



# 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 June 11, 2019 at 11AM PST

Board Members: William Pollock  
Heidi Potter  
Alex Stamos

Absent: Peiter “Mudge” Zatkan

Invited Guest: Vicki Friedberg

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order.

- 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. Upon review, Board Motioned, Seconded and approved by a majority consensus the use of such Agenda as a guideline for this Board meeting.
- V. Chair circulated the Minutes of the May 12, 2019 Board Meeting. Board reviewed, Motioned, Seconded, Approved and so ratified such Minutes.
- VI. Board Business:

- a. Chair noted the Chair to the Programming Committee, a person known as “Noise”, was absent and on behalf of the Programming Committee reported on the status.
- b. Chair reported that legal review of Grant Application was required under California law specific legal language for inclusion of racial, gender and physical ability diversity to apply for grants. Legal review required an acknowledgement by grant applicant that they shall agree to the Foundation’s policy of inclusion. Legal review recommended an applicant to the grant execute such statement which shall be incorporated into the grant application. Chair recommended the Board so approve. The Board so duly motioned, seconded and approved such recommendation.
- c. Chair reported on the Fund Raising Committee. Chair noted actions taken and status including Humble Bundle’s financial contribution to date.
- d. Chair recommended the Board to adopt on behalf of the Foundation such Federal and California policies so required of a business and employer:
  - i. Whistleblower policy required by Federal law Sarbanes-Oxley and California Labor Code Section 1102.8(a) which includes non-profits from retaliating against employees that “whistle blow” against Foundation employer’s financial management and accounting practices. Such policy pursuant to California Labor Code must be printed on 8.5 x 14 inch paper with margins no larger than one-half inch in order to conform to the statutory requirement that the lettering be larger than size 14 point type.
  - ii. Record Retention policy required by Federal law Sarbanes-Oxley and California attorney general on non profits to retain certain documents permanently for audit and review, and certain documents no less than various years; provided California has provided that the statute of limitations for the attorney general is TEN (10) years, such documents must be maintained no less than these years. Such policy shall be consistent with the sample prepared by Stanford Law School for public charities.  
<https://nonprofitdocuments.law.stanford.edu/wp-content/uploads/Records-retention-policy-SLS-sample-07-13-18.pdf>

- iii. Requirement of each Board member to complete an “Annual Disclosure Questionnaire” consistent with the sample prepared by Stanford Law School for public charities  
<https://nonprofitdocuments.law.stanford.edu/wp-content/uploads/Annual-disclosure-questionnaire-SLS-sample-06-29-17.pdf>
- iv. Compensation Review Policy. Such policy shall govern executives employed by the Foundation pursuant to Treasury Regulation Sections 53.4958-6(a)). The policy shall include IRS Form 990 which must describe the process the Foundation uses to approve executive compensation as part of the Foundation’s Annual Return filing Section VI, Part B, Line 15.

The Board so duly motioned, seconded and approved such foregoing recommendations.

- a. Chair recommended the Board to include on the Foundation web site pursuant to California State law for those that wish to complain about the Foundation a link to the California government attorney general site for such complaints: “<https://oag.ca.gov/charities/complaints>” to file Form CT-9. The Board so duly motioned, seconded and approved such recommendation.
- b. Chair reports that to date he had not received any recommendations for additional Committee members to such Committee and makes again the same request from the Board to make recommendations of no less than 2 such potential Committee members per each Board member.
- e. Chair recommended previous Board members should be invited to join the Advisory Boards. Chair invites discussion to this affect. The Board so duly motioned, seconded and approved such recommendation.
- c. Adjournment: Chair noted no further business, Board seconded and meeting was adjourned.