

IFCA Board of Directors Meeting, Sunday January 26th, 2003 at 16:15 at La Creole Beach Hotel, Gosier, Guadeloupe, French West Indies

Present Ray Hirschfeld, Director, President, Chair
Marc Briceno, Director
Nicko Van Someren, Director
Paul Syverson, Director
Hinde ten Berge, Secretary

Not present Barb Fox, Director

Ray presents the agenda:

1. Officers' reports
2. Completion of business from previous meeting and email discussions, including Membership Guidelines and Financial Guidelines
3. Discuss FC04 hosting proposals
4. Discuss FC04 Program Chair candidates
5. Discuss FC04 General Chair candidates
6. Nominate directors
7. Bylaws
8. Any other business

1. Officers' reports

Ray Hirschfeld, President

- Manage officers' action items & deadlines: This partly went all right but might need some restructuring. An additional agenda item is added for the incoming board meeting just before 'elect officers': 'officers' responsibilities and reporting structures'.
- Coordinate conference planning with General Chair and Program Chairs: worked closely with the General Chairs and it went reasonably well. Phong Nguyen sometimes was reluctant to take authority, but everything seems to be taken care of.
- Explore cooperation with other conferences and associations: no work has been done.
- Investigate additional payment possibilities: Nothing came out of Everbank. PayPal is part of the next agenda item.
- Website: over the year the website was down while we weren't able to reach it ourselves. Communications with Kevin were problematic. However, now we have our own dedicated server with root access and after Ray went down to Florida to work with Kevin the database was working again.
- Mailinglist: the mailinglist will be moved to our server. This has to be done soon since Marc's machine, on which the list is running now, needs new hardware and will be down for at least a couple of days starting mid-February. Furthermore, the new machine may not be configured to run mailing list software at all for security reasons. First the IFCA box needs to be reorganized extensively. Ray also plans to move the primary nameserver to Amsterdam. The secondary nameserver can stay with Vince Cate.

ACTION ITEM: Ray needs help to take care of reorganizing the server.

Adam Shostack, Vice President *[not present]*

- Attract participation from the 'user side': no results have been achieved.

- Solicit and coordinate FC04 hosting proposals: see agenda item 3.
- Coordinate website proposals: see agenda item 11 for the next board meeting

Hinde ten Berge, Secretary

- Membership requests: Six people were interested in receiving more information on membership or becoming a member. However, after sending the application form none of them ever replied.
 - Proceedings:
 - FC01 – In September / October the proceedings of FC01 were sent out to the members. Some were delayed because members provided PO boxes or incomplete addresses. About 60 proceedings were sent out; we have 10 remaining copies.
 - FC02 – The proceedings will be published in February / March. Full list of addresses is ready to be sent to Springer.
- ACTION ITEM: Paul to send his correct address to Hinde.**
- Registrar IFCA: While filing the new bylaws with Counsel Limited our registrar requested unnecessary paperwork. Hansa Bank, who holds the shares in trust, suggested that we either find a new trustee to replace Hansa Bank or that Hansa Bank becomes the new registered office of the corporation. In August 2002 the registered office was changed.
 - Bylaws: The Board Members will need to sign a resolution during this week so the changes as agreed upon during the FC02 General Meeting can be filed with the registrar.
 - Administration: A full administration has been set up with hard copies of all minutes, corporate documents and so on. This administration will be filed with Hansa Bank. All minutes of FC99 are missing.
 - Members' administration: The database is up-to-date except for bouncing email addresses. A hard copy of every year's database will be filed in the general administration.

Ben Cutler, Treasurer *[not present]*

- General finances: Ray has asked Ben for full reports of every year up to now to be prepared for the audit. Ben has sent in the financial statement of 2002, but Ray thinks it is not complete.
- ACTION ITEM: Ben to make all complete reports of all years within the next month.**

Marc remarks that the documents requiring review have to be submitted to the Directors before the meeting so that they can be read in a reasonable amount of time. The financial statement of 2002 can not be reviewed now; none of the Board Members were able to prepare anything. The Board will read the statement over the next 3 days and an agenda item will be added for the next meeting to review the documents. Detailed financial analysis will follow later when the full final report is ready.

2. Completion of business from previous meeting and email discussions

General Chair [Nicko]

<insert> Report on FC02

Extra remarks:

- The General Chair should start working on possible sponsorships as soon as it is known who the General Chair will be.

- As soon as the General Chair, Program Chair, location and tentative date are known the framework of the website should go up.
- nCipher's research department takes up the costs of the FC02 pre-proceedings.
- Nicko will submit a bill with the last expenses he made and his organizer's fee.

Nicko

- To look into possibilities with PayPal: no one is really interested. Item is dropped.

Ray

- Discuss sponsorship with Everbank: they won't offer 'real' sponsorship and IFCA is reluctant to recommend products. No longer to proceed with this.
- Find out details on registering 'IFCA' and 'International Financial Cryptography Association' as International Trademarks: nothing has been done.
ACTION ITEM: Ray to talk with Robyn about International Trademarks.
- Contact Don Beaver about copyright release logo: Don never responded so we have just used it. Item is dropped.

Marc

- Take over mailinglist until Kevin has installed Mailman: done; see President's report for details.

Adam

- Write proposal for formal article on amending bylaws without filing with the registrar: item is dropped.

Barb

- Write report on DMCA Liability: item is dropped.

Unassigned action items

- Look into auditor and directors liability insurance: Ben has suggested an auditor. Liability insurance is important.
ACTION ITEM: Ray to look into this while in Anguilla next week. If nothing comes out of that Ray and Hinde will discuss options with Lyn Bell and report findings back to the Board.

Accepted motions by email

- April 2002 – To set dates for FC03 to be 27-30 January.
- June 2002 – Resolved, that the General Chair be directed that the conference budget be closed and a final report submitted no later than three months after the end of the conference. An extension of up to three additional months may be granted if requested together with a preliminary budget overview including estimates of all outstanding expenses. Conference-related expenses not declared within six months of the end of the conference will be reimbursed only in exceptional circumstances with the approval of the President or the Board of Directors.
- July 2002 – Any IFCA related expense must be incurred no later than 3 months after the expense is approved unless otherwise specified at the time of approval. Else, approval for such expenses lapses.
- Any expenditure to be reimbursed by IFCA must be declared no later than 3 months after it is incurred or 3 months after it is approved, whichever is later, unless otherwise authorized by the Board.
- July 2002 – To approve the General Chair's FC03 budget proposal submitted to the Board on 28 August 2002

- September 2002 – To appoint Phong Nguyen as FC03 General Co-Chair, to work together with David Pointcheval.

All confirmed.

One decision was made by the President:

- August 2002 – To change Registered Office from Counsel Limited to Hansa Bank.

Official motion is proposed: all in favor.

3. Discuss FC04 hosting proposals

- Dominican Republic
- Bahamas
- Anguilla
- Panama

We do not have any complete proposals and much is unclear. Discussion starts on thinking of moving out of the Caribbean to attract more corporate attendees.

ACTION ITEM: during the General Meeting the members will be asked how they feel about US territories or Europe.

ACTION ITEM: Nicko to call tourist offices in the US and Europe to get quotes.

ACTION ITEM: Marc to ping the people who proposed Panama to receive more information.

ACTION ITEM: Ray to visit Anguilla to check the hotel status.

4. Discuss FC04 Program Chair candidates

Having two co-Program Chairs as an experiment worked out reasonably well for a first time; maybe we should do it again. Nicko points out his concern that the guidelines for submitting papers are based on academic standards. Business talks as well as policy, economic and legal talks usually are in a different format. He proposes to also accept proposals for talks rather than pure academic papers, which then should not be included in the proceedings. Marc proposes increasing the submission size limitations for legal papers to sizes customarily used for legal submissions. This item will be further discussed during the next board meeting, agenda item 11.

Several candidates are considered.

5. Discuss FC04 General Chair candidates

Several candidates are considered.

6. Nominate directors

One position is up for election: incumbent is Barb Fox. She already stated she will not stand for election. Several candidates are discussed. Marc states that the IFCA Election Guidelines permit the Board to recommend more candidates than there are openings. Marc recommends to change the Election Guidelines.

Duncan Goldie-Scot is nominated and seconded under the condition he agrees to stand for election.

7. Bylaws

Covered in Secretary's report.

8. Any other business

Marc: states again it is necessary to replace hardware from the current mail server. The harddrive can fail any moment.

Nicko: none

Paul: The Board is discussing too many 'Mickey Mouse' problems that keep on returning at meetings. We should be able to just fix the problems and drop the items!

Ray: none

The meeting is adjourned at 6:25 PM

ACTION ITEMS

- **Ray needs help to take care of reorganizing the server.**
- **Paul to send his correct address to Hinde.**
- **Ben to make all complete reports of all years within the next month.**
- **Ray to talk with Robyn about International Trademarks.**
- **Ray to look into this while in Anguilla next week. If nothing comes out of that Ray and Hinde will discuss options with Lyn Bell and report findings back to the Board.**
- **During the General Meeting the members will be asked how they feel - about US territories or Europe.**
- **Nicko to call tourist offices in the US and Europe to get quotes.**
- **Marc to ping the people who proposed Panama to receive more information.**
- **Ray to visit Anguilla to check the hotel status.**

Agenda General Meeting, Tuesday January 28th, 2003

1. President's report
2. Treasurer's report
3. Secretary's report
4. Present Board's director nominations
5. Nominations from the floor
6. Director candidate's campaign statements
7. Elect directors
8. Conference venue
9. Any additional items raised by the membership

Agenda Incoming Board Meeting, Thursday January 30th, 2002, time TBD

1. General Chair's report on FC03
2. Minutes of previous meetings (2002 + 2003 outgoing)
3. Select FC04 venue
4. Appoint FC04 Program Chair
5. Appoint FC04 General Chair
6. Officers' responsibilities and reporting structures
7. Elect officers
8. Reimbursement/waiver policy for directors/officers/chairs/PC members

9. Financial Statement 2002
10. Conference price structure
11. Conference content structure
12. Website development
13. Financial audit
14. Continue any business from the outgoing Board meeting
15. Any other business

APPENDIX (CONFIDENTIAL)

FC04 Program Chair candidates (with a possibility to have co-chairs)

- Markus Jacobsson
- Ari Juels
- Benny Pinkas
- List of candidates last year excluding current Program Chairs:
 - Tomas Sander
 - Hal Varian (finance)
 - Kazue Sako
 - David Friedman (finance)
 - Markus Jacobsson
 - Jacques Stern
 - Stefan Brands
 - Dan Boneh

FC04 General Chair candidates

- Rebecca Wright when going to the Dominican Republic (however she is not willing to serve next year because of her position as Program Chair this year)
- Possible co-chair Ray Hirschfeld and Hinde ten Berge when going to Anguilla
- Hinde ten Berge regardless of venue
- Nicko van Someren is willing to serve as Sponsoring Chair if Hinde is General Chair

Director candidates

- Adam Shostack -> willing to stand for election if IFCA will undergo a radical and fundamental change
- Rebecca Wright -> no final answer yet
- Duncan Goldie-Scot