



**Title:** SUTA BoD 11<sup>th</sup>, meeting #01 Minutes

**Date:** April 4, 2021

**Time:** 12:00 EST, 18:00 CET, 20:30 IRI

**Location:** Zoom

### **Board Members**

	Present	Not Present
• Mehrdad Sarfaraz	x	
• Niloufar Salehi	x	
• Sepideh Soheilpour	x	
• Hassan Gharibi	x	
• Mojgan Eliyoun	x	
• Arsham Mazaheri	x (Left the meeting at 13:49 EST)	
• Yaser Kerachian	x	
• Reza Kianmehr	x	
• Bijan Azadi	x	

B-01-01 : Call to order.

Quorum achieved with more than 5 members Present.

B-01-02 : It was suggested by Mehrdad and Hassan that at the beginning of each session, the Chairman and Secretary be rotated from the board members. For this meeting, Mehrdad assumed the Chairmanship as he was prepared for it and Hassan was the Secretary.

B-01-03 : Hassan suggested in order to facilitate keeping the minutes, meetings shall be recorded. Since the discussion on meetings procedure and transparency was the last item on the agenda the board members decided to postpone the decision on keeping or destroying the video for later, but Hassan promised to irreversibly erase the recorded video if everybody agreed on it later on and once the minutes are finalized. Everybody agreed on this.

B-01-04 : Recording starts at this point to address the meeting's agenda.

B-01-05 : Opening remarks by Hassan:

- This meeting will be focused on the following topics

- Planning on the board monthly meetings
- Discussion on the letter from the SUTA's lawyer
- Discussions on official social media platforms
- Determination on the board committees [postponed to the next meeting]
- Discussion on the Pardis issue (Sharif's international branches, both Tehran and Kish)
- Defining short and long term goals [postponed to the next meeting]
- Checking on SUTA's financial situation (e.g. tax)
- Discussion on the meeting's procedure and its transparency and availability to the members [postponed to the next meeting]

#### B-01-06 : **Discussions on the agenda's items**

##### *1- Planning on the board monthly meetings*

- Mehrdad suggested that a meeting shall be held every second Sunday of each month.
- Sepideh suggested that due to sensitivity and amount of tasks we can arrange to have a meeting every two weeks for the first two months. Bijan did second this.
- Niloufar and Mojgan mentioned that we shall agree on one session for each month and have an urgent session if something comes up. However, for the coming months, we can decide to have bi-weekly meetings to move the task forward.
- Yaser raised the question on how the poll and voting should proceed (If we have a discussion on telegram or we have a poll on other platforms other than the actual meeting). Or what we should have if something urgent comes up.
- Mojgan responded that we can discuss some matters or just mention ideas on telegram or email so that each member has enough time to think it through and then discuss it one more time at the meeting and have a poll to cast votes.
- Hassan mentioned that the only poll that we can have on the telegram panel is to check the priority of each item on the agenda before the monthly meetings.
- In the end, Mehrdad said that we shall vote on this statement **“The monthly meeting should be held every second Sunday of each month. During the first 2-3 months, based on the urgency we can have more meetings. The urgent meetings shall be informed by email and text on Telegram”**
- Everyone voted yes for this motion.

Before proceeding to the next item on the agenda, Mehrdad raised a question in regards to what condition a substitute board member can cast a vote. It was pointed out by Reza that in BoD 8<sup>th</sup> if one of the board members was absent and there was a substitute board member, she/he will be able to cast a vote instead of the absentee. Yaser seconded this and Niloufar showed that in the SUTA's bylaw this is written in Section 2.1.2.

### *2- Discussion on the letter from the SUTA's lawyer*

- Due to the sensitivity of the confidential agreement between SUTA and the Lawyer, Bijan suggested not keeping the minutes of the discussion and stop the recording as the statements and discussions may not be legally accurate so that may cause confusion later on. All board members agreed on that, and thus the recording was stopped at this moment.
- After discussion between board members, it was decided that further analysis of the Lawyer's letter is required with potential need to seek additional clarification from the Lawyer. However, the following conclusions can be drawn at this point:
  - **SUTA is prohibited from engaging in any transactions or dealings with any financial institute based in Iran and vice versa and no member from Iran can have access to the SUTA bank account outside Iran. (SUTA should not have any financial transaction with Iran)**
  - **In the interim while further analysis of Lawyer's letter is ongoing, it is decided to take a conservative approach and follow the Lawyer's current conclusion with respect to board members residing in IRAN as follow: a SUTA board member living in Iran cannot participate in any voting however he/she can express her/his opinion and have them documented in the meeting's transcription.**

### *3- Discussions on official social media platforms*

- Mojgan briefed us about the transition of the SUTA's account from different platforms. (Table is attached)

Table 1. SUTA accounts status

ID	Item	Status	Responsible out	Responsible in	Additional Responsible in
1	Website	Transferred	Shahriar	Mojgan	Hassan and Sepideh
2	Facebook	Transferred	Siamak	Mojgan	Mehrdad
3	Instagram	Password and Email issue	Siamak	Mojgan	Hassan
4	SUTA Network Telegram	Admin Transferred Ownership not yet	Shahriar	Mojgan	Mehrdad
5	SUTA Election group	Transferred	EB(Election Board)	Mojgan	Mehrdad
6	SUTA Members	Admin Transferred Ownership not yet	Shahriar	Mojgan	Mehrdad
7	Linkedin	Not yet	Farrokh		
8	SUTA Telegram Channel	Transferred	Siamak	Mojgan	Mehrdad
9	SUTA Talk Channel	Transferred	Siamak	Mojgan	Mehrdad
10	SUTA Avaz Group	Transferred	Siamak	Mojgan	Mehrdad Zanganeh (Instructor)
11	G Suite Panel	Transferred	Shahriar	Mojgan	Mehrdad and Hassan
12	Zoom Account	Transferred	Shahriar	Mojgan	Mehrdad and Hassan
13	NorCal Telegram Group	Transferred	Siamak	Fariba Aria	-
14	Germany Telegram Group	Not yet	Reza Motamed	Rasoul Akherati	-

- Yaser mentioned that it was agreed that he will contact Mr. Malihi about the LinkedIn Page. He will do so and update the board (Most probably will contact Mr. Malihi the next day).
- Mojgan suggested that everyone who is the responsible person should check their access to the designated platform before the next meeting.
- Sepideh mentioned that for the website we should have someone who is an expert in the area of IT and security and anyone who is helping the board on running the website should be known to everyone.
- Mehرداد and Niloufar also had similar opinions as above.
- Bijan pointed out that if you search candidate's name on Google with SUTA, one can see their picture and description on the election board

page, etc. Pointing out the shortcomings of the website on its securities.

- Mojgan suggested deactivating “SUTA Memebers” on Telegram. This motion was passed with everyone voting Yes. The reason was that there already exists an official channel (SUTA\_ORG) to announce SUTA news, and the role of group/channel (SUTA Members) was in parallel with the “SUTA\_ORG” channel.
- Mojgan also suggested to change the name of “Talar Entekhabat” to “Talar Aza Suta” and “SUTA Telegram Network” to “Talar dustdaran suta”. This motion was passed with four yes (Hassan, Mehrdad, Mojgan, and Niloufar), and 3 no (Yaser, Bijan, Sepideh). At this point, Arsham was not present in the meeting anymore and Bijan substituted him as a voting member.
- Mojgan suggested that for now, 3 admins from 3 different time zone would help her on managing these telegram channels and groups (Frouz Tabiban-Iran, Alireza Kamalan-England, Majid Pahlevan-Canada). Everyone voted yes for this motion. It was also mentioned that Hassan, Niloufar, and Mahboob Bolandi act as a help.
- It was brought up by Yaser, Sepideh and Bijan that the Communication Committee is yet to be formed and any decision with respect to such items as Telegram groups shall be discussed and agreed in the corresponding Committee. It was decided to discuss all the committees and how they are going to work and managed in the next meeting, due to shortage of time. At this point, the 2 hours that were set for the meeting was passed and with a unanimous vote, the meeting set to resume for another 30 minutes.
- Yaser suggested that for a period of time, Communication Committee informs the board on its moderation on telegram channels, and sends to the board the screenshots of the posts deleted. Hassan said that there is an easier way to track deleted posts, and he is going to inform board members about it.

#### *4- Discussion on the Pardis issue (Sharif’s international branches, both Tehran and Kish)*

- Mehrdad suggested that since SUTA should follow maximum attraction policy, we should change the status of Pardis’ alumni to Regular Member (instead of Associate Member)
- Reza agreed on the idea to change back their status but suggested that we should hold a ballot open to all members and ask their opinion on this.
- Before leaving the meeting Arsham sent a text in the zoom chat box that he agrees with taking action and retracting the BoD 10<sup>th</sup>

interpretation of the bylaw regards to Pardis situation.

- Mehrdad, Niloufar, Sepideh, Hassan, and Mojgan all talked about the issue and agreed with changing back the Pardis' alumni status from Associate to regular member.
- **The 11th BoD agreed to change the Pardis' alumni status from Associate to Regular member without any opposing vote as this board believes SUTA needs to be an inclusive association and also during the election, members' consensus is believed to be the same.**

5- *Checking on SUTA's financial situation (e.g. tax)*

- Mehrdad took an action to follow up on the SUTA's bank accounts and financial situation.

**B-01-07 : Actions**

*Table 2. Actions*

No.	Action	Who	To Whom	Deadline
1	Everyone who has been granted access to various online platforms should check and verify their access before the next meeting	All	Mojgan	18 <sup>th</sup> April 2021
2	Send an email to SUTA email list and informing them about the plan for the SUTA Telegram Channel and Groups	Mojgan	All	18 <sup>th</sup> April 2021
3	To change the name of t“Talar Entekhabat” to “Talar Aza Suta” and “SUTA Telegram Network” to “Talar dustdaran suta”	Mojgan	All	18 <sup>th</sup> April 2021
4	Deactivating SUTA Members news on Telegram	Mojgan	All	18 <sup>th</sup> April 2021
5	Delete or keep the recorded board member meeting upon further agreement	Hassan	All	18 <sup>th</sup> April 2021
6	Fixing password and email issue with Instagram	Mojgan	All	18 <sup>th</sup> April 2021
7	Getting full ownership of Telegram Channels and groups from Mr. Shahriar	Mojgan	All	18 <sup>th</sup> April 2021
8	Contacting new selected admins for Telegram groups	Mojgan	All	18 <sup>th</sup> April 2021
9	Contacting Mr. Farokh Malihi regarding SUTA LinkedIn	Yaser	All	5 <sup>th</sup> April 2021

	account			
10	Follow up on SUTA's bank account and financial situation	Mehrdad	All	18 <sup>th</sup> April 2021
11	Sends instruction to board members on how they can track deleted posts in telegram channels	Hassan	All	18 <sup>th</sup> April 2021

**The meeting was adjourned at 14:30, EST.  
Next meeting will be on Sunday April 18<sup>th</sup> at 12:00 EST**