



Minutes of Directors Meeting

On November 20th, 2019

Directors Present:

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

Additional Attendees:

- None

Meeting Opened at 21:02 UTC and closed at 23:28 UTC.

Key:

- AP: Action Point
- R: Resolution

Action Point Summary

Action Point	Actor	Due Date
Approvals Policy for Technical Team	Ferran Tufan	Next Meeting
Draft Reimbursements Policy for approval	Owen Baines	Next Meeting
Conduct an information audit on Miraheze's infrastructure	Ferran Tufan	March 1 st , 2020
Liaise with Volunteers to create policy for community director nominations	Owen Baines	Next Meeting
Inform Technical Volunteers of Ferran's Appointment	Owen Baines	Next Meeting

Minutes

1. Basic Introductions
 - o No introductory matters discussed.
2. Appointment of Roles
 - o **R:** "Directors resolve that; Mr Ferran Tufan is appointed to be the chair of meetings until such a date that Mr Tufan resigns from the role, their term ends or a resolution relieving them of their duty is made." (Agreed: AZ, OB)
 - o **R:** "Directors resolve that; Mr Owen Baines is appointed to be the secretary at meetings until such a date that Mr Baines resigns from the role, their term ends or a resolution relieving them of their duty is made." (Agreed: AZ, FT)

- **R:** “Directors resolve that; Mr Owen Baines is appointed to be the treasurer of the company until such as date that Mr Baines resigns from the role, their term ends or a resolution relieving them of their duty is made.” (Agreed: AZ, FT)

3. Finances

- FT gave a brief overview how the system currently works with payments and PayPal account owned by Brent Laabs. Also pointed attention to public finance page available at <https://meta.miraheze.org/wiki/Finance>.
- OB acknowledged that all funds currently go to one team (Technical) and proposed a budget period that would last January-June and July-December.
- AZ and FT agreed to the above point.
- Unanimous agreement to postpone budgeting discussions to next meeting.
- FT proposed financial reviews be aligned with budgeting reviews.
- OB pointed out a resolution was drafted for quarterly reviews to provide more regular control over budgets.
- **R:** “Directors resolve that; financial reviews should be presented to the Directors every quarter (3 months). No more than 4 months should pass between reviews being presented.” (Agreed: AZ, FT, OB)
- All agreed Treasurer is to complete financial reviews per resolution above and present them.
- OB proposed spending powers/approvals policy to be made up for authorisation of transaction.
- **AP:** FT to create Approvals Policy for Technical Team. Due date is next meeting.
- OB proposed Treasurer authorises all other transactions.
- FT voices concern of risk management have one person sign off on transaction. Double sign-off mechanism approved requiring Treasurer + Director to approve.
- **AP:** OB to draft Reimbursements Policy to be discussed and approved at next meeting.
- OB provided information on why National Westminster (NatWest) is the proposed choice in the next resolution.
- **R:** “Directors resolve that; following information provided by the treasurer, he is permitted to apply for a Miraheze Limited bank account with NatWest in the UK.” (Agreed: AZ, FT)

4. General Data Protection Regulation

- Information was present in agenda regarding Miraheze Limited’s responsibilities under the GDPR and Data Protection Acts within the United Kingdom for data processing and retention.
- **AP:** FT to conduct an information audit on Miraheze’s infrastructure. Due date has been set at March 1st, 2020.
- **R:** “Directors resolve that; the revised Privacy Policy document is accepted and adopted with effect on the day the Backupsy and RamNode accounts are moved to the company.” (Agreed: AZ, FT, OB)

- **R:** “Directors resolve that; the revised Terms of Use document is accepted and adopted with effect on the day the Backupsy and RamNode accounts are moved to the company.” (Agreed: AZ, FT, OB)
 - **R:** “Directors resolve that; the Non-Disclosure Agreement (NDA) document is approved, accepted and adopted for the purposes of Miraheze.” (Agreed: AZ, FT, OB)
 - **R:** “Directors resolve that; ‘the roles’ within Miraheze are obliged to sign the NDA. The Secretary should make contact and ensure compliance with this new obligation by December 31st. If this obligation is not met, it will be assumed to be taken as a resignation of the relevant role at the discretion of the Secretary.
‘the roles’ are: Directors, Technical Team members, ‘Stewards’” (Agreed: AZ, FT, OB)
5. Community/Technical Director(s)
- Discussed the process briefly on what happens when a nomination is made. Agreed that a nomination will be accepted but appointment is down to Directors decision.
 - **R:** “Directors resolve that; we invite the Community to discuss and tender applications for community-nominated Directors.” (Agreed: AZ, FT, OB)
 - **AP:** OB to liaise with volunteers to start process of policy discussions. Secretary to issue confirmation statement on a Requests for Comment and then arrange a confirmation statement to be published on ‘elections’.
 - **R:** “Directors resolve that; we consider Mr Ferran Tufan to be the Technical Volunteers’ nominated Director for the purposes of making up the order of the board. We will notify the Technical Volunteers of this, should there be no objections raised within 48 hours of communication being made – Mr Tufan will cease to be an Appointed Director and become the Technical Volunteers’ Nominated Director. Should objections be raised, Mr Tufan will remain an Appointed Director and Technical Volunteers will be invited to discuss and tender applications for a nominated Director.” (Agreed: AZ, FT, OB)
 - **AP:** OB to inform Technical Volunteers.
6. Administrative Work
- **R:** “Directors resolve that; for the purposes of term limits, the Directors appointed for the first board have term dates lasting just over 2 years, ending on December 1st, 2021.” (Agreed: AZ, FT, OB)
 - FT asked what would happen if no reappointments occurred and all terms expire at once.
 - OB informed that the Secretary would remain a Director but only with the power to appoint another Director, at which point their position would terminate.

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)