

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

January 11, 2014

Wikimedia District of Columbia, 1629 K Street NW, Suite 300, Washington, DC

Board Members Present: James Hare [President]
 Kristin Anderson [Vice President]
 Kirill Lokshin [Secretary]
 Peter Meyer [Treasurer]
 Nicholas Bashour
 John Gallagher
 Emily Temple-Wood

The meeting was called to order by Mr. Hare at 2:19 PM.

1. A motion by Mr. Lokshin to approve the Minutes of the December 7 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.

2. Mr. Hare submitted a written report, which was entered into the Minutes:

On December 8 we held the International Year of Statistics Edit-a-Thon. Despite weather-related logistical issues, the event was successful in recruiting editors and leading to the improvement of Wikipedia articles.

We held our Holiday Happy Hour with Social Media Club DC on December 16, with about 30 people in attendance. The event showcased the top ten finalists for Wiki Loves Monuments USA, and three people signed up to learn more about contributing to Wikimedia Commons. I will be getting in touch with them.

Coming up we have an edit-a-thon at the National Museum of Women in the Arts on February 1, as well as a NARA scan-a-thon later in February. I will continue working with Andrew Lih on coordinating his class schedule with Wikimedia DC events, so that his students may have the opportunity to meet the Wikimedia DC community. Other edit-a-thons will be scheduled in connection to this.

I will be organizing committee meetings this month. I plan on holding our first hack-a-thon in March.

3. Ms. Anderson submitted a written report, which was entered into the Minutes:

In December I attended the International Year of Statistics Edit-a-Thon. Although the event was cut short when the MLK Library closed due to

inclement weather, we accomplished quite a bit nonetheless. Enthusiasm at this event was high, and the collective expertise of the attendees was quite impressive! Statistics, which was frankly a rather dry prospect for some of us, turned out to be an excellent topic for an editathon. I hope we can persuade our organizer, Peter Meyer, to hold another statistics event.

This month I am staying with family in Montana, and have added photographs to the National Register of Historic Places Listings in Missoula County, Montana. I visited the library at Salish Kootenai College, where the Director gave me copies of newspaper clippings for writing Wikipedia biographies of two of the major Salish tribal leaders. I was able to record a few brief video clips of the Crow language, and need some assistance to upload them. I've also been busy editing my snapshots of the Library of Congress Packard Campus for Audio-Visual Conservation, in preparation for a future photo uploading editathon or event.

4. Mr. Lokshin submitted a written report, which was entered into the Minutes:

As of January 11, Wikimedia DC has 71 members; this represents a net decrease of 1 member since our last meeting. The decrease is a result of non-renewals of lapsed memberships by members who are not signed up for automatic renewal.

Of the current memberships, 4 memberships will lapse on the last day of January; this number includes 1 member who has signed up for automatic renewal and is therefore expected to renew before that date, and 3 members who will be individually solicited to renew their membership.

5. Mr. Meyer submitted a written report, which was entered into the Minutes:

As of Jan 11, 2014, Wikimedia DC has \$2499.85 in liquid net assets plus \$1539.11 in equipment and a small amount in prepaid expenses.

Recent expenses include WLM prizes, the holiday party and reimbursement for past events.

Our outreach grant from the WMF for 2013 has been fully and well spent, and James and I owe them a report on our outreach activities in February.

We requested a new grant from the WMF for the Jan-Sept 2014 period. So far, seven evaluators ("GAC members") support it, and no one opposes it. Comments come in and we reply.

The WikiConference to be held in NYC will be funded separately and our chapter will handle some of the finances, coordinating with a Wikimedia NYC person who has been designated and in touch.

6. Mr. Lokshin submitted a written report on behalf of the Governance Committee, which was entered into the Minutes:

In accordance with a request from the Board of Directors, the Governance Committee has prepared a draft Ethics Policy to accompany the earlier draft of an amended and restated Whistleblower Policy. The draft policy has been provided to the Board for review.

Over the next several months, the Governance Committee plans to prepare drafts of several additional policies for review. A preliminary schedule of anticipated draft readiness dates is as follows:

To be completed by the end of January:

- Record Retention Policy (amended and restated)
- Branding and Trademark Policy (new)

To be completed by the end of February:

- Privacy Policy (amended and restated)
- Donor Privacy Policy (new)

To be completed by the end of March:

- Contest and Prize Policy (new)
- Mailing List Access Policy (new)

This schedule is subject to change based on direction from the Board.

7. The proposed Whistleblower Policy was discussed and amended. A motion by Mr. Hare to adopt the policy as amended was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I – PURPOSE

1. Purpose. The purpose of this Whistleblower Policy ("Policy") is to describe the procedures through which concerns about illegal activity by or within Wikimedia District of Columbia may be raised and addressed.

ARTICLE II - GENERAL PROVISIONS

1. Responsibility. All Wikimedia District of Columbia directors, officers, employees, and volunteers shall be responsible for reporting violations or suspected violations of the law in accordance with this Policy.

2. No Retaliation. No Wikimedia District of Columbia director, officer, employee, or volunteer shall engage in harassment or retaliation against any person who reports, in good faith, a violation of the law, or against any person who assists in the investigation of a reported violation.

3. Good Faith. Any person filing a complaint concerning suspected illegal activity must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law. Any allegations that prove to be unsubstantiated and to have been made maliciously or known to be false shall be treated as malfeasance and addressed accordingly.

ARTICLE III - REPORTING ALLEGED VIOLATIONS

1. Reporting. Reports concerning suspected illegal activity by or within Wikimedia District of Columbia shall be submitted to the President and the Vice President. If either is alleged to be acting in violation of the law, then the report shall be submitted to the Chair of the Audit Committee.

2. Confidentiality. Reports concerning suspected illegal activity may be submitted on a confidential basis. Reports and the names of sources will be kept confidential to the extent possible, except where necessary to conduct a complete and fair investigation, where required by law, or for review of Wikimedia District of Columbia operations by the Audit Committee.

3. Detail. For a proper investigation to be conducted, as much information as possible should be reported. The report should clearly describe the specific act or acts alleged to be in violation of the law and provide dates and names of individuals involved.

ARTICLE IV - HANDLING OF REPORTED VIOLATIONS

1. Responsibility for Investigation. Reports of illegal activity shall be investigated by the Audit Committee with the assistance of the President and Vice President.

2. Investigation. Within five (5) business days of receiving a report of illegal activity, the Audit Committee shall acknowledge the complaint and begin an investigation. Upon completing a full investigation, the Audit Committee shall prepare a report of findings, together with recommendations for corrective action, and shall submit the report to the Board of Directors.

3. Legal Assistance. Outside legal counsel may be consulted as needed or warranted by the complaint. If assistance from legal counsel is required, it shall be engaged by the President at the time the complaint is received. The Audit Committee is authorized to retain legal counsel to address a complaint if it involves the President or the Vice President.

ARTICLE V - ACCOUNTING AND AUDITING

1. Accounting and Auditing. The Audit Committee shall address all reported concerns or complaints regarding accounting practices, internal controls, or auditing. The Chair of the Audit Committee shall immediately report to the President and Vice President if any improper accounting practices are reported by the independent auditors. The President and Vice President shall work with the Audit Committee until the matter is resolved.

8. The proposed Ethics Policy was discussed and amended. A motion by Mr. Hare to adopt the policy as amended was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I - PURPOSE

1. Purpose. The purpose of this Ethics Policy ("Policy") is to guide Wikimedia District of Columbia directors, officers, employees, and volunteers in their conduct when acting on behalf of Wikimedia District of Columbia.

ARTICLE II - CODE OF ETHICS

1. Responsibility. All Wikimedia District of Columbia directors, officers, employees, and volunteers shall:

(a) Uphold the highest standards of ethical, professional behavior at all times;

(b) Question pending individual and group actions when necessary to ensure that decisions are ethical and are implemented in an ethical manner;

(c) Seek expert guidance if in doubt about the ethical propriety of a situation.

2. Ethical Conduct. Ethical conduct shall include the following:

(a) Serving with dedication, respect, concern, courtesy, and responsiveness in carrying out our mission;

(b) Demonstrating the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities;

(c) Honoring our commitments and promises to the best of our abilities;

(d) Conducting organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication,

and compassion;

(e) Listening to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission;

(f) Striving for excellence and innovation and demonstrate professional respect and responsiveness to constituents, donors and others;

(g) Appropriately acknowledging contributions from other individuals and organizations who help facilitate our goals;

(h) Respecting the structure and responsibilities of the Board of Directors, provide it with facts and advice as a basis for making policy decisions, and uphold and implement policies adopted by it;

(i) Measuring the effectiveness of our programs in contributing to or achieving organizational goals;

(j) Respecting the uniqueness and intrinsic worth of every individual;

(k) Treating people with dignity, respect, and compassion to foster a trusting work environment free of harassment, intimidation, and unlawful discrimination;

(l) Assuring an environment of inclusiveness and a commitment to diversity in the organizations we serve;

(m) Developing, administer and advocate policies and procedures that foster fair, consistent and equitable treatment for all;

(n) Respecting and protect privileged information to which we have access in the course of our official duties;

(o) Acquiring and disseminate information through ethical and responsible means;

(p) Ensuring only appropriate information is used in decisions affecting employment relationships;

(q) Investigating the accuracy and source of information before allowing it to be used in employment related decisions;

(r) Not accepting commissions, gifts, payments, loans, promises of future benefits or other items of value from anyone who has or may seek some benefit from Wikimedia District of Columbia;

(s) Not being deceptive in our fundraising activities or in prospecting for

new members.

ARTICLE III - REPORTING

1. Reporting. All reports concerning unethical conduct by or within Wikimedia District of Columbia shall be submitted to the Board of Directors.

2. No Retaliation. No Wikimedia District of Columbia director, officer, employee, or volunteer shall engage in harassment or retaliation against any person who submits, in good faith, a report concerning unethical conduct.

3. Review. The Board of Directors shall review each report concerning unethical conduct at the first regular meeting of the Board subsequent to the receipt of said report, and shall determine whether the reported conduct is in violation of this Policy. In the event that the conduct is determined to be in violation, the Board shall take such action as it determines to be necessary under the circumstances.

4. Final Authority. The decision of the Board of Directors with regard to all questions of ethics shall be final and not subject to further review or appeal.

9. A proposed resolution regarding cash disbursements for WikiConference USA 2014 was discussed and amended. A motion by Mr. Hare to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:

1. The Treasurer is authorized to disburse up to 50% of the per diem allowance provided pursuant to the [Travel Policy](#) to individuals who are awarded travel scholarships by Wikimedia District of Columbia to attend WikiConference USA 2014 in New York City in the form of cash.

2. Should a scholarship awardee opt for a partial cash disbursement, the balance of his or her per diem allowance shall remain available for reimbursement for up to 30 days following the per diem allowance period, pursuant to the Travel and Expense Reimbursement Policies.

10. A proposed resolution to amend the Expense Reimbursement Policy was discussed and amended. A motion by Mr. Hare to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:

The Expense Reimbursement Policy is amended by striking Article III, Paragraph 5 and replacing it with:

5. Unallowed Expenses. No Prohibited Expense or Self-Dealing Expense shall be approved for reimbursement.

Grant-Related Expenses shall only be approved for reimbursement through the process designated by the Grants Policy.

11. A proposed resolution to amend the Friendly Space Policy was discussed and amended. A motion by Mr. Hare to adopt the resolution as amended was seconded and passed without dissent, and the resolution was entered into the Minutes:

The Friendly Space Policy is amended by:

(a) Striking "sexual images in public spaces" in Article III, Paragraph 1 and replacing it with "the display of content of a graphic nature without adequate prior notice"; and

(b) Adding "A lack of witnesses shall not be deemed to prohibit corrective action with regard to the report." to Article IV, Paragraph 5.

* Ms. Anderson joined the meeting *

12. The Corporation's amended and restated Annual Financial Report for Fiscal Year 2012–13 was discussed. A motion by Mr. Hare to adopt the report as written was seconded and passed without dissent, and the report was entered into the Minutes.

[document attached]

13. The Corporation's Activity Report for the First Quarter of Fiscal Year 2013–14 was discussed and amended. A motion by Mr. Lokshin to adopt the report as amended was seconded and passed without dissent, and the report was entered into the Minutes.

[document attached]

14. A proposal to hire a Wiki Loves Monuments project manager was discussed.

15. A proposal to create a public policy working group was discussed.

16. A proposal to fund scholarships for the Wikimania 2014 conference was discussed.

17. The date of the next meeting of the Board of Directors was set to February 8, 2014, at 2:00 PM, at the Corporation's offices at 1629 K Street NW, Suite 300.

The meeting was adjourned at 4:52 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

James Hare
President