

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

April 10, 2016, at 2:00 PM

Wikimedia District of Columbia, 1730 Connecticut Avenue NW, Washington, DC

Board Members Present: Kirill Lokshin [President]
Emily Temple-Wood [Vice President]
James Hare [Secretary]
Robert Fernandez
Peter Meyer
John Sadowski
Rebecca Williams

Board Members Not Present: Walter Gómez Segura [Treasurer]
Diane Shaw

The meeting was called to order by Mr. Lokshin at 2:11 PM.

1. A motion by Mr. Lokshin to approve the minutes of the February 21 meeting of the Board of Directors in the form previously distributed was seconded and passed without dissent.
2. Speaking on behalf of the Executive Committee, Mr. Lokshin submitted a written report for inclusion in the Minutes.

[see Attachment A]

3. Speaking on behalf of the Audit Committee, Mr. Meyer reported that the committee will be meeting in May to plan the audit of the Annual Financial Report of Fiscal Year 2014–15.
4. Mr. Sadowski expressed interest in serving on the Audit Committee. A motion by Mr. Lokshin to appoint Mr. Sadowski to the Audit Committee was seconded and passed without dissent.
5. Mr. Meyer reported on the activities of the Public Policy Committee. The draft open source policy from the White House Office of Management and Budget was discussed, as was the planned presentation to Congressional staffers.

** Ms. Temple-Wood left the meeting at 2:30 PM **

6. The proposed amendment to the Board Meeting Policy was discussed. A motion by Mr. Meyer to amend Article IV of the Board Meeting Policy by striking Paragraph 2 and re-numbering the

subsequent paragraphs was seconded and passed without dissent. Future amendments to the Board Meeting Policy were discussed.

7. A proposed set of technical amendments to existing policies was discussed. A motion by Mr. Lokshin to approve the amendments was seconded and passed without dissent.

[see Attachment B]

8. A proposed amendment to the Safe Space Policy was discussed. A motion by Mr. Lokshin to approve the amendment as proposed was seconded and passed without dissent.

[see Attachment C]

9. The proposed Non-Discrimination Policy was discussed and amended. A motion by Mr. Lokshin to approve the policy as a replacement for the current Non-Discrimination Policy was seconded and passed without dissent.

[see Attachment D]

10. The proposed Employment Policy was discussed. A motion by Mr. Lokshin to approve the policy as a replacement for the current Employment and Hiring Policies was seconded and passed without dissent.

[see Attachment E]

11. Upcoming events were discussed, including a planned Take Back the Night Edit-a-Thon at the University of Virginia on Wednesday; a labor edit-a-thon at the University of Maryland in May; a refugee storytelling edit-a-thon in May; two upcoming edit-a-thons with the DC Public Library; a Folger Library edit-a-thon on May 13; a Smithsonian American Art Museum edit-a-thon on June 11; a National Archives edit-a-thon on June 16; an Anacostia Museum edit-a-thon in August; an additional DC Public Library edit-a-thon in May; plans for potential edit-a-thons in May, June, and July; and a standing offer from the American Chemical Society to host an edit-a-thon.
12. A proposed appointment to the Programs and Partnerships Committee was discussed. A motion by Mr. Lokshin to appoint Jake Orlowitz to the committee was seconded and passed without dissent.
13. The election of Wikimedia Foundation trustees was discussed. A decision on the Corporation's vote in the election was deferred until after the meeting of the Wikimedia affiliates in Berlin.
14. The strategic plan was discussed. Mr. Lokshin reported that the draft includes four priority areas focusing on participation and diversity, as well as a focus on developing Wikimedia communities within and outside the DC metropolitan area.

15. A proposed program for victims of online harassment was discussed, including potential partnerships.
16. The upcoming Wikimedia Diversity Conference was discussed, including potential speakers and safety considerations.

The meeting was adjourned at 5:20 PM.

Approved on _____, _____.

James Hare
Secretary

Kirill Lokshin
President

ATTACHMENT A
Executive Committee Report

SUMMARY

- Since the last meeting, we held 8 editing events with partner institutions, and have 11 more events in the pipeline.
- Fiscal-year-to-date, we have recognized revenues of \$41,709.34 and expenses of \$31,090.00, and currently have \$19,485.45 in cash.

PROGRAMS

Institutional Partnership:

Since the last meeting of the Board, Wikimedia DC has held eight edit-a-thons and other editing events with institutional partners: an edit-a-thon with Howard University on February 26; an edit-a-thon with DC Public Library on February 27; an edit-a-thon with the National Museum of Women in the Arts on March 6; an edit-a-thon with the National Archives on March 11; an edit-a-thon with several Smithsonian Institution museums on March 19; an edit-a-thon with the DC Public Library on March 19; an edit-a-thon with the American Chemical Society on March 20; and an editing workshop with the Smithsonian Institution Archives on March 29.

We have scheduled eight edit-a-thons and other editing events with institutional partners over the next several months: an edit-a-thon with the University of Virginia on April 13; two edit-a-thons with the DC Public Library on April 16 and April 17; an edit-a-thon with the Folger Library on May 13; an edit-a-thon with the University of Maryland on May 15; an edit-a-thon with the Smithsonian American Art Museum on June 11; an edit-a-thon with the National Archives on June 16; and an edit-a-thon with the Anacostia Community Museum on August 13.

There are three additional events which are in an advanced planning stage but which have not yet been firmly scheduled: an edit-a-thon with the DC Public Library in mid-May; an edit-a-thon with the Smithsonian American Art Museum in mid-July; and an edit-a-thon with the Laurel Historical Society in September.

Grantmaking and Sponsorship:

We are continuing our fiscal sponsorship for the Art+Feminism 2016 campaign. To date, we have issued 43 disbursements and reimbursements with a total value of \$22,714.21 in support of the campaign.

OPERATIONS

Governance:

We have prepared a number of policy proposals for the Board's consideration, including an amended and restated Employment Policy, which will replace the current Employment Policy and Hiring Policy; an amended and restated Non-Discrimination Policy; an amendment to the Safe Space Policy; and a set of technical amendments to several other policies.

Membership:

Wikimedia DC's total membership stands at 66 members, which represents a 3% decrease since the previous meeting of the Board.

FINANCE

Wikimedia DC currently has \$19,485.45 in cash, consisting of \$8,514.06 in restricted funds (which include funds administered under the Art+Feminism 2016 fiscal sponsorship agreement as well as unspent funds from the "Projects 2015", "Summer of Monuments", and "Wikipedia for Health and Safety" grants from the Wikimedia Foundation) and \$10,961.91 in unrestricted funds. Wikimedia DC additionally owns \$769.91 of fixed assets.

Since the beginning of the fiscal year, Wikimedia DC has recognized revenues of \$41,709.34, consisting of \$27,927.40 of restricted funds and \$13,781.94 of unrestricted funds. During the same period, Wikimedia DC has recognized expenditures of \$31,090.00, consisting of \$28,880.22 of program costs, \$2,209.78 of administrative costs, and \$384.60 in depreciation.

ATTACHMENT B
Technical Amendments

1. The Conflict of Interest Policy is amended by replacing each instance of "he or she" with "they".
2. The Delegation of Authority Policy is amended by replacing each instance of "his or her" with "their".
3. The Employee Attendance and Leave Policy is amended by replacing each instance of "his or her" with "their" and by replacing each instance of "he or she" with "they".
4. The Fiscal Control Policy is amended by replacing each instance of "his or her" with "their" and by replacing each instance of "he or she" with "they".
5. The Grants Policy is amended by replacing each instance of "his or her" with "their".
6. The Membership Policy is amended by replacing each instance of "his or her" with "their".
7. The Safe Space Policy is amended by replacing each instance of "his or her" with "their".
8. The Travel Policy is amended by replacing each instance of "his or her" with "their" and by replacing each instance of "he or she" with "they".
9. The Volunteer Policy is amended by replacing each instance of "his or her" with "their".

ATTACHMENT C
Amendment to the Safe Space Policy

The Safe Space Policy is amended by striking Article III, Paragraph 1, and replacing it with the following:

1. Prohibited Behavior. Prohibited behavior shall include, but shall not be limited to:
 - (a) Discriminatory Speech. Disparaging, demeaning, or offensive remarks made about or directed at any individual or group on the basis of actual or perceived race, color, national origin, religion, sex, sexual orientation or identity, gender identity or expression, age, disability, or any other characteristic which is legally protected in the District of Columbia or is otherwise enumerated in the Non-Discrimination Policy.
 - (b) Threatening Conduct. Intimidation, threats, or stalking; unwelcome following, photography, or recording; unwelcome or violent physical contact; or any other verbal or physical conduct intended to threaten, intimidate or coerce.
 - (c) Conduct of a Sexual Nature. Unwelcome sexual attention or advances; suggestive comments or gestures; requests for sexual favors; or other verbal or physical conduct of a sexual nature.
 - (d) Graphic Content. The display of sexual content and imagery, or content that is otherwise graphic, without adequate prior notice.
 - (e) Disruption. Deliberate disruption of talks, programs, or events.
 - (f) Other Conduct. Any other conduct that Wikimedia DC reasonably determines would interfere with its events or the safety and comfort of participants.

ATTACHMENT D

Non-Discrimination Policy

ARTICLE I - PURPOSE

1. Purpose. The purpose of this Non-Discrimination Policy ("Policy") is to prohibit unlawful discrimination against persons who are employed by, do business with, or otherwise interact with Wikimedia District of Columbia ("Wikimedia DC").
2. Intent. In adopting this Policy, it is the intent of Wikimedia DC to conform to the spirit, as well as the letter, of all applicable laws and regulations, including Title VII of the Civil Rights Act of 1964, the Age Discrimination Act of 1975, and the Americans With Disabilities Act of 1990.

ARTICLE II - GENERAL PROVISIONS

1. Discrimination. It is the policy of Wikimedia DC to prohibit discrimination, in whole or in part, on the basis of actual or perceived race, color, religion, national origin, sex, age, marital status, personal appearance, disability, sexual orientation or identity, gender identity or expression, familial status, family responsibilities, genetic information, matriculation, political affiliation, veteran status, or any other legally protected characteristic.
2. Applicability. The provisions of this Policy shall apply to any individual representing Wikimedia DC in any capacity, including all officers, directors, employees, contractors, and volunteers; and to individuals or organizations doing business with Wikimedia DC to the greatest feasible extent.
3. Responsibility. All employees, volunteers, and other staff of Wikimedia DC shall comply with this Policy at all times. The President shall be responsible for disseminating this Policy and for ensuring overall compliance. The Secretary shall be responsible for maintaining records in compliance with applicable laws and regulations.
4. Safe Space Policy. All employees, volunteers, and other staff of Wikimedia DC shall comply with the conduct-related provisions of the Safe Space Policy while carrying out Wikimedia DC business.
5. Violations. Violations of this Policy shall not be tolerated, regardless of whether or not an actual law has been violated. Violations of this Policy shall be reported to the President or, in cases where a report concerns the President, to the Chair of the Audit Committee. Wikimedia DC shall promptly and thoroughly investigate every issue that is brought to its attention in this area and shall take appropriate disciplinary action, up to and including termination of employment.
6. No Retaliation. No hardship, no loss or benefit, and no penalty shall be imposed on an employee as punishment for filing or responding to a bona fide complaint of discrimination or harassment, appearing as a witness in the investigation of a complaint, or serving as an investigator of a complaint.

Any employee who engages in retaliation or attempted retaliation shall be subject to severe sanctions up to and including termination.

ARTICLE III - EMPLOYMENT

1. Applicability. The policy of equal employment opportunity shall apply to all aspects of the relationship between Wikimedia DC and its employees, including, but not limited to, recruitment, employment, promotion, transfer, training, working conditions, wages and salary administration, employee benefits, and application of policies.

2. Employment of Veterans. To the extent required by law, Wikimedia DC shall take action to employ, advance in employment, and treat qualified veterans and disabled veterans without discrimination in all employment practices.

ARTICLE IV - DISABILITIES

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

- (a) “Disability” refers to a physical or mental impairment that substantially limits one or more of the major life activities of an individual. An individual who has such an impairment, has a record of such an impairment, or is regarded as having such an impairment is a “disabled individual”.
- (b) A “qualified individual” means an individual who, with or without reasonable accommodation, can perform the essential functions of the employment position that the individual holds or has applied for.
- (c) “Reasonable accommodation” means making existing facilities readily accessible to and usable by individuals with disabilities, job restructuring, part-time or modified work schedules, reassignment to a vacant position, acquisition or modification of equipment or devices, adjustment or modification of examinations, adjustment or modification of training materials, adjustment or modification of policies, and similar activities.
- (d) “Undue hardship” means an action requiring significant difficulty or expense by Wikimedia DC. The factors to be considered in determining an undue hardship include: (1) the nature and cost of the accommodation; (2) the overall financial resources of the facility at which the reasonable accommodation is to be made; (3) the number of persons employed at that facility; (4) the effect on expenses and resources or other impact upon that facility; (5) the overall financial resources of Wikimedia DC; (6) the overall number of employees and facilities; (7) the operations of the particular facility as well as Wikimedia DC; and (8) the relationship of the particular facility to Wikimedia DC. These are examples, not all of the factors.

- (e) “Direct threat to safety” means a significant risk to the health or safety of others that cannot be eliminated by reasonable accommodation.
- (f) “Essential job functions” refers to those activities of a job that are the core to performing said job for which the job exists that cannot be modified.

2. Non-Discrimination. It is the policy of Wikimedia DC not to discriminate against qualified individuals with disabilities in regard to application procedures, hiring, advancement, discharge, compensation, training, or other terms, conditions, and privileges of employment.

3. Accommodation. It is the policy of Wikimedia DC to reasonably accommodate qualified individuals with disabilities. Wikimedia DC shall reasonably accommodate qualified individuals with a temporary or long-term disability so that they can perform the essential functions of a job. An individual who can be reasonably accommodated for a job, without undue hardship, shall be given the same consideration for that position as any other applicant.

4. Safety Standards. All employees of Wikimedia DC are required to comply with safety standards. Applicants who pose a direct threat to the health or safety of other individuals in the workplace, which threat cannot be eliminated by reasonable accommodation, shall not be hired. Current employees who pose a direct threat to the health or safety of the other individuals in the workplace shall be placed on appropriate leave until an organizational decision has been made in regard to the employee’s immediate employment situation.

ATTACHMENT E

Employment Policy

ARTICLE I - SCOPE

1. Scope. This Employment Policy ("Policy") details the employment regulations and practices of Wikimedia District of Columbia.
2. Applicability. The provisions of this Policy shall apply to all past, present, and future employees of Wikimedia District of Columbia.

ARTICLE II - EMPLOYMENT AT WILL

1. Nature of Employment. An employee's employment with Wikimedia District of Columbia is a voluntary one and is subject to termination by the employee or by Wikimedia District of Columbia at will, with or without cause, and with or without notice, at any time.
2. Nature of Policy. This Policy is not an employment contract and does not express or imply contractual obligations or assurance on the part of Wikimedia District of Columbia. This policy does not promise, and is not to be interpreted as promising, continued employment and does not limit the right of Wikimedia District of Columbia or any employee to terminate employment at any time with or without notice for any or no reason. Nothing in this Policy shall be interpreted to be in conflict with or to eliminate or modify in any way the employment-at-will status of Wikimedia District of Columbia employees.
3. Modification. The policy of employment at will may be superseded only by a written employment agreement approved by the Board of Directors of Wikimedia District of Columbia. The policy may not otherwise be modified by any Officer or employee of Wikimedia District of Columbia.

ARTICLE III - HIRING

1. Employment by Merit. Employment at Wikimedia District of Columbia is based wholly on qualifications, competence, experience, training, and fitness for the job.
2. Non-Discrimination. All staff members involved in the hiring process shall comply with the applicable provisions of Wikimedia District of Columbia's Non-Discrimination Policy at all times.
3. Job Openings and Recruitment. The President of Wikimedia District of Columbia is responsible for disseminating information regarding job openings, and for conducting the recruitment, screening, and selection process.

4. Offers of Employment. Each applicant selected for employment by Wikimedia District of Columbia shall receive an offer of employment letter which shall outline job title, salary, and any additional compensation and benefits.

5. Orientation. The President of Wikimedia District of Columbia is responsible for providing orientation for new employees. Orientation shall include, at minimum, a review of the following items:

- (a) The employee's title, responsibilities, and work hours;
- (b) The employee's salary, benefits, and other compensation; and
- (c) The employment-related policies of Wikimedia District of Columbia.

6. Receipt of Policies. Each new employee shall receive a copy of all employment-related policies of Wikimedia District of Columbia, and shall be required to sign a statement acknowledging receipt of said policies.

ARTICLE IV - COMPENSATION

1. Salaries and Wages. All salaries and wages shall be set by the Board of Directors. In setting salaries, the Board of Directors shall consider the going rate for comparable work in the nonprofit sector, the need to attract talented employees who will advance the mission of Wikimedia District of Columbia, and the cost of living in the Washington, DC metropolitan area.

2. Annual Reviews. An annual review of salaries and wages shall take place, with adjustments being made to the pay scale as necessary. All salary increases shall be contingent upon the availability of sufficient funds.

3. Bonuses. No bonuses or other performance incentives shall be paid to any employee of Wikimedia District of Columbia.

4. Leave. All employees shall be eligible for paid and unpaid leave, as described in Wikimedia District of Columbia's Employee Attendance and Leave Policy.

5. Other Compensation. No other benefits or compensation shall be granted to any employee, except as specifically authorized by the Board of Directors.

ARTICLE V - EMPLOYEE CONDUCT

1. Compliance with Policies. All employees are required to comply with all policies of Wikimedia District of Columbia at all times.

2. Public Statements. No employee shall make any public statement on behalf of Wikimedia District of Columbia without the authorization of the President.

3. Drug-Free Workplace. Whenever employees are working at Wikimedia District of Columbia, operating any Wikimedia District of Columbia vehicle, present on Wikimedia District of Columbia premises, or conducting Wikimedia District of Columbia-related work off-site, they are prohibited from using, possessing, buying, selling, manufacturing or dispensing any illegal drug or drug paraphernalia; or being under the influence of alcohol, cannabis, or any illegal drug. Any illegal drugs or drug paraphernalia shall be turned over to an appropriate law enforcement agency and may result in criminal prosecution.

ARTICLE VI – EMPLOYEE RELATIONSHIPS

1. Discouraged. Wikimedia DC strongly discourages romantic or sexual relationships between a management or other supervisory employee and their staff (an employee who reports directly or indirectly to that person), because such relationships tend to create compromising conflicts of interest or the appearance of such conflicts. In addition, such a relationship may give rise to the perception by others that there is favoritism or bias in employment decisions affecting the staff employee. Moreover, given the uneven balance of power within such relationships, consent by the staff member is suspect and may be viewed by others or, at a later date, by the staff member themselves as having been given as the result of coercion or intimidation. The atmosphere created by such appearances of bias, favoritism, intimidation, or coercion or exploitation undermines the spirit of trust and mutual respect which is essential to a healthy work environment.

2. Burden of Proof. In all cases, the burden of proving sexual harassment rests with the accuser. However, when charges of harassment are brought by the subordinate employee during or subsequent to such a relationship, and the supervisor claims that the relationship was consented to by the employee, the burden to prove that the relationship was consensual and voluntary shall rest with the supervisor.

3. Notification. If any Wikimedia DC employee enters into a consensual relationship which is romantic or sexual in nature with a member of their staff (an employee who reports directly or indirectly to him or her), or if one of the parties is in a supervisory capacity in the same department in which the other party works, the parties must notify the President. Although the parties may feel that what they do during non-working hours is their business and not the business of the company, because of potential issues regarding "quid pro quo" harassment, Wikimedia DC has made this a mandatory requirement. This requirement does not apply to employees who do not work in the same department, nor to parties who do not supervise or otherwise manage responsibilities over the other.

4. Actions with Respect to Consensual Sexual Relationships. Once the relationship is made known to the President, they shall review the situation in light of all the facts (including the reporting relationship between the parties, the effect on coworkers, and the job titles of the parties), and shall determine whether one or both parties need to be moved to another job or department. If it is determined that one

party must be moved, and there are jobs in other departments available for both, the parties may decide who will be the one to apply for a new position. If the parties cannot amicably come to a decision, or the party is not chosen for the position to which they applied, the parties shall contact the President, who shall decide which party should be moved. That decision will be based on which move will be least disruptive to the organization as a whole. If it is determined that one or both parties must be moved, but no other jobs are available for either party, the parties will be given the option of terminating their relationship or resigning.

ARTICLE VII - TERMINATION

1. Resignation. An employee who wishes to terminate their employment with Wikimedia District of Columbia is required to submit a written statement of resignation to the President. The employee's employment shall terminate upon the date indicated in such statement, or immediately upon receipt of said statement if no date is indicated.
2. Severance Pay. No employee shall be eligible to receive severance pay upon termination, except as specifically authorized by the Board of Directors.
3. Payment for Unused Vacation. Any employee who provides at least two weeks' notice prior to termination shall be entitled to receive payment for all unused vacation accrued as of the effective date of termination.
4. Return of Property. Upon termination, the employee shall return any Wikimedia District of Columbia property in their possession to the President. The employee's final paycheck, if any, may be withheld until such time as this property is returned.

ARTICLE VIII - GRIEVANCES

1. Informal Process. Whenever an employee believes that a situation, condition, or event related to their employment or status is unsatisfactory, and is subject to the control of Wikimedia District of Columbia, they are expected and encouraged to take every reasonable step to resolve their complaints informally through discussions with the President and/or the employee's immediate supervisor. All parties to this informal process shall exercise their best efforts to determine an equitable solution to the grievance, complaint or problem.
2. Formal Process. If all reasonable, informal efforts to resolve a complaint fail, the individual may formalize the complaint as a grievance by placing the complaint in writing; stating specifically the nature, the dates and times and the alleged problem; listing the individuals thought to be responsible; and stating concisely the relief or remedy sought for the grievance. All grievances shall be signed by the individual submitting the matter for review. The individual shall submit the written formal grievance to the President, who shall acknowledge its receipt in writing and shall conduct an appropriate inquiry or investigation into the facts. The President, in conjunction with the Board of Directors, may grant the grievance, deny the relief requested, or provide such other remedy as is

deemed just and reasonable. The President's decision shall list the findings, the reasons for the conclusions reached, and the proposed resolution, and shall be issued no later than two weeks after the receipt of the grievance.