



no starch press

F O U N D A T I O N

NO STARCH PRESS FOUNDATION

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”)

Telephonic Board Meeting Held November 12, 2020

Board Members: William Pollock
Heidi Potter
Liam Randall

Absent: Ryan Clarke

Invited Guest: Vicki Friedberg

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order.

I. Roll Call: Noted presence or absence of voting members in attendance and presence of invited guest and observer.

II. Quorum of a majority of the Board members present was noted by Chair pursuant to the Bylaws Paragraph 4.16.

III. Chair circulated the November 12, 2020 Agenda. Upon review, Board moved, seconded, and approved the use of the Agenda as a guideline for the Board meeting.

IV. Chair circulated the Minutes of the October 8, 2020 Board Meeting. Board reviewed, seconded, and ratified such Minutes.

V. Board Business:

- a. Chair invited Heidi Potter to report on the Programming Committee: The status of the 2020 grant making. Board Member Ms. Potter noted a Programming Committee meeting will be called and invited participation. Discussion was made whether community members may participate. The Chair noted that community members may participate and Conflict of Interests policy would be maintained and note taking would be required.
- b. Chair invited, as a continuation from the October Board meeting, discussion as to what limits the Foundation may have as to whom and what purpose consistent with the Foundation's Mission grants may be made to. Attached hereto the Agenda was a compilation of what other non profits do not provide grants for. The Chair recommended the Board make a motion upon such discussion of what is agreed to for the 2020 grant making. The Board discussed per item the attached List of Exclusions what should the Foundation NOT grant. Attached is BOTH the PROPOSED List of Exclusions and the Final List of Exclusions.
- c. Chair reported on the Fund Raising Committee. Attached to this Agenda is the Foundation investment account with Fidelity for the period of October 1- 31, 2020 showing the balance of \$1,224,587.85 and First Republic statement for October 1-31, 2020 showing the balance of \$8,382.21.
- d. Chair reported on the status of current third party fund raising through Humble Bundle and the Foundation's website to be \$7077.48.
- e. Chair invited discussion on the attached suggested list of potential grantors which the Foundation may apply grants from. Discussion includes whether any of the Board members have any conflict of interest with these potential grantors prior to the Foundation seeking such grants. Board Member Mr. Randall proposed "Capital One Foundation" to be included in the list of potential grantors the Foundation may seek funding from. The Board approved the proposed list and the addition of Capital One Foundation. Board member Mr. Randall further noted he has no conflict of interest with Capital One Foundation.
- f. The Chair further requested the Board to prepare time to review, discuss amongst the board members the Foundation's annual return Form 990 and Schedules, and State Form 109 as completed by the Foundation's third party accountancy firm Hock Company, and its principal Greg Hock. The Chair further proposed and which the Board approved and resolved that the

Foundation's annual returns shall be reviewed, discussed and approved by the Board prior to filing with the respective Federal and State regulatory agencies whether with a meeting or upon a Unanimous Written Consent by the Chair.

“RESOLVED, that the Board of Directors of the No Starch Press Foundation shall have the right to review, discuss and approve by majority or unanimous written consent of such Board, any annual returns prior to any necessary annual filings made to the US Internal Revenue Service and the State of California Franchise Tax Board.”

- g. The Chair gently reminded each Board member to submit a completed questionnaire form for conflict of interests purposes pursuant to the Foundation's Conflict of Interest policy in support of the IRS guidelines: <https://www.irs.gov/charities-non-profits/form-1023-purpose-of-conflict-of-interest-policy>. Such form was previously provided to the Board at the September 2020 Board meeting. The Chair noted **This questionnaire is mandatory for the Foundation's compliance prior to submission of the Foundation's annual return to the IRS.**
- h. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PDT on December 10, 2020. Chair duly requested a quorum to attend without which Board business may not occur.
- i. Adjournment: Chair noted no further business and motioned for adjournment of the meeting, which was properly seconded and the November 12, 2020 meeting was so adjourned at 12:05 PM PT.