



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 July 9, 2020 at 11:00 AM PDT

In attendance:

Board: William Pollock
Heidi Potter
Liam Randall
Ryan Clarke

Invited Guest: Vicki Friedberg

Absent:
Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order.

- I. Roll Call: Board Members. Noted presence of Invited Guest and the absence of Invited Observer.
- II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws 4.16.
- III. Chair circulated the Agenda for the Board meeting for July 9, 2020. Upon review, Board moved, seconded, and approved the use of the July 9, 2020 agenda as a guideline for the Board meeting.

IV. Chair circulated the Minutes of the May 14, 2020 Board Meeting. The Board reviewed, moved, seconded, and ratified such Minutes.

V. Board Business:

a. Chair noted for the Board's minutes that the Board meeting that was scheduled for June 11, 2020 via teleconference was not held due to lack of quorum. The Board's June business was then conducted in the July Board meeting.

b. Chair invited Heidi Potter to report on the Programming Committee. No updates were reported. The Board discussed the "Service" the Foundation should provide to support the Mission of the Foundation and for compliance with IRS 501 (c)(3) requirements. Chair invited discussion on how the Services for the Foundation shall be operated. The Service as approved by the Board shall be to facilitate the mentorship of grant recipients in the use of grant proceeds towards their respective projects which shall further the Foundation's Mission. A Motion was made, seconded, and approved that as Service of the Foundation, the Foundation will be to facilitate mentorship of grant recipients to support such recipients' grant project.

Resolved, the Board upon due discussion and consideration shall either (i) each member of the Board personally act as a mentor or; (ii) engage a volunteer mentor to support each grant recipient that receives a grant from the Foundation to further the Mission of the Foundation.

c. Chair reported on the Fund Raising Committee. Attached to the Agenda was the Foundation investment account statements with Fidelity for the period of May 1–31, 2020 showing the balance of \$1,083,985.22 and June 1-30, 2020 showing the balance of \$1,106,045.09.

d. Chair reported on the status of third party fund raising through Humble Bundle in the amount of \$38,684.54 and an aggregate amount of \$38,684.54.

e. Chair invited discussion on how the Services for the Foundation shall be operated. The Services as approved by the Board shall be mentorship of grant recipients of the use of grant proceeds towards their respective projects which further the Foundation's Mission. This item was incorporated by reference in item "b" above.

f. Chair reported on the Foundation's general operations and goals. Chair noted the Foundation has made an offer to engage a part time Program Associate for an annual wage no greater than \$30,000.00 per annum. The Chair also noted that the Foundation intends to engage a part time web site developer to modify the site for

further community participation and for the website to be in compliance with the American Disability Act and the State of California Government Code Sections 11546.7 and 7405 requirement for equal access and in conformance with WCAG 2.1 AA checklist (<https://www.w3.org/TR/WCAG21/>) and any future versions of the same. The Board discussed the proposal to increase the budget to \$60,000 from \$50,000 to allow the Web site developer annual wage to be no less than \$30,000 and allowable related expenses for both hires. Motion was properly made and the Board resolved as follows:

Resolved, the Board duly approves the increase of the annual payroll for the Foundation for the year 2020 to be \$60,000.00

g. Chair noted the Foundation has begun grant writing. Attached to the Agenda was the template format the Chair proposed the Program Associate refer to for each grant the Foundation writes and submits. This allows uniformity of information without further Board participation. Chair invited discussion. Chair further invited the Board to provide comments to such template on or before July 25, 2020.

h. Chair invited discussion and asked the Board to propose names of any government, institutional public non profit and charitable endowments which the Foundation may seek funding from.

i. Chair invited discussion and asked the Board to propose names of any government, institutional public or private non profit and charitable organizations which the Foundation may provide grants to which support the Foundation's Mission Statement and expressly the Foundation's Service.

j. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PDT on August 13, 2020. Chair duly requested a quorum to attend.

k. Adjournment: Chair noted no further business to be conducted and motioned for adjournment of the meeting, which was properly seconded and the July 9, 2020 meeting was so adjourned at 11:42 AM PDT.