



no starch press

F O U N D A T I O N

MINUTES TO THE NO STARCH PRESS FOUNDATION (“Foundation”) Board Meeting
Via electronic video telecommunications held November 11, 2021 at 11:00 AM PST

In Attendance (alphabetical):

Board	Edward Chen (“Ed”) Laura Eise Lee Felsenstein William Pollock (“Bill”)
Interim Secretary	Vicki Friedberg

Absent:

Board Member	Garrett Gee (“G”)
Observer	Catherine Shiang

Chair, Mr. William Pollock, called the meeting to order at 11:03 AM.

I. Roll Call: Chair noted presence or absence of Board members, presence of interim secretary, and absence of observer.

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

III. Chair noted all participants had both clear audio and visual for this Board meeting conducted by electronic video screen communication pursuant to California Corporations Code Section 307(a)(6).

IV. Chair circulated the November 11, 2021 Agenda. Upon review, Board moved, seconded, and unanimously approved by the quorum of the Board to the use of the November 11, 2021 Agenda as a guideline for the Board meeting.

V. Chair circulated the October 14, 2021 Board Meeting Minutes and the November 9, 2021 Special Board Meeting Minutes to review, discuss, and amend if needed. Board moved, seconded, and ratified by unanimous consent such minutes to be certified by the interim secretary.

VI. Board Business:

- a. Chair noted to the Board that Ms. Laura Eise gave prior notice of early departure from the Board meeting at 11:30 AM PST. The Chair sought from and received from Ms. Eise her verbal consent to the Board, that in her absence, the Board may take any and all actions necessary pursuant to Board business as described on the distributed Agenda without amendment to such Agenda: The Interim Secretary so noted.
- b. The Chair invited Mr. Ed Chen, Board member and Co-Chair of the Programming Committee, to report on the Programming Committee, including the conditional approval of grant applications for further Board discussion and approval:
 - i. #27 Adversarial Machine Learning Capture the Flag - \$10,000
 - ii. #72 Metro Warriors STEM Robotics - \$10,000
 - iii. #83 ML Datasets for Automated Trash Identification - \$5,100

Mr. Chen noted that each of the three grant applicants had been contacted by the Mentorship Committee for further information regarding their projects. Based on that outreach the Programming Committee recommended two of the three projects for approval:

- i. #72 Metro Warriors STEM Robotics
 - ii. #83 ML Datasets for Automated Trash Identification.
- c. The Chair invited Mr. Lee Felsenstein as member of the Mentorship Committee to discuss the Mentorship Committee review of the 2021 Grant Applicants as proposed by the Programming Committee. Mr. Felsenstein reported that the Mentorship Committee was in alignment with the Programming Committee; and in addition, recommended the approval of #72 Metro Warriors STEM Robotics and #83 ML Datasets for Automated Trash Identification.
- d. Chair invited discussion of both Committees' recommendations for the entire slate of The NSPF 2021 grant recipients; specifically: (i) whether each such grant recipients nominated met the criterion set upon by the Foundation's Board; and (ii) whether the Foundation could adequately mentor these recipients to support the Foundation's Mission and Programming and Mentorship Committee goals for the 2021 grant year.

Upon such discussion, the Board ratified the November 9, 2021 Special Board Meeting approval of The NSPF 2021 grant recipients and moved, seconded, and unanimously approved the 2 grant applicants as recommended by the Programming Committee and as concurred by Mentorship Committee, with the accompanying grant amounts for the Foundation's 2021 Grant Recipients:

- i. #72 Metro Warriors STEM Robotics - \$10,000
- ii. #83 ML Datasets for Automated Trash Identification - \$5,100

- e. The Chair and as Chair of the Fund Raising Committee, reported on the status of fund raising activities from October 15 to November 11, 2021. Contributions made directly, and through the Foundation website for a total of \$16,148.43:

The itemized grants received for October and November 2021, in the order from generous to most generous:

- i. \$5.00 – Continuous Highs Skateboard Company
 - ii. \$16,143.43 – PayPal Giving Fund (Humble Bundle)
- f. The Chair, in the absence of Mr. Garrett Gee, Treasurer, reported on the Treasurer's behalf, on the financial status of the Foundation. Attached to the Agenda was the Foundation investment account statement with Fidelity for the period of October 1-31, 2021, showing a balance of \$1,536,306.51, and noting the passive investment increase of \$54,281.85 and donations of \$4,046.89; and First Republic statement for October 1-31, 2021 showing a balance of \$144,814.49.
- g. The Chair directed the Board to review the attached draft of the Foundation's annual report IRS Form 990 for Tax Year 2019, as amended. The Chair noted the attached draft amendment would still require further amendment as to Schedule O. Specifically, the draft as prepared by the outside auditor Hock & Company did not state their professional errors:
 - i. The error as attributing the Foundation's tradename and trademark as an outright grant by the No Starch Press Inc. whereas No Starch Press Inc. made a limited use license of the tradename and trademark.
 - ii. Due to the error, the value of the Foundation's assets were over reported and required a third party audit which the outside auditor Hock & Company failed to perform.
 - iii. These errors resulted in the disapproval by the California Attorney General's office which has not been corrected on the Attorney General's website until a properly filed Form 990 for Tax Year 2019 is made.
 - iv. IRS late filing error: Hock & Company's Form 990 for Tax Year 2019 was filed late which resulted in a late penalty by the IRS. The IRS subsequently refunded the late penalty filing due to discussion by counsel with the IRS.
 - v. Form 990 2019 unauthorized change of address of the Foundation: Hock & Company without approval of the Board changed the Foundation's registered address to the Chair's personal home address. Any change of the Foundation's registered address requires both the Board's approval and notice to the IRS: Neither proper procedure was made.

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Form 990 for Tax Year 2019 had further notable incorrections:

- i. Part III of grant purpose of recipient YMCA which would be outside of the Foundation's authorized criterion;
- ii. Omission of the Foundation's Whistle Blowing Policy that had been in place since 2018.

The Chair noted that a revised Amended Form 990 for Tax Year 2019 would subsequently upon correction be distributed for the Board for review and approval.

h. The Chair directed the Board to review the attached annual IRS Form 990 for Tax Year 2020. The Chair specifically directed the Board to note and review the following in the filing:

- i. Part III 4(a) the Foundation's Mission Statement and Achievements.
- ii. Part IV the Foundation's activities which would require additional reporting to the IRS. The Chair notes that all activities the Foundation conducts are stated in the Minutes of all Board meetings and invites the Board to review such Minutes at their leisure, these Minutes are located at <https://drive.google.com/drive/folders/1OAweUL1MY6HOf7EYoUmSvItAbV5-BGjh?usp=sharing>.
- iii. Part V the Foundation's business, accounts which would be in non compliance and warrant further reporting to the IRS.
- iv. Section VI Governance Management and Disclosure and Schedule O, including committee governance and board governance.
- v. Note, the error by the accountant of Section A Item 1b, should be 5 and not 6.
- vi. Note Section A Item 8a whether there was contemporaneous documentation of meetings held and actions taken.
- vii. Note Section A Item 12A Conflict of Interest Declaration. Attached is the Form for new Board Members, which is required to be completed annually, and which have been completed by previous Board members, a copy may be reviewed at https://docs.google.com/document/d/1MyTllaiMiehIyqwh_SnbVYWRfYTe3wMv/edit?usp=sharing&oid=105159156450180072262&rtpof=true&sd=true.
- viii. Note Section B the Foundation's policies.
- ix. Note Section C Item 20 is incorrect and should be the Foundation's registered address.

- x. Note Part VI which requires Board members each to retain records of the volunteer hours to be reported to the IRS herein Form 990. On this item, the Chair gently requests the Board members to retain such records to be reported for IRS Form 990 Tax Year 2021.
- xi. Note Schedule A, the Foundation’s declaration of Public Charity status under Item 7 as a 170(b)(1)(A)(vi). This status requires specific public support and compliance or the Foundation risks losing Public Charity status and would be involuntarily converted to a Private Charity status or involuntarily lose Charity status completely which the Board Minutes 2018, 2019 specifically notes and which the Chair invited the Board to review such minutes. The Chair is available to discuss these minutes at the Board’s direction.
- xii. Note Schedule A, Part II Section A notes the Foundation’s current compliance status and reports that the Foundation’s “Look Back” year will be this tax year 2021.
- xiii. Note Schedule O and the specific process required by the Board to review and approve of all IRS Form 990’s to be filed noting again the errors as previously noted in item “e” in this section of the Agenda of this draft Form 990 for Tax Year 2020.
- xiv. The Chair noted that a date for a Special Board Meeting for approval of the corrected Form 990 for Tax Years 2019 and 2020 would be needed if the Board required further discussion of the above referenced Form 990’s. The Board resolved that no further discussion was needed and the Board motioned, seconded, and approved that the amended Form 990 for Tax Years 2019 and 2020 may be approved by Unanimous Written Consent when such Form 990’s have been amended:

“RESOLVED, the Board approves the drafts IRS Form 990 Tax Year 2019, IRS Form 990 Tax Year 2020 as presented and with the proposed amendments to be filed with no further discussion but with either Board meeting, Special Board meeting or Unanimous Written Consent.

VII. Adjournment: The next regular Board Meeting is to be held via electronic telecommunications at 11 AM PST on December 9, 2021. Chair noted no further business and the Board motioned, seconded, and approved to adjourn. Meeting was duly adjourned at 11:37 AM PST.

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