



Board of Directors Meeting

Teleconference

October 29, 2020

Attendees: Wendy Pastrick, Tim Ford, Chris Yates, Grant Fritchey, Roberto Fonseca, Lori Edwards, Mindy Curnutt, Melody Zacharias, Hamish Watson, Asad Khan, Ramnik

PASSHQ Attendees: Judy Christianson, Sandy Cherry, Elizabeth Jeffs, Janice Simpson, Vicki Van Damme

Agenda for Discussion:

1. Roll Call
2. PASSion Award Vote
3. NDA Discussion
4. Motion to Ratify Slate

1. Roll Call

Quorum was achieved.

2. PASSion Award

The Board selected the PASSion award winner, which will remain under NDA until the Day One Keynote at PASS Virtual Summit 2020 when the winner will be announced.

3. Discussion on Board NDA

Tim Ford indicated that he would like extra details for these meeting minutes to ensure a level of transparency to the community on such an important topic.

Tim Ford opened the discussion by stating there has been some evidence, through the communications from the NomCom and their preparations to propose the 2020 candidate slate, where information that had only been shared with the Board was somehow known by a candidate and then further shared. Tim expressed his deep concerns, stressing that above and beyond anything else, not being able to have private and secure conversations as the Board strategizes around the future of PASS, or anything that is discussed as a Board, harms the effectiveness of the PASS Board, group dynamics and ultimately harms the organization as a whole.

Tim went on to say as the EVP of Governance, it's his responsibility to ensure the Board honors their NDA's and all aspects of what is agreed to upon becoming a Board member of PASS. Tim stated that this specific matter will be addressed in private, reminding everyone of the importance of their NDA and how terribly improper a breach of that NDA is. Tim stated he trusts everyone in the room wants the best for PASS and wants to be a good leader as a member of the PASS Board. Tim added that breaching NDA is very harmful to that trust and he is committed to addressing this, and any concerns each Board member may have.

4. Motion to Ratify Slate

Tim began by stating that in addition to the potential breach of information from the Board, the candidate in question also shared their candidacy publicly. Although ambiguous, it was shared. Tim stated that all candidates are asked not to self-announce their candidacy until its official. Roberto inquired about the NDA that is in place for candidates which outlines that candidates cannot self-announce their candidacy. Janice Simpson, PASS HQ, confirmed that an NDA is in place. The Board conferred in order to understand the distinction between the previous agenda item and the current one - the NDA breach by a Board member, of confidential PASS information, to the candidate in question; and the separate NDA breach by the candidate in question, with respect to their candidacy.

Mindy Curnutt asked for further information on what was shared by a Board member. Grant gave further clarification by stating that someone on the Board has been sending a community member confidential information that is currently under discussion with the Board adding that the shared information had nothing to do with the election but it was highly confidential about the future of PASS. Roberto asked for the next steps regarding the Board breach, Tim confirmed that he will have private conversations with each Board member

Tim ask that the Board continue the discussion on the candidate who potentially breached their NDA before a motion can be made to ratify the slate provided by the NomCom. Grant added that the Board must understand in order to move forward with ratifying the slate.

Lori Edwards asked if sitting Board members who are running for a seat in the 2020 election can vote on the slate. Grant confirmed that they can. Melody Zacharias asked if it had to be a majority vote, Tim confirmed.

Tim started by saying although this has been a difficult Board discussion, as EVP of Governance, the decision for how he will vote is not. He explained that how this slate was presented to the Board from the NomCom raises huge governance concerns over the ability to approve the slate. They provided a very unusually detailed explanation for the Board to understand their reasoning and went on to say that within the EVP role he cannot propose this motion. When the NomCom chair has to write a full-page email explaining that the NomCom was not unanimous, and therefore they could not remove the candidate whose character and activity are in question, it is concerning. Tim stated again that he could not, in his role as EVP, put forward the motion as that assumes, he would be voting in favor. Tim stated his vote would be no. Tim added that he thought the NomCom did a fantastic job in a difficult situation and moving this decision on to the Board to show leadership is what needs to be considered now. Grant confirmed that the Board can further discuss before a motion is made and / or the slate is modified for a motion to be made. The Board discussed opposing sides of ratifying the slate, including:

- Lori added that she is leaning towards accepting the slate, knowing that there are potential issues with the candidate in question, and knowing there is a plan in place to address NDA violations if they happen once someone is on the Board. Lori stated that she felt the Board needs to accept the slate as presented.
- Melody added the NomCom is in place to represent the community, it was their decision to put forward the slate as presented and stated she would agree with Lori that the Board needs to accept the slate.
- Roberto added that he agrees with Tim in that he would not vote for the slate as presented due to the violation of the NDA. Roberto added that it's important to explain to the community how the NDA was violated by a candidate. Making the community understand is important. Roberto argued

that the community is upset with a lot of things and feels there is a right way to get this information out to the community.

- Tim added that one thing to consider is that there is concern about how this decision is going to be perceived by the community, and it could be possible that the NomCom was protecting PASS by allowing the decision to take place transparently by handing it to the Board. Tim stated that the Board deliberations are minuted vs. the NomCom's are not. Tim added that when the community looks back on these minutes, they will see why the Board made the choice they did, in the past some choices were not transparent. This is now on the Board because the Board can address this within the light of the community. Tim reminded the Board that the decision of the NomCom was not unanimous to put forward this slate. Tim stated he cannot get past the Governance concerns of this situation.
- Wendy Pastrick questioned, is the NomCom in place to determine if candidates are a good fit for the Board or if they are in place to meet a minimum requirement, Wendy stated that she understood from Erin's email to the Board presenting the slate that this NomCom believes that the candidates on this slate, meet a minimum required so they had no impending reason to say the candidate in question would do a bad job as a Board member, however it was not an endorsement of approval, it was more a vetting process.
- Mindy asked how the candidate in question self-announced and specified a social media post for the Board to discuss. The Board discussed if the post was a violation to the NDA and most agreed that its concerning but cannot assume bad behaviour will continue if selected. The Board also discussed if past bad behaviour is enough to rule the candidate out.

Tim asked the Board if there was more discussion needed and then asked if anyone was willing to make the motion to approve the slate as presented? Grant stated he would make the motion adding that the concern to him is whether the NomCom did their job recognizing to a degree they handed the Board the decision. He added that he respects Erin Stellato, NomCom chair, and her choices regarding the slate, and because of that Grant will endorse this slate by making the motion. Grant added that he is not endorsing the individual in question, adding he is largely doing this in support of Erin and the NomCom. Grant reminded the Board that they need to vote the way they want to and asked them not to let anything he has said to sway their vote. Grant asked if anyone had any more questions before he moved forward with the motion.

Notes from Chris Yates during the vote – Chris stated that this was a difficult decision and vote and added that he shares a lot of the same feelings that both Tim and Grant have shared. He went on to say that it saddens him that as a Board we are at this point and he doesn't believe it's the intention of the sitting Board. Chris stated with the information he has he is not biased and is trying to take emotion out of this decision. Looking at each candidate he does not always agree with what others do and say and the interpretation of the Governance side of things is up to perception. Chris added that he does not agree with the candidate who is being discussed methods on how they have presented themselves so far regarding social presence, however its ok to disagree. Chris added at the same time his vote will be yes to put forward the slate. Chris stated that the issues at hand are valid and the fallout will be a lot so that is my vote.

Motion: I move to approve the final slate determined by the 2020 NomCom and sent to the Board on October 28, 2020.

Motion: Grant Fritchey
Second: Mindy Curnutt

Wendy Pastrick	No
Tim Ford	No
Chris Yates	Yes
Roberto Fonseca	No
Lori Edwards	Yes
Melody Zacharias	Yes
Hamish Watson	Yes
Asad Khan	Absent
Ramnik Gulati	Absent

Motion Passed (6 yes, 3 no, 0 abstain, 2 absent)

The meeting adjourned at 12:51pm Pacific Time.

Next Board meeting

The next Board meeting will be via teleconference on November 9th, 2020 at 9:00 am Pacific Time.