



**Board Minutes for CoDA World Board
At CoDA Service Conference
Carefree, Arizona
October 15-21, 2016**

SATURDAY, OCTOBER 15TH

The Board of Trustees met on Saturday, October 15th in person at the Carefree Resort before the annual CoDA Service Conference. Members in attendance included: Gerald B, Mary I., Chris H., Denny H., and Lorraine O. as voting members and Conni I. as staff.

After opening procedures, Chris H. started the meeting by welcoming everyone and reminding us of the Board of Trustee's mission:

Acknowledging that we are all here for our personal recovery, the mission of the CoDA Board of Trustees is to ensure the longevity and fiscal health of the organization, to support the Fellowship's ongoing service work, to promote CoDA unity and to reach the still suffering codependent.

Round Robin order: Chris, Lorraine, Mary, Denny, Gerry, Conni

The following motions were brought up for ratification:

1. Web Photo - approved via email motion. Lorraine motioned, Gerry seconded. Approved.
2. Denny made motion to send the coin issue to Legal and seek attorney advice, if needed, to research and come up with solution. Mary seconded. Approved.

Ratified all motions unanimously.

AGENDA

1. **Recruiting meals** – Discussed scheduling time to have prospective board members join us at any of our meals.
2. **Discuss Board Report and CSC Agenda** - Went over the Board PowerPoint. Discussed how to present, as part of the strategic plan.
3. **Board Applications** – discussed the 2 board applications we have so far. Have both of these people previously attended CSC? The FSM states that VE's should have been to CSC before coming. Agree with concept that you have attended a full CSC before applying. Discussed rewording the prerequisites for board service and add this to the

application. Discussed that we need a better vetting procedure, maybe have the board secretary look at it and approve to make sure it is fully filled out. Events has a motion to put the nominations back to the board, which would allow us to vet applicants earlier. Discussed contacting Jose and ask if he has attended before and if not, ask him to withdraw his application.

Action Item:

- ✓ Denny and Chris to contact Jose to confirm whether he has been to a CSC before, and if not, ask him to withdraw his application.
- ✓ Need to change the board application to reflect previous CSC service.

4. Board Motions – went over at lunch

- a. Motion #1 - Date of CSC – this is a similar motion that Northern California, Southern California and Events each are bringing. Discussed having a meeting with each to come up with a solution. Mary will present after meet with 2x2x2.
- b. Motion #2 - Distribution of CoDA corporation assets in Bylaws. Discussed changing the wording in the motion based on attorney suggestion of updated language. Mary will present.
- c. Motion #3 - Distribution of CoRe assets in Bylaws. CoRe has a similar motion and suggesting to the change the wording of their bylaws to the same as the attorney suggestion. Gerry will present.
- d. Motion #4 - Change in Bylaws on vacancies. Chris will present.
- e. Motion #5 - Change in bylaws on contractors. Chris will present.
- f. Motion #6 - English as official language. Denny will present.

5. Other Motions

- a. Communications -Motion 1 & 2, after discussion, would like BOTH motions to go to Chairs. Ask them if they have input on these motions, they are unclear.
- b. CoRe Motions - #1 - bylaws change for alternate board members - go to floor as is. #2 Spanish pamphlets for download with fair-use policy. Want to make it clear that it is already on the CoDA website. Need to do both English and Spanish. Still go to floor, Gerry will talk to them about changing the motion verbiage.
- c. Events Committee Motions - #1 - change the bylaw verbiage on events. Board wants it to say “in collaboration with the board.” #2 - bylaw change for when the next year(s) CSC is announced on the floor; board would like some verbiage changes, like “may be announced at the floor of the current conference” friendly amendment. #3 - Bylaw change to CSC special meetings - leave as is. #4 - FSM change on elections that the board is in charge of applications and events just facilitates the election. Agree in principle, check verbiage.
- d. Finance Motions - #1 - ERP change regarding receipts, all agree. #2 - ERP change regarding TRO. Motion 2, section C needs to tighten up language at the meeting tomorrow. #3 - Prudent Reserve. Discussed increasing revenue. Discussed that we need a holistic approach and develop a plan. #4 - Additional procedure changes. All agree with changes. Discussed changing “foreign nationals” to “international members,” asking Lou if okay to change.

- e. H&I Motions - #1 - new emails to use for H&I. Agree this is taken care of with MS Office 365, would need to be part of the budget. #2 - use funds for all literature purchase, all agree.
- f. Literature Motions - #1 - list foundational documents as required reading. - All agree - need to make group or meeting clear. #2 - update Affirmations page - all agree. #3 - that CSC be consulted on taking a piece out of print - all agree. #4 - Out of print literature on the website. Feels this is a legal issue. Not clear. Mary talk to Literature.
- g. SSC Motions - #1 - changing the way the FSM is laid out. Agree as is. #2 - Replace Section 4 - Community Service Group instead of Intergroup. Agree as is.
- h. Spanish Outreach Motions - #1 - wants developer updates on meeting locator. Strongly feel they should not be making changes. #2 - requesting CoRe financials. Denny to ask them to soften remarks. #3 - wants to update the Spanish side of the website. This was late and would be under new business.
- i. New Business – Board has a new motion for CSC - #7 – dealing with the annual general meeting, that it is the board's responsibility. Gerry and Mary will put it together.
- j. Voting Entity Issues – went over all issues and who they are assigned to.
 1. *Colorado #1* - wants to add the word service and self-respect on the same side. ASSIGN TO LEGAL WORK GROUP.
 2. *Colorado #2* - change the FSM closing prayer. TURN OVER TO COLORADO delegate to present as a motion in new business.
 3. *Colorado #3* – Wants Roman Numerals back on the coins. TURN OVER TO COLORADO delegate to present as a motion in new business.
 4. *New York* - wants to include the crosstalk/no feedback as a rule for all meetings. ASSIGN TO SSC.
 5. *Northern California* - moving date of CSC to July - move to CSC under Board or events. Several motions on this. Can we get everyone to work together to come up with one acceptable motion? Board wants June/July/August; SoCal and NorCal wants July; Events wants October. Bring this up at Chairs Forum to get together to talk in a 2x2x2x2.
 6. *Massachusetts* - That no State, Country, or Voting Entity be considered to have surrendered their rights to Representation and Voting at the CoDA, Inc. World Service Conference (in spite of any affiliation) without having surrendered those rights in writing to CoDA, Inc. This had gone to IMC, but turned down. TURN OVER TO MASSACHUSETTS delegate to present as a motion in new business or ASSIGN TO LEGAL. Mary and Gerry talk to Legal and come up with something to possibly be brought up to CSC. If clear and not controversial, can assign to a committee.
 7. *SoCal #1* - look at a group exemption for all VE's. ASSIGN TO BOARD.
 8. *SoCal #2* - related to CSC dates. Supports NorCal motion. Put them with the 2x2x2x2. ASSIGN TO BOARD to work out. Lorraine will put these meetings together before CSC .

- 6. Events Coin** - Gerry and Mary gave the Legal Work Group report and recommendations of how to handle this. Gerry reported what Adam the lawyer suggested. He said that they recommend ending the unauthorized use of the Trademark because unauthorized use of the TM can weaken the trademark. There is also the potential perception of conflict of interest. Discussed having an initial conversation with Events Committee, Yvonne and Michelle, to find out more details. If CoDA received a benefit, board could ratify the transaction so you can use it. Look at whether this benefits the corporation. Perception of violating the rules - need to look at that. None of the transactions were negotiated with anyone that is in charge at CoDA.

Legal Group Recommendations:

- a. Michelle to step down from Events Committee in response to perceived conflict of interest.
- b. Tightening of business practices.
- c. Make task of finding CSC venues a collaborative effort between SOS and Events.
- d. Look at Committee itself, reduce CSC contingent to 5.
- e. Tighten up the responsibility of financial matters.
- f. Contracts need to be signed by the Board.
- g. All committee members to sign a Conflict of Interest Statement.
- h. Should we allow it to be distributed at CSC?

Attorney suggest that it can be presented at CSC with a ratified letter of giving them permission. Discussed all aspects of the issue, including giving it away and not selling them. Need more information.

Action Item

- ✓ **Denny to contact Yvonne to see the contract, bill, number of coins, need to see competitive bids, etc. TABLED DECISION FOR RIGHT NOW.**
- 7. IMC** - created procedures that changed their job completely, making them responsible for vetting Delegates. Discussed that this would give them the right to decline someone as a delegate. Oversight of Board? Bylaws say that the Board Secretary is the keeper of the delegates/voting entities. IMC is voted in as a rotating committee every CSC with a specific job. Discussed how to handle and agreed to discuss at the Chairs meeting.
- 8. SPO** – this was discussed under motions.
- 9. CoRe meeting** – is Monday at 2pm.
- 10. Discuss Sunday, meeting from 8am until noon:**
- a. Chair Forum Monday at 4 pm. Items to discuss:
 - i. Create relationships at the local/VE levels
 - ii. What to do when Committee aren't functioning.
 - iii. What is working what isn't?
 - iv. How can Board Liaisons be more supportive?
 - v. IMC Vetting Delegates - Conflict of Interest?

11. Schedule for rest of week:

Monday:

9am - Board

10am - Events

Noon - Finance and Events

2pm - CoRe

3pm - Zach and Gerry

4pm - Chairs

6pm Delegate Social

Tuesday - 6:30pm dinner with prospective board members/recruiting.

Wednesday - Dinner with new and current board members, meet and greet.

Thursday - Dinner board meeting with new board for legal paperwork, Officer Elections and Board Liaisons.

Friday - 7am Board meeting and breakfast with new board.

Serenity Prayer

Adjourned at 5:00pm

SUNDAY, OCTOBER 16TH

In attendance: Chris, Lorraine, Mary, Denny, Gerry

Opening procedures.

Establish order for round-robin discussion: Chris, Lorraine, Mary, Denny, Gerry

- a. **Events Coin** – Created letter to Events concerning our conclusions on the coin. Sent to Events Chair.

Gerry made a motion to request Events to sign over ownership of 30 Year commemorative coin and all related items. Lorraine seconded. Approved with 4 ayes, 1 abstention

Board will meet with Michelle and Lorraine on Monday. We will break for Executive session for decision and then go back to the meeting with Events.

Motion to extend for 15 minutes – Lorraine, seconded Mary. Approved unanimously.

- b. **Chairs Forum** – Discussed items to discuss and prioritized. #1 - Rotation of service. #2 - What to do when Committees aren't functioning. #3 - What do you need that you are not getting? #4 - Chairs meeting format. #5 - Create relationships at the local/VE and overlap.
- c. **CoRe Meeting** - Chris will expand on the list in preparation for the meeting Monday with CoRe at 2pm. Lorraine is to start the potential bullet point list of items for discussion with CoRe and email to the board during the afternoon break for feedback.

Adjourned at 12:20.

MONDAY, OCTOBER 17th, 9am

In attendance: Chris, Lorraine, Mary, Denny, Gerry, Conni

Opening procedures.

Establish order for round-robin discussion: Chris, Lorraine, Mary, Denny, Gerry

Schedule for day:

- 10am Events - ready for this meeting, sent letter, ready for discussion.
- Noon Finance – menu and order lunch - Finance and events - in Board Room.
- 2pm CoRe
- 4pm Chairs

Schedule for rest of week:

- Dinner on Tuesday night with potential members - reservations made for 6:30pm
- Wednesday dinner – meet and greet with new board – reservations for 6:30pm
- Thursday dinner – board meeting in Ocotillo room at 6:30pm, order from restaurant

Things to still cover:

- Chairs Agenda - alternate between their priority and our priorities
- CoRe Agenda
- Board Positions
- Legal

MEETING WITH EVENTS ON COIN at 10am

In attendance: Chris, Mary, Gerry, Lorraine, Denny, Michelle, Yvonne, Conni

Chris opened the meeting and reminded everyone of our mission - to support the still suffering co-dependent.

Chris went over letter to Events that was sent on Sunday. Gerry discussed how AA lost a trademark, ironically the issue was coins/medallions. AA is no longer involved with any merchandising. Michelle and Yvonne discussed the process that happened within the committee. Discussed all aspects of the coin and possibly solutions.

Discussed that we have 2 options:

1. To create a retroactive letter of approval and decide if free or at cost
2. Or decide to cease and desist.

Events said they will agree to whatever we decide, including pulling the coin.

EXECUTIVE SESSION – 11:18AM

Mary made a motion that the board offer Events the opportunity to sign an agreement allowing them to distribute the coin (one per person), on a one time basis, given away to delegates at CSC and attendees at ICC and that it would not be distributed by CoRe and that all rendering, proofs and property concerning the coin be given to CoDA. Gerry seconded. After discussion, MOTION WITHDRAWN.

Mary made a motion to offer an agreement to events to hand over ownership of all coins, renderings, proofs, samples and previously distributed coins and the letter to be created by the CoDA lawyer within 30 days. The board agrees that the coin will not be distributed at CSC or ICC. Lorraine seconded. Motion approved 4 ayes to 1 abstention. Motion passes.

RESULT - Chris to meet with Yvonne before next meeting.

EVENTS/FINANCE – Noon working lunch

In attendance: Julie, Yvonne, Michelle, Barbara D., Lou, Addie, Denny, Gerry, Mary, Lorraine, Chris, Conni

Discussed Events Budget – both wish list and austere budget. All parties dug into aspects of the budget, both revenue and expense. Came up with a final budget to present.

CORE MEETING – 2pm

In attendance: David, Gerry, Mary, Lorraine, Chris, Denny, Barbara, Dagmar, Conni

Discussed many aspects of the CoDA and CoRe relationship with follow-up on outstanding issues. Created a plan for increased connectivity between the two entities, including a 2x2, and regular connection with the CoRe Liaison, and more frequent meetings between the boards via Skype.

CHAIRS FORUM MEETING WITH BOARD

In attendance: Kevin-IMC, Kathy- H&I, Crystal- TMC; Deborah-WCC; Evie-SSC; Yvonne-Events; Linda-Spanish Outreach/Liliana as visitor from -SPO; Sharon/Renu-Outreach; Jen-Communications; Don-Chair of CoNNections; Gail-IMC; Elise-member of Literature; Lou-Finance; Yvonne- Events; Board - Mary, Denny, Gerry, Chris, Lorraine, Conni and Zach

AGENDA

Chris apologized for the last minute meeting request this year. In previous years we have had a meeting and felt we needed one this year but didn't get the request out early enough. Assume we will be doing it on Monday in the future to help with budget and scheduling.

Items for Discussion

1. **MS Office 365 training** - Gerry is offering individual training to all chairs to help them get set up.
2. **Rotation of service #1** - Discussed the health of committee and how to solicit more members for service.
3. **What to do when Committees aren't functioning?** Discussed how to help the committees.
4. **What do you need from the Board that you are not getting?** Discussed how the Board can support the Committee and communication between both.
5. **Chairs meeting format** - needs to be a format for each meeting. Work on doing this regularly and everyone sign up to run a month.
6. **Create relationships at the local /VE levels and overlap on committees** - change in what is a VE and coming to CSC. Looking at everything to say how can we be more functional? And have more fun?
7. **Short term and long term plans for MS Office 365** - lots to it, what is the plan and how will be implemented? Gerry is available here and for questions in the future.
8. **Positive reports from each committee:**
 1. *Communications* - Jen reported that they put out a couple of helpful eblasts and initiated more phone calls and message forums online for 13-stepping, feels that they have been able to be helpful to people on issues and meetings. There are predatory meetings and they need people to step up when something isn't helpful.
 2. *Outreach* – Renu stated that they are proud of their new website. They worked with people from 3 different countries with no face to face, but met regularly, great example of teamwork. They have a rotation going on within the committee and co-chair method which has worked really well.
 3. *IMC* – Kevin reported that they have done a lot of stuff through email and answering inquiries, working with conference calls and worked with people directly. Most people want to be heard so they let them talk on the phone and it has worked really well. This model of calling people has helped a lot instead of email.
 4. *Literature* – Elise reported that she has been on the committee for 3 years, which has 10 members, besides producing literature, they do a lot of editing. Want more literature, the piece they produced this year, won't be produced as a piece to sell, but is a service piece. Their committee runs quite well, with Leslie having monthly calls, but at least half of the committee is on it. Always editing that is being done. The more communication with CoRe the better. They are working on some new pieces and starting from scratch, which is very exciting.
 5. *Outreach* – Sharon is the incoming chair. They have created a lot of work groups that came get together and helps move things along. They have 8 work groups right now.
 6. *Finance* - Lou reported that the committee meets regularly and are proud of the fact that a draft of the budget is in the delegate packet before CSC. They worked really hard to do this with most of it done. Mentioned the change in prudent reserve. He feels this needs to get passed and then it will be easier on everyone.

7. *H&I* – Kathy reported that they are fortunate that they have their own email subscription list and can send out regular emails. They sent out a questionnaire to 2000 people and got 60 responses. That is something that has worked for them.
8. *TMC* – Crystal reported that their committee had a Face to Face before CSC, working it to come in within the budget that was 25% less from the previous year. Because they are dealing with legal documents, it is hard to do on the phone. She feels their real success was creating a flow chart that people can know what to do for various types of documents. It involves the board and will be posted on the website. They have started their policies and procedures manual.
9. *Mary I.* – Mary reported that she will still be on the board and retired this year as well. It's been wild.
10. *Lorraine O.* – Lorraine will still be on the board, reported one good thing she feels they did this year was implementing a work session via skype that is much more informal and playful and helpful in recharging batteries.
11. *Chris H.* – She feels that having the extra 3 months until CSC has been long. She will be rolling off this year. Implemented workgroup for Legal and feels we should use work groups, they work well.
12. *Gerry B.* – Feels that the Legal work group is an example of the board and fellowship working together.
13. *Denny H.* – Denny feels he jumped into service work as Treasurer this year. Rough year personally, but glad to say that we got all ERRs done before end of last year and this year we'll get it all done again this year.
14. *SSC* – Evie reported that all motions from CSC that were given to SSC for the FSM was updated by end of August. It was a great goal that was met. She took a year off from service work, which was the best thing. She's back now with extra energy.
15. *Liliana* – Attended as a guest and is on the Legal workgroup and is a member of SPO. She feels that both groups have done brilliant work together. She is working on a 12 step prayer in Spanish and reviewing other translations like "In This Moment." Happy to be a part of it.
16. *WCC* – Deborah reported that the highlight of her year was a focus group on a service topic, the first one was just 10, the next was 12 people, and the last one was 23 and was translated in Spanish at the same time. Did more work to get a format that can do Spanish and English using WebEx, can't wait to use MS365 so more people can attend.
17. *SPO* – Linda said that she was thankful for Liliana's report.
18. *CoNNections* - Don reported that Lisa and Geff started CoNNections back up and now they are up to 8 members and 2 sub committees. They have done an emailing for 52 weeks for subscription list that keeps growing, and recovery stories continue to come in. What's really exciting is people are involved and not rejecting. They are working with authors individually. Excited to be on committee.

Thank you to everyone for taking time to come out to this meeting. Gerry thanked Chris for her service this past year as a CoDA Chair.

October 20, 2016 – New Board Meeting – 6pm

Attendees: Denny H, Mary I, Gerry B, Lorraine O, Jen L, Madeline R, Alternates Addie M and Anita F, with Chris H, as current chair

Passed out board books, thumb drive, board documents to sign and information on Changing of the Guard and Strategic Plan document.

Chris went over the duties of the Board, the Changing of the Guard, what we've accomplished in the past year and what we need to accomplish before we leave this CSC, namely Officer Elections and Committee Assignments.

OFFICERS – positions interested in

Chair – Mary

Vice Chair – Lorraine

Treasurer – Denny Hurt

Secretary – Madeline

Did a Round Robin for each to state what Committee Liaisons they are interested in.

Gerry made motion to nominate Mary as the Chair of the Board. Denny seconded. Approved unanimously.

Denny made a motion to nominate Lorraine as Vice chair. Jen seconded. Approved unanimously.

Lorraine made a motion to nominate Denny as Treasurer. Jen seconded. Approved unanimously.

Mary made a motion to nominate Madeline as Secretary. Lorraine seconded. Approved unanimously.

October 21st board meeting began at 7:34am

Attendees: Denny H, Mary I, Gerry B, Lorraine O, Jen L, Madeline R, Alternates Addie M and Anita F, with Chris H as current chair. New board starts at official end of CSC. This meeting is informational, but the new board cannot vote, but have been given voice.

AGENDA

1. **Officers** – voted yesterday, officially start at end of CSC. Ratified the vote for officers. Mary I. as Chair, Lorraine O is Vice Chair, Madeline R is Secretary, Denny H is Treasurer, Trustee members, Gerry B and Jen L, alternates Addie M and Anita F.
All in favor of ratifying motions – unanimous.
2. **Chairs Forum** – anyone can listen at any time, and would like continued attendance at the meeting each month. Discussed having Addie be the Liaison and attend all. Attendance can include the Liaison, the Chair attending as a Chair and a backup to the Liaison.
3. **Committee Liaison assignments - Mary made a motion accept the liaison positions as presented. Gerry seconded. Approved unanimously.**
Will announce the first positions at CSC. Ask that every Liaison that needs to be on Committee calls.

BOARD LIAISONS

| Committee | Board Liaison | Backup |
|--|---------------|----------|
| Communications | Anita | Jen |
| Co-NNections | Madeline | Anita |
| Events | Denny | Addie |
| Finance | Denny | Anita |
| Hospitals & Institutions (H&I) | Jen | Denny |
| World Connections (WCC) | Lorraine | Gerry |
| Issues Mediation (IMC) | Jen | Addie |
| CoDA Literature (CLC) | Anita | Mary |
| Outreach (Pro-Outreach) | Madeline | Gerry |
| Service Structure (SSC) | Addie | Mary |
| Spanish Outreach (SPO) | Madeline | Jen |
| Translation Management (TMC) and TMC Workgroup | Gerry | Madeline |
| CoRe | Lorraine | Addie |
| Email Coordinator/QSR | Addie | Mary |
| Admin Coordinator | Denny | Mary |
| AMC Liaison | Mary | Lorraine |
| Legal/Legal Workgroup | Gerry | Mary |
| Web/Web Workgroup | Gerry | Lorraine |

| | | |
|--------------|-------|-----|
| Chairs Forum | Addie | Jen |
|--------------|-------|-----|

4. **Events Issue** - regarding coins; a motion was made on Monday the 17th that the commemoratives coins not be distributed. It has been told that Events will bring this issue to the CSC today. Asked Gail from IMC to join us for discussion.

Original motion from Monday:

Mary made a motion to offer an agreement to events to hand over ownership of all coins, renderings, proofs, samples and previously distributed coins and the letter to be created by the CoDA lawyer within 30 days. The board agrees that the coin will not be distributed at CSC or ICC. Lorraine seconded. Motion approved 4 ayes to 1 abstention. Motion passes.

Gail from IMC joined us to listen the issue and determine next steps.

Chris gave a background of the issue and read the letter with attorney's opinion.

Discussed all aspects of the issue

Lorraine made a motion to have an agreement signed retroactively, to give the Board the coins for future consideration. Chris seconded. Discussion. Concerned about whether this sets a precedent. **Motion withdrawn.**

Lorraine made a motion that the letter stated in the previous motion (re: CoDA lawyer) add the word "retroactive" to the agreement letter to be signed by events. Intent is for clarification and we request that IMC deliver this to events.

The revised motion would read like this:

Mary made a motion to offer a RETROACTIVE agreement LETTER to events to hand over ownership of all coins, renderings, proofs, samples and previously distributed coins and the letter to be created by the CoDA lawyer within 30 days. The board agrees that the coin will not be distributed at CSC or ICC. Chris seconded. MOTION PASSED UNANIMOUSLY.

Discussion and next steps:

- 1) Talk to events to clarify our motion if there is any misunderstanding.
- 2) Board needs to talk about the ramifications for the events and board. Tightening business practices.

Meeting adjourned for final CSC session at 9am.

