

The regular meeting of the Tech Valley Game Space Board of Directors was held on Wednesday 2/10/2021 at 6:10 pm.

The following members of the board were in attendance via teleconference:

Taro Omiya (Acting Chair)

Jamey Stevenson (Interim Executive Director)

Dan Tanguay (Acting Secretary)

Neil Yoshi Alers

Frederika Edgington-Giordano

Taro posted a link to this meeting's agenda in the Discord chat.

We did not have a quorum so Taro reached out to other board members to see if they could jump online to approve any business that requires a quorum.

We moved along to items that don't require a quorum. Taro shared the new location of the TVGS Bylaws.

Frederika joined the call to approve the minutes, so we had a quorum! The notes from the previous meeting were reviewed. The meeting notes were approved, and Frederika departed.

The next topic are open Board positions. Dan announced that he'll be coming back. Jamey has yet to reach out to Stacy, Laquana, and Stephanie to verify that they'll be coming back. Moving forward, we'll assume that 4 board positions need to be filled. We moved on to discussing strategies for recruitment, and there's a board responsibilities document we can now share to prospective recruits.

Jamey wanted to focus on the Board member recruitment priorities, so we reviewed those. We discussed potential recruits that we can contact directly, as well as folks we can reach out to who could recommend recruits to us. Taro captured these in the action items. Taro is going to send an email to the board that will help flesh out the list of contacts, and then we'll coordinate contacts ourselves.

Taro reviewed Frederika's update on asynchronous voting outside of Board Meetings. Per her update: "Requirements for asynchronous voting (in cases when an emergency meeting wouldn't work), based on NYS laws, TVGS would need to conduct the vote via email and the result would have to be unanimous (section b in this link:

<https://codes.findlaw.com/ny/notforprofit-corporation-law/npc-sect-708.html>) to pass and we would need to update the bylaws to do it anyway. I think we're better off defining the Executive Directors powers, this doesn't sound like a quick fix for emergencies."

We discussed examples of decisions that would benefit from each approach (e.g., urgent equipment purchases are different than legal matters). We dug deeper into Executive Director

experience so far and used that to inform which approach we should take. Dan proposed that we might want to do both things, as each approach has its benefits. Ultimately, Dan proposed that we should take an approach that supports our current team; if Jamey doesn't have as much experience or confidence in legal matters, let's find a way to better support him here.

Jamey hoped to see more Board engagement when he's seeking feedback on difficult decisions. We noted that there are likely many factors involved, and it's worth a discussion offline. Jamey added that getting engagement prior to the meetings will help prewire the participants and make Board meetings more productive. Dan agreed. Dan offered to help diagnose Board engagement with an upcoming urgent matter; Jamey proposed the upcoming Hopeworks price quote.

Speaking of which, Jamey outlined the current discussion on educational pricing for Hopeworks. He reviewed the thinking behind his current proposal. Taro proposed using high school coursework as a comp, as college level curriculum is a higher quality. Yoshi recommended trying a variety of pricing scales before committing to one. Jamey is going to share different options before showing something to Hopeworks: one flat rate per month, one per program, and one per user (or tens of users).

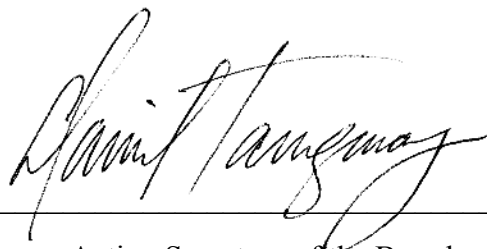
Taro asked about the financial committee. They've had one meeting so far. Their meeting schedule might not fit Taro's schedule, but he's okay with that.

Dan updated the Board on the strategic planning. He hasn't addressed his planning action items, but he intends to shortly; this is a high priority. He'll share this with the Board for feedback, then move onto building out the 1-year framework. He wants to have this presentable before the next Board meeting, and it'll likely require a breakout session prior to that. Dan also feels this is another good candidate to help debug Board engagement.

Jamey noted there aren't any updates on the Executive Director position.

Taro noted that there hasn't been any work put toward a public policy for how to negotiate with TVGS on financial related matters. It likely requires a legal eye, but it also doesn't seem as urgent as it once was.

The meeting was adjourned.

A handwritten signature in black ink, reading "Dan Tanguay". The signature is written in a cursive, flowing style. Below the signature is a horizontal line.

Dan Tanguay, Acting Secretary of the Board