



## Board Minutes for CoDA World Board Conference Call March 10-12, 2017

The Board of Trustees met for a Face to Face weekend on Friday, March 10th through Sunday March 12th in Seattle, Washington. Members in attendance included: Gerald B, Mary I., Jen L., Denny H., Madeline R. and Lorraine O. as voting members and Addie M. and Anita F. as alternates.

Confirm round robin order:

- 1) Lorraine
- 2) Anita
- 3) Jen
- 4) Madeline
- 5) Gerry
- 6) Denny
- 7) Addie
- 8) Mary

### **Friday, March 10th - Agenda Items for Discussion**

#### **Consent Agenda:**

Discussed using a consent agenda and what it entails. It encompasses routine items like the Chairs report, Minutes and motions to be ratified and financials. This would save time for each meeting. Any item can be pulled off if anyone needs to be discussed. Agreed to start using it at the April meeting.

#### **Review Agenda**

Discussed agenda as presented. Agreed to move the Finance request under new business. Add CoRe retreat report under CoRe 2x2.

#### **Ratify minutes and motions**

- 1) February Minutes
- 2) Motion to pay \$200 to Justin for extra work done for our website.
- 3) Motion to add Thursday evening to Gerry's hotel stay (web liaisons meeting).

***Lorraine made a motion to ratify the February minutes and email motions, Jen seconded. Approved.***

#### **Canada Contract - Gerry**

Gerry presented the Canada P&D contract for signature which includes the right to publish in French, Spanish and digital. In the future, they would like to see this contract updated to include a more straight forward royalty schedule, which led to a discussion on creating a standard template for all P&D to include consistent royalty schedules for all.

- 1) Ready for signature on contract.
- 2) Current royalty stays the same.
- 3) Mary signed and Conni will put in the legal repository.

Countries - discuss differences in countries for different royalties. One thing we did was set certain rules with TMC, i.e., can have a 5 year contract, after being in business 3 years. We do have some rules to make it easier and more consistent.

Mary suggested that we consider coming to an agreement about what we are charging for royalties and how to keep track of that. Canada is a good example - they are just getting off ground, but are constrained if the royalty is too high. Need to do something to help countries as they just come in the door. Discussed how to look at this. Percentages based on financials? Agreed that a standard contract makes sense.

**Action Items:**

- ✓ Work with TMC and the Legal workgroup to work on a standard contract.
- ✓ Mary is looking at each contract to document royalty amount.

**DAA Update - Gerry**

DAA (Emotional Dependence Anonymous) is a French derivative of CODA. They are using our logo with their initials, which is copyright infringement on the logo. Discussed asking them to join CoDA Canada. They are selling the 12x12 workbook without a P&D contract or paying royalties. Discussed that they have been around awhile but we have never formalized the relationship.

The lawyer suggested the following resolution:

- 1) Have a formal cease and desist on using the CoDA symbol.
- 2) If they prefer to be an independent entity, they need to be separated from CODA completely.
- 3) If they want to be a part of CoDA, they would need to adhere to CoDA guidelines as a Voting Entity.
- 4) He suggests we formulate and send a letter, possibly working with someone who speaks French to deliver and help with building relationship.

**Action Items:**

- ✓ Gerry will send to Legal Work Group to develop a letter by the April Board meeting for Board review and approval.
- ✓ Do some research ourselves on the history?
- ✓ Once they respond to the letter, we may have to formulate next steps.

**Supporting Committees Work and the Budget - Jen**

Discussion on how to assist committees when we don't have additional funds for budget requests. Noted that we have moved \$40,000 out of the money market and have not been able to repay. Suggestion that committees who have a budgeted f2f and aren't going to have a F2F and committees that are looking to increase their travel budget for f2f can work together. Would require telling the finance committee to move the travel budget (or partial travel budget) from one committee to another. Discussed possibly putting in a 10% miscellaneous budget item that can be used for other travel or F2F, increases that haven't been accounted for. Discussed bringing this to the CSC to make it clear that money that is not used could be shared for on how we are using money. Like if you don't use your F2F, another committee might use it for internationals and/or unforeseen circumstances that can be used.

Discussed asking Finance Committee that we want a contingency line item of 10% for unexpected expenses.

***Lorraine made a motion that we include as a part of the final budget a line item in the board's budget called "contingency expense," starting for the 2018 budget and ongoing, of 10% of total expenses rounded to the nearest thousand, to be used at the Board's discretion in conjunction with the Finance Committee and within prudent reserve guidelines. Jen seconded. Discussion. Approved unanimously.***

**Action Item:**

- ✓ Work with Finance Committee to implement.
- ✓ Next Steps - write a procedure on how the line item can be used.

**International support including webpage devoted to their needs/wants - Gerry**

Discussed being mindful that we are an international organization and need to be more inclusive of internationals and different international issues. Discussed requesting Outreach to do an international study to give recommendations to the Board on how we can be more supportive of internationals. Discussed having the home page of the website reflect that we are a World organization that would include different language translations to be available. This was requested by TMC several years ago of translations in other countries. Discussed helping countries get up and running on translated publications and embrace the literature that other countries have written - we used to have a reciprocal agreement for literature to and from countries. Discussed live streaming CSC so that members in other countries can participate, or at least hear what goes on.

**Action Item:**

- ✓ Need a policy that we can send out on ways we can support international members to include helping them get their literature out there to the codependent that is still suffering. Board to work with the Chairs to do this.
- ✓ Discussed sending out an email blast once we have a policy and then blast it out.

**Translation Management Committee (TMC) and responsibility assigned - Mary**

Discussed TMC and current procedures. This area of contract negotiation and record keeping should be assigned to the board, although TMC has done a good job – not a reflection of their work, just a re-thinking of responsibility. Discussed having a contract template and an easy way to track. Discussed how to get more international contracts in the works. Discussed that contracts with other countries should be negotiated with the board, which will free up TMC to possibly reach out to other countries and increase the number of contracts we have.

**Action items:**

- ✓ Send the boiler plate contract idea to the Legal Workgroup to discuss.
- ✓ Have a 2x2 meeting with TMC to discuss processes and work with them to clarify and simplify their process.

**Audio Capability on website (podcasts)**

SPO, CoNNections and Communications have all asked to have the capability to put audio files on the website. They want to be able to read something and have the ability to have it be on the website as an audio podcast.

***This item was tabled until we talk about the website.***

**Request by CoRe to have Addie as the primary liaison and Lorraine as backup.**

Discussed that at the first board meeting after CSC, the board agreed as a whole to not switch liaison positions. Mary will email them and let them know that we won't be switching liaisons, per agreement at the beginning of the new board year.

**Action item:**

- ✓ Mary will email CoRe to let them know Lorraine will continue as CoRe primary liaison and Addie will remain backup.

**Spanish Outreach Committee - Mary**

The Spanish Outreach Committee (SPO) has ongoing concerns about the board. Discussed ways to help expand the communication between SPO and the board.

**Action items:**

- ✓ Mary to set up an information and Q&A meeting with the Spanish Outreach Committee and the Board of Trustees.

***Lorraine made a motion to extend the meeting 5 minutes. Jen seconded. Approved.***

**Completed agenda at 5:47pm.**

## Saturday, March 10th - Agenda Items for Discussion

### **Massachusetts VE Issue - Addie**

Addie had sent out information about this issue, mainly to acknowledge that even though 6 New England states have banded together as an Intergroup, it does not change the bylaws or FSM that gives every state the right to be a Voting Entity. Massachusetts has asked that we clarify this, as it was perceived that they surrendered their voting right.

***Jen made a motion to send a letter to Massachusetts Voting entity that says that we agree that Massachusetts has not given up its status as a voting entity. Refer to FSM Section 5 page 21 of the FSM. Lorraine seconded. Approved.***

#### **Action item:**

- ✓ The Board Secretary will send a letter of response from the Board to the Massachusetts delegate.

### **Strategic Plan update**

Short term and long term goals for the future. Some have been accomplished.

***Initiative #1 - Website*** – This is tabled for later discussion.

***Initiative #2 - Policies and Procedures*** –there are 6 yet to be done. Goal is to have them by CSC 2017.

Missing:

- a) Literature
- b) Communications
- c) Events
- d) Service Structure
- e) Translation Management
- f) World Connections

Discussed the importance of having these Policies and Procedures manuals, especially when there is rotation of duties with new committee members.

#### **Action item:**

- 1) Each Board Liaison contact their committees and offer the template if they don't have it, along with SOS assistance. Noted that it could be done in an hour or so with SOS assistance.

***Initiative #3*** – Contractor procedures and contracts – complete, can take off the Strategic Plan

***Initiative #4 - CoRe Relationship*** -The Contract is being worked on in a 2x2, which will be meeting again on March 20th to finish up. They recently gave a much appreciated lump-sum 7th tradition donation of \$10,000.

Judi T. is going to be the Literature Liaison for now, in absence of a chair. This should help keep the process open between Literature and CoRe. Communications have improved and the relationships is getting stronger.

- 1) Short-term goal - getting a new contract negotiated and signed with processes for ease of renewal and negotiation. Suggest an evergreen contract with a renegotiation clause that can be triggered at any time. Royalty will be 40%. Have a procedure for the board to review the contract every year so that each board understands the contract and process.

- 2) Long-term goal - increase relationship with CoRe – this is ongoing, as we continue to understand how they work. Mary said there is a Flow Chart of the relationship and processes, she will find and send to the board. Agreed that we need to meet regularly with CoRe, which was agreed by them at their recent Face to Face. Work with CoRe on a schedule to meet.

**Initiative #5** - Alternative to Participating at the Conference in Person

Discussed the current bid to do this at the hotel for the 2017 CSC. It would be less than \$2,000 to have video and audio available. Discussed anonymity problem and possible solutions. Discussed only doing audio instead of video. All agreed the concept is great, but we need to work out a few of the issues.

- 1) Phase 1 done,
- 2) Phase 2 work towards observation for the 2017 CSC. Web liaisons to work with a newly formed work group and SOS to find best practice for this.
- 3) FUTURE - Phase 3 to allow interaction and voting in the future.

**Initiative #6** - Develop Service at All Levels of the Fellowship

Discussed this goal and how to accomplish. Agreed it needs to be broken down into smaller pieces.

Discussed creating a 2x2x2x2 with Board, Outreach, Communications and CoNNections. Let them meet and break it down on how we could approach it.

- 1) Set up a 2x2x2x2 with the Board, Outreach, Communications and CoNNections. Find the right vehicle to reach out to different demographics with CoDA endorsed messaging. Target date for first meeting by June, 2017.
- 2) Target Date – to have a plan to develop service at all levels of the Fellowship by 2018

**Initiative #7** – Communications/Public Information

Discussed sending this to a Work Group.

- 1) Internal Communications - Communications committee is doing this work already, just need to revisit it with the committee - Chair and Board Liaison to move forward. Summer 2017
- 2) External Communications - still a long-term goal.

**Jen Motion to extend 15 minutes, taking off CoRe session. Lorraine seconded. Approved.**

**Initiative #8** - International

Discussed what really needs to be done for international. Discussed that Pro-Outreach has invited other countries to adapt the current starter packet to suit their needs (i.e., Canada, changing state to province) and then submit back so that it is on the website as a guide. This is in progress.

- 1) Board supporting World Connections Committee on mechanisms for international groups.
- 2) Improve Legal contracts ongoing - Legal and TMC.

**Initiative #9** - Reassess the CoDA Committee Structure

Discussion centered on working with the Committees for the good of CoDA as a whole is vitally important. The true goal of the board is to support committees as needed.

**Jen made a motion for 5 minutes extension. Madeline seconded. Approved.**

- 1) Took out the first 2 goals; rewrite goal to Reaffirm Commitment to the CoDA Committees
- 2) Build Team Environment – ongoing goal.

- 3) Utilize Work Groups as needed.
- 4) Add the Policies and Procedures initiative into this initiative.
- 5) Hold a Strategic Planning session at the first Face to Face in 2018.

**Re-Prioritized the initiatives as followed:**

- 1) Priority 1 - New Website (Initiative 1)
- 2) Priority 2 - Reaffirm Commitment to the CoDA Committees (add P&P) (Initiative 9)
- 3) Priority 3 - CoRe Relationship (Initiative 4)
- 4) Priority 4 - Alternative to Participating at the Conference in Person (Initiative 5)
- 5) Priority 5 - Develop Service at All Levels (Initiative 6)
- 6) Priority 6 - Communications/Public Information (Initiative 7)
- 7) Priority 7 - International (Initiative 8)

**WEBSITE - Gerry**

Gerry went over the history of the website - process, history and challenges including the web platform. He has done some research on the viability of converting the website from the current MURA platform to WordPress. It is possible to do this for a reasonable price (\$1,000) and then work with a WordPress developer to build all the plug-ins we will need for the meeting locator, etc. Gerry feels that WordPress will give us so many more options and that we will be found easier. It is a much more common platform than MURA.

Current developer retainer is up in May. Would like to have a plan by then. Discussed putting together a Workgroup to begin process. Discuss hiring a consultant to help us get bids and give us an outside professional opinion. Also discussed having a job description for the webmaster and what is the best way to handle this.

**Gerry made a motion to create a workgroup to develop a strategic plan to port the current CMS platform to a WordPress platform for Board approval. Lorraine seconded.** Discussion – this would be board appointed workgroup with the 3 web liaisons (Lorraine, Gerry, Jen) who will invite CoDA members with a particular skill level to be a part of the group. Liaisons to discuss if SOS should be on this. **Approved unanimously.**

**Action item:**

- ✓ Web Workgroup to be created.
- ✓ Develop a strategic plan for website conversion by May, 2017

**Audio podcast requests for Website - Madeline**

Discussed the 3 requests from SPO, Communications and CoNNections. CoNNections has a clear vetting process. Discussed sharing their vetting process to SPO and Communications so that they can work towards this goal. It is not clear what SPO and Communications is asking for and agreed to not make a recommendation at this time until we have more clear definition of what they are asking for. Need strategic plan on how they are going to implement and take care of the legal issues.

**Madeline made motion to allow CoNNections to use audio (Podcasts) on the CoNNections website using the same vetting procedure and obtaining copyright. Gerry seconded.** Discussion - Legal necessities are already in place for CoNNections. **Approved unanimously.**

**Action item:**

- ✓ SPO and Communications liaisons will respond to the committees, as above.

Madeline followed up on the two SPO follow-up issues from CSC:

- 1) Spanish website updates - non-issue, motion 4770 was defeated at CSC.
- 2) Meeting locator for Spanish has not been started yet.

### CoRe 2X2 - Lorraine

Addie gave a report from the CoRe Face to face meeting:

- They have a new website that will be ready soon - [www.corepublications.org](http://www.corepublications.org).
- CoRe has contractors who take care of the publishing, accounting and distribution of CoDA literature. They will be in the process of reviewing, defining and refining their processes.
- They came up with 8 initiatives for their Strategic Plan and are looking at working with consultants to accomplish some of these initiatives.
- Literature Liaison - Judi T was at the meeting as a representative of the Literature Committee and will work with CoRe for better communication.
- One of their initiatives is to provide a Free Literature Packet for new meetings.

The board discussed that the Free Literature Packet might need to go to CSC. Lorraine affirmed that the CoDA and CoRe contract is being worked on and everything is moving forward.

### Q&A For Local Meeting Tonight

Lorraine showed the documents she will pass out tonight. Meeting in the boardroom with a few local people.

### Giving Wise update and plan – Denny

Went through the new process of giving and the categories available.

Changes to the page:

- 1) “Entity or your choice” #3 - **OF** your choice
- 2) Description at the beginning “and” = **TO help** ~~to~~ carry the message
- 3) #1 – “to pay for daily operational costs and expenses” - **change** to “to help the still suffering co-dependent.” **Lorraine made a motion to change the language from “to pay for daily operational costs and expenses” to “to help the still suffering codependent. Denny seconded. Approved unanimously.**
- 4) #4 “Co-Dependents Anonymous, Inc., the CoDA Service Conference (CSC) has designated November as a time for individuals, local meetings, Intergroup and Voting Entities to give thanks for how CoDA has helped them to live life. CSC suggests ~~that~~ groups”...
- 5) You will find the form here: <http://coda.org/default/assets/File/Donation%20form.pdf>. **You**
- 6) Credit card on mobile app may need to be tweaked – **it kept jumping back so numbers would get jumbled.**

Giving Wise does have the option to change to the language of your choice. Denny confirmed that after someone submits their donation, they will get an email with a receipt. All agreed this is a great step and thanked Denny for his hard work.

**Denny made a motion to approve the Giving Wise Solutions platform for donations, as amended, to be put on the website. Next step coming will be to set up mobile apps and recurring donations. Jen seconded. Approved unanimously.**



## **Old Business**

**2x2 Spanish website work - done** (*Madeline will reach out with what the board decided above*)

**Relationships with Committees** – Discussed that working with the Chairs Forum has been a good step and we are moving in a good direction. The board hopes that it is being received that way.

Discussed having a “Committee of the month” spotlight and talk about needs, example: “if you have an interest in literature, help us out.”

### **Liaisons and Email**

At the Chairs forum they discussed the automatic inclusions of Board Liaisons on the email alias. 4 supported and 4 had challenges to the topic. Discussed about whether a Liaison can respond to an alias email. Discussed email etiquette – when you are cc’d, you should not reply. They are just “copying” you. All Liaisons were put on the aliases, but individually some have been taken off. Round Robin. Discussed that Liaisons are here for their advantage, but want to honor their requests. We can get info from QSR and monthly chairs report, and the committee minutes. Agreed that we want to continue to build trust and concentrate on that with the Chairs Forum.

Table further discussion to April board meeting as Old Business. Talk to your chairs about it so we have more communication.

### **CoNNections and Friday Fellowship - Anita**

Anita was sent a request from the Communications Chair to put out a weekly eblast communication called “Friday Fellowship.” Communications is tasked with sending out announcements. Agreed that we like the idea of weekly announcements, as long as they are done without opinion and bias. The majority of what they are suggesting is in their realm. Discussed vetting - in the past, the eblasts were run past other chairs for another set of eyes. Discussed suggesting they ask CoNNections be part of the vetting process so that several people are looking at the text. Suggest looking at FSM page7, page 5 for guidelines on Group Conscience.

### **Action Items:**

- ✓ Anita to follow-up with Communications Chair and letting them know we agree in principle to their suggestion, but ask that they provide us with guidelines that they are going to abide by that includes a Group Conscience for vetting the documents/communication that will go out. If they don’t have a process in place, suggest CoNNections be a part of the vetting process or check out their process.

***Jen made a motion to close the meeting today. Madeline seconded. Approved. Adjourned the meeting at 4:30pm.***

## Sunday, March 12th - Agenda Items for Discussion

### **Finance Committee Request - Denny**

Finance Committee sent us an email that outlined the good news that we ended 2016 with a positive cash flow of \$18K. They were expecting a negative cash flow of \$13K, so they feel like we finished the year with \$33K more than expected. In addition, CoRe gave us another \$10K.

They know that Face to Face funds are light in the budget and are suggesting that we use the excess surplus for Committees who did not have a Face to Face budgeted. They submitted a plan for how this could happen.

Discussed the positive cash flow, but also that we have had to take \$40,000 out of reserves over the last year. Consider this should be used to replenish that. All agreed to the budget as presented at CSC and feel we need to honor that, but also look at how we can be creative when looking at the 2018 budget. Discussed that we have Microsoft 365 to have skype meetings, which is another tool they can use.

***Denny made a motion regarding the Face to Face budget proposal from Finance Committee for the remainder of 2017 be denied with the proviso that Face to Faces for committees will be addressed for 2018. Lorraine seconded. Approved unanimously.***

### **CoDA's Service Structure**

There has been ongoing suggestions, presentations and motions to look at the service structure of the organization and how to streamline. Anita reported that at the 2012 CSC there was a PowerPoint presented at CSC but never acted on. Gerry reported that in 2015 there was a motion (motion key#4680) to create a work group to delineate the corporation and legal structure, which was also never acted on. After discussion, agreed we need to take a look at this and see how we can move forward. Agreed to put this on the To Do list and talk about at the April Board meeting.

**Review of Q&A in Seattle with local group** - Round Robin about the meeting.

**Financials** - Lorraine suggested that we have regular financial reports on the board agenda monthly so we can know where we are against budget. All agreed. Denny and Lorraine work on what reports to present and Mary will make sure on monthly board agenda from now on.

**Event Insurance** – Events is asking that we purchase an events cancellation insurance policy. Discussed options that we could need the insurance for. Agreed that is something we should put in place. Whose budget?

***Lorraine made a motion to ask SOS to get bids on event insurance, to come from the board budget, for the 2017 conference. Jen seconded. Approved unanimously.***

**Audit** – Discussed that we have not had one in many years. Agreed that we should look at doing next year and put money in the budget for 2018 to accomplish this, if we decide we want to do it.

**CPA and Taxes** – Discussed that we have used the current CPA in California for many years, but it might be time to look at securing a CPA that deals only with nonprofits to ensure that the 990 thoroughly represents CoDA as a whole. March 15th is the date that we send information to the CPA for the 990 that is due on May

15th. If want to get another CPA, need to do that now and would like one year under our belt with a nonprofit CPA before we consider doing an audit.

***Lorraine made a motion to extend the meeting until 11:15. Jen seconded. Approved.***

Round Robin about changing CPA. We can file an extension for 2016 if we need a little more time to get bids. Agreed we would like a CPA that specialize in nonprofits.

***Denny made a motion to ask SOS to get bids for a CPA that specializes in nonprofits for the 2016 taxes, and file for extension, if necessary. Jen seconded.***

Meeting adjourned at 11:15am, followed by a closing check-in.