

Minutes for MFF Board Meeting of Jan 27, 2019

All board members in attendance : Timothy Wood (Woody), Toby Murono (Perro), Ian Layton (Rama), Lara Lester (Datahawk), Vince Lopez, Cheetah Goletz, and Robert King

Vince and Woody are online.

Guests: Legal - Jim Lai (Syn)

Absent: none.

AGENDA

- Approval of minutes for Nov 18 and Dec 02 meetings.
- Election of board members and officers
- Bylaw update to modify convention chair voting rights and officer eligibility.
- HR charter review
- SEI charter review
- Executive Session

Pre-meeting note – add a budget line for wireless microphones for the meetings.

Meeting start time – 11:40 am

Welcome!

Approval of Minutes

Motion to approve minutes for Nov 18 and Dec 02 meetings.

Approved unanimously

Election of Board members and officers.

Members up for re-election: Ian Layton (Rama), Lara Lester (Datahawk), Vince Lopez, Cheetah Goletz

Motion for slate re-election of these four members.

Re-election unanimous

Election of officers:

Treasurer – Vince Lopez – unanimous

Secretary – Robert King – unanimous

VP Operations – Lara Lester – unanimous

President – Cheetah Goletz - unanimous

VP Contracts – Cheetah Goletz – unanimous

Bylaw Update

A proposed modification to the bylaws was distributed which modifies convention chair voting rights and officer eligibility. In the case that the convention chair is a board member, they shall have full voting rights on any issue so long as the issue being voted on does not pertain to cases where the board has oversight of the Convention over which the Chair presides. (with certain exceptions)

Changes summarized as:

“5.2(c): Edit to clarify the board makes decisions, not an an individual board member

6.4(a): Broke out duties of the president for clarity, formalizes delegation of certain meeting duties to secretary per best practice, and clarifies president acts as chairman of the board (previously inferred)

6.4(c): Broke out duties of the treasurer for clarity, adds requirement for the treasurer to formally report on closing of the books each convention year. Several other bylaws depend on when the books close, and we didn't have any verbiage which stated when this happened

6.5(a)(3): Officer qualifications: Officers are officers of the corporation, though we do tightly couple the two (officers must be board members by existing bylaws). Further, officers serve at the pleasure of the board. Replaced "board" with "corporate"

8.2(c): Convention Chair Authority: Pretty sure we were missing a line break that merged GOH and charities into one item. Split into two for clarity

8.2(d): Convention Chair Scope Limit: Clarified authority for chair to make agreements on behalf of the Corporation are primarily derived from budgetary approval. Also clarified that convention departments are subject to the same restriction as the chair itself.”

Cheetah asks about any issues other than Rama’s concern. There are none.

Rama comments that in the latest revision the Chair’s board vote is “nerfed” still (in section 5.5.d.2) and suggested a much smaller set of restrictions.

The board is an oversight organization. There are times when the convention and the board may have conflicted directions. Does giving the chair a vote (and the resulting conflict of interest) constitute a problem? The discussion of how to resolve this is omitted. The content of the voting section is reworded to address various concerns.

Cheetah proposes a new version where the chair retains all voting rights except election/removal of chair and financial matters pertaining to the current year of the convention budget.

Does this ever give the chair two votes? If so, it will be limited to one vote.

Cheetah restates section 5.5.d.2 as follows:

“(1) Voting Rights. The chair retains all voting rights for corporate matters, except convention matters pertaining to the year in which they were elected for:

(i) Election or removal of the convention chair.

(ii) Financial matters pertaining to the convention budget.

(iii) Should a situation arise where a non-concurrent convention chairman and board member would be entitled to individual votes, a concurrent board member and chair shall only be entitled to one vote.”

Motion to adopt this version of the bylaw change as published with the above update.

Bylaw change passes unanimously and takes effect immediately.

Action Item – Cheetah will get final bylaws to Robert

HR Charter Review

Email will be sent on the state of the charter

Motion to Table – Voted and Approved

SEI Charter Review

Email will be sent on the state of the charter

Motion to Table – Voted and Approved

Goal for next 4 weeks – get the corporate budget together.

For next meeting – search for new board members.

Meeting closed at 12:57 PM