

Space Frontier Foundation Board Telecon Minutes – November 7, 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
- Shubber Ali, Board Member
- James George, Executive Director

□ Call Meeting to Order – 7:03pm

□ Approval of Minutes

• October 31st Board Meeting

MOTION to approve the October 31 Board telecon Minutes, without the frills.
Approved.

□ Working Session (suspend parliamentary procedures)

• Financial Review – Shubber Ali

Shubber A. is waiting to receive detailed financials. The 990 form can be pulled from the IRS webpage, but the detail has all been kept manually. Shubber A. needs the detail to determine cash flow in order to do forecasting. Shubber A. and Bob H. will coordinate offline. Noted that it is also important for the Board to understand what our financials are before going into an audit. James G. asked if Shubber A.'s forecasting would include revenues. Shubber A. indicated some revenue forecasting would be included, but will be tied to what our expense/cash flow expectations are.

• Advocates Nomination/Approval Process Review – John Carter McKnight

John M sent out revised draft documents based on the feedback he received. Bob N. suggested an Advocate nomination form/checklist for Libby to manage would be helpful in making sure all the necessary data was captured and steps followed. Discussion regarding how to handle those not approved as Advocates, and the level of disclosure necessary in closing that out with the vetoed nominee. To preserve the prestige and privilege of being an Advocate, it was felt that the approval process should be kept confidential. Should a Board member veto someone as an Advocate, it will not be part of the record—only those who are approved. Allowing a nomination to “expire” without taking action is an option, but may reflect negatively on the Board.

• Fundraising Review – Bill Boland

Bill B. has been focusing on the Gala right since that's the biggest initiative underway in terms of pure fundraising. Discussion regarding the Silent Auction

and confirming that there is no expense or liability for the Foundation at all. Beyond the Gala, Bill B. is getting up to speed on fundraising strategy. He will have a clearer picture once we have our messaging in place and have defined what products we can sell on the philanthropic marketplace. Bob N. asked if in the meantime Bill B. could work different approaches/scenarios on fundraising.

- **Internal Communications Review – Denise Norris**

Denise N. has been working with Libby W. A draft of the Advocate page is up. Libby W. is drafting a newsletter for Advocates, to go out on the first of the month on a monthly basis, starting after Gala. Denise N. and Libby W. also discussed an email newsletter for all Advocates and general members to supplement Space Front. The publications team (e.g. Peter Thorpe) needs to be involved in that process.

- **Projects Review – Bob Noteboom**

Bob N. will be asking all the current project managers four questions:

1. What is the Purpose of the project, and how does it relate to the goals of the Foundation;
2. What is the project;
3. What are the project's budget and activities
4. What are the accomplishments to date.

That basic information is needed to understand the status of the projects and any exposure to liability by the Foundation.

(Note: Bob N. spoke with Margo Deckard about the NASA grant. She will send him all the documentation and financials. All our obligations to NASA are filled, and the Foundation currently owes her about \$6K.)

- **Message Development Review – Tony DeTora**

Tony D. is working on a draft document and will submit it to the Board for review in the coming week. (He is still having connectivity issues.)

- **Policy/Vision Review – Rick Tumlinson**

Not much formal progress until the Gala is over, but Rick T. is crafting a top-down explanation of how our policies relate to our vision.

- **PR/Media Review – Unknown**

Rick T. took this opportunity to give the Board a heads-up that he will be talking to the media in next few days, will be following the procedure as previously outlined by the Board.

- **Organizational Affiliations Review – Unknown**

Deferred until after the Gala.

- **Bylaws Review – Bob Noteboom**

Placeholder item. Bob N. requested that as everyone works on their actions to please note potential changes to bylaws.

- **Discussion on selection of auditor / bookkeeper**

The Board has received the agreement regarding the audit to be performed, but the bookkeeping component was not included. Some felt there is greater urgency for a bookkeeping function rather than an audit, with some doubt we could even pass an audit. Bob H. doesn't think we'll have any problems with the audit, but would rather not engage an outside bookkeeper until January. The contract for bookkeeping

services is a completely separate agreement from the audit. John M. suggested requesting a “management letter” from the auditor, which would include recommendations for improving our record-keeping procedures. Bob H. will continue to do the bookkeeping through end of 2001, complete the 990, and end of year financials, then engage the bookkeeper in January. Bob H. will forward the bookkeeping contract for the Board to review.

MOTION to approve the audit engagement letter as written, with any material changes to come back for approval by the Board, and authorize Bob H. to move forward on the contract. Approved.

❑ **Discussion on allocation of funds from the Gala**

In looking into the background, Bill B. observed that the Gala started out primarily as a fundraiser to boost income to the Gen Ops fund, with Permission to Dream (among others) added as beneficiary later. The contract with the show producer references the Foundation (i.e. Gen Ops) receiving 40%, which now shows up as being allocated to Permission to Dream (PTD). It appears that PTD is getting an inordinate share of the proceeds, when the Foundation is bearing most of the risk. Rick T. disagreed with that characterization, explaining that PTD, based in professional advice, serves as a representative beneficiary for the Foundation, while the Foundation itself is billed as the Host. It’s mainly a marketing device to draw contributions as an educational outreach program. George W. has projections for how the money they receive would be applied. The discussion centered on making the distribution of funds as fair and equitable as possible. Legal advice may be warranted. Bill B. proposed pursuing a direction on policy regarding overhead percentage received from projects, and consider increasing the traditional percentage, given the nature of the project and its risk factors.

MOTION to table discussion, freeze the distribution of after-charge-back funds until matter is resolved, and not to co-mingle Permission to Dream and Gen Ops funds until resolution is reached. Approved.

Note: During the discussion the Board approved a motion to extend the call by an additional 15 minutes.

❑ **Discussion on Ben Bova’s conference expenses**

To be followed-up offline.

❑ **Other Actions: Rick T. and Tony D. still need to submit their contact information to the Secretary for the Leadership Roster.**

❑ **Adjourn – 8:49pm**

Need to reschedule next telecon due to Gala-related travel conflicts.
