

#### Extraordinary Meeting of the IQA Board of Trustees

Monday, February 12, 2024

### 23:00 UTC to 02:00 UTC

Minutes taken and edited by Marc Alcalà-i-Rams

Minutes approved by Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, and Ariel Heiblum

# Attendance

### Executives

- Aaron Carroll (Executive Director)
- Jeremy Schleicher (Director of Operations)
- Lore Badts (Director of Communications)

### Trustees present

- Andy Marmer (Chair, Vice-Treasurer)
- Negra Flores (Vice-Chair)
- Marc Alcalà-i-Rams (Vice-Secretary)
- Ariel Heiblum (Treasurer)

### Trustees absent

- Luke Derrick (Secretary)
- Italia Valera

# Agenda

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### Confirm Agenda

The agenda was confirmed without amendments.

## **Review of conflicts of interest**

No conflicts of interest were reported.

### **Confirmation of Previous Minutes**

Minutes for the previous meeting approved by Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, and Ariel Heiblum.

## **Board, Committee and Department updates**

### IQA Annual Report 2023

 The IQA Annual Report 2023 is presented to the Board of Trustees. The board asked questions regarding certain sections of the report and the financial statements. In particular, the board questioned the write-off of certain receivables and the status of

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collection on the grant from Ireland in respect of the IQA European Games 2022. Discussion ensued.

Motion: "to approve the IQA Annual Report 2023 subject to finalization by the Executive Director and other directors, with any edits they deem appropriate and advisable, subject to the written approval of the Board of Trustees that they are signed off on the financial statements included therein, which such approval will be provided in writing via Slack."
Moved: Ariel Heiblum
Seconded: Marc Alcalà-i-Rams
For: 4 (Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, Ariel Heiblum)
Against: 0
Abstention: 0
Motion passes [23:48 UTC]

### **IQA** Constitutional Amendments

1. The Board of Trustees and Directors discuss Amendment 1 about **making late fees discretionary.** The board acknowledged that this is consistent with current practices.

Motion: "to allow Amendment 1 to be presented to members."
Moved: Andy Marmer
Seconded: Ariel Heiblum
For: 4 (Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, Ariel Heiblum)
Against: 0
Abstention: 0
Motion passes [23:50 UTC]

- 2. The Board of Trustees and Directors discuss Amendment 2 about **allowing trustees to** designate power to Operations.
  - a. The board questioned why this amendment was necessary and noted that they already had broad discretion to delegate. The amendment doesn't get enough support from the Board of Trustees, and won't be presented to members at the next Annual General Meeting (AGM).
- 3. The Board of Trustees and Directors discuss Amendment 3 about **making trustee terms** end with an annual meeting, and adding term limits.

Motion: "to allow Amendment 3 to be presented to members." Moved: Andy Marmer Seconded: Ariel Heiblum For: 4 (Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, Ariel Heiblum) Against: 0 Abstention: 0 Motion passes [00:08 UTC]

4. The Board of Trustees and Directors discuss Amendment 4 about allowing trustees to remove trustees, and requiring meeting attendance. A robust discussion ensued regarding the need for specifically delineated requirements regarding persistent absenteeism. The board discussed various scenarios and determined that it would be difficult to monitor persistent absenteeism based on a fixed number of meetings, but that they could make a determination on a case by case basis. The proposed amendment was altered to remove various timing requirements.

Motion: "to allow Amendment 4 to be presented to members."
Moved: Ariel Heiblum
Seconded: Andy Marmer
For: 4 (Andy Marmer, Negra Flores, Marc Alcalà-i-Rams, Ariel Heiblum)
Against: 0
Abstention: 0
Motion passes [00:40 UTC]

5. The Board of Trustees and Directors discuss an amendment for an alternative membership structure. A vote may take place via Slack if see fit.

### Trustee applications

- 1. Trustees and Directors review trustee applications **based on the interviews carried out** so far, which are 4 out of 5.
  - a. An interview for the 5th application is expected to take place within this week.
  - b. Trustees and Directors also discuss whether trustee applicants should be told about their recommendations before the election at the Annual General Meeting (AGM), and it is agreed to do so.
- Trustees and Directors agree on recommending Rhys Jenkins (though not unanimously) and Daniel Edward Price Croft, while not recommending Liona Li and having a neutral stance on Stephen Clark.

# **Other business**

The previous meeting planned for 2024/01/28, 18:00 UTC, was cancelled due to a general lack of availability.

Next meeting should take place on 2024/02/25, 18:00 UTC.