



## CoDA, Inc. Board of Trustees

### Public Meeting Minutes

**Saturday, November 9, 2024**

Day/Time: Saturday, 09:00 AM Pacific Time

#### **Observers Present:**

**Chairs Forum member in attendance (voice only):** Terry D H&I

**Observers:** Gerald B, Cathy P, Jorge B, Debra D, Barbara D, Bebbie W, Gail S, Erica,

**Board Members Present:** Jay G., Laurie C., Steve S., Tina R., Chris H.

**Quorum:** Met

**Minute Taker:** Steve S.

**Readings:** Serenity Prayer, Step Eleven, Tradition Eleven, Service Concept Eleven and Promise Eleven

#### • **Consent Agenda:**

1. **Motion:** Eliminate the Email List Coordinator Fellowship Service Worker (FSW) position effective 2024 December 31.  
**By:** Laurie C.      **Seconded:** Tina R.  
**Result:** Unanimous during 2024 October 5 Executive Session
2. **Motion:** Suspend the Meetings Coordinator Fellowship Service Worker (FSW) position effective 2024 December 31.  
**By:** Laurie C.      **Seconded:** Tina R.  
**Result:** Unanimous during 2024 October 5 Executive Session
3. **Motion:** for Chris H. to serve as a Board Trustee, Member-at-Large.  
**By:** Laurie C      **Seconded:** Jay G.

**Result:** Unanimous via email on 2024 October 19

4. **Motion:** effective immediately, to designate the Issues Mediation Committee (IMC) as a Work Group with Steve S. to serve as the Board Liaison.

**Discussion/Report:** Principled and legal responsibilities, since December 2023, have not been fulfilled as required for a CoDA Standing Committee. (FSM Part 1; Section 02 The CoDA Service Structure and Organization; FSM Part 5: Section 03- Standing Committees; Arizona Non-Profit Corporation Act; Statute #10-11-601 Corporate Records

**By:** Tina R.                      **Seconded:** Jay G.

**Result:** Unanimous via email on 2024 October 28

5. **Motion:** Transfer \$100,000 from Chase Bank checking account into Bank of America Savings account.

**Discussion/Report:** these funds are from CoDA's Chase CD which matured 2024 November 6

**By:** Tina R.                      **Seconded:** Laurie C.

**Result:** Unanimous via email on 2024 November 3

6. **Motion:** approve Board Public Meeting Minutes from 2024 October 5

**By:** Steve S.                      **Seconded:** Laurie C.

**Result:** Unanimous via email on 2024 November 6

**Treasurer Beginning Account Balances Report – Tina R:**

- NOTE: All amounts are stated in USD. Balances are rounded to the nearest \$100.
- Our Prudent Reserve is \$175,000

November Beginning Account Balances	
Chase Checking	51,000
Books for Inmates Funds	3,900
Educational Events Funds	8,100
7 <sup>th</sup> Tradition PayPal	5,700
Chase Savings	10,000
Bank of America Savings	75,000
Chase CD – maturity 11/6/2024	100,000
<b>Combined Accounts Balances</b>	<b>253,700</b>

**MOTION:** to approve consent agenda and Treasurer Report

**Discussion/Report:**

**Motion by:** Laurie C.   **Seconded:** Jay G.  
**Result:** Unanimous

**Reports:**

**Legal Liaison Report:**

- CoDA, Inc. applied for and received a Dun & Bradstreet (DUNS) number; this was free but required for us to set up the CoDA App in the Apple Store and Google Developer Account. Having this number will allow us to move some current accounts from personal contact information to CoDA, Inc. using our DUNS number.

**Web Liaison:**

- We are in the process of transitioning tasks from Email List Coordinator role to our Web Master, which will be a cost savings to CoDA, Inc. This change will also simplify processes and eliminate duplication of tasks.
- Our Fellowship Service Manual (FSM) has now completely been translated into Spanish with all five parts separated then a link to the combined document.

**Vice Chair - Jay G:**

- Outreach Committee F2F update: Met in same hotel CSC ICC will be. Organized role of the committee.
- CoDA App: Lyra network. Meeting monthly. Working on our phones. We hope to have it available by the end of this year.

**Secretary - Steve S:**

- Meeting with IMC workgroup members to complete necessary documents.
- Edovo project for H&I is nearing completion.

**Member-at-Large - Chris H:**

**Treasurer - Tina R:**

Treasurer/Finance Committee Action Items in Progress:

- Financial Review - expected completion 1<sup>st</sup> QTR 2025
- CSC Budget Revision – expected completion 1<sup>st</sup> QTR 2025

- Travel P&P and Face-to-Face Planning P&P - expected completion 4<sup>th</sup> QTR 2025

- \$100,000 (9mos) Certificate of Deposit matured 11/5/2024 with interest earned of \$3,731.02. Total interest remains in the Chase checking account. \$100,000 was transferred to the Bank of America savings account.

FDIC limits.

-Motion to submit monthly Detailed Profit/Loss report: Even though large expenses are made via Board or CSC vote; the Treasurer makes executive decisions on day-to-day budgeted expenses. Because of anonymity, a Detailed Profit/Loss report is not included in the reports given to the Finance Committee. There is currently no second set of eyes on the day-to-day executive choices being made by the Treasurer.

Round Robin: good idea, yes, previously requested, in favor, in favor.

**Motion:** The Board Treasurer to present a monthly Detailed Profit/Loss Report to the Board to be motioned for the next Consent Agenda.

**By:** Tina R. **Seconded:** Steve S.

**Result:** Unanimous

-Fundraising:

- The Virtual CoDA Conference (VCC) had 487 attendees and brought \$10,809 in revenue to help carry the message to the still suffering.
- The Events Committee is designing “Recovery at Sea” and Philadelphia themed items to be sold on the CoDA.org Store prior to both the cruise and CSC/ICC 2025. They will present a proposal to the Board in a couple of months.
- -Financial Review: I have notified the consultant that we have begun to bring ourselves into compliance by designating Issues Mediation into a Work Group and the motion is available to the public in the Board’s agenda. A Board member is working to create and submit late reports and minutes so that the financial review will not be delayed or there be additional costs.

-Monthly Book Club: I would like to see us start a monthly “book club”. To feature a specific piece of CoDA literature each month on CoDA.org slider. I’d like permission to reach out to a committee about the project.

Round Robin: not from board, cool idea, collaborate, fabulous idea, good idea. Literature or CoRE – could help featuring overstock, possibly Co-NNections.

GC: Yes: 6 No: Abstentions unanimous

### **Chair - Laurie C:**

- The Board will be holding a virtual face-to-face (f2f) meeting on November 14<sup>th</sup>. We plan to review our application, qualifications, interview/vetting processes for adding members. We are applying Service Concept Four to help us in making positive changes. Our Treasurer received discussion items from the Financial Consultant to assist us in this process; we will focus on his advice about vetting new Board members; term of officers, better training with knowledge of principles, processes, and laws; board meeting rules and conduct; legal and financial obligations, responsibilities, and liability.
- Our Translation Management (TMC) FSW has given permission for me to share that she is recovering from hand surgery; her recovery is going well but understandably, any current or new TMC requests may be delayed; also, updates to the current FSM from motions passed at CSC 2024 will be delayed until after the first of the year.

### **Questions and Answers:**

1. **Question/Comment-** using a bill of rights if CoDA can adopt such a document  
Answer: send request to [litchair@CoDA.org](mailto:litchair@CoDA.org)
2. **Question/Comment** - new Vice Chair SoCAL. Eventbrite IRS number. Hasn’t filed W9.  
Answer: The AI could not read our document but should be able to resolve it by person on phone.
3. **Question/Comment** - Taskforce had been meeting.  
Answer: Motion was not followed, needs to be rewritten by New England Alliance to Board and put into effect.
4. **Question/Comment** – Motion about IMC (she came in late). Book Club is a good idea.  
Answer: We do legally have to have minutes and QSR available, putting CoDA Inc not for profit status. This brings us into compliance.

5. **Question/Comment** - Grateful for work. IMC role in the CSC if no longer a Committee.  
Answer: At this point a workgroup. Overall review with a Board member. There will be a process for mediations that arise. VEL and Vice Vel working with Events.
6. **Question/Comment** - history of some committees not functioning. Spanish Outreach fell below members. The board stepped in as workgroup and rebuilt back to Committee. Now a strong committee. A similar success with the Finance Committee.
7. **Question/Comment** - IMC minutes. Why was something not done before they were so far behind?  
Answer: Steve: amends.

**Next Meeting:** Saturday, December 7<sup>th</sup> at 9:00 am PST

**Adjourned:** 12:58 PM EST