

MINUTES OF THE QUARTERLY MEETING OF
THE BOARD OF DIRECTORS OF THE SOCIETY FOR CREATIVE ANACHRONISM, INC.

August 26, 2024

CALL TO ORDER

The meeting was called to order by Chair Mark Faulcon at 6:05 p.m. CT.

ATTENDANCE:

Directors Present: Mark Faulcon – Chair
Gabrielle Fisher –Vice-Chair
Pug Bainter
Krista Capps
Jonathan Foster
Megan O’Shea
K.T. “Shep” Sheppard

Directors-Elect – Seat D: Joan Steurer

Staff and Officers Present: Bao Pham – President
Lis Schraer: – Society Seneschal
Stacy Hall – Society Seneschal – ER Deputy
Mandy Grayson – Society Seneschal – Investigations Deputy
Louise Du Cray – Vice President of Corporate Operations
Brigid Costello – Corporate Communications Officer
Caroline Richardson – Corporate Treasurer
Bonnie Stringer – Society Exchequer
Leslie Luther-Fulton – Executive Assistant
Eben Kurtzman – In-House Counsel

I. OPENING MEETING AND ESTABLISHMENT OF AGENDA

Motion by Gabrielle Fisher to open the August 26, 2024 meeting of the Board of Directors for the Society for Creative Anachronism. Second by Krista Capps. Opposed: None. Motion carried.

Motion by KT Sheppard to accept the agenda as presented and to take agenda items out of order as necessary. Second by Megan O’Shea. Opposed: None. Motion carried.

II. OLD BUSINESS

A. Proposed Corpora Changes

1. I.C.7: General—Role of the Board—Communications with the Board of Directors of the SCA, Inc.

Motion by Gabrielle Fisher to circulate the following proposed amendments to Corpora I.C.7 to the membership and participants for commentary:

I.C.7: General—Role of the Board—Communications with the Board of Directors of the SCA, Inc.

c. Any written communication with the Board is considered public, subject to any confidentiality provisions of Corpora, Corporate Policy, and approved Officer Handbooks, unless the author stipulates at the time of writing that the document is to be considered confidential. Any communications regarding sanctions and/or Board/Officer work-product are deemed confidential communications.

The Board reserves the right to declare any communication confidential subject to the author's right to republish the communication. Reasonable requests for copies of other communications must be made in writing to the corporate office, and all such requests are automatically considered public documents.

Second by K.T. Sheppard. Opposed: None. Motion carried.

2. Corpora II.B: Requirements for Participants at Society Events

Motion by Krista Capps to circulate the following proposed amendments to Corpora II.B to the membership and participants for commentary:

II.B: Requirements for Participants at Society Events

Anyone may attend Society events provided they wear an attempt at pre-17th century clothing, **conform to the Rules of Society**, and comply with any other requirements (including but not limited to site fees or waivers) which may be imposed. At business meetings and informal classes, the requirement to wear pre-17th century dress may be waived. All participants are expected to behave in an appropriate and respectful manner.

Second by Megan O'Shea. Opposed: None. Motion carried.

3. VI.A.2: Society Officers-General-Requirements and Benefits

Motion by Krista Capps to circulate the following proposed amendments to Corpora VI.A.2, renumbering as necessary, to the membership and participants for commentary:

c. No Society **or Corporate** Officer may serve as Crown or Coronet during their tenure in office. In order to fight or be fought for in a Royal List, the officer must have the consent of the Board, have served a minimum of one year in that office, and must have a Board-approved successor deputy who is ready and willing to accept all responsibilities for that office. **Victory in a Royal List will be considered a resignation from office, effective no later than their Investiture.**

Second by Jonathan Foster. Opposed: None. Motion carried.

4. VIII.E.2: Personal Awards and Titles-Reservations to the Board-
Revocation of Awards and Grants of Arms

Motion by KT Sheppard to circulate the following proposed amendments to Corpora VIII.E.2 to the membership and participants for commentary:

VIII.E.2: Personal Awards and Titles-Reservations to the Board-Revocation of
Awards and Grants of Arms

As with Peerages, the Board specifically reserves the right to revoke any Award or Grant of Arms. Kingdom law may make provision for offering such a recommendation to the Board. Unless stipulated otherwise by the Board, the Board's decision in such a case applies only to the matter at hand. **Nothing prohibits a person who has had any award or recognition revoked from being bestowed the award or recognition at a later date, should the Crown determine that the person in question now meets the requirements of the award or recognition being bestowed.**

Second by Krista Capps. Opposed: None. Motion carried.

5. X.B.4.d: Grievances and Sanctions-Sanctions-Reservations to the Board-
Revocation of Awards and Grants of Arms

Motion by KT Sheppard to circulate the following proposed amendments to Corpora X.B.4.d to the membership and participants for commentary:

X.B.4.d: Grievances and Sanctions-Sanctions-Reservations to the Board-
Revocation of Awards and Grants of Arms

As with Peerages, the Board specifically reserves the right to revoke any Award or Grant of Arms. Kingdom law may make provision for offering such a recommendation to the Board. **Unless stipulated otherwise by the Board, the Board's decision in such a case applies only to the matter at hand. Nothing prohibits a person who has had any award or recognition revoked from being bestowed the award or recognition at a later date, should the Crown determine that the person in question now meets the requirements of the award or recognition being bestowed.**

Second by Krista Capps. Opposed: None. Motion carried.

6. X.B.1: Grievances and Sanctions-Sanctions-Royal Sanctions

Motion by Pug Bainter to circulate the following proposed amendments to Corpora X.B.1 to the membership and participants for commentary:

X.B.1: Grievances and Sanctions-Sanctions-Royal Sanctions

At the end of this description of procedures it says, "Within 15 business days of the imposition of the sanction the specific cause and occasion of the sanction must be

explained in writing to the sanctioned individual **unless it is impossible to do so, in which case it should be done as soon as possible.**

Second by Krista Capps. Opposed: None. Motion carried.

7. X.B.2: Administrative Sanctions

Motion by Pug Bainter to circulate the following proposed amendments to Corpora X.B.1 to the membership and participants for commentary:

X.B.2: Administrative Sanctions

This paragraph ends with the sentence “Only the Society Seneschal or the Board may impose an Administrative Sanction that precludes the holding of any office including that of Crown or Coronet”

Second by Krista Capps. Opposed: None. Motion carried.

B. Changes/Amendments to the By-Laws

1. By-Laws, VII.A.1, Administration-Officers:

Motion by Jonathan Foster to accept changes to By-Law, VII.A.1 as presented:

By-Laws, VII.A.1, Administration-Officers:

The office of President may be temporarily held by the Chairman of the Board of Directors until a successor President is selected by the Board.

Second by KT Sheppard. Opposed: None. Motion carried.

2. VII.B. Corporate Office:

Motion by Jonathan Foster to accept changes to By-Law, VII.B as presented:

VII.B. Corporate Office:

The SCA shall maintain a business office to carry out regular administrative work of the SCA.

Second by KT Sheppard. Opposed: None. Motion carried.

C. Changes/Amendments to Corporate Policies

1. Corporate Policies III. Administration

Motion by Megan O’Shea to accept changes to Corporate Policy III as presented:

Corporate Policies III. Administration

The officers of the corporation shall consist of a President, a Vice President for Operations, a Vice President for Corporate Operations, a Treasurer, a Secretary, and such others as the Board may from time to time designate. **The office of**

President may be temporarily held by the Chairman of the Board of Directors until a successor President is selected by the Board.

Officers of the corporation are elected and serve as described in the By-Laws.

Second by Pug Bainter. Opposed: None. Motion carried.

2. Corporate Policies III A: President

Motion by Megan O'Shea to accept changes to Corporate Policy III A as presented:

Corporate Policies III.A.

The President is the principal spokesperson for the SCA. The President may sign and authorize such instruments as he or she deems appropriate to the conduct of the SCA's proper business and may delegate similar responsibilities. In the event of absence or incapacity of the President, the duties shall be apportioned at the discretion of the Board. The office of President may be temporarily held by the Chairman of the Board of Directors until a successor President is selected by the Board.

Second by Pug Bainter. Opposed: None. Motion carried.

3. Corporate Policies I: Membership Types

Motion by Megan O'Shea to accept changes to Corporate Policy III A as presented:

I. Membership Types

Membership in the SCA is open to any interested individual. Membership takes effect when the Corporate Office completes processing a prospective member's application. Positive confirmation of membership consists of:

- a valid membership card;
- appearance of the name with a valid membership on a printout from the Corporate Office;
- a membership label issued by the Corporate Office showing the name and expiration date;
- a postcard, letter, or electronic communication from the Corporate Office confirming that the membership has been processed;
- proof of membership generated from the SCA membership webpage

Second by Pug Bainter. Opposed: None. Motion carried.

4. Corporate Policies II.B. General conditions and privileges of membership-Privileges of membership

Motion by Megan O'Shea to accept changes to Corporate Policy II B as presented:

II.B. General conditions and privileges of membership-Privileges of membership

Every natural person holding membership in the SCA is eligible for office and advancement within the SCA, subject to the requirements for such office or advancement, **and to any other requirements set forth in SCA documents.**

Second by Pug Bainter. Opposed: None. Motion carried.

5. Corporate Policies II.D.1: Revocation/Denial of Membership-Grounds

Motion by Megan O'Shea to accept changes to Corporate Policy II D.1 as presented:

II.D.1: Revocation/Denial of Membership-Grounds

One is "Actions that endanger the SCA or its members or participants."

Second by Pug Bainter. Opposed: None. Motion carried.

C. Long-Range Planning Scheduling

By consensus it was agreed that this session will be held on September 8, 2024. Vice-Chair Fisher was tasked with development of the agenda for this meeting.

D. October Board Meeting Planning

By consensus it was agreed that the October 2024 meeting will be held in Denver, Colorado / Kingdom of the Outlands, so long as such a meeting can be held within proposed budgeting guidelines.

E. Proposed Corporate Policy XIX. Delegation of Investment Authority – Carolyn

Motion by Gabrielle Fisher to approve as accept changes to Corporate Policy XIX. *Delegation of Investment Authority* as presented. Second by KT Sheppard. Opposed: None. Motion carried.

The new text reads as follows:

XIX. Delegation of Investment Authority Policy

The Board shall ensure that fiduciary responsibilities concerning the proper management of SCA, Inc.'s institutional funds are fulfilled through appropriate investment structure, internal and external management, and portfolio performance consistent with all policies and procedures. Based on the advice and recommendations of the Treasurer and its external fund manager(s), the Board shall approve investment policies and objectives that reflect the long-term investment-risk orientation appropriate to the organization. The Board may, at its sole discretion, create or eliminate committee(s) to advise the Board in furthering its duties and may select, appoint, and remove members thereto.

The Board hereby delegates supervisory responsibility for the management of its invested funds to the Corporate Treasurer, subject to the financial limitations specified in Corpora, as noted below:

- *determine that institutional funds are prudently and effectively managed with the assistance of management and any necessary investment consultants and/or other outside professionals, if any.*
- *recommend the retention and/or dismissal of investment consultants and/or other outside professionals*
- *receive and review reports from management, investment consultants and/or other outside professionals, if any*
- *periodically meet with management, investment consultants and/or other outside professionals management, investment consultants and/or other outside professionals*
- *report to the Board (as needed) whether this policy, investment activities, risk management controls and processes continue to be consistent with meeting the goals and objectives set for the management of institutional funds*
- *execute such investment transactions as are necessary to ensure that SCA, Inc.'s investment portfolio reflects the asset allocation, investment-risk orientation, or other direction regarding the investment portfolio as has been established by the Board*

F. Treasurer Policy Decision – YouTube Monetization

By consensus, report of the Corporate Treasurer was accepted as presented.

III. NEW BUSINESS

A. Investigation Report Discussion

By consensus, the report of the Society Seneschal and Investigations Deputy was accepted as presented.

B Patron Membership Update

By consensus, the Board took no action at this time.

IV. EXECUTIVE SESSION

A. Tammy Miller (Berke Chinua)

Motion by Gabrielle Fisher to uphold the Temporary Removal from Participation in the Society of Tammy Miller (Berke Chinua) as issued by Robert and Magge, Crown of Calontir and their Kingdom Seneschal on July 13, 2024, to extend the Temporary Removal from Participation, and to further direct the Society Seneschal to begin an investigation into possible sanctions up to and including revocation of membership and denial of participation effective immediately. Second by Jonathan Foster. Opposed: None. Motion carried.

B. Brandon Rice (Roland of Mag Mor)

Motion by K.T. Sheppard to revoke the membership of, and deny participation to, Brandon Rice (Roland of Mag Mor) effective immediately. Second by Megan O'Shea. Opposed: None. Motion carried.

C. Michael Rodriguez (Aule og Amon Amarth or Penny the Wizard)

Motion by KT Sheppard to uphold the Temporary Removal from Participation in the Society of Michael Rodriguez (Aule og Amon Amarth or Penny the Wizard) as issued by Murdoch and Rioghnagh, Crown of Aethelmearc and their Kingdom Seneschal on June, 2024, to extend the Temporary Removal from Participation, and to further direct the Society Seneschal to begin an investigation into possible sanctions up to and including revocation of membership and denial of participation effective immediately. Second by Krista Capps. Opposed: None. Motion carried.

D. Timothy John Rose (Rodger of Saint Crispins)

By consensus the Board recognizes the Absolute Banishment (also known as a Revocation of Membership and Denial of Participation) of Timothy John Rose (Rodger of Saint Crispins) by the Board of Directors of the Society for Creative Anachronism Ltd. (Australia)

E. Debra Mattingly (Matilda of Swynford)

Director Gabrielle Fisher recused herself from any decision-making actions with regard to this matter.

By consensus, the Board declined to hear the appeal of Debra Mattingly (Matilda of Swynford).

F. Confidential Society Seneschal Update

The report of the Society Seneschal was accepted as presented.

G. Society Exchequer Job Description & Posting

By consensus, the Board approved the Society Exchequer Job Description as presented. The matter was referred to the Communications Officer for continued work.

H. Society DEIB Officer Job Description

By consensus, the Board forwarded this item to Director Bainter for additional work.

I. President's Summary of Regarding Membership Feedback and Transparency

By consensus, this topic is remanded to the Fourth Quarter planning session meeting.

ADJOURNMENT

Motion by Pug Bainter to adjourn the meeting. Second by KT Sheppard. Opposed: None. Motion carried.

The meeting was adjourned at 9:34 p.m. CT.

Respectfully submitted,

/S/ Leslie Luther-Fulton
Executive Assistant