

**Minutes of IFCA Board Meeting** \_\_\_\_\_  
**Friday, 17 February 2012, 16:30 GMT.**  
**By Conference Call**

**Present:** Ray Hirschfeld, Director, Treasurer, Chair  
Sven Dietrich, Director, President  
Tyler Moore, Director, Vice President  
Burton Rosenberg, Director, Secretary  
Moti Yung, Director

**Minutes**

- Meeting called to order 11:33 EST, 16:33 GMT.

**Site Coordination Chair**

- Tyler introduces to the floor discussion of a Site Coordination Chair. He reads the position description, and that text is included as an appendix to these minutes.
- The need for a person to develop sponsorship relationships on a sustained basis was reiterated, however mostly to stress that such a position could not be combined with Site Coordination Chair without overloading the position.
- The position description specifies a three-year term. Ray thinks the position should not have a particular duration, and Tyler agrees. The position statement is amended, using the language in the IFCA guidelines for election of the chair of the board of directors.
- With this amendment to the position description, Tyler moves for the creation of said position; Moti seconds. The board votes unanimously in favor and the motion passes.
- Moti moves to elect Ray to the position of Site Coordination Chair and Tyler seconds. Ray abstains all other board members are in favor. The motion carries.
- *Action Item:* Ray and Tyler to finish exact wording of the position description.

**Anguilla corporation vs. Dutch foundation**

- Ray would like to separate the move of IFCA to a Dutch Foundation from the governance structure of IFCA. Moti points out that this is not possible, as a Dutch Foundation comes pre-loaded with a certain governance structure. Ray says that he will keep the foundation bylaws so general as to minimize this issue.

- The question of compliance with Anguillan regulations was raised, as this is one of the difficulties IFCA has had as an Anguillan corporation. Burt notes that IFCA is never 100% in compliance, due to a mismatch between IFCA's needs and the general assumptions on Anguillan corporations.
- To the question of expense, Burt says that although he does not think the Registered Office would like to lose us at this moment, they will at some point begin charging real rates for their services, which he believes will be startlingly expensive.
- Ray reminds the board of previous investigations comparing a US 501(c)3 organization to a Dutch Foundation, and those investigations gave a preference to a Dutch Foundation.
- It was argued whether the board should go ahead at this time with some steps towards a Dutch Foundation in anticipation of a positive final decision by the membership at the General Meeting.
- Burt finds the proposal for a Dutch Foundation, made so general so as to accommodate any choice of governance structure, too vague a matter to take action on. Moving to a Dutch Foundation has more meaning for the board than it would have for the membership — it is about the difficulties and annoyances of being under an Anguillan Registered Office. Without clarity, the membership cannot be expected to understand the advantages of the move, as they never suffer the disadvantages of the current structure.
- Moti also objects to moving forward and spending money at this time. While there is no definite plan in place, he considers it unwise to commit resources.
- Ray says that the closest match that can be made between a new foundation with the current IFCA structure is to make the directors of the foundation elected by the participants of the conference. There are no members in a foundation, but IFCA membership is the same as attendance at the conference, with few exceptions.
- Such a structure can have an executive committee, perhaps selected differently, that meets more frequently than the rest of the board, and carries out the foundation's business, in the roles of President and Secretary-Treasurer.
- Tyler would like to have a specification for the foundation put before the membership, and a comment period ensue, before any other action on this issue.
- *Action Item:* Ray to work in concert with other board members to develop a specification for the foundation.

### **Transparency and Reporting**

- The public archive has been moved to the IFCA website from the University of Miami server. There is no link yet from the main IFCA site due to two items Ray would like

changed. Ray tells Burt what they are and Burt promises to change them immediately.

- Burt asks the board whether the budget summaries that have been put on the public archive sufficient for transparency. Tyler's suggestions for improvement are that: there be more years; that there be numbers for FC11; and that account balances be presented in summary over a sequence of years.
- *Action Item:* Ray to get FC11 budget summary posted to the public archive.

### **Governance**

- Ray explains that his original proposal had a steering committee that separated out the academic part of IFCA from the business part. Under that scheme, discussion of a Dutch Foundation was to be separate from discussion of governance, as the move to a Dutch Foundation only affected the business part.
- Tyler counters that the original proposal meant a complete and sudden loss of accountability of the foundation to the membership, as there are no links between the foundation and the proposed steering committee.
- Moti points out the the current structure weathered the storm. Although there was a disruption, there was a democratic and measured process that limited the response and allowed the association to continue and recover. It was unfortunate that the directors that stepped down got treatment they didn't deserve, but the association continues.
- Ray thinks that it survived as much by a measure of good fortune that Tyler and Moti were available and willing to step forward to fill those director spots.
- Moti says that in plans for a new governance, the troubles of the present should not eclipse considerations of the future. A new structure should be a structure that looks ahead in a positive way and grows the conference long term.
- Ray asks if the board would like Hinde invited to the next meeting. The board affirms and Ray will invite Hinde.

### **New and concluding business**

- The chair asks the board for new business, and there is none.
- Next regular board meeting date was previously set to be Sunday, 26 February, at 2 PM in Bonaire.
- The chair, hearing no objection, adjourns the meeting at 12:55 EST.

## Appendix: Agenda

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- \* IFCA jurisdiction and structure
  - site coordinator position
  - Anguilla corporation vs. Dutch foundation
  - transparency and reporting
  - governance
- \* new and concluding business

## Appendix: Site Coordination Chair

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"The site coordination chair is responsible for the long-term planning of selecting conference venues. Responsibilities include:

1. Visiting prospective conference locations at minimal cost to IFCA;
2. Liaising with tourist boards in prospective host countries;
3. Meeting with conference staff at prospective hotels;
4. Making recommendations to the board about the suitability of locations and hotels, in terms of amenities, pricing and accessibility;
5. Coordinating with board members and general chair with regard to the details of the arrangements at the conference locations;
6. Attending the conference to ensure smooth operations by aiding the general chair in liaising with the hotel conference staff.

The site coordination chair can be compensated for these efforts, in the form of waived registration fees, reimbursed travel and accommodation during the conference. The site coordination chair is selected by the board of directors by majority vote, *and is appointed on a 3-year basis.*" [italicized provision was not approved]

## End of Minutes

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