



**Board Minutes/Summary for CoDA World Board Conference Call
July 11-13, 2015
Meeting at CSC**

The Board of Trustees met on June 11th, 12th and 13th at the Face to Face meeting in Concord, CA. Members in attendance included: Hal H., Chris H., Lorraine O., and Gerald B. as voting members, John R. and Werner S. as Alternate Trustees.

SATURDAY AFTERNOON BOARD MINUTES

Agenda

Hal made a motion to approve the agenda as presented. Werner seconded. Approved.

Legal Section 6 review and approval – John

Discussed Legal Section 6:

- Legal Liaison as agent of the board – discussed what that means. Should they be on the board? Are they an agent? Possibly use “representative?” Board needs to sign contracts and agreements. Discussed the definition of liaison and agent. After discussion – we agreed to keep the word “agent.”
- Legal Liaison duties – 6.1.1 discussion. Made a few corrections.
- Section 6.3.5 discussion. Discussed international publications – agreed to talk with CoRE about this.
- Section 6.3.7, 6.3.8 approved

Chris made a motion to extend time on legal for ½ hour. Gerry seconded. 1 nay, majority approved.

- Section 6.5 – Conni to put in images here – finalize format
- Section 6.6 – discussed that we need to see TMC’s P&P
- Discussed exhibits.

Chris made a motion to accept Section 6 with legal liaison and SOS making the final format including legal images. Gerry seconded. Discussion. Approved unanimously.

Board acknowledged the time and effort that has been put in by John, Hal and Flo and Gerry, Fernando, Evie, Crystal, TMC and countless others. This has been a long time coming.

The Relationship Between the Fellowship and the Corporation

Discussed how the corporation is a business and there are certain things the board must do to do their fiduciary responsibility. Discussion of Fellowship roles and the committees that are set up to do the work of the corporation. The board is tasked with making sure everything is legal and to insure that CODA assets are used responsibly. Quite a bit of discussion of where lines can get blurred and how this might be clarified. Agreed this is a longer discussion.

Chris made a motion to adjourn, Gerry seconded. 2 abstentions. Approved.

Agreed to do a GC in the morning on whether we should continue conversation.

Note: Next year at CSC – revised board bylaws – take out reference to employees. 75 days to next CSC.

5:00 Adjourn

SUNDAY MORNING BOARD MINUTES

The Relationship Between the Fellowship and the Corporation

Discussed that we had already made a decision to send this to a workgroup. We will need to decide who should be on it and what their tasks are. Discussed bringing it to the Chairs forum. Put together a workgroup from that.

Chris made a motion to send the issue of the relationship between the Corporation and Fellowship to a workgroup, dynamics of the workgroup to be decided. Hal seconded.

Discussion – possibly set it up with equal number of chairs, board and members, 3X3.

Approved unanimously.

Discussed David McMurray was unable to attend, so John, as an alternate, will vote in his place.

Other Business

SOS use of CODA logo

Discussed that the board had already approved SOS using the CODA logo without words - agreed to continue to let them use it.

CSC Board Motion Presentation

Discussed who would present the board motions:

- Board Motion 1 – Hal will present
- Board Motion 2 – Chris will present
- Board Motion 3 – John will present

Voting Entity Issue Assignments

- Arizona VEI = assigned to Literature
- Texas VEI-1 = Take off the picture of the hurting person – assigned to Board
- Texas VEI-2 = SOS not coming to CSC. Will send this issue to the Fellowship/Corporation Relationship Workgroup.
- Pennsylvania VEI = to add “or other” in both versions of the Welcome. Send to Literature.

Board PPT

Went through the Board Presentation for the CSC, updated slides.

Chris made a motion to have another board meeting on Monday at 3pm until 6pm to finalize agenda. Gerry seconded. Approved with 2 abstentions

Chris made a motion to adjourn the board meeting. Werner seconded. Approved.

Adjourned at noon

MONDAY AFTERNOON MINUTES

Group Consensus' (GCs) to ratify

1. ***June 13 minutes – Hal made a motion to accept the June 13th board minutes as presented. Chris seconded. Approved***

Ratify GC as an extension of a previous meeting approved by majority via email:

2. Letter to chairs regarding revisions
3. CSC Agenda

Hal made a motion to ratify. Gerry seconded. Approved.

Ratify GC as unanimous votes of new issues via email

1. 2nd Quarter QSR
2. List of Acronyms
3. Hire SOS for CoDA bookkeeping services
4. Conni to participate in the conversation regarding corporation and fellowship
5. Approval of office and email coordinator contractors
6. Revision of Board Motion 2 to ...*Work performed or products purchased, by a committee using CoDA resources belongs to CoDA's board and all its committees. These are made available to the board for storage and to the board and committee chairs use.*

Hal made a motion to ratify these email votes. Gerry seconded. Approved.

SOS contract renewal

Discussed the new 2015-2016 contract

Chris made a motion to approve the 2015-2016 contract as presented. Lorraine seconded. Discussion. Approved.

Financial Review

Went over reports and discussed future requirements. Discussed how to look at reports and see what we need. Action item on how to run reports so that the committees and board can see expenses and revenue – have every month. Discussed that we need this information regularly and how to handle in future. Would be good to hand the previous year financials to the new chair at CSC.

Budget review and approval

Discussed the 2015 and 2016 budget. Discussed having a board meeting in the fall of 2015.

Chris made a motion to approve the board's portion for the 2016 budget – Board L 1, 2 and 3 as written. Hal seconded. Approved unanimous.

First meeting with new board

What can we do to make the transition better? What and when meetings will be.

- Went over Changing of the Guard procedures.
- Discussed setting up a con-call after the meeting and not tackle too much.

- Discussed Thursday evening meet and greet. Discussed sharing with them. Then can have a quick meeting on Friday.
- Liaisons – how to put these in place with new board members. Need a liaison on the board chairs forum.
- Discussed the liaisons:
 - Discussed whether the Treasurer should be the liaison to the Finance Committee.
 - Discussed whether the Legal Liaison should be the liaison to TMC.
 - Discussed current board making a recommendation to the new board.
 - Discussed about written reports from liaisons to the board on a monthly basis.
 - Discussed checks and balances – getting committee reports and liaison to be available.
 - Discussed board liaisons and transparency.
 - Work on P&P on liaisons in future.

Gerry made a motion to adjourn, John seconded. Discussion. Need to know when we are meeting on Friday. Meet and greet board tonight. Discussed meeting an additional time. T/W/Th evenings nothing planned. Amendment to motion, to set next meeting and then adjourn. Agreed. Approved.

Next Meeting on Wednesday at lunch at 12:15pm. Will lunch brought into the board room.

WEDNESDAY AFTERNOON MINUTES (taken by Gerry B.)

Attendees: John, Werner, Hal, Lorraine, Chris, Gerry, Conni (Mary I as observer)

New Board Meeting

- Friday
- Time for meeting – approx. 1:00 for one hour in executive room at 2pm
- Place – Executive room
- Agenda
 - Handing out of paperwork
 - Signatures
 - Disclosure forms
 - Paperwork ie; board book
 - Sharing on interest and jobs (why we are in the room “board”)
 - Transition information – in jump drive – pp --- review

- Board documents for liaisons
- Mary I joined session as observer 1:00 pm
- Committee support important -
- Etiquette between chair and board
- Liaison and backup liaison could get together and discuss procedure
- Discussion on email responses.
- Election of officers – Friday possible minimum of election of officers
- Teleconference for liaisons
- Review committees and liaisons