



**Board Minutes/Summary for CoDA World Board Conference Call
May 9, 2015 9:00am PST**

The Board of Trustees met on May 9th by teleconference. Members in attendance included: Hal H., Chris H., Lorraine O. and David Mc. as voting members, John R. as Alternate Trustee. George was also in attendance representing the Spanish Translation Committee. Not in attendance: Gerald B., Werner S.

After opening procedures, the following motions were ratified by unanimous vote:

1. April 11, 2015 meeting minutes, with the understanding that acronyms be spelled out
2. April 18, 2015 meeting minutes, with the understanding that acronyms be spelled out
3. 1st Quarter QSR

Copyright Policy

Lorraine reported that no objections had been received regarding David's policy proposal. David shared Lisa's question via email "with David's revision can people have to ask for permission to print /copy what's written". John responded "no, since the copyright resides with the original author. This is the same wording we use when we grant permission to publish our materials."

Current version: "anyone submitting works for publication agrees to a limited release of copyright, allowing CONNections to publish your works for no compensation and grants CONNections the right to re-use any work published in a feature CONNections issue. However, all copyrights will remain with the author".

David's proposal: "Writers agree to a shared release of copyright, allowing CONNections and/or CoDA Inc. to publish their works for no compensation and grants CONNections and/or CoDA Inc. the right to re-use any work in any future publications. This agreement allows the author and CONNections and/or CoDA Inc. the right to re-use the work in any future endeavors."

*John made a motion to approve copyright policy wording change that David is proposing.
Motion seconded by Hal. Approved*

Agenda Item

John requested that the discussion on Section 6 Legal issues be moved to #5 on the Agenda. Hal agreed to time discussion to last no longer than 15 minutes.

TREASURER'S REPORT – CHRISTINE H.

Chris reported that current accounts are as follows:

Chase Checking account:	\$ 32,054.72
Chase Savings:	\$100,043.11
Reserve at Arizona Bank:	\$200,000 + a little interest (doesn't have exact count)

Account activity

March Deposits:	\$ 9,307.58
March Expenditures:	\$ 16,800.00
Deficit =	\$ 7,492.32 (covered by reserve)
April Deposits:	\$ 11,507.00
April Expenditures:	\$ 14,200.00
Deficit =	\$ 2,691.00 (covered by reserve)

Chris promised to supply a recap for every month of the year with totals before CSC, but noted that the common thread each month is continuing to spend more than we bring in each month, even though there is healthy reserve. John asked if it would be possible to have a breakdown before Conference of expenses, as Lou has asked committees to reduce expenses. Chris noted that the majority are travel reimbursements, and requested to be on next agenda for the June meeting to share breakdown of expenses. Chris added that outstanding disbursements having come from Lauren were going out today.

David expressed concern that expenses need to be checked against what's been budgeted before disbursements are made, and Chris promised to remind Finance Committee to do that.

Action Items:

- ✓ Chris to create recap of year by month, including expenses to be shared at next meeting
- ✓ Chris to send out outstanding disbursements as received from Lauren
- ✓ Chris to remind Finance Committee to check expenses against budget
- ✓ Lorraine to include Chris on next meeting Agenda

Contract with Bookkeeper

Lorraine sent the contract to Lauren who did not initially respond. Later Lauren sent back her own contract on her own letterhead with a pay increase. Lorraine informed Finance Committee she was opposed to any kind of increase. Committee had mixed opinions. A discussion ensued on the topic of Lauren's contract becoming null when she chose not to sign the one that the Executive Board sent her. All were in agreement.

Discussion held on possibility of SOS providing bookkeeping services, and whether it was necessary to acquire a minimum of 3 bids, including one from SOS. Chris noted that CoDA is

not looking for a CPA, because they are pleased with their current CPA in Arizona, and could utilize her as a resource.

Dave made a motion that a notice be put out for a new bookkeeper, and that SOS is welcome to submit a proposal along with others, with a goal of no less than 3 bids. Chris seconded the motion. Approved

Action Items:

- ✓ Chris to contact CPA in Arizona for referrals
- ✓ Notice to be put out for a new CoDA bookkeeper to SOS and others, goal of 3 bids

Lorraine noted that this is going to be a positive change for the Fellowship, and the Executive Board's goal is to be transparent in all matters.

Motions Database

Lorraine noted that a question had been put to the Finance committee to see if 3 bids were needed,

Lou's response: there is a "waiver" in the Contractor/Administration Policy that the BOD approved – "Waiver of the 3 bid policy may occur based on the determination of the Board of Trustees that enough acceptable competition cannot be obtained that there's an obvious vendor with history that meets all the qualifications where there is insufficient time to develop adequate competition. This decision must be in a written statement & accepted by the Board."

Discussion on what upgrade would cover and cost analysis. Lorraine noted that the current database goes back 30 years, and the upgrade will allow the Motions Database to be more user-friendly, searchable, and accessible, although input will still need to be done, and Dominic will still need to do the motions at the Conference as they happen.

Lorraine made a motion to accept bid of \$8000 from J Street Technology to update the Motions Database and increase the budget line item by \$2000 for a total not to exceed \$10,000 should there be any minor changes that need to be made as the work is being done. Dave seconded the motion. 4 ayes, 0 nays, 1 abstention. Approved

Email asking for New BOD members

Lorraine intends to send out the email as she has received no objections. All were in agreement.

Action Items:

- ✓ Lorraine to send email asking for new BOD Members

Point of Information – Hal H.

Hal noted that were 20 minutes left to cover remainder of Agenda, including: Legal, Events By Law Motion, Motions for CSC, and Spanish Outreach.

Dave made a motion that no more than 10 minutes be spent on Legal Section 6. Hal seconded the motion. Approved

Legal Section 6

John noted that he and the Translation Management Committee have been acting in contradiction to the current policy but in compliance with the proposed changes to Section 6.

Discussion on what the major revisions would be. Lorraine expressed opposition to the idea of changing the word Legal Liaison to “agent”, as they are not the same thing. Concern expressed that decisions might be made in the future without input of the Executive Board. Discussion on specific legal wording ensued.

John requested the BOD give him guidance on how to reconcile not being in compliance with current Section 6, but rather Proposed Section 6. Lorraine noted that as Legal Liaison & Representative of the BOD, he has fiduciary responsibility to represent the BOD as he sees fit, and as to act under the guidelines, using both the previous Sec 6 and Proposed Sec 6. Further, if some issue were to arise the BOD is trusting John to contact them for input. Hal made a Point of Order that discussion time had expired.

Dave moved to table this issue and handle it through email. Chris seconded the motion. Approved

Events Bylaw Change

Lorraine made a motion to accept the change in bylaws from Events. Hal seconded the motion. *4 ayes, 1 nay, 0 abstentions. Approved*

Proofing of the STO document

Lorraine stated that Linda has sent the 2 translated documents, including the “proofed manuscript of the pocket edition of the Spanish translation of the Codependents Anonymous book” and is recommending having them professionally proofed. Dave noted that items sent include: cover and appendices, and Ken & Mary’s conversation for 6 years.

George stated that he understood there is a need to get the translation approved by a professional proofer.

Dave made a motion to have SOS find a Spanish translator to proof the pocket edition. Chris seconded the motion. Approved

Action Items:

- ✓ SOS to find a Spanish translator to proof the manuscript and verify CoDA terms are used symmetrically therein before sending it to CORE.

Motions for CSC

Lorraine noted there were about 10 items in discussion for motions, with the deadline approaching of Friday the 15th.

Lorraine offered to create a Google Doc for discussion purposes, and send a link to everyone via email. Chris requested that the email include all pdf's.

Chris made a motion that because the topic was brought up on the BOD call, the rest should be done via email. Dave seconded the motion. Approved

Action Items:

- ✓ Lorraine to create a Google Doc of Motions for CSC, and send an email to all Executive BOD members including pdf's. To be completed by May 15th deadline.

Meeting adjourned at 10:01 a.m.