



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 December 10, 2020

Board Members: Ryan Clarke
William Pollock
Heidi Potter
Liam Randall

Invited Guest: Vicki Friedberg

Observer: Catherine Shiang

Chair, William Pollock, called the meeting to order.

I. Roll Call: Minutes to note voting members in attendance or absent and invited guests and observer(s) in attendance or absent.

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 December 10, 2020 Agenda. Upon review, Board moved, seconded, and approved the use of the December 10, 2020 agenda as a guideline for the Board meeting.

IV. Chair circulated the Minutes of the November 12, 2020 Board Meeting. Board reviewed, seconded, and ratified such Minutes.

V. Board Business:

- a. Chair noted that this is the last scheduled Board meeting for 2020, thanking the Board for its voluntary service this difficult year, but requested the Board’s forbearance to participate in a Special Board meeting within the next SEVEN (7) days, if necessary, to collectively review and approve the Foundation’s FINAL IRS Form 990 and State of California Form 109 extended filing for tax year 2019. The Chair invited the Board to provide a concurrent date for this Special Meeting. Board motioned, seconded and approved to hold the meeting on December 14, 10:00AM PST.

- b. Chair invited Ms. Heidi Potter to report on the Programming Committee and the status of the 2020 grant making. Attached to the December 10, 2020 Board Agenda was the Schedule of Grant Applications.
- i. The Board reminded the Programming Chair to identify whether any recipients are persons known or have a direct or indirect relationship with any of the Board members or Programming Committee. The minutes here shall take note that Mr. William Pollock disclosed that one applicant is a current No Starch Press, Inc. author but is not someone well known to him personally, he also did not participate nor vote on such applicant's application.
 - ii. The Board further discussed and inquired of the Programming Committee whether any awards were not in compliance with the Board's policy as noted in the Board's November 12, 2020 Agenda. Attached, for reference, is the list of "Exclusion to Grants" to which the Board discussed and approved.
 - iii. The Programming Committee Chair noted that several applications may not be in compliance with the Foundation's Mission and invited the Board for further discussion. The Board noted that further review for these applications should be made at the Programming Committee.
 - iv. The Board moved, seconded, and approved to accept the proposed applications except as to the applications which required further review by the Programming Committee.
- c. Chair reported on the Fund Raising Committee. Attached is the Foundation investment account with Fidelity for the period of November 1- 30, 2020 showing the balance of \$1,281,615.24 and First Republic statement for November 1-30, 2020 showing the balance of \$26,082.21.
- d. Chair reported on the status of current third-party fund raising through Humble Bundle and the Foundation's website. Chair notes the amounts raised through Humble Bundle for November 2020 to be \$0. Other third-party donations of \$67.86.
- e. The Chair requested the Board to review, discuss the attached draft of the Foundation's annual return 2019 Form 990 and Schedules as completed by the Foundation's third-party accountancy firm Hock Bratcher LLP, and its principal Mr. Greg Hock. The Chair noted this is a draft and that there remains further changes and updates. The Chair invited the Board to review per page in

particular Schedule O denoting the Foundation's policies, Board's governance, and Board's procedures. Board observed that Messrs. Liam Randall and Ryan Clark needed to be added to the 990 and a special note to Schedule A of the Form 990 should note that such members were in substitution to members that had resigned in mid year 2019.

- f. Chair noted the date for the next Board Meeting to be held via teleconference at 11AM PST on January 14, 2021. Chair duly requested a quorum to attend without which Board business may not occur. Chair thanked the Board again for its invaluable service to the Foundation and the hacker community which the Foundation serves and will send formal notice for a Special Meeting, if necessary, to approve the Final Form 990 and California Form 109.
- g. Adjournment: Chair noted no further business and Board Motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 12:30 PM PST.

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