

## **Space Frontier Foundation Board Meeting Minutes – October 31, 2001**

### **Present:**

- Bob Noteboom, Chairman of the Board
- Rick Tumlinson, Board Member & President
- Bill Boland, Board Member
- Denise Norris, Board Member
- John Carter McKnight, Board Member
- Tony DeTora, Board Member
- Libby Workman, Advocate Coordinator
- Bob Hillhouse, Treasurer
- Brook Mantia, Secretary

### **Absent:**

- Shubber Ali, Board Member
- James George, Executive Director

### • **Meeting Called to Order – 7:04pm**

### • **Approval of Minutes**

#### ▪ Annual Business Meeting

Motion to accept the Minutes of the Annual Business Meeting. Denise N. wanted to be sure the Minutes reflect that, for the Board of Directors election, 2 ballots were discarded for irregularities. A motion was made to accept the minutes as amended. Tony D. abstained from the vote, not having a chance to review the minutes. Minutes approved.

#### ▪ First Board Meeting

Motion to accept the Minutes of the October 19<sup>th</sup> Board Meeting. Tony D. abstained from the vote, not having a chance to review the minutes. Minutes approved.

#### ▪ October 23<sup>rd</sup> Board Meeting

Motion to accept the Minutes of the October 23<sup>rd</sup> Board Meeting. Tony D. abstained from the vote, not having a chance to review the minutes. Minutes approved.

### • **Resolution to Amend 60-Day Review Resolution**

Bob N. incorporated Rick T.'s piece for the Review Resolution and distributed the edited version for review. After brief discussion and minor edits a motion was made and approved to accept the updated Review Resolution as amended.

### • **Discussion on Selection of Auditor / Bookkeeper**

Bob H. met with Conrad Giedt to do a certified audit of the Foundation books. Giedt is an experienced CPA with a specialty in non-profits. Giedt will submit his standard engagement letter to Bob H. on Friday, which Bob H. will fax to the Board members for review. Giedt's firm can also perform bookkeeping functions for \$100 a month. Bob H. will still complete the 990 Form himself at end of year to guarantee the right allocations are made. We are driving to have the audit complete by January 15, 2002 in order to qualify for the charitable payroll deduction program.

Denise N. made a distinction between the need for an audit, and the justification for a January 15 deadline. The driving factor should be finding the right guy for the job. Bob H. gave a run down of Giedt's credentials and reputation. Bob H. requested a verbal OK to continue with Giedt, get his letter and have the Board finalize the agreement. Pending Shubber A. giving his thumbs-up directly to the Board, the Board felt it was alright to proceed. A recommendation was made that Shubber A., Bob H. and Giedt hold a brief telecon, and have this wrapped up by next week. There shouldn't be a problem completing the audit in time for the January 15 deadline. As a major contributor, FINDS will need to submit a financial statement for the audit as well; Rick T. will follow-up.

Bob H. will also provide a complete description of the payroll deduction program by next week, so everyone on the Board understands what that is all about.

- **Working Session (suspend parliamentary procedures)**
    - **Financial Review – Shubber Ali**  
Skipped.
    - **Policy / Vision Review – Rick Tumlinson**  
Rick T. will flesh out his “vision map” in written form, then ask Peter Thorpe to work on a graphic. It can also be used as a unifying theme in a promotional video for the Foundation, featuring project overviews. In the meantime, expectations on deliverables from Rick T. (and James G. for that matter) should be low until after the Gala. Then Rick will give this his full attention.  
*[Rick had to sign off, being ill.]*
    - **Advocates Nomination / Approval Process Review – John Carter McKnight**  
John M. is compiling everyone's feedback on the written policy/procedures he distributed and will send around the updated version. Per Brook M.'s feedback, he'll also be formulating a document on what the qualifications and expectations are of an Advocate, a set of standards to serve as a guideline. Another policy that needs to be addressed is how to remove someone as an Advocate (and why).  
*[Libby joined the call at this point.]*
    - **Fundraising Review – Bill Boland**  
Bill B. has emailed the Board a document outlining project funding structures. (Although Tony D. has had technical difficulties and has not seen it yet) Most of the projects depend heavily on FINDS for funding, and the SSP project landed a \$100K grant. There have been issues with a lack of reporting on project finances. Bill's document shows that the projects do not produce much. The Space Enterprise Project has done a good job in terms of raising corporate sponsorships. As projects, the Space Frontier Conferences and Return to the Moon symposiums are geared to break even. How do we want to change any of that? How can we use a “product” approach in generating income? What are we selling that we can make at least enough to cover our operating expenses? Bill B. has been researching industry segments where we might resonate, in particular the high-tech philanthropy area, where they're empowering charities by coaching them in successful business practices. There may exist an opportunity through Paul Muir who wants to put on a “world space congress” (not *the* World Space Congress), a
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- 4-day event to be held in California. In terms of the event business, Muir has a top-rung reputation in NYC so we will look forward to seeing his proposal and exploring how the Foundation might get involved.
- **Internal Communications Review – Denise Norris**  
Denise N. has communicated with Mike Heney and Peter Thorpe about updating the Advocate web page. Access will be password restricted. Still waiting to hear back from Mike about setting up the FTP site. Denise N. will coordinate with Libby W. what to put on the Advocate page. In the meantime, the Review Resolution needs to get out to the Advocates ASAP, as well as the results of the Board election.
  - **Projects Review – Bob Noteboom**  
Bob has emailed position descriptions for project coordinator and project managers.  
Note: Do not have paperwork related to the SSP grant (to be resolved at another time); need to understand exposure to Foundation. Also need to investigate the rumor that, several years ago, a check from NASA was lost and the Foundation may be on the hook for it.
  - **Message Development Review – Tony DeTora**  
Under construction. Stay tuned next week.
  - **PR/Media Review – Unknown:**  
To be addressed after the Gala.
  - **Organizational Affiliations Review – Unknown:**  
To be addressed after the Gala.
  - **Bylaws Review – Bob Noteboom**  
Placeholder agenda item pending inputs from other reviews.
  - **Other working issues**  
John M. continuing to work on legal review.  
Bill B. wanted to touch again on what the process will be for getting our “product” on the market. The sense is that it mainly depends on what Tony produces regarding our messaging process, as it will directly influence the methods we engage.
- **Discussion on Allocation of Funds from the Gala**  
*[Before Rick T. signed off.]* This item will be reviewed at the next meeting to give Rick T. and others a chance to get up to speed on the spreadsheets Bill B. distributed. Also need to have James G. involved in that discussion.
  - **Discussion on Ben Bova’s Conference Expenses**  
Need to document what happened regarding the terms agreed to with Ben Bova on covering his conference expenses—who invited him and was the issue of expenses ever raised? Also need to resolve whether there were duplicate hotel charges. Pending those issues, the general consensus of the Board is to pay Ben as promptly as possible and monitor procedures more closely in the future.
  - **Other Resolutions**  
None presented.
  - **Adjourn – 8:33pmPST**
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