

WIKI SOCIETY OF WASHINGTON DC, INC.
Board of Directors Meeting

January 23, 2022 at 7:00 p.m.
Conference Call

Board Members Present: Peter Meyer [Vice President]
Diane Shaw [Secretary]
John Sadowski [Treasurer]
Robert Fernandez
Kevin Payravi
Sara Snyder
Gerald Shields

Board Members Not Present: Kelly Doyle

The meeting was called to order at 7:07 p.m.

1. A motion by Mr. Meyer to approve the minutes for the Board of Directors meeting held on November 15, 2021 was seconded and passed without dissent.
2. Mr. Meyer presented the Executive Committee report. [See Attachment A.]
3. Mr. Meyer presented the Election Committee report. The December 2021 election for members of the Board of Directors and the annual budget went smoothly. There were 26 votes recorded, with overwhelming support for the three candidates (Rob Fernandez, Gerald Shields and Sara Snyder). All votes also supported passing the budget as described. As of the end of the meeting, the Election Committee is to be dissolved following the 2021 election, and will be re-created for the next election.
4. Board appointments: Mr. Meyer and Mr. Shields moved that Mr. Sadowski and Ms. Doyle, whose terms had expired, be reappointed to the Board; the motion was seconded and passed without dissent. There are now 8 Board members. An open slot to appoint a ninth member to the Board, preferably a person with fundraising expertise, remains to be filled.
5. Nominations for the Officers of the Board: There were separate nominations for each of the Officer positions on the Board.
 - a. Mr. Meyer was nominated for President by Mr. Fernandez, seconded by Mr. Sadowski, passed without dissent, and Mr. Meyer accepted the position.
 - b. Mr. Sadowski was nominated for Vice President by Mr. Meyer, seconded by Mr. Fernandez and Mr. Payravi, passed without dissent, and Mr. Sadowski accepted the position.

- c. Ms. Shaw was nominated for Secretary by Mr. Meyer, seconded by Mr. Fernandez and Mr. Shields, passed without dissent, and Ms. Shaw accepted the position.
 - d. Ms. Snyder was nominated for Treasurer by Mr. Meyer, seconded by Mr. Shields, passed without dissent, and Ms. Snyder accepted the position.
6. Committee appointments and activities: Assignments to the Audit, Governance and Safe Space Committees were discussed and new or continuing members were appointed. It was recommended that the list of who serves on which committees be updated on the WMDC website (Mr. Sadowski made some updates during the meeting). There are still some possibly inactive Committee members listed, and their willingness to continue to serve needs to be re-confirmed. The Board agreed that it would be worth reconsidering the organization of the Committees and their responsibilities over the coming year. Members were encouraged to update with biographical information on the WMDC website.
 - a. The Board discussed and noted the need to add members to the Audit Committee.
 - b. The Governance Committee: Mr. Sadowski was nominated for the Chair of the Governance Committee by Mr. Meyer, seconded by Mr. Payravi, and was approved without dissent. Mr. Shields also volunteered to join the Governance Committee, which was approved. It was recommended that the Governance Committee take charge of tracking Committee and Board assignments, with their members' beginning and ending dates of service, and make that information available on the WMDC website.
 - c. The Safe Space Committee: Ms. Snyder, Mr. Meyer, Mr. Fernandez and Mr. Shields were nominated to serve on the Safe Space Committee, and approved without dissent. Ms. Snyder was nominated by Mr. Shields to serve as Chair, which passed without dissent, and she accepted the position. There is still an opening to serve on this Committee to be filled later in the year.
7. Mr. Meyer reported that he had met virtually with Rebecca MacKinnon, WMF Chief of Global Advocacy. She reported that their department is growing and will have representatives worldwide. An American policy chief is likely to be based in Washington, D.C. and it would be good if WMDC could have close contact with that office.
8. Mr. Payravi, in his role as member of the Audit Committee, reported that the process to renew WMDC's 501(c)(3) tax status with the Internal Revenue Service was still incomplete, with no further news from the Internal Revenue Service. It is expected that the process will take several weeks or months to be completed. Mr. Meyer noted that until WMDC's non-profit status has been renewed, it is unable to receive corporate donations. One of WMDC's corporate partners is reportedly holding off on making a planned donation until the situation is resolved. To avoid having this situation happen again in the future, the Board discussed the need to have a reliable physical mailbox that could be frequently checked, since the current WMDC mailbox at the Tenleytown Post

Office is not conveniently located. Mr. Meyer offered to use his home address for official mailings. Mr. Shields said that once a physical mailing address is arranged, he will file the proper form for DC sales and use tax exemption, which he has already researched.

9. 2021 Awards nominations: The Board discussed potential candidates for the Distinguished Service and Volunteer of the Year Awards. Any noteworthy Wikipedian or related partners can be chosen for the Distinguished Service Award. The Volunteer of the Year Award should be someone, or a group, who actually has participated in WMDC events or given their support to WMDC over the past year. Mr. Meyer recommended that the Board decide on the Award winners and draft the language of the recognition statements at the next Board meeting.
10. Mr. Meyer moved that the next Board meeting be scheduled on Monday, February 7, 2022 at 7:00 p.m. Ms. Shaw seconded the motion and it passed without dissent. Mr. Meyer moved that the annual membership meeting be scheduled for Saturday, February 26, 2022 at 2:00 p.m. Mr. Sadowski seconded the motion, and it passed without dissent.

Open discussion:

11. Mr. Sadowski noted that the judging period for the Wiki Science Competition was ongoing, with the final decisions to be made in February 2022. There are about 400 submissions this year; the U.S. winners will move forward to the pool of international competitors. Five cash prizes will be awarded to the U.S. winners, based on the jury decision.
12. Mr. Payravi reminded the Board that the WMDC Institutional Partnerships Manager is seeking persons to participate in an upcoming virtual Analysis and Response for Trust Tool (ARTT) workshop addressing vaccine hesitancy and misinformation, and they should help spread the word to possible participants.

The Board then convened in Executive Session.

The meeting adjourned at 9:00 p.m.

ATTACHMENT A

WIKIMEDIA DISTRICT OF COLUMBIA EXECUTIVE COMMITTEE REPORT

January 2022

SUMMARY

Since the last meeting, we held one event with a partner institution. Fiscal year-to-date, we have recognized revenues of approximately \$41K and expenses of approximately \$49K. We hold approximately \$55K in cash, including approximately \$26K in unrestricted funds.

PROGRAMS

Institutional Partnership Program

Since the last meeting of the Board, Wikimedia DC held an editing workshop on Women in Science, on January 20th, with the Smithsonian Library and Archives.

FINANCE

Wikimedia DC has \$55,062.79 in cash, of which \$27,895.72 are restricted funds (which include unspent grant funds associated with the Wiki Art Depiction Explorer project and restricted funds administered on behalf of WikiConference North America, WikiWomen's User Group, and Women in Red).

Since the beginning of the fiscal year on Oct 1, Wikimedia DC has recognized revenues of \$41,040.00, consisting mainly of \$40,205.00 of unrestricted funds. During the same period, Wikimedia DC has recognized expenditures of \$49,369.70, consisting of \$48,050.34 in program costs (over half of which was for WikiConference North America) and \$1,319.36 in administrative costs.