

**IFCA Board of Directors Meeting, Sunday March 10<sup>th</sup>, 2002 at approximately 12:00 at the Sonesta rm. 1412, Bermuda**

Present            Marc Briceno, Director and President  
                      Ray Hirschfeld, Director and Vice-President, Chair  
                      Barbara Fox, Director  
                      Adam Shostack, Director  
                      Nicko Van Someren, Director and FC'02 General Chair  
                      Hinde ten Berge, Secretary  
                      Ben Cutler, Treasurer (present for his report only)

Ray presented the agenda:

1. Officers' reports
2. Minutes of previous meeting
3. Completion of business from previous meeting and email discussions
4. Discuss FC03 hosting proposals
5. Discuss FC03 Program Chair candidates
6. Discuss FC03 General Chair candidates
7. Nominate directors
8. Bylaws / Guidelines
9. DMCA
10. Any other business

**1. Officers' reports**

**Ben Cutler, Treasurer**

Almost everything is completed although Stuart's final report is not in yet. In 30 days the books will be closed, so his additional expenditures need to be in by then. Overall there is \$80,000 in the bank. IFCA earned about \$18,000 - \$20,000 last year. Additional income may be \$4,000 - \$6,000 [*check with Ben: income or expenses?*]. These numbers do not include dues.

Credit card issue: the bank is reluctant but we were able to receive an IFCA credit card with a \$5,000 limit.

Most of the invoices have been sent out to the sponsors.

Auditors cost \$3,000 - \$5,000 every year.

**Hinde ten Berge, Secretary**

Over the last year, three people asked for membership information. However, so far none of these actually became a member.

In November 2001 the proceedings of FC00 were sent out to the members. The remaining copies are either extra copies or need to be sent out to members whose address is not known.

Hinde will look into building a membership database, which is easy to maintain.

**Ray Hirschfeld, Vice-President**

Ray met with Marc in Amsterdam in May 2001 and talked about several issues.

Mostly, Ray has been focusing on merchant account business, website / hosting and other organizational matters. He also was the interface to the Program Chair and the Program Committee.

## **Marc Briceno, President**

The Copyright Form and the Election Guidelines are finished although the process to get there was less than delightful. The board agrees that future comments on documents will be sent to the author directly and not to the board mailinglist. Vince currently hosts the mailserver and Marc is willing to take this over as previously agreed. Further discussion is postponed to the next BoD meeting. Marc did not write the FC02 Project Plan; Nicko had things extremely well in hands and thus there was no need to provide much guidance. Adam would write a new Privacy Policy, which is almost finished. Other action items are completed.

## **2. Minutes of previous meeting**

Due to incompleteness postponed to tomorrow at 3 PM or immediately after the sponsor presentations, rm. 1412

Note of the Secretary: Secretary will make changes as discussed. Minutes are approved.

## **3. Completion of business from previous meeting and email discussions**

- President and Vice-President \$2,000 annual discretionary budget, no single expenditure to exceed \$500
- FC02 to be held in Bermuda
- Nicko appointed to General Chair
- Ben elected as Treasurer
- Hinde elected as Secretary
- FC02 to be held in March
- Guidelines / Bylaws postponed to later in this meeting
- Everbank sponsorship proposal undecided - postponed to the next meeting
- Copyright Form adopted (filed with Secretary)
- Don't retain counsel for DMCA issues at this time
- Election Guidelines adopted (filed with Secretary)
- OK to update privacy statement to say credit card transactions are encrypted by SSL (requested by Scotiabank for merchant account)
- Jason Cronk's website proposal accepted
- Look into auditor and directors liability insurance
- Bibit chosen instead of FAC / Scotiabank for FC02 payment processing

## **4. Discuss FC03 hosting proposals**

- Guadeloupe – David Pointcheval / Jacques Stern
- Bahamas – Ian Grigg
- Anguilla? InterIsland is not very suitable and it is hard to get a bigger conference room. To keep in mind, depending on economic recovery

## **5. Discuss FC03 Program Chair candidates**

Several candidates are considered.

Discussion starts on the format of FC. This year the main focus is on cryptography while financial and legal issues are mostly left out. Possibilities are to appoint two Program Chairs and/or two Program Committees, each with their own specialization. Adam proposes to also set up a more workshop-like format where participants can

present an abstract of their problem so that during the conference they can discuss it with other professionals, focusing on long term value.

## **6. Discuss FC03 General Chair candidates**

Several candidates are considered. Much depends on the FC03 venue.

## **7. Nominate directors**

Two positions are up for election: incumbents are Marc Briceno and Adam Shostack. They are both nominated and seconded. Paul Syverson and Rebecca Wright are both nominated and seconded under the condition that they agree to stand for election.

## **8. Bylaws / Guidelines**

Abstract: Vince Cate founded IFCA and was the only owner. He filed the Bylaws in Anguilla. Later other Bylaws were made by the Board and adopted by the members, but these were not legally filed in Anguilla to replace the older ones. Some articles in the new Bylaws conflict with the old ones. As per Mike Ward's recommendation, Ray suggests to amend what is needed and rename the new Bylaws to General Guidelines. A discussion follows and the board agrees to vote on changes and get legal advice for the next step.

### **Motions concerning the Bylaws**

Motion: 6.2 – Change:

‘... hereof not less than two days...’ to  
‘... hereof of no less than two weeks...’

All in favor

Motion: 6.3 – Change:

‘One Director shall form a quorum...’ to  
‘A majority of Directors shall form a quorum...’

All in favor

Motion: ‘Pending legal advice, a vote by a meeting of the Board of Directors shall be able to amend the Bylaws without filing such changes with the Company Registrar of Anguilla.’

All in favor (Adam will write a proposal for a formal article)

### **Motions concerning the General Guidelines**

Motion: Rename the new Bylaws to General Guidelines

All in favor

Motion: Amend the General Guidelines to allow the Chair to designate somebody other than a Director to take minutes.

All in favor

## **9. DMCA**

A report on DMCA Liability is to be written by Barb within the next month.

## **10. Any other business**

Barb: requests that Adam's proposal is available at the next meeting [*Which proposal? To ask Barb!*]

Nicko: Will give reports on General Chair issues at the next meeting

Ray: There are no Guidelines for the Chairman of the Board, which can cause confusion.

Call for Vote:

1. The Chair must be a Director.
2. Any Director can call for election of a Chair at any meeting of the Board, even if not on the agenda.
3. The Chair remains Chair until leaving the Board, resigning as Chair, or a new Chair is elected.

All in favor

**The meeting is adjourned around 2:45 PM**

APPENDIX (CONFIDENTIAL)

FC03 Program Chair candidates (with a possibility to have co-chairs)

- Tomas Sander (not present at FC02)
- Rebecca Wright
- Jean Camp
- Hal Varian (finance)
- Kazue Sako
- David Friedman (finance)
- Markus Jakobsson
- Jacques Stern
- Stefan Brands
- Dan Boneh

FC03 General Chair candidates (with a possibility to have co-chairs)

- David Pointcheval (Guadeloupe)
- Ian Grigg (Bahamas)
- Hinde ten Berge
- Marc Briceno (if no other candidate)
- Rebecca Wright (Dominican Republic, FC04)
- Tomas Sander