

World Computer Exchange, Inc.
 21st Annual Meeting and 110th Meeting of the Board of Directors
 February 9, 2021 2:16 to 3:57 PM
 Hull, Massachusetts 02045

***Mission:** To reduce the digital divide for youth in developing countries; to use our global network of partnerships to enhance communities in these countries; and to promote the reuse of electronic equipment and its ultimate disposal in an environmentally responsible manner.*

21st Annual Meeting

Present: Peter Hellmonds, Lisa Dale, Suzanne Grant Lewis, Ayesha Hassan, Manoj Kumar, Pamela Cooney, Timothy Anderson, and others by proxy ballot as part of 75 Annual Meeting Members as shown in below table.

Category	Total	Voting	Names
Board of Directors/Officers	9	9	Anderson, Cooney, Dale, Gingras, Grant Lewis, Griffiths, Hassan, Hellmonds, Kumar,
Board of WCE Canada	9	3	Anderson, Fritze, Fynn,
Int. Advisory Council	44	8	Barry, Corriette, Fritze, Fynn, Graham, Maclay, Muessle, Rosenberg,
Consortia / Teams	11	11	Beldeh, Cooney, Fynn, Hassan, Kehinde, Kumar, Mutuzana, Muya, Onesmo, Onumah, Tripp,
Allies	25	3	Barry, Macedo, Muya,
Donors 20, 19, 18	231	13	Anderson, Cooney, Cruse, Dale, Fritze, Gingras, Graham, Grant Lewis, Griffiths, Hellmonds, Lynes, Magliane, McShane
Managers incl. Field Associates	58	10	Anderson, Beldeh, Cooney, Graham, Kehinde, Lynes, Mutuzana, Muya, Ngowi, Tripp,
Chapter Coor/Leads	13	4	Beldeh, Cooney, Graham, Lynes,
Recipients ½ FY21, FY20, FY19, ½ FY18	4	4	Ahmad, Beldeh, Macedo, Muessle,
Development Officers	215	10	Ahmad, Beldeh, Barry, Fritze, Fynn, Kehinde, Kumar, Ngowi, Onumah, Roberts,
TOTAL	619	75	Required: 10% = 62

Financial Report: The draft audit was presented. Comments received in the next 2 days will be able to impact the final audit.

Services Report: WCE's 6 services were presented.

Election of Board: The Members thank Robb Rill and Cindi Grace for their prior service on the Board. Upon a motion made by Timothy Anderson and seconded by Pamela Cooney, the Members present and by proxy ballot unanimously cast 75 votes for new Board member Manoj Kumar for a three year term. This brings the current membership of the Board to eight.

The Members asked that special recognition be given for Robb Rill's 12 years of Board leadership, help in raising funds, and his thoughtful and generous financial support of World Computer Exchange and for serving as the Vice Chair of our Board of Directors.

Election of Council: The Members thank Vikas Nath, Marc Schaeffer, and Ulla Skiden for their years of lending their good names and providing advice on a range of issues. Upon a motion made by Pamela Cooney and seconded by Timothy Anderson, the Members present and by proxy ballot unanimously cast 75 votes for the following 8 for three year terms: Boubakar Barry, Zeddy Chirombe, Ken Choi (contingent on acceptance), Ed Gragert, Alex Mbianda, Stan Muessle, Rahul Tongia, and Anne-Catherine Yon. This brings the current membership on the Council to 43.

110th Meeting of the Board of Directors

Present: Peter Hellmonds, Lisa Dale, Suzanne Grant Lewis, Ayesha Hassan, Manoj Kumar, and Timothy Anderson, **Staff:** Pamela Cooney. **Absent:** Richard Gingras and Jeremy Griffiths

Future Meetings: Second Tuesdays from 2:15-3:45 PM Eastern (Please let Timothy know if you foresee a problem with any date): April 13 (draft Work Plan and KPIs), June 8 (Work Plan, Budget, KPIs, and Letter of Appointment for Field Associates), September 14 (prep for Friends & Family), December 14 (Board & Council Nominations), February 8 (Annual Meeting and Signing Authority),

Request: Ayesha Hassan requested that a brief list be sent to all Board members showing name, email, LinkedIn, and phone number for each Board member.

Request: Peter Hellmonds requested that a slack account be opened for the Board and the Audit Committee – and Fundraising. Board members wanting to volunteer to help with WCE fundraising will be added to the existing staff slack account.

Minutes: Upon a motion made by Lisa Dale and seconded by Ayesha Hassan, the Board **VOTED** unanimously to approve as submitted the Minutes of the 109th Board Meeting (December Minutes)

Officers: Upon a motion made by Suzanne Grant Lewis and seconded by Lisa Dale, the Board **VOTED** unanimously to Elect the following Officers for one year terms until the first Board meeting after the next Annual Meeting. Chairman of the Board: Peter Hellmonds, Vice Chairman & Treasurer, Jeremy Griffiths, Clerk: Pamela Cooney, and President: Timothy Anderson.

Signing Authority: Upon a motion made by Suzanne Grant Lewis and seconded by Ayesha Hassan, the Board unanimously **VOTED** to approve the annual signing authority for one year as called for in the by-laws.

Until the Board meeting after the next Annual Meeting, to authorize the following three actions as included in the Board-approved annual budget: (1) Any one of the following: Board Chair, Vice Chair, Treasurer, or President to sign a Bank or Fidelity check or authorize a bank or Fidelity transfer alone for up to \$7,500 or any two of the above for any amount above \$7,500; (2) Any one of the following: Board Chair, Vice Chair, or Treasurer to approve a bank transfer or sign a check to reimburse or pay the President or Clerk; and (3) The President to sign contracts or agreements for the corporation and when specifically voted by the Board, the Board Chairman or Vice Chairs shall also have such authority.

Strategic Ally / Partner Approval:

Strategic Allies = 25 global organizations that work together with WCE to accomplish their shared missions. The Allies help WCE better provide services to our partner organizations. The 25 are regularly screened for active assistance with some being removed allowing others to be regularly added.

Partner Organizations = 1,000 organization that provide funds to WCE in exchange for computers to help connect more youth in developing countries. Some are removed when they request or when we become aware of a problem.

Partner Organization: [Technochem Charity](#) Upon the recommendation of Lisa Dale, the consensus of the Board was to place a hold on this partnership contingent on further due diligence.

Strategic Ally: Upon a motion made by Lisa Dale and seconded by Suzanne Grant Lewis the Board unanimously **VOTED** to enter into a Memorandum of Understanding with [Family Code Night](#).

Financial Report: The Board briefly reviewed the improved **Profit & Loss Statement** in its abbreviated format and the abbreviated **Balance Sheet** that was improved by the recent additional \$100,000 donation of unpaid salary by Timothy Anderson and Pamela Cooney. The Board was presented with the **Draft Audit** and given 2 days for comments prior to the draft being modified or accepted and submitted to the Federal government and to many state governments. Peter Hellmonds requested a meeting of the Audit Committee with all Board members invited to discuss the financials. This meeting will be scheduled after the February numbers are available in early March.

Services: ([Summary of Services](#)): After a introduction by the Board Chair about the President's evaluation and the WCE mission, the Board had a substantive discussion of the 6 services. Several Board members expressed that it was highly useful to now have on one page all that WCE does. Among suggestions included expanding on mentors and the link between services and jobs for youth. The President thanked the Board for focusing on the summary that was sent out.

Key Performance Indicators: The Board Chair explained the context and need for beginning a process of setting KPIs ([Service KPIs](#)). Several Board members advised to only have a small number. The Board will discuss this more in the next meetings.

Fundraising: The Board briefly discussed aspects of fundraising including working with large NGOs and sending draft for fundraising email to the 3 Board members who did not want to send WCE emails to their friends and family during December/January. The draft fundraising plan that was sent to the Board will be discussed at the next Board meeting. ([Plan](#)) Manoj Kumar agreed to join the fundraising team and he has been added to the management slack account.

FY'21 Shipping To-Date: 380: Cambodia (4), Cameroon (10), Colombia (4), Haiti (30), Kenya (208), Puerto Rico (50 PAID not yet shipped), Sierra Leone (74 PAID not yet shipped)

Pamela Cooney
Clerk
February 9, 2021