

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

June 2, 2012

Tenley-Friendship Neighborhood Library, 4450 Wisconsin Avenue NW, Washington, DC

Board Members Present: Kristin Anderson
Nicholas Bashour
Katie Filbert
James Hare
Kirill Lokshin
Tiffany L. Smith

Board Members Not Present: Kevin Chen

Staff Members Present: Lisa Marrs

Guests: Thomas Risen

The meeting was called to order by Mr. Bashour at 3:13 PM.

1. A motion by Mr. Bashour to approve the Minutes of the May 5 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Mr. Bashour submitted a written report, which was entered into the Minutes:

I'd like to welcome Lisa Marrs as our intern for Outreach & Program Coordination. Lisa is intelligent and enthusiastic, and will provide invaluable support in the next few critical months.

I'm planning a WikiData Roundtable event with Sunlight labs to take place in June. Right now, the most likely date is Thursday, June 21 sometime between 5:00 and 7:30 pm. The goal of this event is to discuss WikiData with the NGO and open data community in dc in order to understand what WikiData is and is not as it develops and to hopefully make relevant suggestions and recommendations to the WikiData development team through a white paper to deliver to them during Wikimania 2012.

We're finalizing details for our next Embassy Outreach Event, which will be at the Austrian Embassy on July 6 at 7:30 pm. The event is a pop/jazz concert with Austrian Violinist Barbara Helfgott and Austrian Pianist Michael Kahr, followed by a reception prepared by an Austrian chef. We're hoping to be able to record the performance to post on Commons and to interview the musicians about Austrian music and write a post

about them on our blog, which can hopefully be used as a source to improve relevant articles on Wikipedia.

Tom Risen is assisting in putting together another EOI event, focused on Women & Technology in Developing Countries, and we're hoping to have this event at the Kenyan or Tanzanian embassy. At this event, we're hoping to address what development organizations are doing on the ground right now to bring access to technology to women in developing countries, how that technology has affected these women, the obstacles (cultural, technological, financial) we facing now in trying to expand educational reach in those countries, and the ways that we can start to address those obstacles.

I'm starting to put together a grant application to the Foundation to fund Wiki Loves Monuments and related events in the fall, including a national kick off gala in early September, which I'm hoping to hold at the National Building Museum if they can waive their venue fees, or otherwise I'd like to hold it at the Historical Society of Washington, D.C.'s Carnegie Library building. I'd like to do a few unique events for Wiki Loves Monuments, outside from the usual edit-a-thons, and ideas are welcomed to be incorporated into the grant application.

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

No new membership applications have been received since the last meeting of the Board; the total number of members remains at 54.

The Corporation has executed two new agreements: a Registration Management Services Agreement with Potomac Management Resources, and a Wikimedia Foundation Grants Program Grant Agreement with the Wikimedia Foundation. Both agreements will be entered into the Minutes.

[documents attached]

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

As of 8:20 PM, 28 May 2012, our assets stand at \$423,007.45. The breakdown of our assets is as follows:

- Unrestricted funds: \$18,909.44
- Restricted fund, Wikimania 2012: \$13,556.75
- Restricted fund, WMF Bootstrapping Grant: \$2,873.37
- Restricted fund, WMF Events 2012 Grant: \$21,068.69
- Contributions to Wikimania 2012 held by the Wikimedia Foundation: \$346,000.00
- Funds held by PayPal: \$73.05
- Prepaid expenses: \$20,069.85

- Fixed assets: \$456.30

Our liabilities stand at \$19,243.00, entirely from unearned revenue relating to the Wikimania 2012 conference.

Since October 1, 2011, we have generated \$473,365.24 in income and incurred \$74,811.00 of expenses. Major expenses from the last month include scheduling \$42,340.00 of payments to The George Washington University, a payment of \$7,500.00 to The Creative Network LLC for event planning services, as well as payments of \$165.00 for our registered agent service. No major sources of income were recorded for the past month.

5. Mr. Lokshin reported that Mr. Chen had submitted a notice of resignation from his positions as Vice President, Director, and Chair of the Legal Committee, and the notice was entered into the Minutes.

[document attached]

6. A motion by Mr. Bashour to appoint Mr. Risen to the Board of Directors, and to the position of Vice President, was seconded and passed without dissent.
7. A motion by Mr. Hare to appoint Mr. Lokshin as Chair of the Legal Committee was seconded and passed without dissent.
8. A motion by Mr. Bashour to amend the resolution regarding the standing order of business for meetings of the Board of Directors, as adopted on May 28, 2011, by renumbering item 2.2 as 2.3, inserting "Reports of non-Officer Directors" as 2.2, renumbering 2.3 as 2.4, renumbering 2.4 as 2.5, renumbering 2.5 as 2.7, and inserting "Other reports" as 2.6, was seconded and passed without dissent.
9. The draft Movement Accountability Policy was discussed. A motion by Ms. Smith to adopt the policy as written was seconded and passed without dissent, and the policy was entered into the Minutes:

ARTICLE I - PURPOSE

1. Purpose. The purpose of this Movement Accountability Policy ("Policy") is to ensure that Wikimedia District of Columbia follows the generally accepted best practices for organizational accountability and governance which have been established for member entities within the Wikimedia movement.

2. Intent. In adopting this Policy, it is the intent of Wikimedia District of Columbia to comply with the applicable provisions of the Resolution Regarding Organizational Best Practices, as adopted by the Wikimedia Foundation Board of Trustees on March 31, 2012.

ARTICLE II - GENERAL PROVISIONS

1. Definitions. As used in this Policy, the following terms have the indicated meaning:

- (a) "Bylaws" are the Bylaws of Wikimedia District of Columbia.
- (b) "Board of Directors" shall refer to the Board of Directors of Wikimedia District of Columbia, as defined in Article VI of the Bylaws.
- (c) "Fiscal year" shall refer to the fiscal year of Wikimedia District of Columbia, as defined in Article X of the Bylaws.
- (d) "Secretary" and "Treasurer" shall refer to the corresponding Officers of Wikimedia District of Columbia, as defined in Article VII of the Bylaws.

2. Legal Requirements. No provision of this Policy shall be interpreted in a manner that conflicts with any applicable law or regulation. It is the policy of Wikimedia District of Columbia to comply with all applicable laws and regulations at all times.

3. Movement Agreements. The Board of Directors shall enter into, maintain at all times, and fully comply with the legal agreements through which Wikimedia District of Columbia shall receive recognition as a Wikimedia chapter and authorization to use Wikimedia trademarks.

4. Governance Policies. The Board of Directors shall develop and enact such additional governance policies as may be necessary to fully implement the provisions of this Policy.

ARTICLE III - ANNUAL AND STRATEGIC PLANS

1. Annual Plans. The Board of Directors shall prepare an annual plan, including specific goals and planned program activities, planned budgets and sources of revenue, and an assessment of risks. The annual plan shall be published within 30 days of the beginning of each fiscal year, and shall be made available on the Wikimedia District of Columbia website and on the Wikimedia financial report aggregation webpage.

2. Strategic Plans. The Board of Directors shall prepare a five-year strategic plan, including long-term goals and plans for development and an evaluation of mission and vision impact. The strategic plan shall be published within 120 days of the beginning of every fifth fiscal year, and shall be made available on the Wikimedia District of Columbia website and on the Wikimedia financial report aggregation webpage.

ARTICLE IV - REPORTS

1. Annual Reports. The Board of Directors shall prepare an annual report, including descriptions of all Wikimedia District of Columbia activities, programs, and partnerships. The annual report shall be published within 30 days of the end of each fiscal year, and shall be made available on the Wikimedia District of Columbia website and on the Wikimedia report aggregation webpage.

2. Annual Financial Reports. The Treasurer shall prepare an annual financial report, including information on major donations, significant grants given and received, and performance against outstanding grants. The annual financial report shall be published within 30 days of the end of each fiscal year, and shall be made available on the Wikimedia District of Columbia website and on the Wikimedia financial report aggregation webpage.

3. Activity Reports. The Secretary shall prepare an quarterly activity report, including descriptions of activities and events conducted during the prior 90 days, status of current and planned programs, and statistics on membership and organizational activity. The activity report shall be published within 30 days of the end of each fiscal quarter, and shall be made available on the Wikimedia District of Columbia website and on the Wikimedia report aggregation webpage.

4. Minutes of Meetings. The Secretary shall prepare minutes of meetings of the Board of Directors and of the members of Wikimedia District of Columbia. The minutes shall be published within 10 days of approval, and shall be made available on the Wikimedia District of Columbia website.

ARTICLE V - REVIEWS

1. Periodic Reviews. The Board of Directors shall conduct quarterly reviews of program impact, including, at the discretion of the Board of Directors, include self-assessments, peer reviews, and feedback from relevant volunteer communities. A summary of the review shall be published within 30 days of the end of each fiscal quarter, and shall be made available on the Wikimedia District of Columbia website.

2. Annual Reviews. The Board of Directors shall conduct an annual review of performance against the annual plan for the prior fiscal year. A summary of the review shall be published within 90 days of the end of each fiscal year, and shall be made available on the Wikimedia District of Columbia website.

ARTICLE VI - MISCELLANEOUS PROVISIONS

1. Fundraising. When soliciting funds, Wikimedia District of Columbia shall ensure that communications with potential donors accurately reflect the intended use of those funds.

2. Support for Movement Organizations. It shall be the policy of Wikimedia District of Columbia to support other Wikimedia movement organizations as they build capabilities to achieve program work and fulfill the Wikimedia movement's principles of accountability and transparency.

10. A motion by Mr. Hare to appoint Mr. Lokshin as the Corporation's representative to the Council of the Wikimedia Chapters Association was seconded and passed without dissent.
11. Mr. Hare submitted a written report on behalf of the Wikimania 2012 conference planning team, and said report was entered into the Minutes:

I have been working with Julie Perlmutter on securing audio-visual, wireless Internet, and catering contracts while also working to finalize our venue reservation at George Washington University. Members of the Program Committee met with Julie and others on the Wikimania organizing team to ensure that the logistical efforts accurately reflect the program.

Currently, the printed catalog which will be distributed to the conference attendees is being compiled. A first draft will be completed shortly.

In consideration of the need for low-cost housing for many attendees, and in light of the overbooked reservation at Hostelling International, the organizing team discussed an idea for a "matchmaking service" where attendees would pay a reduced room rate in exchange for being paired with a random roommate. To this end, twenty hotel rooms at the State Plaza Hotel were booked on Wikimedia DC's behalf. The service will be launched soon.

Wikimedia DC received a price quote for video services, with all production, recording, editing, and uploading services provided for approximately \$160,000. Given that other price quotes will be in this general area, due to the high volume of concurrent sessions at Wikimania, ideas for reducing reliance on professional videography services were considered, including volunteer-operated video recorders.

I proposed VIP policy concerning the subsidy of travel expenses to individuals important to the conduct of the conference and emailed it to Katie, Nicholas, and Tiffany. The proposed policy is as follows:

1) A "VIP" is defined as any person deemed by the Wikimania 2012 team to (a) are uniquely qualified in a certain area or regard to the extent that it is worth more to cover their travel expenses than to hire a local professional, (b) have an agreement with Wikimedia DC to provide a service to the conference's organization or program, (c) have sought financial subsidies through a scholarship process (except for certain invited speakers), and (d) have considerable financial need to attend Wikimania in order to perform previously agreed-upon tasks.

2) VIPs shall cover as many expenses on their own and through other financial subsidies as possible. All other sources of other financial subsidies must be disclosed.

3) When paying for transportation, the preference is for the VIP to pay for his or her own flight and then seek reimbursement.

4) Where possible, VIPs shall have a written agreement with Wikimedia DC in order to receive financial subsidies as a VIP.

Planned invited VIPs include the keynote speaker Mary Gardiner, a sponsor liaison, a U.S.-based reporter for the Wikipedia Signpost, and presenters for Wikimania 2013 in Hong Kong. The planned budget for VIPs is \$14,500.00.

* Ms. Filbert joined the meeting *

12. Plans for the Wiki Loves Monuments USA 2012 program were discussed.

13. Plans for the Great American Wiknic 2012 event were discussed.

14. The date of the next meeting of the Board of Directors was set to June 27, 2012, at 7:00 PM, at the Corporation's offices at 1875 K Street NW.

The meeting was adjourned at 4:28 PM.

Approved on _____, _____.

Kirill Lokshin
Secretary

Nicholas Bashour
President