

## **Board Meeting Minutes: 7/17/11**

Approved at 8/12/11 Board meeting.

Board members present: Tobi, David, Brian, Scott, Jamil, Wendy, Dustin, Cordy, Jane, Dustin

Staff Present: Gordon

Others Present: John Feil

Meeting started at 12:30 pm

July draft minutes submitted for approval:

[https://docs.google.com/document/d/1qBDTYGegZxDSQl-G5a1fXI3wbfh84Y8ZSIhUftili\\_s/edit?hl=en\\_US&authkey=CNDjvoch](https://docs.google.com/document/d/1qBDTYGegZxDSQl-G5a1fXI3wbfh84Y8ZSIhUftili_s/edit?hl=en_US&authkey=CNDjvoch)

- Jane moved, Wendy seconded. - Unanimously approved as edited.

Code of Ethics: Motion to make the code of ethics be displayed during registration process, without a checkbox to agree.

Darius motioned, Tobi seconded, 5 in favor, 5 opposed. So did not pass!

Concerns included lack of enforcement, slowing down registration with an additional page, etc.

Finance: Moved to approve revisions to budget policy, as revised in the document.

**When the organization projected operating cash is less than \$70,000:**

- **All commitments to pay over \$1,000 requires Treasurer approval**
- **All AP requires approval of Treasurer to release payment**

**When the organization projected operating cash is greater than \$70,000:**

- **All commitments to pay over \$5,000 requires Treasurer approval**
- **All AP above \$5,000 requires approval of Treasurer to release payment**

Tobi motioned, Dustin seconded: Unanimous approval.

Lawyer proposal - deferred for more research.

Popcap - Motion that we formally express our appreciation to Popcap for hosting the offsite.

Wendy moved, Cordy seconded, Passes unanimously.

Create three task forces with charter to come to August meeting with a proposal for board review and approval.

- Studio Affiliate
- IGDA 20
- Membership Pricing

Dustin, Jane seconded, unanimous

No new business.

Adjourned at 1:04 pm.

Re-convened at 4:40 pm

Board members present: Tobi,, Brian, Scott, Jamil, Wendy,, Dustin, Cordy, Jane, Dustin

Staff Present: Gordon, Jack

Others Present: John Feil

Motion to disband the Long Range Planning Committee in favor of replacing with a different structure for strategic input.

Jane, Scott seconded: Unanimously passed

Motion to disband the P&A committee in favor of replacing with task forces if needed.

Tobi, Jane seconded: Four in favor, four against, one abstention. Passes.

Board approved a list of committees for 2011-2012:

- Chapters - Coray,
- Communications - Wendy,
- Finance - Dustin,
- Governance - Jane
- ESP - Brian/Cordy/Jamil/Darius will decide
- SIGS - Erin
- Tech - Darius

Tobi move, Wendy seconds, Unanimous.

Move to approve the Board Member expectations as included below. Note that this will only apply to new board members as per by-laws we cannot institute new board member requirements that can be used to remove anyone already an elected board member.

Tobi, Dustin seconded, unanimous.

Discussed that all contracts are to be approved by the board, including disbanding.

Executive Session convened 5:24 pm.

Adjourned Executive Session at 5:33 pm.

Meeting adjourned 5:33 pm.

(see attachment on next page.)

### **Board Member Expectations**

Members of the IGDA Board of Directors are expected to be actively engaged in the governance of the IGDA. At a minimum Board members shall:

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\* Attend Board Meetings

\* Missing 25% of meetings in a 12 month period will result in review by the Governance Committee

- \* Missing 40% of meetings in a 12 month period will result in expulsion from the Board
- \* Be on time for the Board of Directors meetings
- \* Have read the minutes prior to the Board meeting and verified they are accurate to your recollection
- \* Read the financial reports and ask questions to enable your understanding
- \* Attend committee meetings for any committees you are part of
- \* Ensure that committee updates from your committees are posted prior to the Board meeting,
  - \* Provide reports to the Board from your committees for inclusion in the minutes
- \* Conform to the Board Code of Ethics

Failure to follow these expectations shall be documented by the secretary.