

GeekGirlCon Board Meeting
February 27th 2018 Meeting Agenda

GeekGirlCon Board Meeting - 2018/2/27 - 6:30pm - 8:30 pm

Location: Zoom.us

Attending: I-Wei Feng, Ian Maddox, Sharon Feliciano, Bridget Brave

Absent: Monica Reinmiller, Madalyn Gordon, Wendi Dunlap

Minutes taken by: Ian Maddox

Meeting convened to order: 6:30 pm, moved by I-Wei and seconded by Sharon.

- GeekGirlCon Meeting Agreement Norms
 - Assume Good Will
 - Honesty in speaking and listening
 - Respect
 - Compassion
 - Everyone has chance to have voice heard
 - Willingness to listen w/o being defensive - be aware of how you might go there
 - Know how much time you're taking up, mindful of time
 - What we want to take away -- Focus
 - Applying equity lens to decision making
- Approve January Minutes. I-Wei moves to accept minutes after corrections, Bridget seconds.
- Community Stories and Self-Directed Learning
 - Notes on Black Panther event
 - No staff were able to make it to the event. We should make efforts to make it more attractive to them to attend as well.
 - Sharon - We def' benefit from reading the temperature of the room when planning future outreach events
 - Board joining staff on Basecamp
 - We might get more engagement on the weekly questions if they had more variety
 - Community experiences
 - "I have a lot of cool dads with young daughters at my office. Won several converts."
 - Board member shared anecdote about wearing GGC hoodie in public
 - "~" Made a positive connection with a casual contact who was wearing an Overwatch shirt. Struck up good conversation about GGC.

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- Business cards
 - Board members who need them should talk to Angie Jernejcic
- Financial oversight Board & Operationally (Monica & Ian)
 - Department heads received budget templates; Monica looking to consolidate before the end of the quarter
 - Ian and Monica met to discuss budget, expense processing and approvals (Handbook references PO), and Taxes/Form 990 for 2017
 - Monica and Ian to schedule call with 501 Commons to understand their service agreement with us and prepare for Tax/Form 990 filing
 - Monica recommending admin outsource Charity Rising, proposal provided to I-Wei; move to ask Board for review of the contract and engagement so expens tracking, financial statements and all tax filings can be handled by outsource staff (who can also assist operational teams, though the communication model between staff and the admin should be determined prior to engaging the person to control the hours and comply with any contractual fee schedule - i.e., that person will require oversight)
 - Funds donated through Benevity are pinging accounts@ggc. We need to dive in to verify these funds are landing in our account as expected. I-Wei to follow-up.
 - I-Wei did verify these funds are appearing.
 - Ian has set up an Amazon Business account. I-Wei, Monica, and Ian are currently set up as approvers. I-Wei suggested approvers not be able to approve their own requests. Ian agreed. Sharon proposed dept budget managers be responsible for making purchase requests.
 - Board agreed that approvals can roll up from managers to board. By this means, a manager can ask to have staff added as requestors and the manager can approve purchases. Those approvals are seconded by a board member and the order is submitted.
 - Sharon indicated we already have an Amazon Smile link and funds should be coming in already.
 - UPS box relies on name-based access to get mail from our box. Sharon proposed getting the current name list from the UPS store and auditing it.

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- Proposed moving our UPS box to the Oaktree location due to inconvenience of current location leading to infrequent mail checking.
- Monica has an interested finance professional (via volunteermatch) willing to help us by joining the board or joining as a financial oversight lead (CFO/controller DOE)
- Policies & Procedures (I-Wei & Monica)
 - Whistleblower policy and Conflict of Interest policy: Monica and I-Wei engaged Wayfind and one attorney resource to assist with Policy drafting of COI and Whistleblower (Wayfind also has templates) - note: reporting protocol cannot restrict reporting to any government agency or to the media **media communications should be governed by handbook or separate policy like Social Media Policy [Monica has a template for SM Policy if that is of interest]
 - Background checking
 - Monica moves to have Board vote on running background checks (I-Wei has vendor and approximate cost) for all Board, staff and volunteers; Wayfind volunteer attorney is researching necessary disclosures that may need to be added to the Handbook (consent is acquired by vendor, vendor's consent should be in compliance with all applicable laws)
 - Background check escalations: please discuss who the Board wants to have handle escalations - this is always extremely sensitive and may require a special login to the vendor's site. Recommended that 2-3 people (executive committee-?) be in charge of reviewing and deciding on any flags. Standard notifications should be developed and used by GGC - the notifications should also only be handled by specific authorized individuals and department heads should be trained on how to direct inquiries or concerns (rather than field any questions on it themselves).
 - Board agrees that this matter is very sensitive and should be approached very thoughtfully. Messaging needs to be in place before we move forward making sure people know this is about keeping people safe.

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- I-Wei/Sharon: We must be mindful to avoid discriminatory behavior and appearances. These checks can catch circumstances that shouldn't necessarily be automatic disqualifiers.
- Ian: We should make/obtain a disqualifying factors and needs-further-research events before we start making checks.
- Group discussed different approaches to covering costs: GGC paid vs shared cost
- Did not have quorum ($\frac{3}{4}$ of the board) to vote on moving forward on background checking policy. Will revisit next meeting.
- As a reminder, the Board incurs personal liability for legal violations and actions determined to be negligent. Checks are not a matter to be taken lightly but it is not recommended they be delayed and per the tone at the last all hands the staff seemed to support the need to perform them.
- Board accountable to staff with:
 - Top 5 Board priorities
 - HR infrastructure & frameworks for policies - communication standards, grievances, whistleblower, professional development
 - Covered above. We have a Wayfind attorney offering services to help us finalize these policies.
 - Will contact them. Targeting 2 mos for delivery of docs.
 - Creating and implementing policies for compliance as a non-profit organization
 - Covered above
 - Budget
 - Covered above
 - Living calendarized work plan document
 - Forwarded Alexandra's document to staff
 - ED recruitment plan & admin support
 - Discussed potential candidates, org preferences for the ideal candidate, job description, and the recent applicant.

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- Proposed an in-person event sometime in March for the board to socialize and meet the applicant
 - Discussed possible dates. Tentatively March 12th. Will coordinate with wider board via email.
 - Board should check the redline JD I-Wei shared via email.
 - Objective is to ensure we have a realistic JD that covers ~20hr/wk work
- Charity Rising
 - Sharon will be reformatting the CR proposal so the board can redline it. Board agrees the list of services proposed by Charity Rising includes several items we don't need.
 - Several of the responsibilities proposed are best delegated to the executive director (ED) role.
- Board Development Committee reports (Monica) **No update (focus on financials and legal risk management this quarter)**
- Department reports - each board lead to email status and happenings
 - Sponsorships
 - Con Operations
 - Marketing/Communications
 - Programming
- Financial reports **Pending call with 501 commons to understand if they've been generating these (monthly and quarter financial statements should include account recons, Income Statement and Balance Sheet)**
- Suggestion box review
 - No suggestions
- Access control
 - Prior to the meeting, Monica and Ian met and discussed auditing and maintaining the following lists:
 - CC holders
 - Debit holders
 - Approved account accessors
 - Funds isolated from debit-accessible checking account
 - Access to Intuit account

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- Insurance (Wendi)
 - Update to follow via email
- Board meeting - Choose date & location for March Meeting
 - Ian proposed March 19th (following 3rd Monday scheme)
 - Monica offered her home. I-Wei contacted and confirmed.
- Discussed board member concerns about accepting donations from Microsoft

New Business

- Board secretary, Ian Maddox, will become the new bank account owner at Chase.
 - Agenda @ Chase:
 - Present copy of these board minutes
 - Obtain audit of issued cards
 - Obtain home/ mailing addresses of approved cardholders for reissuance
 - Audit web login users
 - Verify debit cards cannot pull from bulk savings
 - Attempt to link CC to checking web login
- Alexandra Geneser board resignation was effective December 22nd, 2017.
- Monica (request): please be on the lookout or network for any CPA/CFO type that might be interested in either a Board role or as volunteer Financial Oversight lead.
- Monica (request): Can the Board please discuss the contribution inquiry from the cannabis organization? My vote from a legal and treasury perspective is no for now (gracious decline) purely because that industry has not gotten it's banking and legal issues sorted out with the federal government and the federal reserve (banking system).
 - Discussed the problematic nature of this offer. Board agreed that this is not the right fit at this time. We should invite them to come back again in future years.
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I-Wei moves to adjourn meeting at 8:48 pm. Bridget seconds. Board meeting adjourned.