**Minutes** **CoDA Board F2F Meeting**

**Las Vegas, Nevada**

The Board of Trustees met face to face from Friday, January 17th through Sunday, June 19th in Las Vegas, Nevada.

Members in attendance: Nancy O, Don B., Salle H., Matt T., Linda A., Gail S. and Yaniv S.

**Friday, January 17, 2020**

**Linda volunteered to take the minutes**

**Executive Session** to discuss confidential items

Review of Board Bylaws and Policy & Procedures Manual – assigned to Don

**Saturday, January 18, 2020**

**Consent Agenda**:

**December 2019 motions and minutes of public Board meeting**

**Motion 1** – Move that the present antiquated email system available on Spanish.coda.org be updated via purchase of the Constant Contact email delivery system and that Spanish Outreach be allowed to administer this system, going forward. Intent: At a yearly cost of $378, the new system would allow for greater flexibility in messaging.

**Motion 2** – Move to increase the yearly cost for Constant Contact by $200. The present combined number of Spanish subscribers to email lists pushes this project into the company's next price range. The $588 rate will obtain until the level of subscribers grows to 2,500.

**Motion 3** – Move to employ a bilingual webmaster at the hourly rate of existing Fellowship Service Workers.

**Motion 4** – Move to accept the revised December 7, 2019 Public Board Meeting Minutes.

**Treasurer’s report/Financials**

JP Morgan Chase Checking: $159,766.08

JP Morgan Chase Savings: $120,292.04

National Bank of Arizona: $100,574.87

**Total Assets:**  **$380,632.99**

Salle moved that Consent Agenda be accepted. Matt seconded. Approval was unanimous.

**Old Business** (Staff present via Zoom)

**Website Update**

Linda to send announcement that the moratorium on registering and updating meetings, as well as making additions to the website, was extended from Jan. 21st to Jan. 30th.

Two years of changes are needed on the new website to bring it up to date. Nancy has done most of this.

The new webmaster will need to become familiar with multiple CoDA email addresses and the process to maintain them, the structure of the new website as well as where to forward misdirected emails. Staff and the website consultant will support the new webmaster to ensure website continuity, maintenance, backup and the successful transfer of the email signup portal. Staff will show the new webmaster the role of Office365 in the CoDA, Inc. email system. Use of an interpretation app with the new webmaster was considered.

**Motion – Nancy moved to hire Flywheel as the host platform for the new website and to pay the website developers, Intersection/Online, for ongoing help after the launch** – This will cost $1,012.50/year, with Flywheel offering a nonprofit discount of the first three month at half rate and a 20% reduction of the monthly rate for the following 9 months.

**Seamless Migration Process** – Linda will arrange for a meeting with our consultant and the web developers to firm up the migration process and request a letter detailing this process.

**Use of the WordPress MultiLingual plugin** (WPML) - to generate the shell of what will become the Spanish side of the new website- was scrutinized.

**The Meeting FAQs section of the website** needs to be renamed and updated.

**Record of transition to new website** – Staff was asked to create a folder in Drop Box to store the record of the steps involved in updating and otherwise readying the new website. Gail and Yaniv request access to the Drop Box site.

**Financial Dashboard Update** – The graphics used to depict CoDA expenditures were quite helpful at the CSC, in showing trends, tracking monies coming in and going out as well as offering projections. It was agreed that we would like Staff to continue to provide these graphics on a quarterly basis as well as before the CSC in Ottawa and to store the graphics in the Drop Box for future Boards.

**Status of 2019 Budget reports and 2020 Budget** – Some website costs were actually budgeted for and incurred in 2018, but were paid from the 2019 budget. Legal and translation/interpretation costs also contributed to the need to cut the Board’s budget at the CSC in Atlanta. The Board hopes to see the 2020 budget by February 10th.

**Staff administrative report and time logs** were reviewed with a question and answer period responded to by staff. The Board requested that the number of hours for each activity be provided on the Administrative Report. Action Item – Staff will include this on the next Administrative Report for January 2020.

**Finance ERAP Policy Proposal** – The Board agrees with other committees’ concerns regarding the new ERAP and would like to see internationals considered as carefully as locals, in terms of reimbursement policy. Different treatment of international and, in some cases, of local Trusted Servants was reported. Some people must travel for two days to arrive at the location of a face to face meeting or the CSC, calling for food and sleep costs en route and before the event begins, to deal with extreme time zone displacement. It was noted that at times a return flight that occurs two days after an event concludes, can be cheaper than one that leaves either the same or the next day. Furthermore, it was noted that the 30-minute travel time applied to define locals is meaningless at, for example, rush hour – when the locals would ostensibly be en route to do service.

**Finance Request for 2x2** – Gail and Salle agreed to participate.

**Board Liaison Assignments** – New Board Liaison assignments were allocated to the Alternative members, Gail and Yaniv. They have already been updated on the website. Linda reported that she must exit the web liaison position in view of other, pressing tasks. Two additional Board members were added to the web liaison alias, to watch and learn what is involved and to identify a replacement, as the plan is for her to step off that alias on March 1st.

**Chairs Forum Zoom Accounts Status** – Since the Chairs were asked to stop storing recordings on the Zoom cloud, Staff have stopped receiving warnings that it has exceeded storage limitations. However, CoDA still needs to pursue an economy of scale with respect to these accounts, so committees are still requested to share Zoom accounts, to save money.

**Historical Information Update** – This project has been at a standstill.

**Progress of post-CSC process of archiving the Delegate Package** – This item awaits Linda’s okay.

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Local Public Luncheon Meeting (12:00 pm – 2:00 pm)

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**Old Business, Continued**

**CoDA/CoRe Contract Update** – Board appreciates CoRe’s new system of regular monthly royalty payments. The Board representatives noted that the latest 2x2 meeting had to be delayed as a completely rewritten contract was submitted one day prior to the scheduled meeting. Several outstanding issues will require further discussion between CoDA and CoRe at their next F2F meeting, scheduled for Feb. 2, 2020. Action Item: Don will review proposed changes in the contract.

**Discuss TMC Documents (Copyright/ Royalties)** – Don will confer with Crystal, the chair of TMC, concerning rate of adherence to contracts, ranging from identifying those signees that do, and do not, submit royalties to submission of required reports and compliance with periodic contract renewals and whether a meeting between TMC, the Board and CoRe would be productive.

**Planning for the 2020 Fellowship Forums** – Board members discussedtransitioning planning of the Forum to other CoDA parties and the possibility of offering renamed *International* Fellowship Forum to indicate that codependents may contribute in other languages as well as post Forums that have been recorded in other time zones. At present, Forums are scheduled for noon, Pacific Time on February 29th (Service Concepts) and March 28th (Speaking My Truth Was Liberating). The need for a written description of the steps involved in planning and presenting a Fellowship Forum, as well as how to host it, was established.

**Sunday, January 19, 2020**

**Old Business, Continued**

**Bylaws and Board Policy & Procedure Manual updates** – Assigned this review to Don.

**Motion re TROs allowing VEs to reapply after 6 years** – Matter will be referred to the IMC.

**Bylaw Motion for IMC to notify Board Secretary of list of arriving Delegates** – Board would like to greet new Delegate arrivals at the New Delegate Orientation. To do so, it will help to have a list of new Delegates from the IMC VEL, 75 days before the CSC begins.

**Board will resubmit its withdrawn 2019 Board motion number six, that affects Bylaw changes as well as motions, 75 days before the CSC,** – *Move to change this sentence from part 4, section 2 of the Fellowship Service Manual, The bylaw motions, motions, and Voting Entity Issues will be posted on coda.org website and email notification of availability will occur no later than 75 days prior to the start of the CSC.* (Page 11) as follows:

The bylaw motions, motions, and Voting Entity Issues will be posted on the coda.org website and email notification of their availability will occur no later than 70 days prior to the start of the CSC.

**Establish a process for considering changes to Foundational Documents**– Don’s recommended process to consider changes to Foundational Documents will be presented as a motion at CSC 2020. Action Item: Don will prepare the wording for the motion.

**Delist groups that do not read the four Foundational Documents at each meeting** – In part 2, section one of the **Meeting Handbook**, the **Fellowship Service Manual** already defines the process for delisting a meeting as *one that requires a group conscience*. Therefore, no motion was deemed necessary, although a letter describing the process would be helpful. See also the **Twelve Steps and Twelve Traditions Workbook of Co-Dependents Anonymous** presentation of Tradition Four, where a CoDA meeting is also defined. Action Item: Salle will prepare a draft email for Board review that can be used as a template for responding to email complaints from members regarding meetings. Once it is completed, it will be shared with the Communication Committee as a standard response they can use when receiving complaints regarding meetings, rather than sending these directly to the Board.

**New Business:**

**The Board has worked to reduce reliance on Staff**

Efforts have been made over the past few months to reduce the number of hours Staff are relied upon. Staff members are needed to insure continuity of record keeping, administrative systems and bill paying, however, as part of our efforts to save CoDA money, in the past year the Board has hired a Fellowship Services Worker as webmaster and conducted its face to face meetings with minimal Staff presence.

At CSC 2019, the Events committee required hours of Staff time, to help set up the two Zoom rooms needed in Atlanta, for Observers as well as Delegates who were Voting Remotely. Nancy will speak with Events about reducing the amount of help from Staff to set up Zoom this year.

**Planning for the 2020 CSC**

The Board F2F in July before the CoDA Service Conference in Ottawa will start on Thursday, July 16th with dinner and will continue through the next two full days, ending at noon on Sunday.

Action Items: Nancy will prepare an outline of the Board’s Annual Report Presentation to the CSC for Board review and discussion. Linda will prepare a draft agenda for the July face to face meeting. Planning of the Year End Report/ Presentations was deferred to our next online, face to face meeting.

**The Email List Coordinator requested a new Delegate form**. Action Item: Matter was referred to Voting Entity Service Board and to Don, the liaison to take to the pre-CSC work group.

**Providing interpretation at the 2020 CoDA Service Conference** – Salle reported attempts to integrate Google Translate with Zoom and a plan to consult with Zoom by the end of January. If those efforts are unproductive, live interpreters may need to be hired.

**Reimbursements for Travel –** It was noted that the reimbursement of travel for service purposes can result in the taxation of internationals upon receipt of their reimbursement by their banks. Some methods of reimbursement, such as wire transfer, incur charges to the recipient. Finance is working out the bugs in the new ERP.

It would be optimal if trusted servants who have submitted an ERR were asked questions before parts of their expenses were denied, as not all CoDA members have the same level of familiarity with the process of making travel arrangements. Accordingly, the travel agency needs to be instructed to (i) place people two to a room, not squeeze three into one room, (ii) book committees into commercial hotels, that is, hotels that provide suites that include a room where meetings can take place, and (iii) to book a commercial hotel that offers conference rooms to those committees that will hold public meetings with the local CoDA community during their face to face meetings.

**Reimburse member of Spanish Outreach for time and labor spent creating a new, Constant Contact email list out of several pre-existing lists**

Payment to member of SPO for the work merging three email lists into one new email list and creating an enrollment page and an email to be sent upon successful enrollment: an invoice needs to be submitted to Finance

**Additional topics**

**Attempt to eliminate use of checks for reimbursements to internationals by using services like Xoom**

**Create a spreadsheet for folks searching for sponsors**, so that they can contact potential sponsors via email. Gail volunteered to do this using SmartSheet, to make the names collected at the 2018 CSC available. The hope would be to expand this to become a self-serve form available on the website to be completed by willing sponsors and sponsees.

**Items deferred**

**Account auto renewals on website host GoDaddy**

**Member’s email about the website’s search function**

Next public online Board meeting – Saturday, Feb. 8, 2020 at 8AM PST on Zoom