<u>**AGA Board Meeting 9/23/2018 Executive Summary**</u>

AGA president, Andy Okun, provided updates on International Go Federation efforts to receive IOC recognition, creation of the code of conduct committee, and development of a formal conflict of interest policy. The board discussed updates to org charts and monitoring of expiring appointments. Finally, initial findings on exploration of upgrading the membership manager were reported.

<u>**AGA Board Meeting Minutes 9/23/2018**</u>

<u>**In Attendance**</u>
Martin Lebl (Chair)
Gurjeet Khalsa
Lisa Scott
Steve Colburn
Andy Okun (AGA President)
Christopher Saenz
Paul Celmer
Chris Kirshner
Samantha Fede (AGA Secretary)

Meeting called to order at 8:05pm EST

Steve motions to approve August minutes, Lisa seconds, unanimous, minutes approved.

President's Report:
>>>International Go Federation is applying for IOC recognition by the end of the year. Andy Okun volunteered himself (in a personal capacity) as the IGF's Anti-Doping Representative. Having an anti-doping policy is necessary for IOC recognition; testing only takes place at the World Amateur Go competition.

Chris: We are obligated to let individuals who may qualify for this know that there's a possibility for testing. This includes drugs people use for personal medical reasons, but medical exceptions can be obtained.

>>>Created the code of conduct committee
Karoline Li, Lisa Scott (Chair), Chris Kirschner, Lee Anne Bowie, Vivie Truong, Susanna Pfeffer, Paul Barchilon, Lee Anne Bowie, Nate Eagle (2018 Congress Co-Director), Martin Lebl (Board Chair), Andy Okun (President), and possibly Dave Weimer in the coming year, as 2019 Congress Director.

>>>Working on the paperwork for starting the investments per last meeting's decision. Discussion of a formal conflict of interest policy.

Chris: The IRS really wants us to have COI policies so I used their example to create one for our local organization, so I think doing a similar thing for the AGA would make sense.

Andy: I thought I would talk to our non-profit attorney if it's necessary for us to have a COI policy, if it would help us in cases like we've had, and if this boilerplate is a good option.

Steve: What if we have a COI discussion in our board meeting minutes (a few years ago) that could be in conflict? Would this apply retroactively?

Chris: This would supercede older policies.

Lisa: I think it was a discussion, but not a formal policy.

Steve: There was a bylaws policy from that time, including a COI policy.

Lisa: The current bylaws say that there may be additional COI documentation.

Andy: We specifically have a board policy that allows some COIs (such as book company owners can be on the board).

Chris: And that COIs are disclosed, and that the other board members don't object.

Andy: The IRS's policy on COIs for non-profits have to do with making sure donors are secure in knowing donations don't go to private companies.

Implementing the new bylaws:
>>>COI policy put on hold until feedback from the non-profit lawyer.

>>>Definition of Corporate Officers: minimum needs to be President, Secretary, Treasurer, Executive VP. Other VPs don't need to be on this list, but could be. Individuals who are corporate officers are covered by corporate insurance.

Steve: Is this in the bylaws?

Martin: Any new ones would have to be approved by the board.

Chris: The bylaws say that the board may designate the additional individuals as officers. The main issue is insurance. It's not a big issue, but we do pay for that. Some people are concerned about that.

Gurujeet: Can we solve the insurance question without making people corporate officers?

Chris: Probably, but probably it would cost more. I'm not sure. Right now we have an Officers and Directors policy. So I don't know if the rates would be increased with more VPs included as officers. We can check into that, but I kind of think it wouldn't cost more, unless we added 100 people.

Gurujeet: Where are the VPs defined if not in the bylaws?

Lisa: We have two hierarchies of the organization online that are somewhat out of date. Maybe we can update those before deciding on this.

Steve: There are three different locations, including a definitions document. I've asked Andy to decide which is the right one.

Lisa: Maybe we can ask Andy to work on this or form a committee to work on over the next couple of months so that we can make an informed decision.

Steve: You also mentioned an officer's document?

Lisa: It's an old document that lists the individuals who at the time were in those positions, but most of those positions don't exist right now. It was not intended to be proscriptive.

Steve: Most of these are not listed on our website, but there are still some openings.

Christopher: There isn't a lot of literature on expectations for any of these corporate VPs and regional representatives and I think it would be useful to have for people in the future who might be interested in serving.

Lisa: I agree.

Steve: I would encourage people to read the descriptions on the org charts on the website. But it is sort of out of date.

Christopher: Especially if there are different hierarchies, so that we can identify why there are two or combine them if they're not necessary.

Steve: Right, that's why we're trying to combine things.

[cross-talk]

>>>Appointments to committees: terms of service. The current bylaws have a statement that appointments end after 2 years if they aren't renewed. [Chris] would like us to have a document with those re-appointment dates. So we have a reminder to do it.

Gurujeet: Maybe if we're redoing these charts, it would make sense to get this aligned to a cycle so that we can do this en masse.

Lisa: But not coinciding with the new board.

Chris: I think doing it staggered is important for continuity and not having the board take on all of the renewals at once.

Lisa: Plus, the dates will get off if people leave early.

Steve: The committee appointments aren't necessarily done at the board level anyway. I think these appointment dates and expirations should be publicly available.

Chris: We need reminders. Plus it's a good opportunity to review progress over 2 years. And it should be staggered so there's not more than 1-3 each time.

Lisa: How many are there who would need to go through this process?

Chris: Do you have a list, Andy?

Andy: Only a tentative list.

Chris: It would be VPs, coordinators, etc.

Martin: Maybe 2 dozen?

[cross-talk]

Martin: Maybe Samantha can keep a list of this.

Samantha: Sure, I'll just need an initial list.

Chris: We can do this by pre-publishing our agendas in advance.

Lisa: I think this could cause issues. I think we should just do a list of renewals.

[cross-talk]

Steve: These things are on the website already. The problem is agendas not coming out before a few days in advance.

Chris: Yes, I think we need them 30 months in advance.

Steve: It will be confusing if we have that much blank information.

Lisa: I do think we need to post in advance further than the meetings we have scheduled (2-3 months). Let's take what we want the AGA governance section of the website to look like to a discussion over email.

Steve: There has not been guidance on this section of the website before.

[cross-talk]

Discuss progress on membership manager fix, if any:
Martin: Have we had any progress? Do we have a time estimate?

Steve: No. I've been in discussion with the volunteer who was in charge, who hasn't had time to work on it. I'm reaching out to other volunteers and now moving forward I'll be able to be involved also. I know this is a top priority and I would ask for positivity for these type of issues in the future.

Chris: What sort of expertise is needed for this?

Steve: Minimum- PHP knowledge, probably above average because they're coming in blind.

Chris: How many hours of work is involved?

Steve: It could be 1-5 hours, but it's look at the logs, troubleshoot, repeat. I don't know the total time commitment. But, I'm not a programmer, I'm IT. It's almost impossible to come up with a timeline.

Paul: Was another notification going out to the membership?

Andy: I agreed last meeting to release something in the EJ but I thought we were about to get a fix so I didn't. We're working on it now. I'd like to pass on our gratitude to Charles for working on this.

***Chris: I motion to express our gratitude to Charles for dealing with this emergency.
Paul seconds, unanimous, passes.***

Steve: There are a lot of continuing issues that others are involved in as well as Charles. We should try to have people cross-trained, and have backups.

Update on research of membership manager COTS alternatives (Gurujeet):
After last meeting, Chris and I [Gurujeet] have been looking at commercial options, not just COTS, for membership. We've honed in on one option, but still happy to hear about others. They often have different specialities. For example, some focus on fitness clubs. The one we're looking at mirrors our structure, a central structure with chapters/clubs underneath that. Our impression is that they have good responsiveness and technical support. In addition to standard payment, there's also functionality for chapters and tournaments to manage registration etc. We're not in an evaluation phase yet, we'd need specific requirements to evaluate against. I'd like to see people like Gary and Ted involved as well. I'd like us to read more information and evaluate the features.

Martin: Are there automatic database population tools to port our existing data over?

Gurujeet: They would custom write us a module, probably through an API.

Chris: There's still more info we need, but we're not there yet.

Steve: It sure sounds like you're in an evaluation phase.

Gurujeet: Not yet, because we don't have a formal requirements list.

Steve: In the past, we wasted 13k trying to get someone to build a custom website, and we got nothing. Why are we looking for a new system to replace our current system?

Gurujeet: Well in addition to the issues we've been having, I think the additional functionality could be useful to chapters and the organization.

Steve: Have you asked any operations people about this? Because I haven't heard any complaints about our current system.

Gurujeet: I've been talking to Ted Terpstra, Gary Smith, Paul Celmer.

Steve: Are we trying to do those other functionalities now anyway? Or are there things we'd tried to do but couldn't because of functionality limitations?

Gurujeet: Well no, because we didn't have the functionalities available.

Martin: Well, chapters have to make their own websites now, and don't have the option to mail to non-chapter members in the state or local area. This new membership manager would help with that.

Lisa: I have a problem with that idea. Just because I'm in an area doesn't mean I want to get email from any chapter head. We'd need a policy to allow for this, but generally, we shouldn't because it's a privacy violation.

Martin: Plus there's new functionality available now compared to 10 years ago [when the past issue Steve brought up occurred].

Gurujeet: I'm surprised there's so much resistance to this [looking at a new membership manager]

Steve: Well first we need to know what we're looking for in the future. We need to define our requirements.

Lisa: It might be fun/nice to look at what's out there but it's not a good use of time to just look around. I don't want us to waste our time before we know what we're looking for.

[Steve left meeting]

Chris: Steve is our systems manager, but he's under-resourced. So he has to spend a lot of time finding resources. I'd like him to be able to just devote the time to systems management, not as much scrambling for resources. I think it's a good idea to evaluate our system and what we need every 10 years, like with the bylaws.

Lisa: We haven't discussed what this costs yet.

Gurujeet: Well the different systems have different prices, but $400/month for maintenance. $5000/year. Our current system is insecure, and not updated, and we don't have features.

Lisa: We did update our security recently. My resistance is just that I'm concerned about how we're approaching it. But Steve had to leave the call so he can't really answer well.

Chris: The problem is that we, particularly Steve, have been trying to deal with this and have been unable to make progress.

Andy: For an organization of our size, it may be a lot of money but I think it could be very helpful. I think we could spend that money on this well.

Lisa: One, we could put that money towards the problem by paying our current volunteers to work on it, rather than outsourcing. Two, both Steve and Andrew should have been involved in the beginning of this conversation because they're the ones who are actually working with the system so they could help make a list of requirements.

Gurujeet: They've had the opportunity to contribute and there's been negativity about this that hasn't been helpful.

Chris: Andrew's estimate for a new membership management system a few years ago was 6 figures; there's no way the amount of money we're talking about [$5000] would have changed programming availability from our volunteers (if they were contracting for us for money).

Andy: Andrew could come up with a number now if asked, but I need you to be specific about what you want an estimate for.

Chris: Repair and update the system to current technology.

[cross-talk]

New business
Christopher: Cotsen open is in 3 weeks. Next year is the 30th anniversary so we're talking about doing something bigger.

Set time for holiday meetings...check your calendars and travel plans
November meeting set for Nov 11th.

Adjourn
Chris motions to adjourn,[?] seconds, unanimous, meeting adjourned at 9:55pm