Oregon Science Fiction Conventions, Inc.  
- a non-profit, tax-exempt corporation -  
January 22, 2018

Annual General Meeting Agenda  
February 5, 2018

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Note: The numbers in parentheses refer to the timestamp in the audio recording of the meeting.

Attending: Rodney Barnes, Beverly Block, Car Bostick, Jason Bostick, Diana Cerasin, Jenn Contreras-Perez,  
Aaron Curtis, Tony Davis, Jacob Engstrom, James Fiscus, Greg Hallock, Anna Holiday, Fargo Holiday, KC  
Steinhauser, Linnea Thompson, Marc Wells, Patty Wells.

Accepted Membership in OSFCI: Dale Imbleau, Greg Hallock. (Note: Mark Ezell also accepted membership,  
having not realized he needed to.)

Proxies:
- Beverly Block (4): Michael McGuire, Brian Emra, Rodney Barnes, Rachel Madsen
- Jason Bostick (6): Jamie Bear, Jeff Polier, Korina Walters, Shelly Buchanan, Jaki Hunt, Sara Burris
- Di Cerasin (3): Tracy Penner, Dave Turner, Keri Turner
- Jenn Contreras-Perez (1): Heather Penner
- Aaron Curtis (6): Tatiana McIrvin, Terrance Bohach, Dave Schaber, Angel May, Morrigan McIrvin,  
Christopher Onstad
- Jim Fiscus (5): Shawn Wall, Page Fuller, Sara Mueller, Marilyn Holt, Helen Umberger
- John Lorentz (3): Rick Lindsley, Debbie Cross, Paul Wrigley
- Brigid Nelson (1): Curtis Chen
- Ruth Sachter (1): Ann Ezell
- Lea Rush (5): JJ Ark, MeiLin Miranda, Howitzer, Ellen Klowden, Pat Steed
- Alexis Smith (5): Lisa Godare, Tom Roberts, Rose Jacobs, Pooh Hester, Craig Anderson

The meeting was called to order at 7:37 pm AiPT (Aaron's iPad Time). (2:22)
Minutes of the previous AGM

The minutes for the 2017 Annual General Meeting were approved by the membership.

Treasurer's Report

Travis Peters - Treasurer

1. Current Status

Current (as of 12/31/17) Bank account status:

<table>
<thead>
<tr>
<th>Account</th>
<th>Balance</th>
<th>Annual Change 12/31/16</th>
</tr>
</thead>
<tbody>
<tr>
<td>OryCon Odd</td>
<td>$1,945</td>
<td>($5,900)</td>
</tr>
<tr>
<td>OSFCI Checking</td>
<td>$50,025</td>
<td>$8,871</td>
</tr>
<tr>
<td>Endeavour</td>
<td>$2,644</td>
<td>$1,402</td>
</tr>
<tr>
<td>GS Even</td>
<td>$19,257</td>
<td>$18,257</td>
</tr>
<tr>
<td>Merchant</td>
<td>$568</td>
<td>$0</td>
</tr>
<tr>
<td>GS Odd</td>
<td>$997</td>
<td>($17,936)</td>
</tr>
<tr>
<td>OryCon Even</td>
<td>$4984</td>
<td>$1,274</td>
</tr>
<tr>
<td>Game Lab</td>
<td>$4,751</td>
<td>$3,686</td>
</tr>
<tr>
<td>OSFCI Savings</td>
<td>$32,546</td>
<td>$20</td>
</tr>
<tr>
<td>WesterCon</td>
<td>$1,000</td>
<td>($12,219)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$118,718</strong></td>
<td><strong>($2,546)</strong></td>
</tr>
</tbody>
</table>

2. Old Business

A.) Active conventions are O39, and GS20, O40:
   i. OryCon 39 is winding down.
   ii. Gamestorm 20 has a good start with over $19K in membership sales.
   iii. OryCon 40 had some presales totaling $3,879.

B.) Banking Issues:
   i. Jim would like to move the Clayton fund to Wells Fargo. I have identified an old account to be used for this purpose.
   ii. Bank account clean up
       a. EIN/TIN issue resolved
       b. Removed old signers
       c. Working to get the account name/statement names corrected

Step 1. Secretary of State Business name review
Step 2. Phase two align bank account names with Business names
Step 3. Correct PayPal Names

NOTE: the address for the accounts has been corrected from that of the former treasurer, and former signers have been cleaned out.
C.) Elite Business Credit Card Accounts
   i. The GameStorm Cards have been distributed.
D.) Demand letter for Belinda Schultz the OryCon 38 Hospitality Head still needs to be sent.
E.) The Board authorized me to develop of a miss-use of funds policy that I am still working on.
F.) Year End -Taxes for 2017
   i. Received Files -Gamestorm 19, 20, OryCon 38, OryCon 40, Endeavour, Clayton, Petrey.
   ii. Expecting- GameLab Revenues/Expenses/ Donations independent of OSFCI Conventions.
   iii. I expect to be working on them through February.

3. New Business
A.) Proposed Budget for 2018

<table>
<thead>
<tr>
<th>Operating Expenses</th>
<th>2018 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Insurance</td>
<td>$2,000.00</td>
</tr>
<tr>
<td>Storage</td>
<td>$5,000.00</td>
</tr>
<tr>
<td>Corporate Registration</td>
<td>$300.00</td>
</tr>
<tr>
<td>Legal Expenses</td>
<td>$5,000.00</td>
</tr>
<tr>
<td>Mark Protection</td>
<td>$250.00</td>
</tr>
<tr>
<td>Bank Fees</td>
<td>$60.00</td>
</tr>
<tr>
<td>ASCAP fees</td>
<td>$250.00</td>
</tr>
<tr>
<td>Oregon CT-12 (Filing Fee)</td>
<td>$250.00</td>
</tr>
<tr>
<td>PO Box Rent</td>
<td>$300.00</td>
</tr>
<tr>
<td>Other Postage</td>
<td>$150.00</td>
</tr>
<tr>
<td>Printing/Secretarial Expenses</td>
<td>$200.00</td>
</tr>
<tr>
<td>Meeting Space</td>
<td>$1,200.00</td>
</tr>
<tr>
<td>Web Site Expenses</td>
<td>$300.00</td>
</tr>
<tr>
<td>PR Expenses</td>
<td>$150.00</td>
</tr>
<tr>
<td>Volunteer Support</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Andrews Award</td>
<td>$700.00</td>
</tr>
<tr>
<td>Miscellaneous Expenses</td>
<td>$1,500.00</td>
</tr>
<tr>
<td>Games Library</td>
<td>$800.00</td>
</tr>
<tr>
<td>Capital expenses</td>
<td>$3,000.00</td>
</tr>
<tr>
<td><strong>Total Operating Expenses</strong></td>
<td><strong>$22,410.00</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Income</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest</td>
<td>$25.00</td>
</tr>
<tr>
<td>OryCon Overhead Fee</td>
<td>$2,500.00</td>
</tr>
<tr>
<td>Gamestorm Overhead Fee</td>
<td>$3,500.00</td>
</tr>
<tr>
<td>Gamelab Overhead Fee</td>
<td>$1,000.00</td>
</tr>
<tr>
<td>Convention surplus</td>
<td>$16,000.00</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td><strong>$23,025.00</strong></td>
</tr>
</tbody>
</table>

Daniel asked how non-convention reserves compare to last year. The difference is about $9,000 ahead.
President’s Report on BOD Activities

(12:25)

Accomplishments in 2017

- Successful transition to new corporate Treasurer and Secretary- Thanks Travis and Lea!
- Treasurer established credit cards to replace large cash advances for individual departments. This eliminates the problem of retrieving excess funds and the associated recent issues.
- Transitioned both GameStorm and OryCon to a new hotel
- Web transition away from DreamHost to Amazon. Thank you Fargo!
- Inclusivity Committee remained active the entire year. Response planning was critical to quickly resolving an incident that occurred at GameStorm.
- Hotel Committee expanded to include Beverly Block, Debra Stansbury, and Alexis Smith.

Committees and projects that did not progress in 2018:

- Grant-writing class
- GoH invites in advance
- Speaker at ACMA was canceled due to excessive snow days
- There were no applications for the John Andrews Worldcon Grant for Helsinki. (We expanded the number of awards for the San Diego Worldcon to two with the unspent money.)

There was a question from the floor: what is the status of the current OryCon? There are no guests of honor and no current registration information on the website. The response was deferred until the OryCon 40 Chair, Alexis Smith, returned to the meeting.

Announcement of the 2017 John Andrews Award Winner

(22:15)

The John Andrews Memorial Worldcon Scholarship was awarded Anna and Fargo Holiday. Two scholarships were awarded because there were no applicants in 2016. The Music GoH is being selected. Access to the website server is causing some issues. Alexis will follow up with Fargo later. O40 needs a dealers’ liaison and has a very good hotel liaison (Aaron Curtis). The list of upcoming meetings has been posted.

The state of OryCon 40

(23:40)

Alexis reported that she hopes to have solid confirmation of two guests of honor by the end of the week. The hoped-for GoHs are Michael Whelan (Artist) and Brandon Sanderson (Author). The Music GoH is being selected. Access to the website server is causing some issues. Alexis will follow up with Fargo later. O40 needs a dealers' liaison and has a very good hotel liaison (Aaron Curtis). The list of upcoming meetings has been posted, and the current membership prices will be updated as soon as possible.

Ombudsman Report

(27:45)

Jacob was asked to act as Ombudsman for OSFCI in mid-December to look into the events surrounding OryCon 40. Aaron asked that anyone with information relative to that to contact Jacob directly. The response was large: over 125 emails and about 30 direct conversations. (Barring a legal matter or evidence of a violation of
OSFCI’s Code of Conduct, the information and discussions are confidential.)

There are two issues at hand:

1) A charge of harassment for which the investigation is still ongoing, and Jacob can’t comment on it yet. He apologized for the protracted length of time the issue has and is requiring, but the holidays and the large amount of information to process were unavoidable.

2) An issue that arises from a broader view of the Ombudsman position, that of the observer and advisor of larger communication and process issues. Current conventions, and especially OryCon 40, have already started to address this issue, and in fact, had started implementing policies that Jacob later suggested. Many, many people said, in one fashion or another:

It’s not fun anymore.

It is incumbent on all of us to ensure that we create events that are fun not only for paying members but also for the people who run them. Jacob has three recommendations going forward:

a) Review the Management Agreement to expand and clarify, as needed, both the duties and necessities for the Chair and Treasurer and the limits of reach-in for the board itself.

b) Lay out a document delineating the duties and responsibilities for the members of the concom. Increasing budgets, authority, and legal implications require a corresponding increase in professionalism.

c) A global, institution-wide system for training new concom consistently and thoroughly. We have to ensure that no one has proprietary ownership of any position in any convention or any role in this organization.

These are critical for the longevity of the organization.

One last point: Jacob hadn’t been convinced that OSFCI needed a permanent position for an Ombudsman. The sheer volume of requests for advice and help has convinced him otherwise. He leaves it to the board to decide what it wishes to do.

He will be submitting two reports to the board by the end of February. One, recommendations for structural issues, will be semi-public for the board to release as it wishes. The other, detailing his investigation of the harassment issues, will be submitted privately, and the board will need to decide what to do with that report and its recommendations.

A question arose, asking whether the report would be presented to the board as it was comprised when he took on the Ombudsman role, or to the board that would be seated as a result of the election at the end of the meeting. Jacob answered that he answers and reports to the sitting board. If a person doesn’t have germane interest or investment in the report, they will have no standing with which to participate in its evaluation.

The report to the board will consist of a statement of the initial questions, key findings, a description of the scope of the investigation (without going into confidential matters, and the recommended actions to be taken.

One of the members had a concern. The election for seating people on the board of directors was about to take place, and the membership had no way of knowing who was under investigation for harassment or not.

Jacob: "In my role as Ombudsman, I can state that no one is.... I understand that, it is a problem. That's part of the reason that I wish we could have wrapped this up faster."

There was a question about the recommendations Jacob made during his report, and how normally it require a motion, a second, and a vote to enact changes. Jacob replied that he presented the initial
findings and recommendations for the benefit of the membership, but the official presentation of the recommendations for consideration would be at the next board meeting. The board would then take the actions they think necessary, which could include calling a meeting for a special election.

(39:30)

Andrew made a motion that the membership direct the board to review the current management agreement with the goal of implementing the recommendations of the Ombudsman's report as appropriate. There was a discussion of the review and its potential effects on the management agreement to be signed by the President and the Chair and Treasurer of OryCon 40. Given that the contract doesn't disallow amendments, Alexis agreed to sign the contract as it stands with the understanding that subsequent amendments will be added if and when appropriate.

The motion was passed by general acclamation. The Ombudsman abstained as is accepted practice for the office.

Andrew asked whether the Ombudsman's office should be set into the organization by amending the bylaws. It was deemed unnecessary since the board had created the Ombudsman's position late in 2017 and filled it (for the purpose of investigating the events surrounding OryCon 40) in December.

Jim suggested that the board should extend Jacob's mandate to the next board meeting before closing for the evening.

Jacob explained the role of the Ombudsman thusly: the Ombudsman reports to the board and serves on behalf of the board, but has a delineated, third-party role, doesn't vote on the board, and, depending on how the office is written, serves at the pleasure of the board, just as OSFCI's legal counsel and other offices do.

There was a question on the appointing of the Ombudsman, whether there was applicable precedent for the Ombudsman being elected by the members as the directors of the board are. There are examples of both direct election and selection by the board, but in either case, the office much be more clearly defined before either of those things is decided on.

Di asked for a repeat of an earlier question: How could the membership vote on members of the board knowing that some of them might be implicated in the report on the harassment issues surrounding OryCon 40? Jacob replied that the investigation was still pending, and he couldn't offer any guidance at this time. However, structural communication issues will be one of the findings addressed in his report. Board members can be removed later if need be, according to both the ORS and the OSFCI bylaws. *(Note: The bylaws reference an obsolete chapter of the ORS. The correct reference is ORS 65.324.)*

In closing, Jacob noted again that over half the people he'd spoken to, many of whom sought him out, stated that they're not having fun anymore. Aside from the harassment issue, that is the most important thing that the organization must address.

(54:30)

**Election of Board of Directors**

There was discussion of the need for physical mailing addresses for members of OSFCI. The requirement is a combination of Oregon law and OSFCI Bylaws. While the data can be technically in OSFCI's possession (e.g., the Programming database), it's the responsibility of the convention chair and the proposed member to provide the mailing addresses. It’s noted in the Management Agreement for the chair, and it’s in OSFCI’s bylaws for the member.

The candidates who were nominated by at least two people and accepted the nomination before the
meeting were:
- Beverly Block
- Jason Bostick
- Diana Cerasin
- Jenn Contreras-Perez
- Aaron Curtis
- Anna Holiday
- Brigid Nelson
- Devlin Perez
- Alexis Smith
- Debra Stansbury
- Patty Wells

The nominations at the meeting included:
- Andrew Nesbit
- Travis Peters
- Daniel Reitman

Daniel noted as a point of order that Oregon law requires all members in attendance to be able to vote regardless of how they are attending. This year, all the remote attendees had sent in proxies, so the issue is moot for the 2018 AGM.

(1:10:25)

Here are the new directors for 2018. They were all elected by more than 50% of the vote, so they all have a two-year term.

Election Results:

<table>
<thead>
<tr>
<th>Committee Member</th>
<th>Term length</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aaron Curtis</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Beverly Block</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Jason Bostick</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Travis Peters</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Alexis Smith</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Debra Stansbury</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
<tr>
<td>Patty Wells</td>
<td>2 years</td>
<td>February 2020</td>
</tr>
</tbody>
</table>

*The vote count for the remaining candidates has been archived for use in the case of unanticipated departures from the board.

Continuing members, for reference:

<table>
<thead>
<tr>
<th>Committee Member</th>
<th>Term length</th>
<th>Term Expires</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fargo Holiday</td>
<td>2 years</td>
<td>February 2019</td>
</tr>
<tr>
<td>D. Stephen Raymond</td>
<td>2 years</td>
<td>February 2019</td>
</tr>
<tr>
<td>Lea Rush</td>
<td>2 years</td>
<td>February 2019</td>
</tr>
</tbody>
</table>
New Business and Announcements

A. OSFCI and OryCon email lists

There are two email discussion lists: one for OryCon, and one for OSFCI members. They’re different from the GameStorm Blast list. They are both for discussion of convention matters, although the OSFCI list is intended to be OSFCI’s conrunners as opposed to the general public. The board will discuss what should be done with the OSFCI list. It may become a moderated list for announcements, or it may remain as it has been but be better advertised.

B. Commemorative OryCon Creations

a. Barbara Hoffert is making a quilt of old OryCon shirts. The further they go back the better, but any year is useful. The quilt will be auctioned to benefit OSFCI’s charities.

b. Ruth is gathering old badge ribbons for making a commemorative, wearable award display.

Materials can be brought to concom or board meetings for transfer to the right people.

Adjournment

The 2018 AGM was adjourned at 9:36 PM.