

Minutes
AGA BOARD OF DIRECTORS MEETING
Sunday, November 27, 2011 – 8:07 PM EST

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)
Paul Celmer (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)

Absent: none

- 1. Approval of September 25, 2011 minutes and October 23, 2011 minutes**
 - a. Jie Li made a motion to approve both sets of the minutes. Castanza seconded the motion. The motion approved unanimously**

- 2. Call for additional agenda items and new business**
 - a. Lisa Scott wants an update on the go camps

- 3. President's Report**
 - a. Personnel changes**
 - i. Abramson said Nick Jhirad has resigned as volunteer Coordinator and Edward Zhang has agreed to replace Nick as the Volunteer Coordinator.
 - ii. Karoline Burrall has agreed to become the Tournament Coordinator.
 - iii. He intends to announce the changes in the e-journal this week.

- iv. Jie Li asked how Abramson plans to help Burrall transition into her new position. Abramson said she has been working with Edward and Abramson will continue to offer his help as needed.

b. Membership card update

- i. Abramson said we are running out of cards faster than anticipated. He plans to order some new membership cards for a price of about \$2000.
- ii. He hopes to use the tap of sponsor funds to cover the cost of the cards rather than using reserve funds. The AGA taps sponsor money at the rate of 10%, which should pay for the cards.
- iii. He said we are getting more new members than expected, but also we are losing old members at around the same rate, so our membership numbers are remaining stable.

4. Report on Tokyo trip, discussion of policy on overseas guest official slots

- a. Abramson visited Tokyo for the pair go tournament. It ran smoothly and everyone had fun.
- b. The Korean pair won, and the male winner plans to turn professional soon.
- c. Abramson and Thomas Hsiang, International VP, had a successful meeting with Mrs. Taki about sponsoring the city league tournament on Pandanet.
- d. Abramson and Hsiang talked to Mr. Liu Siming, head of the China Go Association about welcoming new American professionals to play in China only tournaments. It was a positive discussion, but any formal agreement will come later.
- e. It is unclear whether US professionals will be able to play in Chinese or Japanese tournaments, although we are optimistic about our prospects.
- f. Next year, the pair go tournament will be earlier over the first weekend in November.
- g. **Overseas Officials Policy:** Abramson has been advertising to members the opportunity to serve as guest officials overseas every January. He has gotten

applications, and reviews them to see if the applicants are qualified, and when an opportunity arises, Abramson selects the official.

- h. Jie Li asked who was able to go on trips this year. Abramson, Okun, and Fritz Balwit went this year.
- i. Fritz Balwit went because he is going to take over some of Thomas Hsiang's responsibilities as international liaison to Korea.
- j. Jie Li asked why Chris Garlock doesn't go, because he can write reports in the e-journal to the members.
- k. Abramson said Garlock goes to the World Amateur Championship most years, and other times he recruits someone who will be there anyway to write for the e-Journal.
- l. Abramson said he wrote a short report and sent some pictures from the pair go tournament.
- m. Abramson said one of the requirements of the guest officials is that they submit a report.
- n. Okun said the policy says the guest official should be selected with the consent of the Board.
- o. Abramson said he thinks it is an operational decision, and he has been making it. He thinks the language of the policy should be changed rather than letting the Board have a say over who goes.
- p. Robbins said he agrees with Abramson that the language should be amended to make it the president's decision.
- q. **Smith made a motion to change the language in the policy so that the president does not need the consent of the Board to appoint a guest official to a foreign tournament and Celmer seconded the motion.**
- r. Castanza said the consent of the Board should not cause too much trouble for the president. Sending an e-mail to the Board doesn't interfere with the president's ability to perform his job.
- s. Okun said the problem is that it makes the president call a prospective official twice. Once to find out if they can go and a second time to tell them whether the Board approved the appointment.
- t. Jie Li says reporting is important, but approval is not necessarily important.

- u. Abramson said he has no problem reporting to the Board his decision.
- v. **Jie Li proposed a friendly amendment that the wording of the policy be that the “president shall make a selection of a guest official and report his decision to the Board.” Castanza seconded the amendment. The Board approved the changed language unanimously.**

5. Report on Governance Committee

- a. Okun reported that Keith Arnold agreed to head up the committee again and consider the proposed Board Policies.
- b. Okun said that Arnold asked that no Board members contact anyone on the committee and just allow them to conduct their business independently. Okun expects a report before the next Board meeting.

6. Report on virtual office

- a. Abramson reported that the address on the website has been updated to that of the new virtual office address.
- b. People contacting us by mail will use the new address, which we will manage online.

7. Discussion of TAP

- a. Abramson and Hsiang previously have requested action by the Board to make a decision to start tapping prize money of Americans competing overseas.
- b. Abramson said his decision to propose tapping now is a result of several large tournaments occurring over the next five years. This no longer is a one-time thing. The prospect of substantial funds makes it desirable to set the policy now.
- c. Abramson proposes a 20% tap for the year 2012 on prize money greater than \$1000 per event.
- d. Abramson said he doesn't want a policy that will require a lot of record keeping and tapping of travel expenses, and favors a simple 20% of prize money.
- e. This amount is on a similar level with China, Korea, and Japan. The European Go Association taps at a higher level with a more complex formula.

- f. Okun asked if the \$1000 is per event or cumulative winnings over a year. Abramson said the tap would only occur if prize money in one event is more than \$1000.
- g. Robbins asked why the 20% isn't applied to all prize money. Abramson said he doesn't want to get involved in small amounts or to appear to be nickeling-and-diming the members.
- h. Celmer said if we are going to start doing this, we need to make it very public to all players who may compete.
- i. Abramson said he would like the Board to authorize the president to implement a tap policy, but not necessarily to get involved in the details. The language might be something like, "The president is authorized to tap international prize/fee money up to a maximum of 30%".
- j. Jie Li said he thinks money collected through the tap should be set aside for a special use for international purposes.
- k. Abramson said he wants the money available in the general funds to be used as needed without stipulations.
- l. If we start professional tournaments, some sponsors would like money collected to sponsor those tournaments to be used only for support of professionals in the US.
- m. Abramson said if we want to set aside money for Thomas Hsiang's travel, it should be done in the budget not through the tap proposal. He wants to keep bookkeeping as simple as possible.
- n. Okun said if we start a professional system, we would have rules covering the professionals we certify, but the Tap proposal will apply to amateurs and resident professionals who are chosen to travel and participate, and they have the choice whether to go or not, but not whether to pay the tap on prize money.
- o. Abramson said he talked about the tap proposal at the Congress, and most strong players have probably heard of it, but if we want to circulate the idea as a proposal before approving it he could.
- p. Okun asked if the Board decides to do this and then gets vigorous criticism, are we willing to stick to it or will anyone change their minds under pressure?
- q. Celmer said he thinks 20% is a little high.

- r. Robbins said if 20% is what other organizations do, why is it too high for us?
- s. Celmer said he thinks it is un-American to take people's earnings.
- t. Jie Li said he thinks we should ask members for their views before implementing it to avoid criticism.
- u. Robbins said discussing it more isn't going to change anyone's opinion. Those who are opposed will remain opposed. We should simply make a decision and implement it.
- v. Jie Li says he thinks we should at least try to get a consensus.
- w. Scott said she thinks if we implement it we should stick with our decision.
- x. Smith said he would be in favor of authorizing Abramson to make the decision.
- y. Castanza said he is opposed to a tap, because he simply doesn't agree with it.
- z. Okun asked if Castanza would be in favor of a 10% tap. Castanza said no.
- aa. Okun said now that he has participated in a trip he sees that there are expenses and we need to find a way to pay for them.
- bb. Jie Li said in the past we made a decision that only affected a few players and there was a huge backlash. Now this decision would affect more people, so it may cause more problems.
- cc. Jie Li said we should announce the idea in the e-journal and ask players 6D and above for their comments.
- dd. Robbins said rather than going to members, we should ask Keith Arnold and the Governance Committee to study the idea and make a recommendation. If they think it's a good idea, most people will respect that.
- ee. Abramson said he would support putting an announcement in the e-journal that the Board authorized the president to implement a tap. This is different from actually implementing it.
- ff. **Celmer made a motion to authorize the president to impose a tap and start a discussion with strong players and professionals before implementing it.**

- gg. Robbins seconded the motion.**
- hh.** Castanza asked if we were authorizing discussing the tap or implementing it. Celmer said the motion is to authorize Abramson to start tapping prize winnings as he sees fit.
- ii.** Robbins said we know Abramson's starting position, but he may make changes depending on comments he receives.
- jj. Abramson suggested adding wording that a cap of 30% is the highest rate authorized. Smith added a friendly amendment to add a limit of 30% maximum to any taps. Robbins seconded the friendly amendment.**
- kk. The vote was five in favor and two opposed (Li and Castanza) to approve the amendment to the motion.**
- ll.** Smith said he doesn't want to approve the motion if the Board will change their mind if there is an outcry.
- mm.** The members who voted in favor said they plan to continue to vote in favor even if there is resistance.
- nn. The Board voted by roll-call on the motion:**
 - i. Jie Li- no, Celmer-yes, Robbins-yes, Smith-yes, Scott-yes, Castanza-no, Okun yes**
- oo. Five in favor two opposed. The motion passed.**
- pp.** Celmer said he has to leave and Robbins can vote for him on the executive session policy.

8. Discussion of executive session policy

- a.** Robbins said he would like to undo any items we passed governing executive sessions and keep only what is in the bylaws. The only reason for executive session is in fact to protect people and the organization not to damage people or the organization. There should not be so many limits.
- b.** Jie Li said he thinks we need a valid reason to enter executive session. He likes the restrictions
- c.** Okun said sometimes we want to discuss something that requires discretion, like the pro system, but it fits awkwardly into the restrictions.
- d.** Scott said she thinks that there are things that need to be discussed candidly in executive session, but if a person is going to be discussed they should be allowed to attend.

- e. Castanza said that you do not have to invite a person to attend the executive session, you merely have to inform them.
- f. Scott said it seems like it is always hard to define exactly why we are entering executive session, but we should be able to speak freely without worrying about what we say being on the record.
- g. Okun asked Abramson whether the requirement to inform volunteers if they are going to be discussed stops him from being able to conduct business smoothly. Abramson said he thinks organizations should be free to discuss personnel matters freely. Abramson would prefer to be able to discuss individuals candidly in executive session to protect the individual from having what is discussed on the record.
- h. Okun said if we are discussing performance good or bad, should they be kept confidential for legal reasons?
- i. Abramson said it is a risk to discuss it in open session, but we aren't as worried about legal problems as much as just avoiding embarrassment.
- j. It is important to be able to discuss potential appointments with pros and cons privately.
- k. Jie Li said we could change the language for entering executive session without dropping it completely.
- l. Abramson said the one clause we are discussing is the one that says we must inform a person who is being discussed and that is the only part of the language that he would like changed.
- m. Castanza said that it is in fact "normal" to have such requirements for conditions to enter executive session. All 50 states and the District of Columbia have provisions in statute that legislate the provisions for Executive Sessions, also known in many states as the "Open Meetings" act. These provisions are also included in the charters of several thousand poly-subs. Andy Okun asked what a "poly-sub" is, and Castanza said it means a political subdivision like a county, or some other sub-division of the state.

- n. Okun asked if most organizations have a clause to inform someone who is being discussed, and Castanza said he isn't sure.
- o. Smith said he did some research and wasn't able to find examples of organizations using similar language.
- p. Castanza reiterated that there are several thousand examples of organizations which have Executive Decision/Open Meetings provisions.
- q. Castanza said that although you have to inform the person you are going to discuss them, you do not have to tell them why.
- r. Scott said it seems silly to tell someone you're going to talk about it, but not to tell them why.
- s. Okun said we don't have a motion at the moment. We could 1)do nothing, or 2)change the language
- t. **Robbins made a motion that we remove the language that we need to inform a person if they will be discussed in executive session.**
- u. **Scott seconded the motion**
- v. Okun clarified the reasons that the Board can enter executive session. There are four reasons, and Robbins' motion would remove part of one of those. The current wording is:
 - i. a) Matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the AGA,
 - ii. b) Subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion,
 - iii. c)Matters which by policy or by-law are required to be confidential, or
 - iv. d)Matters involving consideration of government records that by law are not subject to public disclosure.
- w. Okun said Robbins' motion would remove the second part of item b.
- x. Abramson said if we don't know what we want to do, we could send it to the Governance committee and let them decide.

- y. Okun said we do have a motion, do we want to vote on the motion or vote whether to send the issue to the Governance committee.
- z. Castanza suggested tabling the motion pending the findings of the governance committee. (there was no second)
- aa. Robbins said he is okay with tabling the motion for now, but he would like to get an answer from the committee soon.
- bb. Smith suggested a compromise of removing part of item b) now and sending the policy to the Governance committee for their opinion.
- cc. **The motion would change item b) to: Subjects that tend to prejudice the reputation and character of any person. (dropping the clause provided the person may request a public discussion.)**
- dd. **There was a vote on the motion Six in favor one opposed (Castanza)**
- ee. Okun asked if we want to pass the item to the Governance committee. Robbins said he no longer thinks we need a quick response, but he would like to send it to the committee. There was a consensus that the Governance Committee should look at the policy and report back whether they think it is worded properly.

9. Discussion of member experience

- a. Abramson said he read the report that Smith wrote about membership experience and he supports the idea of writing press releases to the e-journal to let members know what has been discussed in Board meetings.
- b. Daniel Smith has volunteered to do this task for the time being, but he wonders who would do it if he weren't on the Board.
- c. Okun asked if he plans to run his draft press release by the Board before releasing it.
- d. Smith said he would be willing to do that
- e. Robbins asked if no response would count as in favor or opposed to the release. Okun said he thinks no response would be assumed to be consent.

- f. **Jie Li made a motion to appoint Daniel Smith as the Board liaison to the e-journal. Robbins seconded the motion.**
- g. Smith asked to amend the motion to add that someone else be appointed if he leaves the Board. **Robbins suggested adding that at the beginning of each Board term a new e-journal liaison should be appointed.**
- h. **The amendment to the motion passed unanimously.**
- i. **The motion passed unanimously.**
- j. Smith added that he recommends that Board members agree to contact all chapter representatives once per year, and he wondered if it could be made a condition of becoming a Board member.
- k. Okun said this would require changing the bylaws and would require member approval.
- l. All Board members said they would attempt to contact chapters and clubs.

10. Discussion of president search

- a. Scott reported that the committee has nothing to report
- b. Okun said maybe we need a new search committee.
- c. Jie Li suggested posting something in the e-journal so people can nominate candidates.
- d. Okun said we need to get moving so the next president can have time to train.
- e. Okun asked if we could wait until January. Abramson said he thinks that would be fine.
- f. The idea is to select an executive vice president with the hope that they could become the next president.
- g. Scott said she thinks she can get something written in the next week or so and she will circulate it for Board approval to be written in the e-journal.

11. Update on pro system

- a. Okun asked if the discussion of the pro system could be done through e-mail so the meeting can end since it is so long.
- b. The Board members agreed to discuss the pro system through e-mail.

12. **New Business**
 - a. **Go Camp update**
 - i. Abramson said he will publicize in the e-journal that we need someone to organize and run a go camp.
 - ii. Scott said she thinks that would be a good idea.

13. **Establish time and date of next meeting**
 - a. The next monthly Board conference call will be on Wednesday, January 4, 2012 at 8:00 EST.

14. **Adjourn**
 - a. Smith made a motion to adjourn. Scott seconded the motion. The meeting adjourned at 10:06 pm EST

Minutes submitted by Pauline Pohl, AGA Secretary