

# Minutes for MFF Board Meeting of Jan 31, 2021

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

This meeting is online.

Guests: Todd Page (Tiller), Sonia, Angel, Theome, Duncan, Kalendil, Rex Collie, Aaron Kalin

Absent: none

## AGENDA

- \* Roll call and Quorum check
- \* Election of Board Members (up for re-election are Cheetah, Vince, Rama, Datahawk)
- \* Election of Board Officers
- \* Approval of Minutes
- \* – Old Business
- \* Bylaw update: Treasurer Requirements
- \* – New Business
- \* President's Report
- \* Treasurer's Report
- \* External comptroller search
- \* Post election reminders and corporate filings (Cheetah/Robert)
- \* Insurance: Worker's Comp
- \* Budget
- \* Background check and SEI
- \* Board Candidate Review Timeline
- \* – Executive Session

Meeting start time – 1:05 pm

Welcome!

## Roll call and Quorum check

We have full attendance and quorum.

## Election of Board Members

Up for re-election to the board are Cheetah, Vince, Rama, and Datahawk. Elections will be electronic.

Rama would like to transition off the board. He is willing to stand for elections with the understanding that he will step down when a suitable replacement is available. Rama thanks us for the opportunity to contribute to the convention. Cheetah thanks Rama for all his contributions.

All four board members are nominated and reelected unanimously with online anonymous secret vote.

## Election of Officers

All officers are willing to take the same office positions and no position is contested.

Cheetah expressed as President he intends to pursue three major goals for the board. First, to improve board visibility and accessibility of the board to the staff at large, Second, through subcommittees, to allow greater outside participation in the work of the board, and third to improve the procedures for handling our finances, budgeting, and reporting plus risk reduction.

Cheetah was renominated for President,  
Robert was renominated for Secretary,  
Vince was renominated for Treasurer,  
Woody was renominated for Vice President of Operations,  
Cheetah was renominated for Vice President of Contracts and Risk.

All positions re-elected unanimously with online anonymous secret vote.

## Memorial

The convention's Head of Risk Management, Ratnip, passed away recently. This is a painful loss for us. We observe 30 seconds of silence.

## Approval of Minutes

November 29, 2020 Minutes are up for approval. One spelling correction noted and applied. Motion to approve with correction.

Minutes approved by voice vote.

## Old Business

### Bylaw update: Treasurer requirements

It seems generally accepted that we should remove the requirement that the treasurer be a member of the Convention Committee and widen that to be any authorized member of the Treasurer's department. The new bylaw language is not ready at this time. Cheetah will distribute a proposed bylaw update in the near future.

Motion to table – tabled unanimously

## New Business

### 2020 Convention chair's report

Motion to table – tabled unanimously

### President's report

We are communicating with the Hyatt on an ongoing basis on whether and how an in-person 2021 convention might take place. Proposed background check policies are out for external counsel to look at. We would really like input from Syn on this.

Woody reports that Syn has reviewed the content and expressed the need to reach out further for additional external review. Cheetah agrees and supports additional legal review of this policy by specialists. The staff ineligibility policy was also rolled into this.

Cheetah Action Item – he will check with Data and confirm that we updated the ban letters withheld in 2020 to explicitly state the bans in terms of durations and emphasize that the durations are in “in-person” event years.

We will be enrolling all staff in the near future using the same staff policies as last year unless there are any concerns expressed. Tiller processed about 50 people for 2020 and he will send the draft enrollment email to Cheetah for review before kicking things off.

Robert reports that Regus has not forwarded any mail to us in months. While Regus has had problems with Covid, this will not do. Cheetah will investigate why are they not forwarding mail. Action Item Cheetah.

Cheetah emphasizes the need to keep on top of email and other direct communications while postal mail is down.

## Treasurer’s Report - Vince

Vince: We have filed for extension on the 2020 taxes, but we basically have no income. (except what was brought in by the virtual dealers room) The taxes should be easy to file.

We have explored about a dozen firms for external comptroller and we have weeded the list down to two. One from Virginia appears to be a preference. They can cover all our major requirements and provide help with bookkeeping referrals and give our board customized status meetings. The services are going to cost about \$20,000 in any case, so we need to be prepared for that. We will need to negotiate exactly what services we want from them, but they have specialists in the area of “Not for Profit” corporations. Alternately, the local firm is a bigger firm (Bigger firms have bigger teams.)

Selection of the Auditor will be voted on by the board. Treasurer should notify the board when we get close to that point for increased engagement.

Cheetah points out that some financial services firms provide perks such as web portals for functions such as reimbursement requests for example. Vince has inquired about such things, but in response many of these firms have suggested getting a bookkeeper instead. This appears to be needed. Typical in-house bookkeeper rates can be \$75 to \$125 per hour. Going outside with a third party referral may be a more cost effective approach for the convention.

Regarding our transition from Quickbooks to Xero, Vince reported that our bank does not provide data in spreadsheet format, so he has had to hand key the data in. Our bank records all our content in PDF. The bookkeeper will need to process these for us.

Please submit any remaining reimbursement requests, even though they were due back in 2020.

Post election filings – we need to identify if any board member has a family relationship to another board member. Cheetah is not aware of any family relationships on the board, but this information is needed by Cheetah if this is not correct.

Changes in board members and/or officers affect a lot of documents. Vince sent out updated information with the 2019 tax return. Pay attention to email and update all needed items.

Cheetah: Action Item for Robert, please track all filings/documents that the corporation needs to update. Get status on both prior years and this coming year and make sure that these updates will be done by legal and/or our service bureau.

Corporate Budget time! As per section 9.2 in the bylaws, all officers please check with your corporate departments and work with your department managers to get the corporate budget together. We must do this in synchrony with the Treasurer to be sure our budget information is compatible with the new software.

## Background check and SEI

We will be exercising the option to perform background checks on key positions. But this isn't quite ready and we need to get SEI started ASAP. Assuming external counsel does not have any problems with this, we want to move forward to onboard her and we can do her background check in the one year window allowed for staff existing at the time the policy goes into force.

Motion – Finalize on-boarding of Sonia now to work with Woody to immediately begin transfer of institutional knowledge.

Motion passed unanimously.

## Board candidate review timeline

Action Item for Data – Produce the list and full information on the candidates with a target delivery date of Feb 28.

Cheetah wants to use subcommittees as a way to get potential new talent to participate and contribute to the corporate level activities of Midwest Furry Fandom.

End of agenda

There is a personnel consideration we need to review in Executive Session.

Motion to go to Executive Session including Tiller. Motion passed unanimously.

**Begin Executive Session**

**End Executive Session**

Motion to end meeting. Motion passed unanimously.

Meeting closed at 3:41 PM

Minutes recorded and prepared by Robert King, Secretary.