



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 December 10, 2019 at 11AM PST

In attendance:

Board: William Pollock
Heidi Potter
Liam Randall

Absent Board: Peiter “Mudge” Zatkan
Ryan Clark

Invited Guests: Vicki Friedberg

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 4.16.
- III. Chair called the meeting to order.
- IV. Chair circulated the Agenda for the Board meeting for December 10, 2019. Upon review, the Board moved, Seconded, and approved the use of the December 10, 2019 Agenda as a guideline for the Board meeting.
- V. Chair then circulated the Minutes for the November 12, 2019 Board Meeting. Board reviewed, noted and then requested amendment of the typographical error of dates on such Minutes, and then moved to approve, and so approved, seconded and ratified such amended Minutes.

VI. Board Business:

- a. Chair invited Heidi Potter to report on the Programming Committee. Chair and Ms. Potter reported on the Programming Committee. Chair noted documents related to the Programming Committee were available on Google Drive pertaining to the grant applicants. Committee members noted understanding of the conflict of interest policy as to recusal to vote on projects submitted by applicants known to or related to them. Programming Committee will have selected the applications for the Foundation to award grants to before December 31, 2020 together with such requisite documentation and receipts.
- b. Chair reported on the Fund Raising Committee. Attached to this Agenda is the Foundation investment account with Fidelity for the period of November 1– November 31, 2019 showing the balance of \$924,443.48.
- c. Chair reported on the status of third party fund raising through Humble Bundle in the amount of \$ XX and GitHub in the amount of \$YY.
- d. Chair noted discussion on the Foundation’s compliance with the IRS rules with outside counsel. Chair notes that the Foundation for fiscal year 2019 receive at least 10% of its funding from public support to qualify for the “Facts and Circumstances” test and will be eligible to request this exemption from the IRS on the Foundation’s annual report filing Form 990 Schedule A. The Foundation, however, must the other factors to this test and should continue to work towards fund raising from the public to reach 33% or more of its total funding for fiscal year 2020.
- e. Chair requested discussion on the specific services the Foundation should provide in support of the Foundation’s mission. Chair notes such services can not be related to any one of the Board and specifically the primary donor’s business.
- f. Chair sought recommendations for additional Committee Members to either Programming or Fund Raising Committees. Chair invites discussion to this extent.
- g. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PST on January 14, 2020 and wished all a happy holiday.

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