



**Board of Directors Special Meeting Minutes
November 25, 2020**

Approved 12.21.2020

I. Welcome – Beth Kuchenreuther, Chair of the Eagala Board of Directors

A. Meeting Call to Order

Beth called the meeting to order at 4:00 pm PST.

B. Roll Call

Board Members Present: Beth Kuchenreuther, Lisa Krystosek (Vice-chair), Marian Heyink (Governance Chair), Misty Baker (Governance), and Wanda Whittlesey-Jerome (Secretary of the Board – Meeting by Zoom)

II. New business - Beth Kuchenreuther, Chair of the Board

A. Discuss and Vote on Exit Plan for CEO

On November 4, 2020, the CEO's counsel requested an exit plan for the CEO. In response to the CEO's counsel, the Board will consider terms for the exit plan and continue work with Eagala's counsel.

Marian moved and Beth seconded the motion to consider terms for the exit plan for the CEO. The motion carried unanimously.

B. Discuss and Vote to Create a Transitional role of Acting CEO for Eagala

The Board discussed the creation of a transitional role of Acting CEO for Eagala to accommodate the exit plan for the current CEO.

Lisa moved and Wanda seconded the motion to create a transitional role of Acting CEO for Eagala to accommodate the requested exit plan for the current CEO. The motion carried unanimously.

C. Discussion on Ensuring that the Entire Global Membership is sent the Open Letter to Membership on the Ethics Committee

The Board expressed concern to the Executive Team that the Open Letter to the Membership on the Ethics Committee application process was not sent out to the global membership as per our request on November 23, 2020. The Board requested immediate disbursement of the letter. As of the fourth request, the letter has not been disbursed by the Executive Team. The Board will again direct the Executive Team to post this Board-membership communication immediately.

D. Discussion on Request of Information for Access to QuickBooks and Access to all Bank Accounts

On November 23, 2020, the finance links requested from the CFO to be provided within 24-hours were found to be inaccessible by the Board and their financial consultant. The Board directs the Executive Team to provide this fiscal access immediately.

E. Discussion on Distributing Revisions/Approvals of Updated Eagala Policies

The Board has updated certain updated Eagala policies and will request immediate posting by the Executive Team on the Eagala website by Monday November 30, 2020.

F. Discussion of CEO separation/termination date. Due to Executive Team insubordination, the Board has been prevented access to fiscal accounts, IT accounts, social media platforms and Dropbox. This lack of access will be addressed specifically in the CEO's separation.

The Board discussed hiring a forensic IT specialist to work on Eagala's behalf with Moreland Labs/Minnim and Binary Empires. The Board discussed the necessity of timely contact with Eagala's IT companies. The Board discussed replacing the CEO with the incoming Acting CEO on all bank accounts, Moreland Labs/Minnim, Binary Empires, Zoom and other IT/social media accounts. This will be critical for continued organizational operations.

III. **Adjournment** – Full Board

Marian moved and Misty seconded the motion to adjourn. The motion carried unanimously. Beth adjourned the meeting at 6:10 pm PST.

Minutes respectfully submitted,

Wanda Whittlesey - Jerome

Eagala Secretary of the Board, 2020 – 2021