

Regular Meeting of the Board of the Evergreen Project

September 16, 2021 at 2pm Eastern / 11am Pacific

I. Call to order

J.Lundgren called the meeting to order at 2:03pm.

II. Roll call

Members Present	Members Absent	Guests
T.Little J.Knueven C.Owens C.Burton D.Luchenbill K.Greenleaf-Martin G.Charlton J.Lundgren L.Floyd		

III. Approval of Minutes

- Minutes from the August 19 meeting are here:
<https://wiki.evergreen-ils.org/doku.php?id=governance:minutes:2021-08-19>
- K.Greenleaf-Martin moved to approve the minutes. Seconded by C.Burton.
- **ACTION:** Minutes approved.

IV. Treasurer's report

- Financials remaining at status quo.
- Since the last Board meeting, the Finance subcommittee met.
- Coming soon: setting up an operational budget proposal for next year, starting work an internal controls manual, 2022 conference.

V. Committee reports

Release Team (G.Charlton)

- 3.8 freeze date extended until after Bug Squashing Week
- On track for an October release of 3.8.0

Outreach Committee (R.Hamby / D.Luchenbill)

- Written report is here:
<http://list.evergreen-ils.org/pipermail/board/2021-September/000289.html>

Conference Committee (D.Luchenbill)

- Still need to put out a call for people to serve on the conference committee.
 - Will need about 3 more people
- **ACTION:** D.Luchenbill will put out a call for people to serve on the 2022 conference committee.

Bylaws Subcommittee (G.Charlton)

- Some edits to bylaws have been identified and a draft for Board consideration is in process.
- Potentially have a path forward to defining Board officer terms in a way not tied to the annual conference.
 - Potential proposal is to have May 1 be the date that new officers must be in place, regardless of the date of the annual conference.
- Will also be verifying regulations around nonprofit Board voting and doing more research.
 - Strictly email voting for Board motions may not be okay, but videoconferences might be fine.
 - Currently interpretation is that the community's votes for Board nominations are purely advisory.
 - Current bylaws state that new members of the Board are approved by the current Board, which would be covered.
 - From the point of view of Missouri, the Board is self-perpetuating and self-renewing.
- K.Greenleaf-Martin: Finance subcommittee also discussed the potential difficulties of having a Board member who is not a US citizen be on legal and banking documents. So if it is in the bylaws who has access to banking accounts, that may need to be considered.
 - G.Charlton: One immediate consequence may be that the Treasurer must be a US citizen, but not sure about the other officers.

- K.Greenleaf-Martin: Could also potentially have a clause that if the Treasurer cannot serve as financial officer due to citizenship, may need to split the duties of Treasurer and financial officer.
- G.Charlton: Also to consider who is doing day-to-day bookkeeping. Currently done by the Treasurer, but not ordained in bylaws. Could change that arrangement in the future anytime.

Strategic Planning (C.Burton)

- Last meeting was cancelled so have not met recently.
- Survey is still open.

VI. Old Business

SFC transition (J.Lundgren)

- Invoice was sent to the attorney
- Invoice was forwarded to the SFC, along with a request for a timeframe when we could expect to see the funds and trademark license. No response currently.
- J.Lundgren is attempting to get on the SFC list to get updates to the open ticket.

Hotel cancellation (D.Luchenbill)

- No update.

VI. New Business

Code of Conduct (D.Luchenbill)

- The Outreach committee would like to expand the code of conduct and photography policy to cover online forums.
- The Governance and trademark pages on the website need to be rewritten due to the inlaid page as well as references to the SFC.
 - K.Greenleaf-Martin volunteered to make the changes to the Governance and trademark changes, with the intent to put them up on the test website at the moment.
- G.Charlton: A procedural question of how to set up enforcement. In person conference enforcement consisted of the safety committee respondents. Will need to establish what we want and how to staff it.
- **ACTION:** The Outreach committee will draft language for a new code of conduct to be presented for Board approval.

VII. Adjournment

J.Knueven motioned to adjourn. L.Floyd seconded.

J.Lundgren adjourned the meeting at 2:27pm. The next meeting of the Evergreen Project Board will be November 18, 2021.

Respectfully submitted,
Tiffany Little, *Secretary*