



# no starch press

## F O U N D A T I O N

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)  
Telephonic Board Meeting Held on January 14, 2020 at 11AM PST

In attendance:

Board: William Pollock  
Heidi Potter  
Ryan Clark

Absent Board: Peiter “Mudge” Zatkan  
Liam Randall

Invited Guests: Vicki Friedberg

Observer: Catherine Shiang

- I. Roll Call: Board and invited guests.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws 4.16.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda for the Board meeting for January 14, 2020. Upon review, the Board moved, seconded, and approved the use of the January 14, 2020 Agenda as a guideline for the Board meeting.
- V. Chair then circulated the Minutes for the December 10, 2019 Board Meeting. Board reviewed, noted and then requested amendment of the typographical error of dates on such Minutes expressly Fidelity financial statement in item VI b, and then the Board moved to approve, and so approved, seconded and ratified such amended Minutes.

VI. Board Business:

- a. Chair invited Heidi Potter to report on the Programming Committee. Chair and Ms. Potter reported on the Programming Committee as follows:
  - i. A total number of 37 grant applications were received; 23 grants were made for a total of \$22,632.59 in 2019. (One approved grant was to have been made but the grantee did not respond until recently.)
  - ii. Grant checks were sent to award recipients on or about December 29, 2019.
  - iii. Grant award letters, receipts and templates of progress reports to recipients were to be distributed over the next week. A sample of the same was attached for reference. Foundation also communicated with Grant applicants who were not awarded grants.
  - iv. The Foundation will be developing a database to track applicants, grantees and progress of such grants.
- b. Chair noted the Foundation website now shows the grant recipients for the Foundation's 2019 grant awards.
- c. William Pollock nominated Heidi Potter to be Programming Committee Chair; the motion was seconded and approved.
- d. Chair reported on the Fund Raising Committee. After the December 2019 grants were made the remaining balance in the Foundation's accounts were \$1,059,682.74. Attached to the Agenda was the statement for the Foundation investment account with Fidelity for the period of December 1– December 31, 2019 showing the balance of \$1,059,682.74.
- e. Chair reported on the status of third party fund raising through Humble Bundle in the amount of \$131,769.76 for the fiscal year 2019. A further amount will be received in 2020 for a 2019 year end Humble Bundle fund raiser and there will be additional Humble Bundle fund raisers in 2020.
- f. Chair noted that the Foundation for the fiscal year 2019 has qualified for the minimum public support test of 10% of its funding from third parties and the public to qualify for the "Facts and Circumstances" test. The Foundation will continue to work toward complete compliance under such test and in the year 2020 will be actively working towards fund raising from the public to reach 33% or more of its total funding.

- g. Chair noted the Foundation will seek exemption from the IRS on the annual report filing Form 990 Schedule A under the “Facts and Circumstances” test from the public support requirement. This form will be filed by the Foundation’s outside accountancy firm no later than March 15, 2020.
- h. Chair noted as a requirement of the “Facts and Circumstances” test, the Foundation must provide a specific service or product to the community the Foundation serves. Such service or product must support the Foundation’s mission. Chair noted such services or product can not be related to any one of the Board members, and specifically the primary donor’s business. Chair invited discussion. Catherine reiterated the need for a free service or product in support of the Foundation’s mission now and in the future when the Foundation takes on a more global reach. Some ideas were discussed and the board agreed there needs to be further exploration of this issue. Catherine reminded the board to keep in mind these questions: how does this service or product support the community and does it support the Foundation’s mission. One idea might be to produce a book in support of the mission. Another idea might be to offer a mentor matching service or a database of mentors. Catherine agreed this could be an appropriate service to the community as long as the board was in agreement about the direction.
- i. Chair noted that the Foundation will receive donated administrative services from employees of No Starch Press, Inc. on an ad hoc basis to support the grant award administration. Chair requested from the Board recommendations for volunteers to support administrative services for the Foundation. Board members agreed to forward suggestions for people to provide said Administrative support. This support person can be paid through the Foundation. Catherine will ensure that all the proper business licenses are obtained if needed.
- j. Chair sought recommendations for additional Committee Members to either Programming or Fund Raising Committees. Chair invited discussion to this extent. ShmooCon may be a venue to recruit possible Committee Members; Heidi has some ideas. The Foundation will continue to actively solicit monetary donations.
- k. Chair noted the date of the next Board Meeting to be held via teleconference. Heidi noted the date in the Agenda was incorrect. A Motion was made to correct the date to 11AM PST on February 11, 2020. The Board Moved, seconded and approved the change.
- l. Adjournment: Chair noted no further business was discussed and the Board moved to adjourn, seconded and Board meeting was so adjourned at 11:20 AM PST.