VATSIM Board of Governors
Quarterly Meeting Minutes – 6 December, 2006

Governors Present:
George Papanikolopoulos (GP)
Jeff Clark (JC)
Michael Bevington (MB)
Richard Jenkins (RJ)
Roland Collins (RC)
Ruth McTighe (RMT)
George Marinakis (GSM)

Also Present:
Joel Lesser - Founder

Apologies:
Ross Carlson, who was attending the charity event hosted by Boston ARTCC.

Richard Jenkins called the meeting to order at 1915Z. Jeff Clark took the minutes.

RJ started the meeting by welcoming GP to the Board of Governors.

Michael Zazula (MZ) joined the meeting at 1917Z.

Old Business

There was no Old Business.

1.) RD for VATNA

The BoG entered Executive Session at 1919Z and left Executive Session at 1930Z.

RC submitted a motion "that having reviewed all applications that the BOG appoints Craig Merriman as RD of the North American region." The motion was seconded by MB, and the motion was carried by majority vote of the Board of Governors.

GP queried whether or not Craig would have to resign from the membership department. RJ confirmed that Craig should resign from the membership department stating that the arrangement as set out by the BOG was that senior staff would normally only hold one staff position.

2.) Trouble Ticketing System

RJ described the heavy workload that the membership department had to deal with and suggested that a "trouble-ticketing system" might help ensure that queries are not lost and improve the speed of replying to members. RJ said that a trial system had been developed but was not as good as they were hoping for, and that he was hoping to develop something a bit "more professional" which might need the involvement of

Ross Carlson.   However, Ross might not have time to work on it, and might not be well-versed in PhP. RJ suggested that GP make general enquires about the possibility of locating a programmer for this task in the general membership after consulting with Ross Carlson.

3.) VATSIM Website

Ruth updated the BOG on the current state of development on the new website, and detailed some difficulties that had arisen which were slowing the project down. RJ advised that some of the queries that the current designer was attempting to implement were potentially causing some slowness with the website. Additionally, some of the bespoke content relied heavily on banners written in flash and might not be easily updated by the BOG in the future as needs arise.

Several governors expressed unhappiness with the pace of development and queried the current development path. Suggestions were made that RMT and RJ should investigate the possibility of starting from scratch, and look at making simple but effective changes to the look and feel of the existing site, and report back to the BOG with options.

Action: RMT & RJ.

4.) Charitable Fundraising

RMT updated the BOG on a recent charity fundraising event which technically went against an unwritten policy that the BOG had previously set forth which directed that events held on VATSIM should not collect money directly from members but instead should request that donors make donations directly to the charity. RMT asked that a more formal written policy be drafted to make this requirement clearer.

GSM noted that similar issues were raised when various ACCs and ARTCCs had sold items like t-shirts or coffee mugs. Even though this was done in a "not-for-profit" way, it would be wise to have very clear rules stating what was, and was not OK for VATSIM, and our members to be involved with. He suggested that the BOG draft a set of written guidelines for how charitable organizations can use VATSIM, and also to introduce a simple "approval process" where local groups like ARTCC's and FIR's can get approval to sell VATSIM-related merchandise when they can clearly demonstrate their non-profit intentions. This might also involve the development of a "VATSIM-Approved" seal which would indicate that events/sales not containing this logo should raise a warning flag for members.

Action: RMT, GSM & RJ.

5.) Corporate Sponsorship

On a related note, JC and RMT related the story of the recent IFC convention where the VATUK division attended, representing VATSIM, but had to pay a large amount of their own money out of their own pockets for the bandwidth to provide demonstrations to convention delegates. JC said he believed that when local chapters were clearly doing something that benefited the organsiation as a whole, that it was a

shame that there wasn't a way that the entire organization could help defray their costs, possibly through a kind of approved "sponsorship" of the stand by corporate sponsors. In the case of the IFC convention, local businesses were interested in helping pay for the stand, but because of the uncertainties of whether or not local members/regions/divisions can enter into these kinds of arrangements, it was not possible. JC asked that a process be developed so that local members of VATSIM could make these kinds of arrangements, subject to BOG approval, to allow them to continue to represent VATSIM at local events.

GSM asked if it was possible to ascertain the costs for things like broadband access in advance?

RMT said that it was, and GSM said that as long as costs were knowable in advance, that this would eliminate the possibility of having "fly-by-night sponsorship." So long as the costs and the proposed sponsorship was known in advance, an approval process could be introduced. He also indicated that as a governor, he felt "very embarrassed" when he read of the VATUK members having to dip into their own pockets to pay for their broadband access and that he hoped that we could find a way to support the individual users.

Action: RMT, GSM & RJ.

6.) **BOG Restructure**

Roland Collins reminded the BOG of a recent proposal he had drafted to change the liens of accountability between the RD's and the BOG to produce a flatter structure and more direct communication with increased accountability aligned to recent changes to the CoR.

Mike Bevington left the meeting at 2122Z and gave his proxy to Richard Jenkins (RJ).

GSM questioned whether or not this move would send a signal that the EC was not intended to be autonomous from the BOG.

JC suggested the issue needed further discussion via the mailing list, which RC agreed to do.

7.) **Any Other Business**

GP indicated that he intended to put into force an "administrative suspension" on the database, for those Ids that have been opened before December 16, 2005 and have logged zero (0) hours on the network. The main purpose of this was to eliminate duplicate addresses that were registered for, but never used.

MZ asked what the current state of play was with the VP-Operations job on the BOG. RJ stated the GSM and MB were currently reviewing applications and would present a "short-list" to the BOG directly.

RJ then moved that the Board of Governors enter executive session. There being no objections, the BOG entered executive session at 2152Z.

On leaving executive session, **RJ made a motion that the Vice President for Special Operations, Robert Phillips, be requested to make a report to the Board of Governors on his recent proposals re: reorganization of his portfolio no later than December 30th, 2006.**

Michael Zazula seconded the motion.

The voting was as follows:

George Papanikolopoulos:	For
Jeff Clark:	For
Mike Bevington:	For
Roland Collins:	For
Ruth McTighe:	For
George Marinakis:	For
Michael Zazula:	For
Richard Jenkins:	For

With 8 votes in favour and none against, the motion was carried unanimously.

Richard Jenkins then made an announcement to the BOG that Roberto Bazzano had submitted his resignation as VP of Networks due to recent new additions to his family and a new job. Luca Benelli and Ross Carlson had taken over the day-to-day running of the network, and have already fixed a few FSD bugs. The process of replacing Roberto would likely take some time as it was quite a technical role, but had begun.

Roland Collins then made a motion that, "subject to his acceptance, Ross Carlson be appointed as VP for Development" (a post that he had been filling on a temporary basis).

Richard Jenkins seconded the motion.

The voting was as follows:

George Papanikolopoulos:	For
Jeff Clark:	For
Mike Bevington:	For
Roland Collins:	For
Ruth McTighe:	For
George Marinakis:	For
Michael Zazula:	For
Richard Jenkins:	For

With 8 votes in favour and none against, the motion was carried unanimously.

The meeting was then adjourned by Richard Jenkins at 22:14Z.

APPENDIX 1: Inter-Meeting Actions

On July 7ᵗʰ, 2006, the Board voted on the motion, submitted by Richard Jenkins and seconded by Marvin Thompson that:

"Directs the VP of Special Operations to amend the VATSIM Special Operations Administration Standard Policy and Procedures and any other associated documents within the VSOA, to remove any restrictions that prohibit the affiliation of duplicate entities."

The voting was as follows:

Richard Jenkins	FOR
Marvin Thompson	FOR
Jeff Clark	FOR
Michael Zazula	FOR
Michael Bevington	FOR
George Marinakis	FOR
Ruth McTighe	ABSTAIN
Robert Phillips	AGAINST

With 6 votes for the motion, and 1 votes against the motion was passed.

On July 8ᵗʰ, 2006, the Board voted to "To approve the minutes of the June 18th, 2006 BOG meeting, as disseminated to BoG members via e-mail on 1 July, 2006 by Jeff Clark

The motion was proposed by: Jeff Clark, and seconded by Richard Jenkins.

The voting was as follows:

Michael Bevington	ABSTAIN
Jeff Clark	FOR
Richard Jenkins	FOR
Michael Zazula	FOR
Marvin Thompson	FOR
Lefteris Kalamaras	FOR
Ruth McTighe	FOR
George Marinakis	FOR

With 7 votes for the motion, and 0 votes against the motion was passed.

On October 13ᵗʰ, 2006, the BOG voted on a motion from George Marinakis and seconded by Roberto Bazzano, "To approve amendments to Article III., §3.05(A) and Article III., §3.05(B) of the Code of Regulations as set forth in the email sent to the BOG on Friday, October 6, 2006 at 1413 UTC (1013a EDT U.S.)."

(The text of this proposed amendment follows as Appendix 2).

The voting was as follows:

George Marinakis	FOR
Roberto Bazzano	FOR
Richard Jenkins	FOR
Jeff Clark	FOR
Ruth McTighe	FOR

Michael Bevington	FOR
Ross Carlson	FOR
Roland Collins	FOR
Marvin Thompson	FOR

With 9 votes for the motion, and 0 votes against the motion was passed.

On November 11ᵗʰ, 2006 the BOG voted on a motion by Michael Zazula "To upgrade Benjamin Annelo (811680), Craig Batt (904068), Ian Elchitz (810151), Shawn Goldsworthy (925085) and Keith Smith (879675) to the rating of Supervisor as proposed in my e-mail to the Bog on 01 NOV 2006."

The motion was seconded by Richard Jenkins.

The voting was as follows:

Michael Zazula	FOR
Richard Jenkins	FOR
Ross Carlson	FOR
Jeff Clark	FOR
Marvin Thompson	FOR
Michael Bevington	FOR
Roland Collins	FOR
George Marinakis	FOR
Robert Phillips	FOR
Ruth McTighe	FOR

With 10 votes for the motion, and 0 votes against the motion was passed.

Code of Regulations
Proposed Changes – (August 28, 2006) Revision 1

Proposed language (Revision 1) appears in RED CAPS and changed or deleted original language appears as ~~strikethroughs~~. *Drafter's commentary appears in blue italics.*

Code of Regulations

ARTICLE III. EXECUTIVE COMMITTEE

§3.05 Executive Committee – Authority and Duties of Regional Directors

A. Authority: Upon being appointed by the VATSIM Board of Governors, a Regional Director is granted authority to organize the divisions which make up his or her region in the manner which the Regional Director sees fit. This authority includes, but is not limited to, the following:

1. The discretion to structure the divisions which make up the region;

2. The discretion to make the day-to-day decisions regarding operations on a regional basis;

3. The discretion to appoint individuals as divisional directors and/or heads of the divisions which constitute his or her region;

4. The discretion to establish qualifications for positions of divisional directors and/or heads of divisions which constitute his or her region; and

5. The discretion to appoint assistants as needed to aid in carrying out the duties of the Regional Director's office;

This authority is subject to review by the VATSIM Board of Governors. However, absent any showing of abuse of discretion by a Regional Director in the exercise of this authority, the decisions made by a Regional Director pursuant to this section shall not be modified or overturned by the VATSIM Board of Governors. The Regional Directors shall be vested with broad discretion in the exercise of the authority granted by this section. THE BROAD POWERS GRANTED TO REGIONAL DIRECTORS BY THIS SECTION NOTHWITHSTANDING, THE VATSIM BOARD OF GOVERNORS SHALL AT ALL TIMES RETAIN THE POWER OF OVERSIGHT TO ENSURE THAT ALL DUTIES LISTED IN PARAGRAPH B OF THIS SECTION AS WELL AS ANY OTHER DUTIES REQUIRED OF REGIONAL DIRECTORS BY THE CODE OF REGULATIONS AND/OR THE VATSIM BOARD OF GOVERNORS ARE CARRIED OUT IN A TIMELY MANNER. REGIONAL DIRECTORS FAILING TO CARRY FORTH THEIR DUTIES IN A TIMELY MANNER MAY BE SUBJECT TO THE TERMS OF ARTICLE III., §3.11 OF THE CODE OF REGULATIONS INCLUDING, BUT NOT LIMITED TO, REMOVAL FROM THE VATSIM EXECUTIVE COMMITTEE.

B. Duties: Upon being appointed by the VATSIM Board of Governors, a Regional Director is under the duty to do the following:

* * *

9. PROVISION OF ATC SERVICES: A REGIONAL DIRECTOR SHALL ENSURE THAT HIS OR HER DIVISION PUTS INTO

PLACE POLICIES AND STAFF WHICH RESULT IN THE WIDEST POSSIBLE ATC COVERAGE FOR THE PILOTS OF VATSIM. IN ADDITION, A REGIONAL DIRECTOR SHALL ENSURE THAT NO POLICY IS PUT INTO PLACE WHICH EITHER ADVERSELY AFFECTS THE OVERALL STAFFING OF THE AIRSPACE DELEGATED TO THEM OR IMPEDES THE GROWTH OF FACILITIES IN HIS OR HER REGION. FURTHERMORE, A REGIONAL DIRECTOR SHALL PROVIDE TO THE VATSIM BOARD OF GOVERNORS PERIODIC REPORTS, AS DIRECTED BY SAID BOARD, ON ALL STEPS TAKEN TO ENSURE SUCH COVERAGE AND GROWTH OF HIS OR HER REGION.

HISTORY: (Eff. 07-27-01; Amended 12-17-03 – CoR 2003-011; Amended 02-01-06 – CoR 2006-002, Eff. 03-13-06; Amended _____ – CoR 2006-006)

This amendment is proposed by Jeff Clark. The intent of this amendment is two-fold. First, it is intended to address the issue of a Regional Director who "goes missing" or otherwise fails to carry out the duties of his or her position in a timely manner. This amendment specifically grants authority to the Board of Governors to address such absenteeism through the power of oversight and even removal of such Regional Director.

This amendment also adds a new subsection 9 titled "Provision of ATC Services". The intent of this change is to facilitate increased ATC coverage throughout VATSIM. This is in furtherance of the results obtained in the recent poll commissioned by the Board of Governors. The results of this survey indicated that staffing of airspace consistently ranks as a high consideration by pilots choosing whether to fly on the VATSIM network or elsewhere. This change places the onus upon Regional Directors to ensure that no policies are put into place which adversely affect ATC staffing. In addition, Regional Directors would be required to select staff which further these requirements.