in the past, but has never worked. Without an established procedure, the review of the President's performance has always gotten bogged down in minutiae and partisan bickering leading to nothing being done and faulty practices continue.

- nn. Okun said we have a motion, a second, and a few amendments:
- i. The motion: **Robbins made a motion to send Castanza's proposal to the Policy and Governance committee for consideration and ask them to make suggestions. Castanza seconded the motion.**
 - ii. **A friendly amendment: Castanza suggested a friendly amendment that we drop BP 1000 and BP1010 from the original motion. Robbins seconded the friendly amendment.**
 - iii. **Smith proposed changing BP3300 and BP3110 to have \$1000 rather than \$100 as the cutoff for Board approval. Scott seconded Smith's friendly amendment**
- oo. In the discussion of BP1060 Executive Sessions, Robbins suggested that the Board drop all of the restrictions on subjects the Board may discuss in executive session. Castanza responded that the reason for the enumerated stipulation on prior notification of a person who will be discussed in an Executive session is to avoid railroading somebody. Castanza further emphasized that he does not want to be part of an organization that follows the practices of a cabal, a star chamber, or a kangaroo court. Jie Li said transparency is very important and all volunteers deserve to be notified if they become the subject of Board discussions. Daniel Smith added that he was in agreement with the stipulations of the current Executive Session policy.
- pp. Okun asked are we ready to vote? Castanza called the question. **The motion was approved unanimously, and the proposals will be sent to the Governance committee.** Castanza asked Abramson if he would report to the Board every month on the progress of the Governance committee. Abramson assured the board that he fully intends to keep close tabs on the work of the committee and report to the Board every month in the President's Report.

8. Discussion of Executive Vice President Search

- a. Scott said no significant actions have been taken yet to select a new EVP
- b. Okun said he will talk to the committee members about some ideas he has through e-mail later.

9. Discussion of Go Camps

- a. Okun said we got a document from one of the camp counselors complaining about the management of last year's go camp.
- b. Scott said she spoke with both counselors to find out what changes they think should be made in future camps.
- c. Okun said we had already decided not to get financially involved with future camps. Do we want to end our connection entirely?
- d. Scott said she thinks that would be very sad. The children had a good time and it's a good way to promote go to children.
- e. Abramson said we decided not to support the camp financially, but we could be involved with selecting a leader and making sure that the camp is canceled if it doesn't have enough students signed up to break even by a certain date.
- f. Abramson said if we are lending our name to the camp, we need to have some say over who is the director and generally how it is supervised. We will help publicize the camp and approve the camp, but we will not be financially responsible.

10. New Business

a. Korean Tournament

- i. There was a communication breakdown so we did not send a representative to the Korean tournament last week. Since Fritz Balwit was already going as an official, it was decided that he will represent the AGA in the tournament.
- ii. There was a significant loss of face and a lot of embarrassment, but we have to go on and it will not happen again.
- iii. Jie Li asked if the player who was supposed to go knows he missed the opportunity. Okun said yes,

and he is trying to come up with a way to compensate the player in some way for the lost opportunity.

- iv. Jie Li added that earlier this year we had a player missing the Korean BC Cup due to a ticket with the wrong date, and the two consecutive misses may affect our standing in negotiation with other Associations. Abramson said that there will be multiple administrative checkpoints in the future.

b. Volunteer Coordinator Position Open

- i. Abramson said our volunteer coordinator has not been able to spend the time that is necessary, so he asked Abramson to select someone else to fill the spot.

c. Treasurer Transition Update

- i. Abramson said he has tried to contact the old treasurer to ask whether the form 990 has been filed or not. The new treasurer does not have the information he would need to file the form. Castanza added that Bridges had already told the Board that he had submitted an extension to file the 990. Abramson added that there were still some issues with obtaining all of the information needed to complete the filing of the 990.

11. Establish time and date of next meeting

- a. The next monthly Board conference call will be on November 27, 2011 at 8:00 EST.

12. Executive session

- a. Castanza entered a motion to go into Executive Session to discuss the professional system proposal, or “Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the AGA.” Smith seconded the motion.
- b. The Board entered executive session at 10:12 EDT.
- c. Robbins moved and Scott seconded a motion to leave executive session

13. Adjourn

- a. The meeting adjourned at 10:40 EDT

Minutes submitted by Pauline Pohl, AGA Secretary

Attachments: Below are copies of Board Policies that have been adopted along with the dates they were approved.

Board Policy BP 1060
American Go Association
Adopted: 7/13/08
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Executive Sessions

Prior to entering an executive session, the Board first shall meet in open session. At this open meeting, the Board shall enter an executive session only after a majority of the Board votes to accept a motion to enter the executive session. The motion shall clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. Unless stated in the motion for executive session, or auxiliary to the main question, no other subject may be discussed in that executive session. The only subjects that the Board may discuss in executive session of the Board are:

- a) Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the AGA,**
- b) Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion,**
- c) Matters which by policy or by-law are required to be confidential, or**
- d) Matters involving consideration of government records that by law are not subject to public disclosure.**

The Board may not take action in an executive session, except to give direction to an attorney or an arbitrator regarding the handling of a specific legal matter or contract negotiations. All other actions of the Board must be made in an open meeting.

Concept and Roles

The AGA Board of Directors recognizes that money and money management comprise the foundational support of the entire AGA program. To make that support as effective as possible, the AGA Board of Directors intends to:

1. Encourage advance planning through the best possible budget procedures.
2. Explore practical sources of revenue.
3. Guide the expenditure of funds so as to derive the greatest possible programmatic returns.
4. Expect sound fiscal management from the President or his/her designee and his/her support staff.

The AGA Board of Directors:

1. Solicits membership input on programmatic needs and utilizes that information in making budget decisions.
2. Approves and adopts the annual budget and approves budget transfers.
3. Is accountable for all AGA funds.
4. Monitors all expenditures by receiving statements and payments.
5. Conducts an annual audit of AGA accounts and business procedures.
6. Advocates and secures membership support for additional financing when necessary.

Role of President or Designee

The President or designee:

1. Prepares the detailed annual budget and presents it to the Board for adoption.
2. Administers the budget and keeps expenditures within approved limits.
3. Enforces requisition and purchase policies and regulations
4. Establishes control/inventory systems to account for AGA funds, supplies and equipment in accordance with Board policy.
5. Makes all financial reports required by law or Board policy and prepares reports for public release.
6. Analyzes the AGA's financial condition and presents the Board with proposals for meeting financial needs.
7. Provides for the annual audit of AGA accounts and business procedures.

Working Relationships of the AGA Board of Directors and the President or Designee

The President or designee shall recommend financial plans to the AGA Board of Directors in accordance with the AGA's goals and objectives, whenever AGA programs may be endangered by a lack of funds or when the continuation of district programs may result in an over-expenditure of AGA funds.

Business and Operations BP 3000
AMERICAN GO ASSOCIATION
Adopted: 10/23/11
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The AGA Board of Directors desires complete information from the President or designee on all matters relating to the AGA's financial operations. The AGA Board of Directors shall closely scrutinize all AGA financial operations so that it may full discharge its legal responsibilities with regard to the organization's finance.

Business and Operations BP 3110

AMERICAN GO ASSOCIATION

Adopted: 10/23/11

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Transfer of Funds

The AGA Board of Directors recognizes that the transfer of funds between budget categories may be necessary in order to ensure that the AGA maintains a balanced budget. The President or designee may authorize budget transfers under \$1000.00. The President or designee shall report to the AGA Board of Directors all transfers and are subject to AGA Board of Directors approval.

Business and Operations BP 3300

AMERICAN GO ASSOCIATION

Adopted: 10/23/11

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Expenditures/Expending Authority

The President or designee may purchase supplies, materials and equipment in accordance with AGA

Board of Directors Policies. Prior AGA Board of Directors approval is required for purchases over

\$1000.00. The AGA Board of Directors shall approve or ratify all transactions.

The President or designee shall not authorize any proposed expenditure which exceeds the major

budget classification allowance against which the expenditure is the proper charge unless an amount

sufficient to cover the purchase in the budget for transfer.

The AGA Board of Directors shall not recognize obligations incurred contrary to AGA Board of

Directors Policy and administrative regulations.