

San Francisco Science Fiction Conventions, Inc.
Minutes of the Special Meeting of the Board of Directors
February 7, 2002

The Board of Directors of SFSFC, Inc. met on Thursday, February 7, 2002 at the Corporate Office in San Francisco. The meeting was called to order at 8:01pm. President Dave Gallaher was presiding and Secretary Cindy Scott was recording. The following Board members were present: Dave Gallaher, Cindy Scott, Dave Clark, Tom Whitmore, Crickett Fox, Kathryn Daugherty, James Daugherty, Michael Siladi, Kevin Standlee and Craige Howlett. Guests present were: Tony Cratz, Cheryl Morgan, Brenda Daverin, Bob Daverin, and Elisa Sheets.

Dave Gallaher has Nancy L. Cobb's proxy.

Kathryn Daugherty began the meeting with the following prepared statement:

A significant number of the directors of this corporation have lost confidence in the current Chairman of the ConJosé Worldcon Operating Committee, and, for the good of the convention and the corporation, encourage him to resign at this time. Tom refused, then Kathryn made the following motion:

RESOLVED, that the Board of Directors of SFSFC, Inc. hereby expresses its confidence in the Chairman of the ConJosé Worldcon Operating committee.

Craige Howlett spoke stating that he has every confidence in Tom and Tom's abilities to Chair ConJosé.

Michael Siladi had the following prepared statement:

Mr. President:

I'd like to present a "back of the envelope" analysis of several recent financial statements, as presented to this Board and ConJosé staff by the Chairman of ConJosé. I believe that this analysis is reasonable, and I have had its "reasonableness" corroborated by an accountant.

The specific financials to be discussed are those presented at the July 2001 SFSFC Board meeting, representing data for 7/1/2000 through 6/30/2001, and the financials presented at the January 26, 2002 ConJosé meeting, representing data for 7/1/2001 through 1/26/2002. Some input from the financials presented at the November 2001 SFSFC Board meeting, representing data from 7/1/2001 through 10/30/2001, may also be discussed.

There will also be data presented regarding the corresponding membership counts presented at those meeting, and that data is taken from the minutes of those meetings.

At this time, I direct your attention to the spreadsheet I have distributed. [Secretary's note: Please see Exhibit A attached to these minutes.] We will begin by reviewing data for "Period Ending 6/30/2001". For clarity, I'm going to take things a bit out-of-order.

We will begin with Section "B" of the spreadsheet, labeled "From the Balance Sheet." These numbers represent a summary of the Income and Expenses as reported Balance Sheet and Income Statement. As you can see, we had reported income of \$83,331.55, expenses of \$32,079.70, for a net income of \$51,251.85.

This resulted in Cash Assets of \$119,043.89, and Total Equity and Liabilities of \$148,234.17 (which includes assorted deposits).

This number, \$148,234.17, is what set-off alarms in my head during the July Board meeting. It seemed far too low, given the approximately 2,000 attending members mentioned at that meeting.

Mr. President, at this time, I will digress into a more detailed calculation of estimated revenue than the quick calculation I made before addressing my revenue concerns to the Chairman of ConJosé, and other Board members, at the July 2001 Board meeting.

Section "A" of the spreadsheet, titled "Estimated Revenue", presents an estimation of the gross revenue for ConJosé based upon the 1,982 Attending and 313 Supporting Members that were reported at the July Board meeting. Given that for the period from September 1999, when we began selling ConJosé memberships, through 6/30/2001, memberships were available at rates of \$100, \$120, and \$140, I've chosen to use \$120 as the base revenue per Attending Membership for estimation purposes. This value seems reasonable to me, and is the value I used for my quick estimation during the July 2001 Board meeting.

Multiplying membership counts by estimated average membership rates, I arrive at an estimated gross revenue of \$248,795.00

Subtracting the Total Equity from the Total Estimated Revenue, and further subtracting the Total Expenses, one arrives at a "missing or unaccounted revenue" figure of \$58,481.13, as presented in Section "C".

My "guess" of the discrepancy, made during the July meeting, was \$60,000. This is the number I voiced to the Chairman of ConJosé, and I expressed considerable concern at such a sizable shortfall.

The fact that the Chairman of ConJosé was **not** already aware of this revenue discrepancy, and did **not** seem overly concerned by it was, and is, a major source of concern to me.

Subsequent to that July Board meeting, the Controller of ConJosé reported to me that she had visited her predecessor's home, and found \$40,000-\$60,000 in checks and charge slips that had not yet been processed or deposited.

I was concerned at the time for both the size of the discovery, and the fact that an accurate amount of the discovery was not available.

At no time subsequent to this revelation about \$40,000 to \$60,000 being found has the Board been given a detailed accounting of the funds recovered, despite concerns raised at the July 2001 Board meeting that led to the search for, and recovery of, the missing funds. Nor has any specific statement been presented to the SFSFC Board regarding how the funds were lost or misplaced, or how the funds were retrieved.

I believe that the Chairman of ConJosé shows a considerable lack of oversight if someone on his staff could misplace \$60,000 of ConJosé revenue, some of it for up to a year, without his knowing, or seemingly caring.

Furthermore, the person responsible for "misplacing" these revenues has continued to be protected by the Chairman of ConJosé in spite of numerous attempts by her Division Manger to terminate her.

I cannot imagine any situation wherein the CEO of a company would allow an employee who lost or misplaced one-third of the company's revenue to remain employed by that company.

But I digress.

Mr. President, I call your attention to the column of the spreadsheet labeled "Period Ending 1/26/2002". I will attempt to speed-up my presentation.

As you can see in Section "A", the Total Estimated Revenue amount, assuming an average per-member revenue of only \$130, is \$350,620.00.

The Estimated Total Expenses To Date of \$75,991.56 includes estimated expenses for 7/1999 through 6/2000 of \$10,000, actual expenses of \$32,079.70 for 7/2000 through 6/2001, and actual expenses of \$33,911.86 for the period of 7/1/2001 through 1/26/2002.

Subtracting the Estimated Total Expenses of \$75,992 from the Estimated Total Revenue of \$350,620, results in an estimated Equity of \$274,628.

As you can easily see, Mr. President, the "actual" Total Equity, as reported in the Balance Sheet, is over \$78,000 less than the Estimated Total Equity.

And please remember that this is after the “missing” \$40,000-\$60,000 has been added-in to the Balance Sheet.

Once again, we seem to be missing a considerable amount of money, and the Chairman of ConJosé seems to be unaware of it. If he is aware of it, he has failed to bring it to the attention of the Board of Directors, or to his executive staff.

I would also like to point out that at the January 26, 2002 ConJosé Staff meeting, the Controller of ConJosé pointed out that the membership income figures **did not** include some \$30,000-\$40,000 in recently found revenue that was currently in the process of being deposited.

Before I move on, I would like to discuss the spreadsheet column labeled “7 months ending 1/26/2002”. Virtually all of the 651 memberships purchased in that period were at the \$160 rate, so a simple calculation results in \$104,160 in membership revenue. However, the Income Statement dated 1/26/2002 reports only \$68,066 in revenue.

Simple subtraction reveals a shortfall of \$36,093 dollars. Remarkably close to the reported \$30,000 to \$40,000 in “found” revenue.

However, even accounting for this \$36,000 difference by removing it from the “missing or unaccounted” amount in the “Period ending 1/26/2002” column, ConJosé is **still** missing over \$32,000. [Secretary’s note: Tom pointed out the correct number to be \$42,000.]

I am concerned that once again, we have “found” considerable revenues to be deposited. It appears that ConJosé staff members have continued a pattern of misplacing assets even after duties were reassigned.

I am troubled that the Controller of ConJosé could not state the exact dollar amount of the checks and charges being deposited, only a broad range.

I wonder about other assets that may still be unaccounted for.

I am terribly disappointed in the ConJosé Chairman for not taking steps, over a 7 month period, to remove and replace the parties in control of ConJosé’s finances. He has, in fact, acted time and again to protect them from the consequences of their actions, to the detriment of the convention, and to SFSFC, who is ultimately responsible.

Likewise, I am gravely disappointed that the Chairman of ConJosé has not done anything to establish proper checks and balances over ConJosé’s finances.

Mr. President, I believe that the spreadsheet I have presented to you indicates that the financial statements given to the SFSFC Board by the Chairman of ConJosé

have repeatedly misrepresented the financial condition of the convention, and have hidden negligent behavior from the Board. So much so that I do not trust those financial statements, nor the Chairman who presented them.

I would also like to point out that lacking accurate financial statements, developing a reasonable, responsible budget is very difficult. In order to get where we want to go, we need to know where we are starting from. And likewise, ConJosé must accurately know where it is financially.

Let us pause for a moment and consider one simple question that remains: Where is the “missing” revenue?

I do not trust the Chairman of ConJosé to conduct a search for the “missing” revenue, nor even to attempt a search. I believe that he lacks the will to take the direct actions necessary, including terminating those responsible for the sorry state of ConJosé’s financial picture.

Mr. President, I ask that you not be misled by statements like “now that we know we have a problem, we’re taking steps to remedy the situation.” The Chairman of ConJosé has repeatedly shown that he will not move to fix serious problems until he is forced to do so.

Unfortunately, this has been proven to be especially true of financial problems.

I believe that a change in leadership of ConJosé is necessary to restore some measure of financial health to the convention, and to SFSFC itself.

Therefore, I have no confidence in the Chairman of ConJosé and will vote accordingly

Cindy Scott responded to Michael Siladi’s comments with the following:

I have a few comments on Mr. Siladi’s “back of the envelope” financial analysis:

- 1) The assumption of a minimum cost of an attending membership of \$100 is not reasonable – that number is too high. Anyone who pre-supported the convention and voted in site selection only paid \$30 to convert their membership, of which conversions we had many. Though the bid did pass on approximately \$8,200 in revenue to ConJosé, which was no where near the original ~\$32,000-\$34,000 collected during the bid.
- 2) The “missing” revenue Mr. Siladi has mentioned was discussed by him and me at the Contruction 2001 convention at the Doubletree hotel in January, 2001 – not at the July Board meeting as mentioned. As soon as the possibility of missing funds was mentioned to my predecessor, she conducted her own search and found approximately \$20,000 in unprocessed charges and checks. At no time did I “go to her home” and find missing funds.

- 3) Given the membership rate basis, I do not believe Mr. Siladi's calculations are correct.

Kathryn Daugherty made the following prepared statement:

Mr. President, Michael has pointed out that there have been financial irregularities in the ConJosé accounts. Mistakes like this do not happen by simply misplacing a single digit in a spreadsheet. Mistakes like this happen because people make these mistakes. It is part of management's job to catch these mistakes, correct these mistakes and make sure that the people who continue to make these mistakes are no longer in a position to damage the committee again.

At the July 23, 2000, SFSFC Board meeting several directors were already concerned about lack of financial reporting and lack of timely credit card processing. The chair of ConJosé said that he would talk to Mary Kay Kare, who was handling our registration finances, and produce a report to the Board by August. By November, 2002, we were missing thousands of dollars. Tom's solution was to make Mary Kay, who had misplaced the money, responsible for the pre-con registration database. If we were a for-profit corporation she would have been fired and possibly charged with criminal prosecution. Instead she is now in charge of our most valuable non-money asset, our members.

In 2000, Linda McAllister was put in charge of the Programming Division. Although she does not usually attend Worldcons or work on Programming Staff, Tom felt her experience with World Fantasy Convention demonstrated her management skills for ConJosé. Linda did produce an outline of her expectations for ConJosé Programming, but by September, 2001, it was clear that she was not able to complete her own plans. While other ConJosé division managers were shadowing their counterparts at MilPhil, Linda was too busy to meet with the Manns even for an hour. In October she missed her deadline for the mailing of program participant invitations. Linda could find no one willing to be her second, but Ian Stockdale, her Head of Program Ops, and Elisa Sheets, her Guest Liaison, became her de facto seconds; running the database, selecting the invitees, and writing the invitation letter. In November, Elisa met with Cindy Scott and expressed her concern with Linda's lack of skills and lack of commitment. In December, Ian Stockdale talked to Tom for over an hour expressing his frustration with Linda. Linda missed deadline after deadline. Finally January 26th, Ian and Elisa met with Tom, Cindy, and Craige. Linda did not have time to attend the meeting. Ian and Elisa told ConJosé management that they would no longer work for Linda.

Craige called me and asked me if I would be willing to become Division Manager of Programming. He also stated that Tom and Cindy would speak to Linda about stepping down on Sunday, January 27th, allowing me to take over. Linda was not asked to step down then, but instead was given another chance. Elisa resigned in frustration and Ian worked on the database, but refused to hand over any data to

Linda. Finally on Monday, February 4, Craige, Cindy, Linda, and I met. Linda agreed to turn Programming over to me.

In both the case of Mary Kay and Linda, the ConJosé chairman knew he had a personnel problem. Tom knew for months that he needed to replace people in visible, responsible positions. He knew that they did not work well with others. But not once did he admit their problems. He kept them and hoped that their failures would magically disappear. Being a good manager is not all about glad-handing and fun. Many times it is about correction, re-evaluation, and replacement. The Chairman of ConJosé protects the unsuitable and allows them to damage the convention.

I strongly support a vote of no confidence.

Tom Whitmore made the following comments:

I believe in allowing people the opportunity to learn from their mistakes and correct their behavior. I also prefer to make decisions after some deliberation rather than in haste. If I took the actions some people would prefer in a private company, I would be opening myself up to get sued.

Crickett Fox had the following prepared statement:

Mr. President:

I am disappointed in the Chair of the ConJosé Committee.

When he accepted the position of Chair, he made many promises to the Board of Directors. I will address my concerns about two of those promises.

The Chairman promised that he would hire a San Francisco Bay Area resident as Vice-Chair. He then proceeded to hire Ruth Sachter, a resident of Portland, Oregon, as a Vice-Chair. Then, in July of 2001, about 2 years after making his promise to hire a Bay Area Vice-Chair, he appointed Cindy Scott, who does indeed live in the Bay Area. I strongly doubt that the Chairman would have hired Cindy without continued pressure from myself and others regarding the promised Bay Area Vice-Chair.

Second, the Chairman promised that he would move to the Bay Area in the beginning of 2002. At the Board meeting last July, when he was asked when he intended to move to the Bay Area, he said early in March of 2002. At that July Board meeting, I stated that I would be much more comfortable with him moving down here in January 2002, and he said he'd think about it.

When he announced to the assembled ConJosé Committee in January that he would be moving to the Bay Area in May "when we begin having twice monthly

meetings", I was stunned. Please note that this announcement was made with no notice to this Board.

I recognize that moving several hundred miles from one's home and friends is difficult, but that was one of the conditions to which the ConJosé Chair agreed.

I have no idea how many promises, spoken or implied, have been made, and broken, with individuals on this Board or members of the ConJosé Committee, but my suspicions are that the number is not insignificant. I find this pattern of broken promises highly disappointing, and I encourage the Board not to tolerate it any further.

The Chairman seems to act as if this Board will approve and/or tolerate any behavior on his part. I believe that it is time for this Board to eliminate that misconception.

I, for one, am sorely disappointed in the Chair of the ConJosé Committee.

Tom Whitmore stated the following correction to Cricket's statement:

He believes the actual agreement was that he would move down when the ConJosé operating committee went to having two meetings per month.

Cricket then apologized if she misremembered the agreement.

Craige Howlett stated the following:

I do not believe Mr. Siladi's calculations are accurate as he does not have any of the actual numbers involved.

In response to Cricket's comment about agreements, "promises are only good if they're written down, and even then a lawyer may challenge them".

At this time the Board took a short break. When the meeting resumed:

James Stanley Daugherty made the following prepared statement:

Mr. President,

I appreciate all the work that has been done in the last week. It is hard to match Tom when it comes to working in a crisis. I just wish I could see more evidence of leadership when things weren't in a crisis. Sometimes I wonder if he realizes that it is also the job of the chairman to prevent issues rather than artfully solve them.

But what I would like to address is Tom's relationship with the Board. At virtually every meeting since Tom has been chosen as chairman, I have asked Tom to give a report on the Convention to tell us about its strengths and its problems.

And in every case Tom has tried to gloss over the problems, and when pushed, has even stated that he knew of no problems. Negative information has only come through the efforts of other individuals.

One can only conclude that either Tom has continually been so remote and removed from the actual workings of his committee that he sincerely was unaware of what was going on. And for all his camaraderie, this is not the kind of person we want chairing our convention.

Or the other possibility is that he has deliberately been less than candid with the Board, does not wish us to know the true status of the committee and holds us in contempt.

Why does he systematically withhold information from the Board? Mr. President, which kind of chairman do we have? Should I be disappointed that we have chosen a chairman who can cheerfully be oblivious to what is actually going on with the committee, or disappointed that we have a chairman who regards ConJosé as his own personal convention and fails to trust us, the SFSFC Board with its oversight.

There was a motion made to allow Cheryl Morgan and Elisa Sheets to address the Board on the proposed resolution. Tom amended the motion to allow anyone present to speak. This motion met with unanimous approval as amended.

Cheryl Morgan made the following statement

Mr. President, Members of the Board,

I have been asked to express my concerns over the way in which Tom Whitmore manages the ConJosé committee. Although I initially supported Mr. Whitmore's appointment, my concerns have grown continually over the years to the point where I no longer have any confidence in his leadership and feel it necessary to remove him if we are to achieve our aim of running a successful Worldcon.

My concerns first started in late 1999 when I offered to run the foreign agents as I had done for the bid. Mr. Whitmore rejected my offer, stating that many people on the ConJosé Executive felt that I was not the right sort of person to be representing ConJosé to the public. These concerns did not prevent Mr. Whitmore later approving my appointment as head of Publicity and allowing me to write press releases.

I began to have serious doubts early in 2000. On obtaining a job in the Bay Area I knew that I had only a few months to complete any major programming work that we needed done on the web site before I became full time employed. Getting online payment to work involved several complications which required cooperation and

decisions from Craige Howlett, Tony Cratz and senior management. As I was finding this difficult to achieve myself I asked Cindy Scott for help. While Cindy tried very hard to help me, it became clear that she was unable to do anything except issue platitudes because she had no authority and the Chairman was unwilling to act.

By the time I got back to the Bay Area very little had been resolved about the web site and I was becoming increasingly frustrated. Cindy arranged a meeting with me in San José to try to address my concerns, but this only succeeded in making me more angry than I was before. While it was made clear that my services were valued, and that the convention wished to retain them, it was also made clear that absolutely nothing would be done about people who would not cooperate with me or failed to do their jobs because “we do not want to hurt anyone’s feelings”. The fact that my feelings had already been deeply hurt was apparently irrelevant. What mattered was that ConJosé’s senior management did not wish to risk anyone else becoming unhappy with them, even if those people were actively driving away valued staff. Someone who was already upset was deemed expendable and could be further upset with impunity.

Another example of this type of treatment occurred when, through a misunderstanding, several members of the committee began to complain vociferously about me on the general mailing list for something that I had in fact not done. Kevin Standlee and Cindy Scott immediately leapt to my defense, but Tom Whitmore slapped them down, saying that he wanted to maintain free discussion on the mailing list. This is a clear example of Whitmore undermining an instruction by one of his vice chairs. Quite why he thinks that having members of his staff roundly abused for something that they haven’t done counts as useful discussion is quite beyond me.

Finally in September I was goaded once too often. Although he knew that I was deeply upset about relations on the committee, Whitmore opened a committee meeting by stating that there were no problems on the committee and that anyone who said otherwise was being disloyal. This resulted in my becoming very angry and behaving inappropriately. At that point I resigned from both my positions as webmaster and head of publicity. Whitmore was keen to have me depart the committee immediately, but Bob & Brenda Daverin pleaded with him to allow me to carry on with my jobs until such time as a replacement could be found. I have continued to do those jobs for almost 5 months because I am still committed to running a successful Worldcon, but I have found the atmosphere that Mr. Whitmore has created on the committee to be intolerable and I am not in the least bit surprised to hear that other valuable, hard-working members of staff have tendered their resignations.

Mr. President, there are now only 203 days to go before ConJosé is due to start. It is very obvious that some of our departments, in particular Programming, are well behind schedule. It is also obvious from comments made in committee meetings that we have little idea what our financial situation is, and that little progress is being

made towards setting budgets or creating timelines. We need to work hard, and we need more willing people. Instead, as others will testify, Mr. Whitmore is trying to pretend that no problems exist, and is continuing to protect the less competent members of his staff and to antagonize those members of the committee who are hard-working and competent. This situation cannot be allowed to continue. We must end it now before it is too late.

Bob Daverin made the following comments:

He was at the September meeting Cheryl references. Tom stated that there were no serious issues at that time. In the conversation between Tom and Cheryl, for which I was present, Tom never asked Cheryl to resign, and indeed wanted her to stay on the committee.

Elisa Sheets made the following statement:

Mr. President and the SFSFC Board of Directors:

I was hired in the 48 hours previous to the ConJosé meeting on Nov. 18, 2001. I started talking to Ian about the status of the programming department at the Nov. ConJosé meeting. He was frustrated and upset due to the lack of progress and direction since he had been hired in October 2001.

He and I discussed the status of the programming division and the progress that Linda had made thus far. Ian was especially concerned that Linda made promises at MilPhil to program participants. Program Participants were told that the Invitation Letters and Questionnaires would be out in October or November at the latest. It was obvious that the programming department was behind schedule. The data base construction and supplementation had only been started by Ian and Ruth in the beginning of November, and there wasn't a guest list, a invitation letter, a theme, a timeline, any delegation, or action items, a detailed budget, and we were still lacking a majority of our staff. I was exceeding shocked and discouraged at our status.

Ian and I talked for over an hour. He was distraught at the situation and told me he was thinking of resigning because in the previous month Linda had been unwilling to meet or undertake the items that needed to be moved on immediately. He told me that he and Tom had had a lengthy conversation in the previous week. Ian told me that Tom promised to work on the situation.

On November 18th, Ian also relayed that he and Tom had their first conversation, where Ian expressed concerns, after the October 2001 ConJosé meeting when Ian drove Tom to the Bart station.

I told him that we should stay on Board and try to help "bail water" until we could get help from Cindy and Tom. He and I agreed to do this for a limited period of time.

At the November 18, 2001 meeting Ian and I briefly met with Linda to try to put together a plan. She was reluctant to meet for more than a few minutes at the ConJosé meeting and was also reluctant to schedule a work meeting with Ian and I until January or to develop a timeline and action items. We finally convinced her to meet on Dec. 10, 2001 and to let Ian put together a timeline. Ian and I also convinced her to let us start on database and guest list work. She agreed to develop an invitation letter and questionnaire for the Dec. 10 meeting.

It was obvious from our brief meeting at the November 18, 2001 ConJosé meeting, that Linda did not have a clear plan of attack.

On November 21, 2001 Cindy stopped by my house to drop off the supplies for the ConJosé fan table and room party at Loscon. She and I talked for over an hour about the status of the programming division. I told her that in the few days that I had been working, I discovered that not only was Linda in over her head and didn't have a plan, but that Linda was unwilling to spend the time and effort necessary to help us catch up. I also talked about what Cindy and Tom could do to help us. Cindy told me that she was very concerned and that changes would be made. She told me that she or Tom would be talking to Linda and that the current situation was unacceptable for the long term. I expressed that Ian and I were not willing to continue with the situation as it stood for very long, but just long enough for Cindy and Tom to help repair the sinking ship that was the programming division. I directly asked if I needed to have a conversation with Tom as well, to express my concerns. Cindy told me that that would not be necessary and that she would convey all of my concerns to Tom the next time she spoke to him. She told me that they would be speaking in the next day or two.

In the meantime, Ian and I worked everyday on ConJosé and met our deliverables. Linda did not meet hers that were due Dec. 10. The December 10 meeting was held and Linda agreed reluctantly to a few more deliverables before our December 14 meeting. Ian and I personally took on more action items to help make up lost ground.

I had to withdrawal from the Dec. 14, 2001 meeting due to family obligations, but Linda was unwilling to proceed with the meeting with Ian.

On January 1, 2002 Ian and I talked to Cindy after the funeral for Tony's mother. We talked for an extended period about not only qualification issues, and personality and communication issues, but willingness issues.

We felt that Linda did not want to commit the time and energy necessary to help us catch up and make good on the promises that she had made to hundreds of program participants at MilPhil. We talked about how Linda was unclear as to steps

to be taken and general plans and timeline. Ian and I also mentioned that Linda did not respond to suggestions or advice well. We talked about how Linda was not communicating with Ian or I, in addition to her not responding to program participants, other organizations (like NASA) or other staff members who were sending email or calling on the phone. Linda was not returning voice mail or email. We talked about the difficulty we were having with hiring staff, Linda's unwillingness to schedule meetings, and her failing to meet a majority of her deliverables.

We also discussed the general issue of Linda's qualification for the job and how she wasn't rising to the challenge.

Ian and I were very clear that we were taking 3 steps forward and 4 steps back, and that the situation was growing worse by the day. We also mentioned that he and I were bailing water to buy time and that we wouldn't and couldn't bail for much longer. I even said that the only feasible solution that I saw, due to the fact that Linda was not capable and not qualified, was a new division head. I suggested several and told Cindy that I was open to other suggestions. I asked if I should go to Tom to express my concerns. Cindy assured me that Tom was aware of the situation and that she had conveyed the concerns that Ian and I had brought to her previously, and would convey our new concerns as soon as possible. She assured Ian and I that she and Tom were working on the situation and that we should continue forward because help was on the way.

Tom attended a programming meeting with Linda and Ian on January 2, 2002 and Tom was there and was aware of status of the timeline and action items. He and Ian talked after the meeting. Tom was very aware of the situation and participated briefly in an email discussion of the timeline and action items as a follow up to the meeting on the 2nd.

Ian and I pushed forward and continued to work long hours. We met with Linda each week and tried our best to make progress. Linda was still not improving and still not willing to make decisions or take suggestions.

Throughout January things got worse. Ian continued to have conversations with Cindy and Tom. I tried to keep working with the belief that things would get better soon. Nothing happened.

Finally, Ian and I decided that we were not going to wait for help any longer. Tom and I talked extensively during the Jan. 26, 2002 executive meeting and regular meeting. In the preceding 3 days Ian had extensive phone conversations with Tom, Cindy and Craige.

Immediately after the January 26, 2002 ConJosé meeting, both Ian and I met with Tom, Cindy and Craige. Linda declined the meeting. Ian and I expressed our concerns. We presented a mountain of evidence that Linda was not capable or qualified to be programming division head. We explained the communication and

personality issues. We were especially clear that Linda being capable and qualified was our main concern. We felt that it was not feasible to continue and that we were only enabling and bad situation to continue. My love for ConJosé demanded that these problems be dealt with and that I not enable any more destructive behavior.

I am sorely disappointed that it took an extreme situation to cause action to finally be taken. But Tom was aware of the situation in October of 2001 and Cindy was aware of the situation in November 2001. I finally resigned on Monday January 28, 2002. It wasn't until Feb. 4, 2002 that a solution was finally implemented.

I signed on to help with a great program for ConJosé, but it is obvious that as long as I stayed and enabled a bad situation to continue, there was no possibility of a great program and no help coming from Tom and Cindy. My trust was shattered. I feel that I was deceived and let down.

Linda did too much damage for too long. I hope and pray that Kathryn will be able to repair most of it.

Kevin asked Michael Schaffer if there is a standard accounting method for accounting for deposits in transit.

Michael Schaffer answered "yes".

Kevin Standlee made the following prepared statement:

Mr. President, we are not happy that we feel we had to do this. Many people feel they have had to scream to have their concerns addressed. Initially, I fully supported Tom as Chairman of the ConJosé Operating Committee.

The SFSFC Board of Directors has traditionally exercised a light touch on its committees, generally letting committee chairs manage their committees freely. We trust our committee chairs. As long as committees are well managed, this attitude is appropriate. But when a committee, particularly one as significant as a Worldcon committee, shows multiple signs of poor management, including potentially serious financial mismanagement, poor personnel handling, and distrust of the Board of Directors to which it reports, we, the Directors of this corporation, must take formal notice.

We are disappointed in ConJosé's Chairman. He has failed to deliver on the promises he made to the Board and to the members of his own committee. As directors, it is our fiduciary duty to respond to this, to protect the convention we are charged to organize by the World Science Fiction Society, and to protect the corporation of which we are directors.

I believe that there is an appropriate role for the current Chairman of the ConJosé Worldcon Operating Committee within the organization — but that role is not as its Chairman.

Kevin moved that the vote on the proposed Board resolution be by ballot. This was agreed by unanimous consent.

Dave Clark had the following to say to the Board:

So far everything I have heard today we've heard before, in 1993. Funds were taking time to get deposited, we had to replace a division head at the last minute, people were complaining that the Chairman was not paying attention to all the should be done. Tom was there then and saw it all. We still came through.

Kevin Standlee made the following comments:

I've been a director of this corporation as long as anyone else on this Board. We've had a corporate officer removed, who was succeeded by Dave Clark and then me. This was very traumatic for the Board. We've had two management crises and a fiscal crisis, and there was always a resolution. Seth Breidbart made the comment that no matter how much time we have to put on a Worldcon, we need 6 months more. We only have 6 months left, but we could still use another 6 months. We need it now.

Tom Whitmore addressed the Board with the following comments:

I'm at a disadvantage, as you have all had carefully prepared statements. I'm prepared to some extent, but don't have the advantage of knowing what was going to be said.

I have always maintained that we have no INSURMOUNTABLE problems. I agree with Kevin that we are at an inflection point and have some serious ramping up to do. I knew this would involve both my strengths and weaknesses, but it would be a learning experience, and I believe I am still the best person to run the con.

I won't take any precipitous steps tonight – not before a vote. I would have preferred that some of the concerns raised here were made clearer earlier, though some people spent more time than others to express them.

I can't change anyone's minds with what I say here.

The Board recessed from 9:22 to 9:45pm

The results of the vote on the resolution before the Board were: 6 expressing their confidence in the Chair of the ConJosé Operating Committee, 5 against.

Kevin stated that though the results are not unanticipated or unexpected, there are still concerns that have not been fully addressed.

Kevin asked for and the President called a special meeting of the Board of Directors for Saturday, April 13, 2002 between 6 and 8 PM at the Sainte Claire. It's likely that these meetings will be called once a month and held in conjunction with ConJosé meetings. We'll set a preliminary schedule of meetings at the March 9, 2002 Board meeting.

Tom expressed his thanks to all those who expressed their concerns. It was a useful meeting – not pleasant, but useful.

The meeting adjourned and a time not recorded by the secretary.

Respectfully Submitted,

Cindy Scott
Secretary