Minutes of Directors Meeting

On December 20th, 2019

Directors Present:
- Alexander Zimmerman (AZ)
- Ferran Tufan (FT)
- Owen Baines (OB)

Additional Attendees:
- None

Meeting Opened at 20:03 UTC and closed at 22:42 UTC.

Key:
- AP: Action Point
- R: Resolution

### Action Point Summary

<table>
<thead>
<tr>
<th>Action Point</th>
<th>Actor</th>
<th>Due Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jan-Jun 2020 Budget</td>
<td>Ferran Tufan</td>
<td>December 31st, 2019</td>
</tr>
<tr>
<td>Conduct an information audit on Mirahaeze’s infrastructure</td>
<td>Ferran Tufan</td>
<td>March 1st, 2020</td>
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</tbody>
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### Minutes

1. Action Points from Previous Meeting
   - FT presented the drafted approvals policy to the Board.
   - OB posed a question to clarify who the budget holder specifically was, FT clarified it is someone appointed by the Board.
   - OB also asked for clarification whether personal allowance came from an approved budget or was external. FT confirmed it was from the budget.
   - **R:** “Directors resolve that; the approvals policy proposed by Ferran is approved.” (Agreed: AZ, FT, OB)
   - OB presented reimbursements policy, designed to be a catch-all process for approving all non-budgeted costs incurred by volunteers.
   - **R:** “Directors resolve that; the reimbursements policy proposed by Owen is approved.” (Agreed: AZ, FT, OB)
   - OB provided an update on the community director election process currently taking place on Meta.
2. **Budget**
   - FT presented a report which analysed potential future options for Miraheze’s technical infrastructure with estimated costs.
   - Following discussions over hardware, with no clear decision already made going forward, OB suggested to approve a full budget via email before December 31st.
   - **AP:** FT to propose budget and get it approved before December 31st.
   - No additional card resolution needed to be considered.

3. **Complaints Policy**
   - OB presented the complaints policy and explained its purpose is to protect volunteers and public confidence.
   - AZ asked for clarification over who an “unconnected” person was, OB clarified it is someone who isn’t a Director or Technical Team member.
   - FT asked whether a complaints committee would be bound by an NDA, OB clarified it wouldn’t be necessary but for complaints of a sensitive nature it would be arranged in such a way NDAs would cover it.
   - **R:** “Directors resolve that; the proposed complaints policy is accepted.” (Agreed: AZ, FT, OB)

4. **Appointed Director Appointment**
   - OB presented nomination to appointed Rob Lanphier as an Appointed Director.
   - Matters considered regarding process of appointing Appointed Director were brought up, next meeting to consider a Terms of Reference for Appointed Directors.
   - **R:** “Directors resolve that; Rob Lanphier is appointed to serve as an Appointed Director of Miraheze Limited starting January 1st 2020. The appointment will last under December 31st 2021, where it may be extended by resolution.” (Agreed: AZ, FT, OB)

5. **Non-Agenda Items**
   - General discussion about wikis for board matters (splitting Board business away from Meta). Agreed to proceed with a public and private wiki, scopes to be defined currently.
   - Update on transition from Brent Laabs to Miraheze Limited (part done, funds transferred).

**R:** “Directors resolve that via electronic communication; the minutes above are an accurate representation of the meeting on November 20th, 2019 and that they can be distributed publicly outside of the Directors.” (Agreed: AZ, FT, OB)