



# 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 April 16, 2020 at 11AM PDT

In attendance:

Board: William Pollock  
Heidi Potter  
Ryan Clark

Absent Board: Liam Randall

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 Section 4.16.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda for the Board meeting for April 16, 2020. Upon review, the Board moved, seconded, and approved the use of the April 16, 2020 Agenda as a guideline for the Board meeting.
- V. Chair then circulated the Minutes for the March 10, 2020 Board Meeting. The Board reviewed, moved, seconded and ratified such Minutes.
- VI. Board Business:
  - a. Chair invited Heidi Potter to report on the Programming Committee. Ms. Potter demurred due to Covid-19 events.
  - b. Chair proposed and invited discussion that in view of Covid-19, that the Foundation consider a special program to address and sponsor projects that would benefit the community. The timeline for grant solicitation and payments should be no later than the end of Q2. The guidelines for such

grants should be focused only on projects that are expressly engineering in nature. For example, machine learning to detect virus mutation, facemask design, testing procedures. The Chair moved to create a Special General Covid-19 Response Granting Program with streamlined granting procedures. The motion was seconded and approved. The Board agreed to discuss the process to execute such Program.

- c. The Board discussed that any grants made by the Foundation including grants made under Covid-19 program must be in compliance with IRS 509(a)(2) guidance of what will comply under the “Activities Test” which is defined as a “service” to the community and such service must be consistent with the Foundation’s Mission. The Board acknowledged that pursuant to guidance under IRS 509(a)(2) the Foundation activities must be in “direct furtherance” of the Foundation’s Mission. The Board discussed and proposed a “teaching” service to all Foundation’s grant recipients shall be the Foundation’s “service”. The Board further discussed no grants shall be made unless such project shall be consistent with the Foundation’s Mission. The Board further acknowledged thereafter all Foundation grants must be in furtherance of the Foundation’s Mission. The Board agreed that the Foundation shall endeavor that any “teaching service” provided by the Foundation must be consistent with the IRS “Activities Test”.
- d. Chair reported on the Fund Raising Committee. Attached to the Agenda was the Fidelity Foundation investment account statement for the period of March 1– 31, 2020 showing a balance of \$942,703.
- e. Chair reported there was no further change in fund raising goals through Humble Bundle at this time.
- f. Chair proposed the Foundation solicit grants from public agencies, non profits and foundations (such as those described in items F1 through F4), which is necessary to maintain the Foundation’s public charity status. The Board moved, seconded, and approved further investigation of other possible sources of funding.
  - i. California Emerging Technology Fund – funds initiatives in California that help bridge the “Digital Divide.”
  - ii. Global Giving – an international crowd funding platform that matches donors to non profits.

- iii. US Department of Justice – provides grants to support their administration of key programs from domestic violence to stalking, community to tribal law enforcement, research and technical services.
- iv. The Corporation for National and Community Service – grants to non profits that have programs that serve to strengthen communities.

VII. Chair noted the date for the next Board Meeting to be held via teleconference at 11 AM PDT for May 14, 2020.

VIII. Adjournment: Chair noted no further business and Chair motioned to adjourn which was properly seconded and the April 16, 2020 meeting was so adjourned at 11:30 AM PDT.