

**TRANSCRIPT OF THE MEDIA ISLAND INTERNATIONAL BOARD MEETING
HELD ON OCT. 10, 2018**

(Transcribed by Rev.com on 10/18/18, checked & corrected with minor edits by JM 10/19/18)

James: I'm going to just record the meeting for the sake of veracity, and since we're all here, call the meeting to order. This meeting of the Board of Directors of Media Island is hereby called to order at 7:00 on the 10th, and thanks everybody for attending. And in attendance are board members Shawna Hawk, Richard Fellows, Thomas Nogler, and myself James Mateson, President of the Board. We have also community witness support people, Jackson Sillars and Chris Stearns in house. And we have a quorum, because there's more than two, and we have a meeting flow page in your packet that, basically, looks at the agenda and we've got the introductions. We were looking to spend between one and a half or two hours, we'd like to ask Jackson to help just keep time so we can keep on track.

Thomas: And what's your last name Jackson?

Jackson: Sillars. S-I-L-L-A-R-S.

Thomas: A-R-S, OK.

James: And if Tom, you want to help take notes, that's great. Or we can all take notes or you can take notes. But we've got the recording too, so that'll help and I'll get a transcript to everybody if they want. Oh good, you've got that (tape) going too. So, wanted to just propose the basic agenda and meeting flow and see if people had any other additions to that. So, the review of what we have here and then if anyone wants to add to that. So, we've got reviewing the mission and vision, which is also in your packets, talking about that, so we want to present that. We want to ratify the previous minutes, which is basically the transcript of the previous meeting, so that shouldn't take any time. And we want to begin discussion of the agenda items, which is presenting ... I have a statement to make, and then we have a report to present, and then we have responses to the report. And then, we have some resolutions to discuss and vote on. And then we can any closing comments, then we can adjourn the meeting, hopefully close to 9:00. Does that sound okay for everyone?

Shawna: Mm hmm. (agreeing)

Thomas: It doesn't sound ok to me. I am here. I'm pensive. I'm unhappy. I am ready for an encounter about certain issues with the organization. Not sure how to integrate them into the agenda that you have. I'm concerned about the vision presented, because it is characteristic of things that you've done over the years to put out a whole bunch of words onto paper and, sort of, do a little linguistic

dance around what you want or what your vision is. And then, it ends that way. If you want us to really respond, we're going to need some time to actually read through this material and not just have an agenda that goes bomp to bomp to bomp, yes, yes, yes, Jimmy and Shawna, you're right, and ignores the fact that we're really polarized at this time.

James: Right.

Thomas: And that's really the issue of how we resolve our disunity amongst ourselves right now, as opposed to pretend like we can march along our merry way and save the planet, by agreeing to abstract verbiage.

James: Okay.

Thomas: That's my concern.

James: Would we like any other opening statements? Do you have some concerns you want a statement?

Richard: Well, I feel the same way, I feel like this is walking into the sniper's nest. That we know it's a sniper's nest, but we have to walk into it, you know, kind of a thing. It's like, I've been asking for a more public format, because I feel like, without a public format, you guys can beat us up behind the door basically. Create false narratives and proposals, and all of this stuff, and force things down our throat, by the fact that you have some weird by-laws that say you can break all the tie votes. And I ... personally the only thing I think we should be discussing is the fact that we don't have a conflict of interest policy and that we don't have a policy against personal enrichment. Period.

James: Ok.

Richard: And I think until those kinds of issues are resolved, a lot of this is just a cover, and it's a barrage, and it's about basically hammering on me because I'm standing up for what I consider to be ethics, which I see as lacking.

James: Mm-hmm (affirmative). One response to that is we actually do have a conflict of interest policy that we had to file with the IRS, that we have, that we adopted when we did the 501C-3. And I'm sorry, I don't have a copy of that handy, I can probably dig one up on a computer. It's one that we all looked over and put in place a couple years ago, when we lapsed on the 990's. So, that's actually ... we do have that in place. If you're questioning whether it's being followed or not, that is another question. I can see that you're doing that. The reason I wanted to propose ... share the vision, was because I feel like ... what I did was ... expand ... not even expand, but just to clarify what I think has been the vision all along, which is why we're doing what we're doing, who we're doing it for, what we're trying to do, how we're trying to do it, and some of it's changed and we've been improved in terms of trying to be more clear about stuff and also, assert some

boundaries and guidelines that maybe weren't there before, maybe are different.

James: And I think one of the biggest challenges that we face is that we're looking at a shift in the culture, from what has been to what is going on now. And it's one shift that we've ... the lot of us, especially after Shawna got on the board, we all four of us, sat down and talked about several times at the beginning. Which was, we wanted to do some changes, that initially Tom was more on-board with, Rick was less interested in, but still not blocking. And we did a lot of those changes, and it just brought more and more disharmony over time. And there was a lack and a breakdown of more meetings and more communication, and I want to acknowledge my failure in getting us to a mediated discussion point, where we both ... where we all were being heard by each and other, and so much water has gone under the bridge and so much trust has been broken in the meantime, that we're at where we're at now. And there's proposals that I've heard from you as to how to go forward, which were pretty unacceptable that we talked about last time.

James: And since you characterize the last meeting that we had as an invalid board meeting with invalid resolutions, we kind of had to proceed and did and opened up the new bank account at OBe and want to continue to try to figure it out together. And we're feeling like there's this intractable energy. So, that's what I would say about the beginning.

Thomas: And I had put a proposal on the board ... on the table and I don't feel it's been listened to. I don't think you care, and that's why I am ... I'm concerned that what this is a hostile takeover, and I've said it before and I'm saying it now. That's what I perceive it to be. And so, if we need to save the organization somehow, I'm prepared to do that from a hostile takeover. That's my position now. Now, if we want to shift and make a decision now to go into mediation or dispute resolution on that question, it's great. My proposal remains on the table. I have said that I appreciated the volunteer efforts that you and Shawna have made over the years now at Media Island and that it's clear you have a direction for it. So, I support you taking that direction. Rick may not agree with me on this point, but I think for another two years, you and Shawna, at the rate you're going, could do a lot to move the organization forward and we could maintain the status quo with a simple solution like that. I know Shawna could stay on as caretaker in that role.

Thomas: I know Rick doesn't agree with that particular formulation, but since this is ... there's momentum about what's ... what is happening here, that's really what I would encourage to happen. And I think there could be great benefits from something like that, because I think you and Shawna have proved that you are a great team together and you could actually go to somebody like my old friend Paul Allen and bring in a million dollars and do something to change the feng shui of the building and prepare it for future times. So I'm sticking to that. I'm really you know ... I'm a reader, I will read this sort of stuff but I don't like it

thrust on me and then pushed through on an agenda in a setting like this ... where it's ... we're having irreconcilable conflicts, with me having a proposal on the table and I would propose that we simply shift to mediation or to dispute resolution through the center and have that be more formal. I really wasn't satisfied with Molly's role historically, because I think she's in organizational development. She's not a dispute resolution or conflict resolution specialist and we need someone more of that caliber to get us through what seems like a really polarized situation.

James: I have a quick response to yours but I wanted to ask if Shawna ... if you might want to respond to Tom.

Shawna: Excuse me I have something to say. As a board member ...

Shawna: So we're already past the point of mediation. Molly was someone that you suggested. She is a licensed person that does mediation and what not, so we went with that. So, we're past that point. We're at another juncture in this whole piece. We reached out several times to both of you all, and so, we're past that point and we're at the point of the intro and the report. So, after the report, then we can open it up for some more responses.

Thomas: I object. I don't agree with that process. I'd like to take the report and read it on my own time, or I mean if you were agreeable, we could read it out loud right here to ...

Shawna: Yes, that's what we plan on doing.

James: Yeah, we're going to read some it out loud and let the rest of it stand.

Shawna: And leave the rest to you ...

James: There's also a quick response to your thing. You did that make that proposal and it was rejected, because it basically said leave status quo and don't talk to each other face-to-face until Shawna moves out. And that was just unacceptable because we have to actually try to move the organization forward and do the business of the organization. So, that's why I called the last meeting, and I was sad Rick didn't arrange child care so he could attend in person, or even figure how to attend by phone by having Olivia not be within earshot of the call. But we did the meeting and we did the resolutions and they were lawful and viable, and even though they weren't to your satisfaction, that was what happened.

Richard: If you put it in the by-laws that no minors are allowed at the board meetings, then I think that you could say that but I don't think that unless you've got something that says a minor can't come to a Media Island meeting, somebody who has come to Media Island meetings for many years, somebody who was insisting on coming, I feel like you had no valid reason to exclude my daughter.

Shawna: The valid reason is that she's a minor. It was inappropriate for you to bring your daughter in such a tension filled situation, where adults are going to be talking and there's going to be hostility. That is inappropriate for you to bring your daughter in that kind of setting and subject her to that. So, that's on another note, but as far as minors and as far as like, meetings and anyone coming, board meetings are generally private, unless we bring in our community members. So ...

Richard: Media Island was run by public meetings for 15 years.

Shawna: Well, that's ... okay. So, it's time for us to go into the report

Richard: Weekly public meetings.

Shawna: Okay.

Richard: That's who's been excluded is the public and that's my main complaint with all of this.

Shawna: There's two public people here, but that is not a mandate for board meetings ...

Richard: Your excluding my daughter is basically an open admission that you intend to have a hostile meeting.

Shawna: Okay. So we can go on to the report now, we heard what you had to say.

James: I'm going to read my statement, my part of the report, and then Shawna's going to read her part of the report, then we're going to have a little time for a little discussion. So, this summarizes organizational culture issues that tolerated discrimination, sexism, disregard for ...

Richard: This is so wrong. Do I have to listen to this? ...

Shawna: Yes, we need to read through ...

Thomas: I don't I don't want to listen to this, it's bullshit ... It's bullshit ...

Richard: It's bullshit ...

James: Well, if they don't want to listen to it, then we don't have to read it, but we can present it and get it done ...

Richard: It's a false narrative that will never stand up ...

Shawna: I 'd like it recorded, I understand what your saying, but we need to have the opportunity ...

Richard: It can only ... you can beat us up behind the door, but that's what you're doing ...

Shawna: So you got to speak ... you got to speak, and so I'd like to have this stated and documented ...

Thomas: We can speak every ... every step of the way ... every step of the way we can object to the wording, what's being said ...

Richard: It's our obligation to ...

Shawna: Well you can after someone's talked ...

Thomas: And this is what you've (to Jimmy) lacked before, you can just roll over everything and write it all down and ... make it all hazy and then everybody goes away not understanding anything at all ...

Richard: This is a false narrative ...

Shawna: Do you ... start reading ...

James: There's a couple ways to go. There's ... we vote you off the board or you resign. And there's the opportunities to have followup public discussion or mediation that doesn't necessarily include Shawna, because she's not interested in having the negotiation ... the mediation any further, because we've kind of blown through that. I'm feeling really ... I really wish that I had accomplished us getting to the table with each other better in the past and I didn't do that. We're at the point now where we've got a lot of momentum going with the organization, we've got a lot of community ...

Richard: Nothing's going on at the house ever ...

Shawna: Okay. So, we need to read through the report ...

Thomas: How about if you vote us off the board ... just vote us off the board and we'll go from there ...

Richard: Yeah, get it over with.

Thomas: We'll do our program, get it over with. We don't want to hear what you have to say.

Shawna: All right.

Thomas: And I just can't sit through another bullshit ... getting beaten up and

Richard: False narrative ...getting constructed

Thomas: A false narrative ... a hostile ...

Richard: outside of a context where somebody, anybody, can see that you're beating us up behind the door and doing a false narrative ...

James: Well, we actually don't have a false narrative. We actually have a true narrative and it's ... it's in the reports and

Richard: [crosstalk 00:15:52] You know. We used to ... it's not even worth arguing with you people

Thomas: Let the community decide... Go ahead and ... vote us off the board, we'll do a Save Media Island Campaign and deal with the consequences ...

James: Okay, well ...

Shawna: Part of that is going to be reading out this report as well.

James: Not necessarily ...

Shawna: Okay.

James: We can just go on with the voting off the board.

Shawna: All right.

James: So, the next order of business now is, since we have a quorum, we're going to take a vote on removing Rick and Tom from the Board of Directors of Media Island for cause, and that's the proposal. Do I have a second?

Shawna: I second.

James: All right. Motion is on the table. All those in favor of removing Rick and Tom from ... as directors of ... and officers of the corporation say Aye ...

Shawna: Aye.

James: Aye. All those opposed, say Nay ...

Thomas: Nay.

Richard: Nay.

James: All right. It's two to two, and according to the bylaws, the chairman gets to decide the outcome of the vote. So I, as Chairman, President of the Board of

Directors, I'm voting to remove Richard and Thomas from the Board of Directors and as officers. So, motion is carried. So, that's one. We have another resolution to remove Rick and Tom as signers on any and all bank accounts and post office box designations and also return to the organization, keys to the premises and any post office box keys and so that's the second one.

James: All those in favor, say I.

James: I.

Shawna: I

James: All those opposed?

Richard: Media Island doesn't own 7187. I've had that post office box since 1979.

James: No, I'm not saying it does.

Richard: You give me those keys back.

James: 7204. 7204. I'll give you 7187 back. That wasn't what I was talking about. Absolutely. All those opposed? I would think there's two. Is that correct? Or do you want to ...

Thomas: We're off the board. We no longer have voting rights. You voted us off the board. You betrayed us. You betrayed us, and we're going to do whatever we can to take Media Island back as a community ... a community function. So, just so you know that, this is the position you put us in. I'm sorry about that. I'm sorry to have to lose a friendship. I'm sorry that ... to have to lose your loyalty, but it's lost. Trust is betrayed and I'm on the save Media Island committee...

Shawna: And that somewhat how I felt ...

Thomas: I'll try and get as many people as I can ...

Shawna: Right ... and that's very much how I felt when personal information was given to Bruce and Dana about my whereabouts and whatnot, ok...

Richard: That did not happen..

Thomas: I'm sorry you felt that way ...

Shawna: So, the next order.

James: Well, we can carry with the rest of the orders of business ...

Richard: That's false..

Jackson: [crosstalk 00:18:54] ..So you two know all the truth and they don't know anything.. That's what I'm witnessing, that you two know all the truth, and they don't know anything ...

Thomas: We managed the organization for 15 years ...

Jackson: And you're choosing to put yourselves in victim roles and feel like something horrible is being done to you.

Richard: That's comical.

James: Thank you for your service. Sorry to see you go.

Christopher: I guess I should go too. You know, you guys I have attended board meetings. More than I could review in the last decade.

James: Yeah, I agree with you. I'm sure that's the case.

Christopher: I haven't done it frequently, but I used to get out of my own board meetings for the P.U.D. and come over and see what was going on [inaudible 00:19:34].

Jackson: You notice the make-up of the three people that just left the room. Just note another witness comment as far as generationally, culturally, and ...

Christopher: Well I don't doubt that the organization has to move, but you guys are right in the right of way here of people travelling from Fourth Ave to where they get fed. And so, the state P.U.D. association building, one with all the solar panels on the roof, they have needles back there every week. It's just what's going on..
...

Shawna: Oh that's fine, thank you.

Christopher: ...in this neighborhood has changed since Jimmy first started this organization. Sure, I recognize that they've been dealing with the homeless problem a while, my solution, which they don't agree with, is that you guys should sell that place and find a real place to do what you want to do. Not use that facility, it won't work.

James: Thank you Chris.

Christopher: Thank you.

Shawna: Do you want to close the door?

James: No, not necessarily, unless the heat's going out.

Shawna: Well, it's a little chilly. I grabbed my jacket and I'd like to be comfortable. That'd be great. Okay. They can knock, we'll see them at the door if they ...

James: They won't do that.

Shawna: All right. So, we should really finish ...

James: We'll finish the meeting.

Shawna: All right.

James: Please note for the record on the tape and the transcript and the tape ... that Richard Fellows and Thomas Nogler left the building, after what they said. And Chris Stearns also left the building. So now who is present is myself, James, also Shawna and Jackson. I'd like to just have us go ahead and conclude the meeting ahead of schedule, after that, and then we can actually talk about what happened. So I think it would be constructive and it doesn't have to be on the record.

Shawna: I would like to actually read through the report, as well as I invite you to read your statement, and then we can conclude after that.

James: I would suggest that since it's already written and typed, and the only persons that are going to hear or see the transcript is a transcript that will include the written documents. So reading them for the three of us isn't necessarily as constructive, if you really want to do it, it just takes up more on the tape and more time in the meeting and it's redundant.

Shawna: Okay.

James: That's all I'm saying.

Shawna: Okay. All right.

James: Thank you. So I just wanted to have us finish the ... the agenda, which includes a few more resolutions that we need to officially pass, so that we can conduct that business, so thank you for your patience everyone.

The first one was passed, duly passed. The second one we didn't finish, which was ... well, they didn't vote, they didn't vote Nay. So it was two to zero, Aye. So the second one is resolved and passed. That was Richard and Thomas are removed as signers on any and all bank accounts and on post office box designations and shall return to the organization, keys to the premises and any post office boxes owned by Media Island, which Rick pointed out was only one of the two. He's has one that he's had for years.

James: The next resolution is as follows, I'd like to propose it and then get it seconded, and then call for a vote. It is Richard Fellows and Thomas Nogler shall return to the corporation, to the organization, business and financial records in their possession, including but not limited to, the remaining banking and fiscal sponsorship files, both physical paper and electronic copies of the MII files Rick has maintained for MII and also to provide password access and transition to any remaining services which have been run for MII, namely but not limited to, the Gmail account for mediaisland.org emails, and other passwords determined to be helpful to operate the organization smoothly, by let's say September 1st ...

Shawna: We're past September. We need to go into ...

James: Oh I'm sorry. October ... November.

Shawna: By November 1st.

James: Okay, thank you. November 1st. Okay. 2018. Great. That's the motion. Do I have a second?

Shawna: Second.

James: All those in favor say Aye. Aye.

Shawna: Aye.

James: Motion carries two to zero. Next resolution is ... be resolved that Shawna Hawk and James Mateson shall be added as signers on any and all bank accounts and post office box designations ... and do I have a second?

Shawna: Second.

James: All those in favor say Aye. Aye.

Shawna: Aye.

James: Motion carries, two to zero. Three more. Next one is the following persons are hereby elected officers of the corporation to serve as ... until such time as their successors are appointed. Corporation and the organization is interchangeable. Those would be James Mateson as President, Shawna Hawk as Vice President, James Mateson as Treasurer, and Shawna Hawk as Secretary. Do I have a second.

Shawna: Second.

James: All those in favor say Aye. Aye.

Shawna: Aye.

James: Motion carries two to zero. Two more. The resolution is to ... that is, the following person is hereby appointed as registered agent, James Mateson. Second? Do I have a second.

Shawna: Second.

James: All those in favor say Aye. Aye.

Shawna: Aye.

James: All those opposed. No, we don't have anyone to oppose. There's no one here. Two to zero, motion is carried. Last one. Resolution is ... states "Those lawful acts taken by the Directors from the time of the last board meeting until the date of this meeting are ratified and affirmed". Do I have a second?

Shawna: Second.

James: All those in favor say Aye. Aye.

Shawna: Aye.

James: Motion carries two to zero. There being no further business to come before the directors, meeting is adjourned at 7:27. Thank you very much.