

Ace Monster Toys (dba Ace Makerspace)

Emergency Board Meeting

Date: Monday, March 4th, 2024

Time: 3pm

Location: Ace Makerspace, Suite #206 - Coworking Area

Purpose: To make decisions with respect to leadership transition due to the death of Rachel Sadd on February 27, 2024 who had the role of Executive Director (abbreviated to ED and also the functional title for office of President per bylaws)

Board of Directors Present:

David R. Perry (he/him) - Team Laser, IT Steward, Ace member

Matti Cridland (they/them) - former Monster Corps, former VP, former tech director, Ace member

Sylvia Gonzalez (she/her) - Team Textiles, former CNC curricula development Team member, Ace member

The Board agrees that the meeting should follow Simplified Robert's Rules of Order as called out in the bylaws. The Board confirms attendance quorum for the meeting. The Board calls the meeting to order.

The Board introduces themselves with getting to know you remarks.

David gives opening remarks about the purpose of the meeting.

The Board reviews the recent state of Ace leadership with respect to leadership transition, which summarizes to:

David as interim board member and Rachel as president had been moving forward with the Build a Board project to fill vacant Board seats.

With Rachels' passing, a change in direction was necessary to fill the interim Board on a more immediate timeline than continuing to follow the nominations process developed as part of the Build a Board project.

Following the bylaw provisions for sole remaining Board member, David appointed two board members to reach quorum and hold this emergency board meeting: Matti Cridland on Feb 29, 2024 and Sylvia Gonzalez on March 3, 2024.

Two of the five board seats remain vacant.

After David's opening remarks, the Board moves to discussing and prioritizing decisions.

The Board confirms that all members of the board have access to acemakerspace.org email accounts.

The board discusses whether interim board members have interest in joining the board beyond an interim basis.

The board discusses the succession plan for the treasurer role. Steven had already informed Ace that he would like to step down from the treasurer role. The board also discussed the plan that had been in discussion was to consider moving the accounting responsibilities performed by the treasurer to a third party.

Future board makeup discussion:

Should we add 2 more members in order to bring up the total to 5 and be in compliance, or do we put that off and work within the build-a-board

David: not sure we need to add 2 additional members right off the bat

Matti: during this time of volatility, having more voices on the board would be beneficial

Matti: 5 members should be the target *right now*

David: I have concerns about 5 people trying to decide things quickly

Sylvia: bylaws say we need to have 5 directors

Matti: do we amend the bylaws to allow for 3 directors in an interim period?

David makes a motion to vote on adding 2 directors; Matti seconds; all present voted Aye.

Question: how do we recruit the next 2 board members?

Discussion around Interim ED

Matti makes a motion to vote on table the specifics of defining the ED role/appointment until such a time as we have an idea of budget \$\$ and personnel availability. David seconds. All present voted Aye.

Matti makes a motion to vote on first choice of potential interim ED as Juliana. The Board discusses and no motion carried and tabled until the next meeting.

This week:

The board needs to have board members chat with Juliana about the role of interim ED

The board needs to have a conversation with Steven about Interim ED compensation

The board needs make the decision about hiring the interim ED

What does “interim ED” mean?

A temporary role means that the Board can appoint someone into the role instead of interviewing and hiring.

How does the board interact with the staff?

Board: we’ve hired capable people who know when to collaborate or seek out expert advice or safety personnel. We trust them to fulfill their roles and ask questions whenever they need help from the board.

Board: we need to formalize a staff grievance procedure

- Needs to be documented and confidential to board members
- Discussion included options such as emailing board@ or individual board members in the case of a dispute with another board member.
- This would be additional to any current grievance procedure in place.

The Board would like to attend staff meetings to encourage openness and understanding and foster the transparent values of Ace as an organization. We will strive to try and keep the organization as flat as possible.

Other notes:

The Board discusses the challenges of the bylaws’ definition of full membership status.

Per the bylaws once you’ve paid 4 months in a row, at the first member meeting after 4th payment, existing full members vote on eligible new full members.

Matti has concern about language in bylaws that talks about “dues-paying” requirement for membership

Amend bylaws to use inclusive pronouns

Sylvia proposes a motion that the Board update the bylaws to use inclusive pronouns.

David seconds; all present vote Aye.

David logs into Github and makes those changes, with the Board’s supervision.

David makes a motion to adjourn the meeting at 5:56pm. Matti seconds, All present vote Aye