

# Council 2005 06

## From FreekiWiki

- Date: June 15, 2005
- Facilitator: Dave
- Scribe: Martin
- Place: Free Geek meeting room
- Previous Meeting Minutes

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## Attendance

jeff schwaber (commandeered facilitation), jeff kane, wesley, mark allen, mark conley, ben rayl, laurel, cayman, oso, martin (scribe), richard, dave, debi, clint, rick, wren, shawn

## Commitments from Previous Meeting

- ALL: frequent the wiki and discuss the board and space usage issues. DID WE?
- Michael (phil), envada isp: carry-over. re-assign i they don't report next month. michael reports them as okay. DONE
- Wesley (Martin), blind/vi distro: still in progress. CARRYOVER
- Martin, tantalum wiki: martin started a wiki page. DONE
- Action committee will plan for pickups and report at the next meeting. oso says next meeting. CARRYOVER

- Richard is working on getting web-accessable
- C7 talk about endowment (make sure Clint/council gets feedback)
- Action committee will contact Clint about potential truck and consider budgeting for truck decoration. clint enquiring. need insurance, biodiesel, wiki CARRYOVER
- Reuse committee will report on progress toward more online sales
- Martin will ask Clint to research boardnetusa more and report to council. clint will research more. CARRYOVER
- online sales: ebay sales still main focus. researching. DONE
- endowment: c7 is thinking about it long term. WITHDRAWN

## Reports from Other Meetings

### staff

jhasen quit. replacement recycling coordinator will be hired soon. last month was financially "in the black" - thanks to staff cuts.

### build

is cool.

See the report (<http://lists.freegeek.org/pipermail/council/2005-June/001295.html>) in the email archive.

### why no credit cards?

numerous issues still in the way. staff working on it.

### nap

didn't meet!

### pawc

summer retreat being planned. working with other groups. kitten in need of adoption. july wine tasting at alberta coop.

### ass

as a result of richard's membership in the iww and a not-so-recent-anymore problem with an asshole boss, said asshole has threatened to sue freegeek, or otherwise damage freegeek legally/financially. our email lists have therefore been setup to block his emails. this is the first blanket banning of a person freegeek has performed with respect to our email lists.

- jeffkane: do we have a policy about list usage?
- richard: no - some lists are hidden behind normal addresses and get forwarded to a list.
- jeffkane: a policy put around whatever interface he's using would then allow us to show that we're not targeting him.

## hiring report

- matthew will be starting later this month as an exploratory reuse intern.
- steven will be starting later this month as an exploratory sales intern.
- the recycling coordinator was a well-advertised, open hiring process, and will hopefully be hired friday or thereabouts, longer if staff need more time to decide.
- jon's last day will be this saturday.

## Old Business

### Board\_of\_Directors

jeffkane (JK) presents.

- richard gives background and current working status report. mnr and dennis are the only two active members of the board.
- JK: hard to change articles of incorporation, if that's what we decide to do.
- JK: our bylaws are separate from those articles. these are very antiquated and do not accurately reflect the way freegeek is run. we are legally required to have a board of directors. also, they are minimally required for:
  - taking ultimate fiduciary responsibility
  - 501c3 status monitoring
  - legal attention/responsibility
  - making sure we stay to our mission
- martin: the council has traditionally done the "staying to our mission" work.
- JK: true, and freegeek is awesome, but we need legal pressure to prevent worst case scenarios (council dissolving). board can always delegate work.

selection:

- JK: board is currently self-selected by the bylaws. this can be changed.
- JK: what should the board provide?
  - fundraising
  - public relations
  - endowment management?
  - outside perspective
  - financial help/advice/BRAKES
  - needed expertise (law, accounting)
  - IT management
- richard: do these skills have to be provided by the board? fundraising, financial advice, or others could be brought into the freegeek community without putting them on the board.
- JK: "stakeholders" is one way of thinking about board members.
- shawn: fundraisers often think they deserve more power.
- JK: being sued sucks
- JK: board should be primarily concerned with the mission statement of the organization.
- wren: what is membership about?
- JK: member-run organizations have the ultimate control placed in the hands of the members (however that's defined). non-member-run are ones where some small group is in control of the larger organization.

- oso: this was already decided at freegeek's inception to be non-member-based. we'd have to reapply to change this.
- JK: endangering our 501c3 status by reapplying is dangerous.
- JK: i want to steer this towards having a board that looks out for freegeek's mission.
- JK's PROPOSAL:

have the council select the board of directors. this allows community input and authority without having to change our articles of incorporation to become a membership-based organization. this will still leave the board with complete authority over the organization.

- this will require that the bylaws be reworked. council membership will need to be clearly stated in those bylaws. this will require board approval of the redrafted bylaws.
- jeffschwaber's AMENDMENT:

the purpose of this board is to have legal and fiduciary responsibility for the organization.

- martin: should they have responsibility for making sure we keep to our mission statement to?
- richard: this wouldn't preclude other people from taking part in these areas, just putting down what they have ultimate control. we could even put into bylaws that we expect the board to have the council work out all the policy freegeek would like to make, and to give the board an expected review of those decisions for legal and financial risk.
- jeff: we should draw up a draft of the bylaws we want from this.
- jeff kane, richard, oso and wren will (openly) meet and draw up new bylaws.
- oso: mnr seems amenable to this direction (and is also concerned with making an umbrella organization for the rest of the freegeek's around the country). dennis is unknown. michelle and kimberly would have to either resign or agree on the new bylaws as well.
- JK: have the board "adopt or ammend by substitution" the new bylaws.
- TABLED until a draft is made

## Meta\_Question

not discussed.

## FreeGeek Space Usage

oso presents. late july will see a need for a couple of design charettes. At these 2 or so meetings, we'll brainstorm ideas and whittle them down to an overall plan for what sort of layout we'd like for Free Geek. After we've created this plan, Oso will write grants in the fall to get money to build what we want. Hooray for community input!

## Future Commitments

- knowledge bees: recommend envada
- martin and wesley: blind/vi project
- clint: wiki page on truck donors
- clint: boardnetusa
- oso: pickups for pay
- richard: start acceptable use policy for email lists. see [Acceptable\\_Use\\_Policy](#)
- jeffkane, richard, oso, wren: (openly) meet and draw up new bylaws
- oso: will talk to mnr about council's thoughts on bylaws

## Next Meeting

- facilitator: laurel
- scribe: shawn
- date: july 20th

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