

Minutes
AGA BOARD OF DIRECTORS MEETING
Sunday, April 22, 2012 – 8:05 PM EST

Meeting called to order by: Andrew Okun at 8:05p, EDT/5:05pm PDT
Type of meeting: Regular Monthly Conference Call

Attendees:

Jie Li (At Large)
Chuck Robbins (Eastern Region)
Paul Celmer (Eastern Region) - absent
Lisa Scott (Central Region)
Daniel Smith (Central Region)
Andrew Okun (Western Region, Chairman)
Gordon Castanza (Western Region)
Allan Abramson (President)
Quorum established

Agenda:

1) Minutes Approval

- a) Okun: No reply about the back minutes. Has anyone but Castanza reviewed? These are the minutes in arrears (January 4, January 21, and February 12). All previous minutes that have been approved have been sent to Chris Garlock to be posted.
- b) Castanza: Do those minutes still need to be approved?
- c) Okun: No, they were approved via email when no one had changes after one week.
- d) Castanza moves to approve the March 18 minutes, Robbins seconds.
- e) Scott asks which set we are approving. She does not believe that anyone has read the more recent minutes closely enough to approve them, since there are notes from both Okun and Castanza that have not been combined.
- f) Smith suggests that we approve the combination of those minutes, with the proviso that objections may be made by email. Castanza wants a deadline for approval, and Okun suggests two weeks since the Costen is one week after the board meeting.
- g) Castanza clarifies that the motion is to approve combination of minutes unless objections raised. Motion passed

2) New Business

- a) 2011 Congress financials
 - a.i) Castanza adds an item concerning an audit of the 2011 Congress financials, citing complaints from chapters and members.
 - a.ii) Scott suggests this take place in Executive Session because it is financial, and Okun suggests that this decision be made when the item is taken up.
- b) Okun notes an error on the President's Report because it includes Andrew Gross, who is not on the call.

- b.i) He asks the President whether an item concerning the Nihon Ki'in and Seattle Go Center law suit should be added to the agenda.
- b.ii) Castanza suggests that it be left to the Seattle go Center. Okun agrees that he is not suggesting we do anything in particular.
- b.iii) Abramson suggests that there is a rumor that the Yomiuri Shimbun may publish an article, but that there is no reason for this to be "new business" at this time.
- c) Scott asks for an update on the WMSG. Abramson provides an immediate answer.
 - (c.i.1) The IGF has sent no new details.
 - (c.i.2) We've raised roughly \$1700 to support our team, but would like to raise much more, and we do not yet know the size of the team.

3) President's Report

a) Membership Database

- a.i) Abramson has not been able to contact Malveaux (Registrar), and new registrar volunteers have not been put to work. Zimmerman (former registrar) has agreed to re-assume leadership on the membership system.
- a.ii) Abramson was under the impression that the problem was backlogged data (nothing updated since late November or early December), but Zimmerman informed him today that the system is broken in key areas and does not run reports properly. Chris Garlock will be researching this issue.
- a.iii) Abramson believes that this is a serious problem because the chapters and members will not be able to receive the information that they need. He considers this high priority and should be resolved quickly.
- a.iv) Questions?
 - (a.iv.1) Robbins asks if no one is available to solve the problem
 - (a.iv.1.a) Abramson says that the issue is tracking down the system on the new server. Someone will also have to agree to troubleshoot, which could take a long time. Something appears to have broken in the last 6-8 months.
 - (a.iv.2) Smith asks if we know what's broken.
 - (a.iv.2.a) Abramson answers that he knows of at least one issue: new membership data is not appearing in the TD list. Another issue is that names do not appear on reports, although other information does. There may be other problems.
 - (a.iv.3) Okun asks who is conversant with the system technically?
 - (a.iv.3.a) Abramson replies that perhaps someone on Garlock's [website transition] team knows how to work with the system.
 - (a.iv.4) Okun asks if the system was designed by Justin Kramer? Abramson replies that he believes so, and Robbins asks if anyone has talked to Kramer about these issues?
 - (a.iv.4.a) Abramson says that he will talk to Justin.
 - (a.iv.4.b) Okun adds that the person who created the system will troubleshoot much faster than other people.

(a.iv.5) Smith suggests that he is a software engineer, so consider him a backup if nothing else works.

(a.iv.6)

b) Information Item: Pro System

b.i) Tygem is struggling with its Online Pro-Qualifier Tournament. They are drafting an announcement for Myungwan Kim to translate. We are trying to encourage all members to participate.

(b.i.1) Okun says that each participant will also receive a commemorative pin.

(b.i.2) Abramson says that Tygem has asked for an Online TD, but has not defined that person's role yet. We are searching for an appropriate person.

(b.i.3) Okun says that there is a sense that they want an AGA person since it is an AGA Tournament. This person should be able to be formally in charge, so it may need to be someone involved with the Pro System, rather than a normal TD.

(b.i.4) Abramson says the person will be found.

(b.i.5) Scott asks the dates of the tournament in question.

(b.i.6) Abramson and Okun answer that it is 3-4 weekends in June. No schedule has been nailed down yet.

b.ii) All other Pro System discussions are going well. The focus is currently on the first qualifier, at the Costen. Okun, Abramson, and Castanza will be present. Pros attending include Janice Kim, Yilun Yang, dignitaries and citizens from Japan, dignitaries from Korea, and the Secretary General of the KBA.

(b.ii.1) There are currently about 150 attendees, with few local Korean players.

c) Information Item: FY13 Budget

c.i) Abramson received no further comments since the last meeting.

c.ii) Scott has a few small questions.

(c.ii.1) What was Pro Travel (line item 64200) referring to?

(c.ii.1.a) Abramson said that this item had a footnote. He is putting aside funds for our new pros to travel to Korea, approximately \$3000 total for this first year.

(c.ii.1.b) Robbins asks how much travel this will cover. Abramson estimates that it will cover one trip each per pro, and it may not quite stretch that far.

(c.ii.1.c) Scott asks if they are bring covered once they arrive in Korea. Okun says no. They will go to train, and will pay a small fee for training, as well as room and board. He believes that although we cannot do much, we should support them at least this much.

(c.ii.2) Scott's second question: there is a line item that still reads "tokens." This should be updated to reflect NYC's current system. Abramson says this will be updated.

- (c.ii.3) Scott's Third Question: Why do phone and insurance cost what they do (in the 60000 category).
 - (c.ii.3.a) Abramson says that they the telephone amount is primarily the conference line. Scott suggest that the number is too high, and Abramson responds that in 3rd Quarter FY12 we were already at \$900. He agrees that we should find a cheaper system.
 - (c.ii.3.b) Scott asks about insurance costs. Okun says that before she joined the board that was acquired. Abramson says that the cost is for directors and officers' liability coverage against possible legal actions. It is a good price.
 - (c.ii.3.c) Scott then asks about web-hosting costs (in the same section). Scott wants to know if the number has gone up or down with our website transition.
 - (c.ii.3.c.i) Abramson says that because the migration is not finished, he does not know what will happen in the next year.
- c.iii) Castanza reminds Abramson that at the last meeting he asked about the money received from the 26th US Go Congress (2010).
 - (c.iii.1) Abramson says that he did not yet have a chance to look into that. The issue was that they had a separate bank account and we have no been able to verify numbers. We have received a check from them.
 - (c.iii.2) Okun asked if the AGA ran the Congress, and Abramson says that (although inconsistent with the Memorandum of Understanding) the locals had a separate entity that ran the Congress.
- c.iv) Smith asks about the credit card (line item 40900) that assumes 50 new credit cards. He asks how many have been used.
 - (c.iv.1) Abramson replies that fewer than 20 have been used.
 - (c.iv.2) Smith suggests that 50 new cards is optimistic.
 - (c.iv.3) Abramson believes that 50 is a pessimistic number. We did receive well over \$1000 from credit cards by the 3rd quarter. He believes that if we fall short, it will not be by much.
 - (c.iv.4) Okun asks if we would like to revisit the idea of a benefit for using the card. Scott says that at this point she believes it is too late. Abramson says he will keep trying to advertise.
 - (c.iv.5) Abramson says that he does not believe the number will make a different to the overall budget. Smith agrees, but says he would like to be close to accurate. Abramson says 25 might be more realistic and he will change it, so the total earned will now be \$1250.
 - (c.iv.6) Scott says this sounds reasonable since there are still old cards, and Abramson agrees they are generating money.
- c.v) Castanza asks if there is more information about the 2011 Congress losses, and asks if the figure is still around \$30,000.
 - (c.v.1) Scott replies that the budget says \$22,000. Scott clarifies for Okun and Castanza that this is line item 58100. She also suggests that this item be discussed along with Castanza's new business item, since they are the

same topic and she has other related issues to discuss that she did not bring up earlier in the budget discussion.

(c.v.2) Castanza reiterates his question directed to Abramson, who replies that he considers the books closed unless there is new information. The net loss was roughly \$22,000. He was not aware until this moment that there may be additional information, as Kirschner had stopped working on the finances and essentially closed the books.

(c.v.3) Scott says that she does not know if there is new information, but that the record being only in one line item does not tell the whole story.

(c.v.4) Abramson asks if she would change anything. Scott replies that the figure does not take into account AGA expenses, technology purchased for future Congresses, etc. She has a prepared statement to read during the New Business Item.

(c.v.5) Okun asks that the iPrepared Statement wait, as it concerns FY '12 and the current discussion is of FY '13.

c.vi) Abramson summarizes discussion:

(c.vi.1) Change the word token to be more descriptive.

(c.vi.2) Reduce the projected number of credit cards from 50 to 25.

c.vii) Scott moves to approve the budget. Robbins seconds. Motion passes five to one (Castanza opposed).

4) President Search

a) Okun has found no other interested parties except for one email asking for information. Scott confirms that that person is interested and is working on an application.

b) Robbins asks if Larry Russ has been solicited. Okun says that he has an interest in the future but does not current have the time.

c) Okun says that he is considering the position himself. He has also found a person who might be interested in the Executive Vice President position who is nearing retirement.

d) Li asks how many times the ad was run in the Ejournal. Okun and Abramson say it ran once or twice.

e) Robbins suggests that we ask Garlock to run the story multiple times in a two week period. Abramson suggests an email could be sent to all members without using the Ejournal.

e.i) Robbins suggests that we address non-members as well, even if they have briefly lapsed.

e.ii) Scott asks if they are allowed to be president if they have lapsed, since Board Members are not allowed to have lapsed.

e.iii) Smith says they may not be eligible if they have lapsed for that long.

e.iv) Scott says the rule for the board is a full year of membership. Smith would be surprised if it is more lenient for the president.

e.v) Okun suggests emailing the current membership and asking Garlock to publish a notice. Abramson suggests he will work with Okun on this issue.

- f) Okun says that there has been one person interested in the Secretary position, a young man who is a member of the Santa Monica Go Club. Okun will introduce him to Castanza and Abramson at the Cotsen.
- g) Robbins suggests that he has the ability to record on his voice system and he could send an MP3 of the meeting if that would help. No clamor to do so.

5) New Business

a) 2011 Go Congress

- a.i) Castanza raised the issue. He has been receiving queries about the financial loss, including acrimonious comments and some chapters reconsidering their membership dues in light of the loss and the minimal received benefits.
- a.ii) Abramson asks for examples.
- a.iii) Castanza suggests that one question concerns the agreement between the AGA and the Congress Organizers, who may have needed a bit closer supervision. Paul Celmer recently discussed the need for more supervision from the Congress Liaison. Castanza reminds the board that there were violations of the Agreement between the AGA and the Congress with the 2010 Congress, and now there seem to be violations again
- a.iv) Scott emphatically asserts that there were no violations of the agreement. There were financial problems, but not violations.
- a.v) Castanza suggests that Scott be less defensive because the critiques are coming from the membership, not him.
- a.vi) Scott suggests that Castanza is putting together what people said, and since they do not know details (especially about the 2010 Congress), they could not be coming to that specific conclusion.
- a.vii) Robbins says that it certainly does not sound like there were violations with the 2011 Congress, and that we only need to worry about this with the 2010 Congress.
- a.viii) Robbins says that for the 2011 Congress, we need to analyze why there was a loss and make appropriate changes, such as pricing registration higher. He says from experience that there is continual disagreement over how cheaply to price things.
- a.ix) Okun suggests that we are talking off the top of our heads, having not had time to prepare.
- a.x) Scott says that she has prepared a statement in response to Gordon's introduction of the item, which she could email or read. Robbins suggests a 60-second version. Scott reads the first paragraph of her statement. "I am going to read this prepared response so as to avoid saying anything unconsidered. It is my feeling that there has not been a careful looking over of the accounting of the 2011 Congress, and that while this is likely not problematic, it may be of some concern. However, to be perfectly candid, we did not have a treasurer. As our treasurer, Gordon declined to execute his duties after the Congress ended, and after he was compensated for the time that he was expected to devote to the Congress books. As we also had other personnel issues, which I would rather treat as tersely as possible, I was forced to depend on Chris Kirschner to step in and fulfill this role. Clearly, this

is less than ideal. I do not personally have financial expertise, and thus was depending for financial auditing and final records upon those members of my team, namely Gordon, who did possess such expertise.”

- a.xi) Abramson provides two general comments.
 - (a.xi.1) He asks Castanza to provide specific questions and concerns that would inform the rest of the board.
 - (a.xi.2) He reminds the board of the discussion at the last meeting, suggesting that Kirschner did carefully review everything that he received and did not see anything unreasonable. He believes that expenses reflected decisions made, and the decisions can be argued but not the fiscal accountability.
 - (a.xi.2.a) He thought we had agreed that the deficit was roughly \$22,000, and that we were to move on.
 - (a.xi.2.b) As a result of the Congress loss, the AGA had agreed to directly take over Registration and Financial Management of the Congress beginning with the 2013 Congress.
 - (a.xi.3) Oversight questions should be answered that decisions were made by all together, because we are all responsible for the management of the Congress. He is not sure how useful it would be to go back, except to answer specific questions.
- a.xii) Li asks Abramson to clarify the customary Congress profit. He believes that it is roughly \$20,000, but 2011 lost \$20,000. Accounting is necessary to understanding where we spent too much and where we didn't receive enough.
 - (a.xii.1) Scott and Abramson say that we were expecting a very small surplus this year because of higher costs at Santa Barbara, and we were willing to accept less than \$10,000. Abramson says we have a clear understanding of where the budget was exceeded.
 - (a.xii.2) Li asks where, since he didn't know.
 - (a.xii.3) Abramson says comps were exceeded by \$12,000-\$13,000. Scott says that in this instance, the financials need to account for AGA Comps vs. Congress Comps.
 - (a.xii.4) Li asks if we comped too many professionals?
 - (a.xii.5) Scott replies that in short, yes.
 - (a.xii.6) Abramson says that we comped too much in general.
 - (a.xii.7) Scott and Abramson disagree about the amount that was originally budgeted for comps (Abramson saying \$15,000, Scott saying that her budget was much higher).
 - (a.xii.8) Abramson reiterates that it is his understanding that comps were \$12,000-\$13,000 over, and that this amount would be over half the loss. There was also a \$5,000 bill from Santa Barbara for facilities for which the Congress had not budgeted.
 - (a.xii.9) Scott says that a major problem was the structure of fees. Santa Barbara would not allow extra cushion to be built into room and board, so

the Congress had to charge their cost to the penny. This meant that additional youth affected the budget more than usual.

(a.xii.9.a) Robbins asks why there was no markup.

(a.xii.9.b) Scott says it is Santa Barbara's policy and they would not budge.

(a.xii.9.c) Robbins says we should never again have a Congress with this restriction.

(a.xii.9.d) Abramson suggests that the difference was built into the Registration fee. Robbins says not enough.

(a.xii.9.e) Scott suggests that this also made comps even more painful, since they could not be made up for in room and board.

(a.xii.9.f) Li says we should remember to not comp so much in future.

(a.xii.9.g) Abramson agrees and says we should have all costs more in hand now that the AGA will be more involved.

6) Date and time of next meeting: 8pm EDT/5pm PDT June 3rd, 2012.

7) Scott moves to adjourn, Robbins seconds. Meeting was adjourned at 9:13pm EDT/6:13pm PDT.