



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 February 11, 2020 at 11AM PST

In attendance:

Board Members: William Pollock
Heidi Potter
Liam Randall

Observer: Catherine Shiang

- I. Roll Call
- II. Quorum of a majority of the Board members was noted by Chair pursuant to the Bylaws Section 4.19.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda for the Board meeting for February 11, 2020. Upon review, the Board moved, seconded, and approved the use of the Agenda as a guideline for the Board meeting.
- V. Chair circulated the Minutes of the January 14, 2020 Board Meeting. Board reviewed, moved to approve, seconded and ratified such Minutes.

VI. Board Business:

1. Chair invited Heidi Potter, chair of the Programming Committee to report on the grants of 2019, progress for 2020 awards and the Programming Committee’s mission and goals for 2020 expressly the amount of grants to be given and target deadline dates. Discussion was had around what to communicate to applicants who are denied. Bill will circulate draft of denial letter to board. Heidi will schedule a programming committee meeting to take place before the next board

meeting.

2. Chair reported on the Fundraising Committee. Attached to this Agenda is the Foundation investment account with Fidelity for the period of January 1- January 31, 2020 showing the balance of \$1,036,056.58.
3. Chair reported on the status of third-party fund raising. Funds were raised through Humble Bundle in the amount of \$52,980.42 for the fiscal year 2020. Just under \$5000 was raised at ShmooCon through attendee donations.
4. Chair invited discussion on fund raising goals and activities for 2020 which must be greater than 10% of the current investment account held in Fidelity.
5. Chair invited discussion and action as to what constitutes the Foundation's "service" to the community to qualify the Foundation as a public nonprofit for charitable purposes under IRS 501(c)(3) beyond making grants. There was discussion about mentorship program or some kind of publication. Further discussion is planned as part of programming meeting mentioned above.
6. Chair requested from the Board any recommendations for volunteers to support administrative services for the Foundation. Liam has two individuals in mind for administrative help and will do soft introductions with Bill.
7. Chair sought recommendations for additional Committee Members to either Programming or Fundraising Committees. Chair invited discussion to this extent. Bill would like to include Athabasca Witschi.
8. Chair invited discussion of Board construction and required attendance at Board meetings. Board further recommended review of Peiter "Mudge" Zatko's attendance record and recommended removal of Mr. Zatko from the Board effective today. Board moved, seconded, and ratified removal of Mr. Zatko from the board but to still include him on the advisory board.
9. Chair requested change to Wednesdays for regular Board Meetings beginning March 11, 2020. Bill will send out doodle to request better time options from board.
10. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PST for March 11, 2020. This date does not work and will need to be revised based on results from doodle.

11. Adjournment: Chair noted no further business was discussed and the Board moved to adjourn, seconded and Board meeting was so adjourned at 11:39 AM PST.