

Minutes for MFF Board Meeting of April 14, 2019

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

This meeting is online.

Guests: Legal - Paul Rice (Crypto)

Absent: none.

AGENDA

- Approval of minutes for Jan 27 meeting.
- Corporate Charters:
 - SEI
 - Legal
 - HR

- Defacto Corporate Departments - Discussion? (Finance, Insurance/Risk)
- Board Discussion List
- Contract report/Q&A: Hyatt Regency, Hyatt Rosemont, Comfort, DESC
- Contract report -- Legal
- Subcommittee status
- Preliminary Budget Summary
- GDPR Brief - Legal (with Crypto)
- New Business
 - --2020 plans

Meeting start time – 06:10 pm

Welcome!

Approval of Minutes

Corrections to minutes distributed and discussed. Motion to approve minutes for Jan 27 meeting with further corrections. Corrected version approved unanimously.

Corporate Charters

SEI (Software Engineering and Infrastructure)

Charter distributed with feedback incorporated. How do we want to move work into and out of SEI? This would seem to require rewording the charter. Should we include provisions in each charter for how to modify the charter? This seems like it should be addressed in the general bylaws.

New Business: Bylaw amendment

Cheetah makes a motion for an amendment to the bylaws – change VP Operations and VP Contracts and Risk positions from optional to mandatory. This is primarily to simplify language in the bylaws and in the corporate charters. Also to add a subsection to article 7.2 that states that amendments to charters are by majority vote of the board.

Vote for bylaw amendment passes unanimously.

Now we return to the subject of SEI charter.

Motion to adopt the SEI charter with the one no-longer-needed “optional officer” sentence struck.

Vote for SEI charter passes unanimously.

LEGAL

Review PDF from Crypto – Why a supermajority (2/3 majority) vs simple majority to remove a legal service member? Crypto says this was mostly arbitrary. After discussion we propose that we will keep wording as supermajority. What about bringing a new attorney on? Cheetah proposes simple majority. This raises no objections.

Work on clarifying terminology for various individuals – Counsel? We need to avoid confusion on the definition of the terms “Director”, “Officer”, “Staff”, and “Manager”

(Crypto has changed employment – his work here will require the approval of his new employer and this will need to be reexamined later)

Cheetah updated Legal’s charter to clarify terminology and re-issued it to the board.

Motion to adopt the Legal charter with changes.

Passes unanimously.

HR (Human Resources)

HR charter is long and maybe contains too much policy.

Cheetah began editing this in real time in Google Docs. Policy removal and cleanup. Policy will be moved to a separate policy document.

Change HR's report to VP of Contracts and Risk instead of President.

Crypto feels that the policy for conflict resolution is potentially very large. Cheetah suggests a simple one liner to drop this out of the charter. Cheetah shares updated version with the board.

Motion to adopt the HR charter with highlighted policy part omitted.

Motion passes unanimously

Motion to adopt the highlighted bits as initial HR policy guidance for the areas of staffing administration, morale, conflict resolution, onboarding, and separation.

Motion passes unanimously

Defacto Corporate Departments

Motion to table Defacto Corporate Departments

Motion passes unanimously

Board discussion list

The Board email list is board@furfest.org. We are considering whether we should make this list internal only. Currently anyone can send email to board@furfest.org. This unfortunately makes it easy to do a reply-all response to an email containing the board alias and possibly breach internal data to an outsider. Cheetah wants to shift this to internal use only and to send a bounce message to any outside attempts to mail to it. Woody has expressed that historically board@furfest.org has been the primary way for outsiders to contact the board and he is hesitant to break that functionality. Rama feels the change is acceptable as long as there is an obvious method for an outsider to directly contact the board, preferably in an auto response. Robert expressed that the contents of the board list may be called upon someday as part of our legal record and endorsed increasing security in this manner.

Action Item: Cheetah will request that that board@furfest.org be closed to email from non board members, plus he will again request an autoresponder functionality to add to the board mailing list AND to make the new functionality really obvious to the staff on the wiki

During this interval, any emails sent to board@furfest.org will bounce, with no information on how to reach the board. In spite of this functional gap, we will keep these changes while we work on getting the auto-respond to work properly.

Contract report

Hyatt Regency contract is in good shape. We have a sample contract from the Hyatt Rosemont. Comfort Inn is doing great. We have been super busy with the convention center reshuffling everything. We have questions in to the convention center regarding the reconfiguration using Hall G.

The Mayor of Rosemont is taking the first floor space. We are willing to work with them. We are taking concessions in exchange to make Hall G work for us. If this works out, we'd like to keep it this way for future years. Cheetah will keep us informed.

Social media communicated concern about aisle size in the dealers room. The move to hall G should help address this. Discussion of the hall G solution for 2019.

Contract report -- Legal

Indemnification Language status from Crypto regarding Indemnification, liability, and damage clauses: Jim is looking into this with Sapir law – ongoing.

Subcommittee status

Motion to table. Motion passes unanimously.

Preliminary Budget – Rama

Near final version is out to department heads. We are considering a registration price increase. We need to finalize registration prices this spring. We have to decide before we open registration.

Vince asks Cheetah: Regarding the budget, what do you define as “safe” – how much safety margin? Cheetah suggests 150% of annual run rate (1.3 Million, but that is in an ideal world). Vince is concerned that we are retaining more and more money and passed on an idea from our CPA that maybe we could donate to two charities. Cheetah expressed that if we cease to exist, we can't donate anything. Cheetah listed the expenses that we would incur in a worst case convention failure and roughly calculated that we would need about 600K minimum to bootstrap after a failed year. To firm up such approximate calculations we need to do a full risk assessment. An individual known as Momcat was suggested as an expert in the area of risk

assessment from whom we may be able to get assistance. We need to get numbers that are more official for these scenarios. Cheetah would like to bring her in to discuss this.

If we use Rama's Budget (which assumes no-growth) and instead assume a more probable attendance level, we could clear a million in raw income.

GDPR Brief - Legal

GDPR Brief (Crypto) – General Data Protection Regulation (in Europe). New rules if we handle data from Europeans. We currently don't know exactly how closely we have to follow this – it isn't really targeted at us, but we want to minimize our exposure to potential fines. We need to pick a response "in the middle". Our greatest potential exposure is in the area of volunteers.

Crypto suggests a sub-committee to address this.

Cheetah asks for Robert to create a transcript or for Crypto to provide equivalent information in some form, such as pre-written pamphlets.

Action item: Robert – see to it that the initial transcript/pamphlets are distributed to the board and then put together a working group to follow up on this issue.

New business – 2020 plans

Rama is warning us that this is the last year he will be chair. He has had a couple of people approach him who are potential candidates for the next chair.

Motion to adjourn. Motion passes unanimously.

Meeting closed at 07:59 PM